

**Charter of the Organization and Compensation Committee  
of the Board of Directors of  
MB Financial, Inc.  
March 22, 2018**

**I. Statement of Policy**

The Organization and Compensation Committee (the "Committee") of the Board of Directors (the "Board") of MB Financial, Inc. (the "Corporation") shall discharge certain of the Board's responsibilities relating to the compensation of the Corporation's executive officers, including, without limitation, determining, or recommending to the Board for determination, the compensation of the Corporation's Chief Executive Officer and all other executive officers of the Corporation, and make recommendations to the Board regarding director compensation.

**II. Committee Composition and Meetings**

The Committee shall be comprised of three or more directors (including a chairperson) as appointed by the Board, considering the recommendations of the Nominating and Corporate Governance Committee of the Board, each of whom shall meet the independence requirements for compensation committee members under the listing rules of the Nasdaq Stock Market and each of whom shall be free from any relationship that would interfere with the exercise of his or her independent judgment. In affirmatively determining the independence of any director who will serve on the Committee, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to the Corporation which is material to that director's ability to be independent from management in connection with the duties of a member of the Committee, including but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Corporation to such director; and (ii) whether the director is affiliated with the Corporation, a subsidiary of the Corporation or an affiliate of a subsidiary of the Corporation. In addition, the Board shall consider whether it is advisable for members of the Committee to also qualify as "non-employee directors" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), or any other standards of applicable law, rule or regulation.

The members of the Committee shall be selected annually by the Board. 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. The Committee shall meet at least two times annually or more frequently as circumstances require.

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### III. Committee Duties, Responsibilities and Process

The Committee will cause to be kept adequate minutes of all 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 Corporation, or (c) the laws of the State of Maryland.

The Committee may request that any directors, officers or employees of the Corporation, 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.

The Committee shall have the following responsibilities and authority, in addition to those specified in Section IV of this Charter:

- (1) The Committee shall review from time to time the goals and objectives of the Corporation's compensation plans, and, if the Committee deems it appropriate, recommend that the Board amend these goals and objectives.
- (2) The Committee shall review from time to time the Corporation's compensation plans in light of the Corporation's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, recommend to the Board the adoption of new incentive-compensation plans, equity-based plans, other compensation plans or amendments to existing plans. The Committee itself may amend compensation plans to the extent it is authorized to do so by the terms of the plan.
- (3) As a general matter, the Committee shall oversee the evaluation of management of the Corporation, including the Chief Executive Officer and the other executive officers of the Corporation, establish the target level and actual compensation for the Corporation's executive officers other than the Chief Executive Officer and recommend to the Board the target level and actual compensation for the Corporation's Chief Executive Officer. The Chief Executive Officer may not be present during voting or deliberations on his compensation. At the end of any incentive period for the Corporation's annual incentive compensation program, the Committee shall (i) score individual and, if applicable, department and

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business unit performance for each executive officer other than the Chief Executive Officer (after reviewing the Chief Executive Officer's recommendations) and (ii) recommend to the Board for its determination a score for the Chief Executive Officer's individual performance and a score for the company-wide performance component of all executive officer incentive awards, including the Chief Executive Officer's. Based on the individual company-wide, and if applicable, department or business unit performance scores determined by the Committee or the Board, as applicable, the Committee shall determine the specific award amounts for the executive officers other than the Chief Executive Officer and recommend to the Board for its determination the amount of the Chief Executive Officer's award.

- (4) The Committee shall periodically review and recommend to the Board the appropriate level of compensation and the appropriate mix of cash compensation and equity compensation for Board and Board committee service by non-employee members of the Board.
- (5) The Committee shall perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive or employee compensation plan. The Committee will approve individual awards for the Corporation's executive officers (after considering the Chief Executive Officer's recommendations for awards to the executive officers other than himself) and submit to the Board for its ratification individual awards for the Corporation's Chief Executive Officer. The Committee will also determine the amounts of the Corporation's contributions under the Corporation's 401(k) profit sharing plan and non-qualified deferred compensation plans.
- (6) The Committee shall conduct such reviews of the Corporation's incentive and other compensation programs, provide such reports, certifications and disclosures and discharge any other obligations that the Committee may have as a result of the Corporation's participation in any government program or as may be required by applicable rules or regulations.
- (7) The Committee shall review and discuss with the Corporation's management the Compensation Discussion and Analysis ("CD&A") disclosure to appear in the Company's Annual Report on Form 10-K and/or annual proxy statement, recommend whether the CD&A should be included in the Annual Report on Form 10-K and/or annual proxy statement and issue a report to appear in the Annual Report on Form 10-K and/or annual proxy statement (i) stating that the Committee has conducted such review and made such recommendation and (ii) containing any other required certifications and disclosures.

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- (8) The Committee shall review the Corporation's policies regarding the tax deductibility of compensation paid to the Corporation's executive officers for purposes of Section 162(m) of the Code.
- (9) The Committee shall review and reassess the adequacy of this Charter at least annually, and recommend any proposed changes to the Board for its approval. The Committee shall also ensure the publication of this Charter in accordance with the regulations of the Securities and Exchange Commission.
- (10) The Committee shall ensure that a self-assessment of the Committee is performed at least annually.
- (11) Review, at least annually, the Corporation's management succession plan.
- (12) 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, regulation or stock exchange listing standard.

#### **IV. Investigations and Studies; Advisers**

The Committee may conduct or authorize studies of or investigations into matters within the Committee's scope of responsibilities (including, without limitation, reviews of industry analyses and peer comparisons), and shall have full access to all necessary books, records and personnel of the Corporation.

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee. To the extent required under the listing rules of the Nasdaq Stock Market, the Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- (i) the provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser;
- (ii) the amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of

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the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;

- (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (v) any stock of the Corporation owned by the compensation consultant, legal counsel or other adviser; and
- (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Corporation.

The foregoing assessment shall be conducted by the Committee at least annually.