

PRIVATEBANCORP, INC.

Corporate Governance Committee of the Board of Directors

COMMITTEE CHARTER

(approved by the Board, as amended, on January 28, 2016)

Purpose:

The Corporate Governance Committee (the “Committee”) of PrivateBancorp, Inc. (the “Company”) is appointed by the Board of Directors of the Company (the “Board”) for the purpose of discharging the Board’s responsibility in accordance with the rules and regulations of the Nasdaq Stock Market applicable to the Company of identifying, evaluating and approving candidates, including incumbent directors, who are qualified to be appointed or nominated for election as directors of the Company, and for overseeing the Company’s corporate governance policies and practices.

Composition:

The Committee shall be comprised of not less than three independent members of the Board, as may be appointed to and removed from the Committee from time to time by a majority of the Board. No member of the Committee shall be an employee of the Company, and each member must be determined by the Board to be “independent” in accordance with the rules of the Nasdaq Stock Market applicable to Board members generally. The Chairman of the Committee shall be designated by the Board out of those members appointed to the Committee.

Members of the Committee shall serve at the pleasure of the Board and for such term or terms as the Board may determine. Committee members may resign from the Committee by giving notice to the Chairman of the Committee or the Chairman of the Board. A Committee member may resign Committee membership without resigning from the Board, provided, however, that a member shall automatically cease to be a member of the Committee upon either ceasing to be a member of the Board or ceasing to be “independent” as defined above.

**Duties and
Responsibilities:**

The Committee is primarily responsible for identifying, evaluating and recommending to the Board candidates qualified to be appointed or nominated for election as directors of the Company, recommending to the Board the nominees to stand for election as directors at the Company’s annual meeting of stockholders or, if applicable, at a special meeting of stockholders, and overseeing the Company’s corporate governance policies and practices. The duties of the Committee shall include (in addition to any other specific authority delegated from time to time to the Committee by resolution of the Board) the following:

- (1) review the composition of the Board and its committees and make recommendations to the Board from time to time as to (a) changes that the Committee believes to be desirable to the size or composition of the Board or any committee thereof; and (b) the establishment of any new committee of the Board that the Committee believes to be necessary or desirable;
- (2) determine criteria and the process for the selection and qualification of the members of the Board consistent with the Corporate Governance Guidelines and such other policies the Board may from time to time adopt in order to ensure that at least a majority of the Board is comprised of “independent” directors and that the composition of the Board represents an appropriate mix of relevant experience, skills and expertise to effectively meet the needs of the Company;
- (3) recommend for Board approval a policy regarding Committee consideration of director candidates recommended by stockholders and establish procedures, consistent with the procedures set forth in the Company’s bylaws, for stockholders to submit such recommendations;
- (4) review, evaluate and recommend for or against nomination by the Board any candidates proposed for election by the stockholders at each annual meeting;
- (5) identify and seek out possible candidates and otherwise aid in attracting highly qualified candidates to serve on the Board;
- (6) recommend for Board approval persons to fill vacancies on the Board which occur between annual meetings;
- (7) review information provided by directors in response to the annual Director & Officer Questionnaire regarding directors’ relationships with the Company and other relevant information to evaluate, at least annually, each Board member’s “independence” and make recommendations, at least annually, for Board approval regarding determination of each member’s “independence” status consistent with then applicable listing standards of the Nasdaq Stock Market;
- (8) establish procedures to receive prompt notification of changes in a director’s circumstances that may affect his or her qualifications or independence as a director and review such information and make recommendations as deemed appropriate;
- (9) periodically consider and make recommendations regarding director orientation and continuing education, including topics appropriate for education sessions at Board of Director meetings and Board dinner meetings; and

- (10) from time to time, evaluate emerging “best practices” and review and assess the effectiveness of the Company’s corporate governance principles and procedures and, as appropriate, recommend for Board approval new and/or changes to existing corporate governance guidelines or policies relating to, among other things:
 - (a) the structure of various committees of the Board, the composition and individual members of such committees and the functions of the Board and the committees thereof;
 - (b) Board and Board committee meeting schedules and agendas and director responsibilities regarding meeting attendance and preparation;
 - (c) Board member attendance at annual stockholder meetings;
 - (d) the processes by which stockholders may communicate with Board members;
 - (e) Director access to management and, as necessary and appropriate, independent advisors;
 - (f) Board tenure and retirement policies;
 - (g) Board and Committee self-assessments; and
 - (h) such other matters deemed advisable to improve the overall effectiveness of the Board;
- (11) study, and review with management at least annually, the overall effectiveness of the organization of the Board and the conduct of its business, and make appropriate recommendations to the Board with regard thereto;
- (12) conduct, at least annually, a performance assessment of the Board and of the Committee and report its findings to the Board;
- (13) assist and advise management and the Board in the development, periodic review and evaluation and implementation of a succession plan for senior management;
- (14) review, at least annually, the Company’s Code of Ethics and if appropriate, make recommendations for Board approval with respect to modifications or enhancements thereto, and consider requested waivers thereof, if any, for directors or executive officers;

- (15) periodically review and make recommendations to the Board regarding whether management reports provided or presented to the Board meet the needs of the Board to fulfill their oversight role;
- (16) review and approve annually the required proxy statement disclosures regarding the board nomination processes, including the process for considering nominees recommended by stockholders;
- (17) oversee the director orientation and continuing education program to ensure that new directors are orientated to their responsibilities as members of the Company's Board and enhance the professional development and knowledge of all directors on an ongoing basis;
- (18) oversee Company strategy on shareholder engagement on governance issues and monitor Company shareholder engagement activities, including responses to formal and informal shareholder proposals, if any, and other recommendations; and
- (19) review, at least annually, the Committee charter and recommend changes to the Board for approval as appropriate.

In carrying out its duties and responsibilities, the Committee is authorized to engage, at the Company's expense and in its sole discretion, such independent consultants and advisers, including search firms, as the Committee deems necessary and advisable.

Manner of Acting:

The Committee Chairman shall preside at meetings of the Committee (or in his absence, the Vice Chairman or such other member as designated by the Committee). The Committee shall meet as often as its members deem advisable in order to perform the Committee's duties and discharge its responsibilities, but in any event no less than at least twice per fiscal year. A majority of the members of the Committee, whether present at the meeting in person or by telephone, shall constitute a quorum at any meeting. Approval by a majority of the members present at a meeting is necessary for Committee action. Minutes shall be recorded of each meeting held. Actions may be taken by written consent in lieu of a meeting of the Committee. The Committee may, in its discretion, form and delegate all or part of its authority to one or more subcommittees when appropriate.

Reports:

The Chairman of the Committee (or in his absence the Vice Chairman or such other Committee member as the Committee may select) shall report on behalf of the Committee to the full Board at each regularly scheduled meeting thereof with respect to any action taken by the Committee if any meetings of the Committee have been held (or action otherwise taken) since the date of the previous Board meeting.