

**Charter of the Enterprise Risk Committee  
of the Board of Directors of  
MB Financial, Inc.  
March 23, 2017**

**I. Statement of Purpose**

The Enterprise Risk 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 overall risk profile of the Company and its subsidiaries, including credit, liquidity, interest rate, price, operational, compliance/legal, strategic and reputation risk. In addition, the Committee shall have oversight responsibility with respect to monitoring of capital planning and stress testing activities.

**II. Committee Composition and Meetings**

The Committee shall be comprised of three or more non-employee directors of the Company or MB Financial Bank, N.A. 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. The Committee shall meet with an appropriate frequency and as needed. From time to time and in between meetings, the Committee may be called upon to conduct its business through e-mail channels as deemed necessary to exercise oversight of the Company’s risk management activities, which may require prompt review and/or approval.

**III. Committee Duties, Responsibilities and Process**

The Committee will fully document and maintain records of its proceedings, including risk management decisions, 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 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

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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.

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 risk-related issues and serve as a resource to management by providing advice and counsel on risk matters. The Committee shall represent the Board's view to management during the periods between Board meetings.
2. Ensure that the Company has in place an appropriate enterprise-wide process and framework to identify, prioritize, and monitor Credit, Liquidity, Interest Rate/Price, Operational, Compliance/Legal, Strategic and Reputation risks as defined in the ERM Policy.
3. Review, approve and oversee the operation of the Company's enterprise-wide risk management framework, including relevant policies, program updates, risk reporting and management's mitigation efforts.
4. Provide oversight and strategic direction to management for developing and maintaining Risk Appetite Guidelines aligned with the ERM framework and provide approval of such guidelines. Receive reports from management on the Company's adherence to Risk Appetite Guidelines and associated risk measures, including escalation of risk appetite measure breaches and information on management's mitigating actions.
5. Provide oversight as it relates to the Company's capital plan and monitoring of management's capital planning efforts, including capital adequacy and stress testing in accordance with regulatory expectations, specifically Dodd-Frank Act Stress Testing.
6. Review reporting and provide oversight on credit risk management matters, including, but not limited to, exercising oversight and approval of credit policies, and analyzing OREO analysis, non-performing loans, credit portfolio metrics, criticized/classified assets, portfolio concentrations (e.g., limits and tolerances) and charge-offs. Advise management on optimizing risk/return profile of the Company's consolidated loan portfolio, including OREO. Assist management in communicating proposed loan portfolio actions and approaches to the Board. In addition, the Committee shall monitor and review reporting on the independent credit review program and process.

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7. Provide oversight on liquidity and interest rate risk management based on minutes and other materials received from the Asset and Liability Management Committee (“ALCO”) as well as reviewing any associated reporting.
8. Monitor and review significant operational risk matters as noted in the minutes of the Operational Risk Committee (“ORC”) and operational risk reporting on risk topics including, but not limited to Business Continuity /Disaster Recovery, Third Party Risk Management, Information Technology, Payments Risk,, Information Security Risk/Cybersecurity, Fraud Mitigation, Operational Losses, Human Capital and Model Risk Management.
9. Monitor management’s oversight of the Company’s Financial Crimes Risk Management (“FCRM”) program including reviewing FCRM related policies, risk assessment results and monitoring efforts (e.g. BSA/AML/OFAC metrics).
10. Monitor management’s oversight of the Company’s compliance program, including reviewing enterprise related compliance policies, risk assessment results and monitoring efforts.
11. Monitor management’s oversight of legal risks and the Company’s litigation reporting.
12. Review results of regulatory examination reports and monitor management’s actions to resolve identified examination issues.
13. Review and reassess the adequacy of this Charter at least annually, and recommend any proposed changes to the Board for its approval.
14. Perform a self-assessment of the Committee at least annually.
15. 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).