

**Charter of the Technology Committee
of the Board of Directors of
MB Financial, Inc.
July 31, 2017**

I. Statement of Purpose

The Technology Committee (the “Committee”) shall be appointed by the Board of Directors (the “Board”) of MB Financial, Inc. (the “Company”) for the purpose of overseeing and advising management in connection with its efforts to manage the information technology (“IT”) assets of the Company and its subsidiaries, including IT investments and projects, IT and IT-based product innovation, and IT strategic and tactical planning. In addition, the Committee shall have oversight responsibility with respect to the Company’s Information Security.

II. Committee Composition and Meetings

The Committee shall be comprised of three or more non-employee directors of the Company as appointed annually by the Board, considering the recommendations of the Nominating and Corporate Governance Committee of the Board, and shall otherwise satisfy any committee composition requirements under any applicable law, rule or regulation. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies, subject to the qualification requirements of this Charter. Generally, the Committee shall meet four times per year.

III. Committee Duties, Responsibilities and Process

The Committee will fully document and maintain records of its proceedings, and will report regularly to the Board on the Committee’s activities. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board or specified by the Board as applicable to the Committee. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the State of Maryland.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. In this regard, the Committee may designate one or more representatives from the board of the Company’s subsidiary bank to attend meetings of the Committee on a regular basis.

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In fulfillment of its purpose as stated in Section I above, it is expected that the Committee will do the following:

1. Assist the Board and its other committees that oversee specific IT-related issues, including IT-risk related issues, and serve as a resource to management by providing advice and counsel on IT matters. The Committee shall represent the Board's view to management during the periods between Board meetings.
2. Oversee the Company's IT strategy. Review IT trends that may affect the Company's strategic plans, including monitoring overall industry IT developments.
3. Provide oversight and strategic direction to management regarding making IT investments aligned with the Company's strategy and provide approval of significant investments. Receive reports from management on the progress and effectiveness of significant IT projects.
4. Review, approve and oversee the operation of the Company's Information Security Program, including relevant policies, program updates, and reporting. Receive reports from the Chief Information Security Officer on the program and its effectiveness.
5. Review results of regulatory IT examination reports and monitor management's actions to resolve identified examination issues.
6. Review and reassess the adequacy of this Charter at least annually, and recommend any proposed changes to the Board for its approval.
7. Perform a self-assessment of the Committee at least annually.
8. Perform any other activities consistent with this Charter as the Committee deems necessary or appropriate and perform any other duties or responsibilities delegated to the Committee by the Board from time to time or assigned to the Committee by applicable law, rule or regulation.

IV. Investigations and Studies; Outside Advisers

The Committee may conduct or authorize studies of or investigations into matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such counsel or other advisers as it deems necessary (which may, if the Committee deems it appropriate, be the Company's regular counsel or advisers).