CHARTER
OF
THE DIRECTORS' LOAN COMMITTEE
OF
SVB FINANCIAL GROUP AND SILICON VALLEY BANK

ARTICLE 1

PURPOSE, DUTIES AND RESPONSIBILITES

Section 1.1 General Purpose. The Directors' Loan Committee ("DLC") is appointed by the Boards of Directors of SVB Financial Group (the "Company") and Silicon Valley Bank (the "Bank"), and is a committee of both boards (collectively, the "Board"). The purpose of the DLC is to oversee the credit and lending strategies and objectives of the Company and the Bank, including: (i) oversee the credit risk management of the Company and the Bank, including reviewing internal credit policies and establishing portfolio limits; and (ii) review the quality and performance of the Company and the Bank's credit portfolio. The DLC shall also be responsible for any other matters delegated to them by the Board.

References made herein to actions taken by the "Board" shall require the minimum number of votes or consents required pursuant to both respective bylaws of the Company and the Bank, as applicable.

Section 1.2 Reporting to Board; Board Responsibility; Committee Expenses. The DLC shall report regularly to the Board. The Board and management shall ensure that the DLC has adequate resources and authority to discharge its responsibilities. The Company shall provide for appropriate funding for the payment of administrative expenses of the DLC that are necessary or appropriate in carrying out its duties.

Section 1.3 Credit Risk Management. The DLC shall oversee the credit risk management of the Company and the Bank by the following:

(a) The DLC shall review the credit policy for the Company and the Bank (the "Credit Policy"), which shall be prepared and periodically updated by management. The objective of the Credit Policy shall be to ensure the credit quality of the Company and the Bank's loan portfolio and to maintain profitability of the Company and the Bank. The DLC shall review changes to the Credit Policy proposed by management or initiated by members of the DLC from time to time, taking into account changes in applicable laws or regulations or as warranted by changing economic and/or banking conditions. Any modifications to the Credit Policy shall be consistent with the Credit Policy objectives set forth above.

(b) Management shall provide the DLC with confirmation on at least a quarterly basis that the Bank is maintaining a sufficient allowance for loan and lease losses. The DLC shall review and approve the Bank's recommended allowance for loan and lease losses. Any changes to the methodology for determining such allowance for loan and lease losses shall be reviewed

and approved jointly by the DLC and the Audit Committee.

(c) The DLC shall have responsibility for establishing the Company and the Bank in-house lending limit, as appropriate. The DLC may, in consultation with management, also establish credit portfolio limitations for, without limitation, the following:

(i) Percentage of loan portfolio to be represented by each of the Bank's divisions and by Other Real Estate Owned (OREO);

(ii) Credit quality mix (classified and non-performing assets as a percentage of Tier I Capital plus reserves);

(iii) Acceptable concentrations of loans in particular industries;

(iv) Acceptable product mix (lines of credit, commercial term loans, factoring, real estate and other loans); and

(v) Geographic dispersion of the loan portfolio.

Section 1.4 Credit Strategies. The DLC shall review the strategies to develop and achieve the credit and lending goals of the Company and Bank, and make appropriate recommendations to the Board.

Section 1.5 Credit Performance.

(a) In order to fulfill the DLC's responsibilities of reviewing credit performance, management shall provide the DLC with periodic reports of loans, loan activity and loan portfolio information. Such reports may include, without limitation, the following:

(i) Portfolio concentration, including stratification by loan size and risk-rating;

(ii) Portfolio migration by risk-rating;

(iii) Non-performing assets migration;

(iv) Charge-offs;

(v) Analysis of reserve for loan and lease losses;

(vi) Such other reports as may be requested by the DLC such as technical exceptions, over-advance agings and overdraft agings;

(vii) Past-due and non-accrual loans;

(viii) Portfolio composition reports;

(ix) Asset quality reports;

(x) Criticized and classified credits;

(xi) Loan commitments, outstandings and contingent liabilities;

(xii) Loans to officers, directors, principal shareholders and their related interests; and

(xiii) OREO.

(b) The DLC shall review the Company and the Bank's compliance with regulatory requirements and internal policies applicable to credit, including any legal and in-house lending limit restrictions and insider loan transactions.

(c) The DLC shall authorize the Chief Credit Officer (the "CCO") to establish lending authority levels for the Assistant Chief Credit Officer, individual Division Managers, Division Risk Managers, Credit Officers, and Relationship Managers, as the CCO deems appropriate. The DLC may recommend lending authority levels for the DLC, other director or management committees (comprised of directors and/or non-directors), the Chief Credit Officer, the Assistant Chief Credit Officer, Division Managers, Division Risk Managers, Credit Officers and Relationship Managers as necessary. The established approval limits will be reviewed by the DLC periodically.

(d) The DLC shall review the Company and the Bank's credit review process, which shall address, without limitation, the following:

(i) Asset quality;

(ii) Early recognition of any deteriorating credit situation;

(iii) Quantifying the level of risk in the portfolio;

(iv) Adequacy of documentation; and

(v) Compliance with applicable regulations and with the Credit Policy.

(e) The DLC shall work with management in seeking to ensure that problem credits are identified on a timely basis. Further, the DLC shall work with management in seeking to ensure that the problem credits are managed appropriately and in particular that:

(i) Special mention credits are managed to avoid non-performing assets and possible charge-offs; and

(ii) Special assets (classified and/or non-performing assets) are managed to minimize losses and recover as much principal and interest as quickly as possible.

(f) The DLC shall review and approve the scope and cost of credit reviews performed by credit review service providers.

ARTICLE 2

ORGANIZATION

Section 2.1 Membership.

(a) The DLC shall consist of no fewer than three (3) members.

(b) All members of the DLC shall satisfy the "independent director" requirements of the Nasdaq Stock Market and any other independence or membership requirements in accordance with laws, rules or regulations, including the regulations of the Federal Reserve Board of Governors, applicable to credit or directors loan committees as may be in effect from time to time.

Section 2.2 Appointment and Term. The Governance Committee of the Board shall nominate the Chair and other members of the DLC for a term of one year each. The Board shall approve such nominations, and such Chair and members shall serve at the discretion of the Board.

Section 2.3 Duties of Chair. The Chair shall preside at all meetings of the DLC and perform any duties as may be assigned by the Board from time to time.

Section 2.4 Secretary of Committee. The Chair of the DLC shall appoint a Secretary of the DLC, subject to approval by the DLC. The Secretary is not required to be a member of the Board, but if he or she is not, such Secretary must be an employee of the Company, the Bank or any of their subsidiaries.

Section 2.5 Resignation. Any member of the DLC may resign, effective upon giving written notice to the Chair of the Board, unless the notice specifies a later time for the effectiveness of the resignation.

Section 2.6 Vacancies. All vacancies on the DLC, however created, may be filled by the Board, subject to nomination by the Governance Committee. Each member of the DLC so appointed shall hold office until the expiration of the appointed term and until a successor is appointed and qualified.

Section 2.7 Regular Meetings. Regular meetings of the DLC shall be held at least quarterly at the time and place as the DLC determines. Regular meetings of the DLC may be held without notice. The DLC may invite any director, officer or employee of the Company or the Bank or any outside consultant or advisor to attend any meeting of the DLC or to meet with any members of the DLC.

Section 2.8 Special Meetings. Special meetings of the DLC may be called at any time by the Chair of the DLC, any two voting members of the Committee, the Chief Executive Officer of the Company or the Bank, or by a majority of the Board. Special meetings may be held upon four days' notice by mail or twenty-four hours' notice received personally by telephone, electronic, facsimile or similar transmission. Notice of special meetings need not be given to any member who:

(a) Before or after the meeting, signs (i) a waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the subject minutes; or

(b) Attends the meeting without protesting the lack of notice to such member.

Section 2.9 Voting. If the DLC is comprised of an even number of directors, one-half of the number of directors shall constitute a quorum for the transaction of business and, if necessary for the actions of such quorum to be considered a valid action by the DLC, any such quorum consisting of half of the number of directors on the DLC shall be deemed to be a subcommittee of the DLC which is delegated all of the powers and authority of the DLC. If the DLC is comprised of an odd number of directors, a majority of the DLC members shall constitute a quorum for the transaction of business. Every action consented to by a majority of the DLC members present at a meeting (at which a quorum is present) shall be regarded as an act of the DLC, unless other consent is required pursuant to this Charter, the certificate or articles of incorporation or the bylaws of the Company or the Bank, as applicable, or applicable law.

Section 2.10 Minutes. The Secretary of the DLC shall maintain minutes and other relevant records of the meetings and activities of the DLC. The minutes shall be available for review by the Board and any regulatory agency having jurisdiction over the affairs of the Company or the Bank. In the event of any meeting in Executive Session or otherwise where the Secretary is not present, the Chair shall act as of or designate an acting Secretary of the DLC for the purpose of recording the minutes of actions taken at the meeting or Executive Session thereof.

Section 2.11 Telephone Conference Meetings. Members of the DLC may participate in a meeting through use of conference telephone or similar communication equipment, so long as all members participating in the meetings can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at the meeting, except for purposes of compensating a director for attending meetings, which will be treated in accordance with the Company's compensation policies and guidelines for director compensation.

Section 2.12 Annual Review of Charter; Amendments. The DLC shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. This Charter may be amended only by the Board.

Section 2.13 Delegation of Authority. This DLC may form and delegate its authority hereunder to subcommittees when appropriate.

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