SVB Financial Group

CORPORATE GOVERNANCE GUIDELINES

The following corporate governance guidelines have been established by the Board of Directors (the "***Board***") of **SVB Financial Group** (the "***Company***") through its Governance Committee. These guidelines provide a structure within which directors and management may effectively operate and pursue the Company's objectives for the benefit of the Company's stockholders. They are intended to be guidelines adopted in accordance with applicable laws and regulations, subject to periodic review and modification from time to time by the Board's Governance Committee.

I. PRINCIPAL FUNCTIONS OF THE BOARD OF DIRECTORS

The principal functions of the Board are as follows:

To Review and Approve the Company's Strategic Direction and Annual Operating Plan and Monitor the Company's Performance:

The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. It is the duty of the Board to oversee the Chief Executive Officer and other senior management in the competent and ethical operation of the Company on a day-to-day basis.

The Board meets at least twice a quarter, including a board meeting at which major strategies are discussed in greater depth. Annually, the Board reviews and approves yearly corporate goals and operating plans as required for the Company. On an ongoing basis during the year, the Board and its committees monitor the Company's performance against such goals and operating plans.

The Board stays abreast of competitive, political, regulatory and economic trends and developments that may impact the Company's strategic direction.

To Oversee the Company's Risk Management:

The Board, through its committees and management, oversees the management of risks that impact the Company's business and operations, and ensures that risks are appropriately identified, measured, monitored and addressed.

Primarily, the Company focuses on six major categories of risk:

- Credit
- Market
- Liquidity
- Operational/Technology
- Legal/Compliance
- Strategic/Reputation

Managing risk is crucial to the continuity of the Company's operations, as well as the protection of resources, stockholder value, assets and reputation. As such, the Board is committed

to sound oversight, ethical business principles and compliance with the letter and spirit of the law.

To Evaluate the Performance of the Chief Executive Officer:

Each year, the Compensation Committee, in consultation with the Board Chair and the Board, determines the annual performance goals of the Chief Executive Officer. After year end, the Board collectively evaluates the performance of the Chief Executive Officer in meeting those goals through an evaluation process as determined by the Governance Committee.

To Oversee Compensation Matters:

The Compensation Committee of the Board oversees the compensation strategies, plans, policies and programs for officers (as that term is defined in Rule 16a-1 promulgated under the Securities Exchange Act of 1934, as amended, the "***Officers***") and other employees to ensure they are appropriate and competitive, and properly reflect the Company's objectives and performance.

The Compensation Committee recommends the compensation for the Chief Executive Officer, which is finally approved by a majority of the independent directors of the Board. Additionally, the Compensation Committee approves the compensationfor all other Officers, as well as for members of the Board.

To Plan Management Succession:

The Board plans for succession to the position of Chief Executive Officer, as well as other senior management positions.

To Advise and Counsel Management:

Advice and counsel to management occurs both formally, in Board and Committee meetings, and informally, through contact and communication between individual directors and the members of management.

The information needed for the Board's decision-making generally will be found within the Company, and Board members have full access to management and other employees as well as to the Company's records and documents. The Board may also seek legal or other expert advice from a source independent of management.

To Monitor and Manage Potential Conflicts of Interests of Management, Board Members and Stockholders:

Through the monitoring and management efforts of its Audit Committee, the Board oversees potential conflicts of interests of management, Board members and stockholders, to ensure that there are no abuses of corporate assets or inappropriate related party transactions. Pursuant to the Company's Related Party Transactions Policy, the Audit Committee reviews and approves, where necessary, transactions involving the Company and certain "related" parties (such as directors, management members and certain stockholders), as required under applicable securities laws and Nasdaq rules and regulations. Any loan transactions with related parties or interests are also subject to the review and approval of the Credit Committee and the Board, to the extent required under the Federal Reserve's Regulation O.

To Ensure the Integrity of Financial Information:

The Audit Committee of the Board oversees the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular systems for monitoring risks, financial control, and compliance with the law. The Audit Committee reports to the Board on a regular basis and the Board, upon the recommendation of the Audit Committee, takes such actions as are necessary to ensure the integrity of the Company's accounting and financial reporting systems and that appropriate controls are in place.

To Monitor the Effectiveness of the Governance Practices under which the Board Operates and Make Changes as Needed:

The Governance Committee of the Board periodically reviews and evaluates the effectiveness of the governance practice under which the Board operates and makes changes to such practices as needed.

II. BOARD STRUCTURE AND COMPOSITION

Number of Directors:

The Company's Bylaws provide for a range of eight (8) to thirteen (13) authorized directors and permit the exact number to be fixed by the Board of Directors. Effective as of April 26, 2012, the Board fixed the number of authorized directors at twelve (12), and the Board currently has twelve (12) members.

The Board periodically reviews the appropriateness of its size, and may from time to time increase or decrease its size in accordance with the needs of the Company, as determined by the Board.

Director Independence:

The Board will have at least a majority of directors who meet the criteria for independence established by applicable law, including the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission and the Nasdaq Stock Market. Pursuant to the Bylaws, the Board will not have more than two directors that do not meet such criteria.

Selection and Evaluation of Board Candidates:

The Governance Committee identifies candidates for membership on the Board and recommends such candidates' nomination to the Board based on their character, judgment, and business experience, as well as their ability to add to the Board's existing strengths. This assessment should include issues of expertise in industries important to the Company (such as technology, life sciences and wine), functional expertise in areas such as banking, investment banking, global markets, venture capital, private equity, law, accounting, finance and information technology, and an assessment of an individual's abilities to work constructively with the existing Board and management, all in the context of an assessment of the perceived needs of the Board at that point in time. Additionally, pursuant to the Bylaws, stockholders may nominate directors for consideration at an annual stockholder meeting.

The Governance Committee annually reviews and evaluates the Board's performance and effectiveness and nominates and recommends the slate of directors to be recommended by the

Board to the Company's stockholders.

In addition, the Governance Committee is responsible for implementing and overseeing the Board's succession planning process for the position of the Chair of the Board.

Separate Roles of Chair and Chief Executive Officer:

The Board believes that the roles of the Chair of the Board and Chief Executive Officer should be separate. As such, the position of the Chair of the Board is held by an outside, independent director.

Term:

Each director is elected for a one-year term at an annual meeting of stockholders of the Company.

Advisory Directors:

From time to time, the Board may in its discretion appoint one or more advisory directors to serve in an advisory capacity. Such advisory directors do not have any voting or decision-making authority and are not elected by the stockholders.

III. DIRECTORSHIP MATTERS

Directors Continued Education:

The Board believes that ongoing education is important for maintaining a current and effective Board. Accordingly, the Board encourages directors to be continually educated on matters pertinent to his or her service on the Board. It is the Board's view that continuing education may be achieved in various ways as appropriate for each individual director, including, among other things, participation in formal education programs, conferences or seminars (the reasonable expenses of which are reimbursable by the Company) or through independent study or outside reading. In addition, from time to time, management may also bring education opportunities to the Board through additional education materials or outside speakers.

Director Retirement:

The Board's policy is that non-employee directors, upon reaching the age of 75, will submit to the Governance Committee a letter offering to not stand for re-election at the next annual meeting of stockholders. However, the Governance Committee, in consultation with the full Board as appropriate, is permitted in its discretion to decline to accept any such offer.

Changes in Director's Principal Occupation:

The Board asks that individual non-employee directors who materially change their principal occupation (or cease to be engaged in the principal professional activity in which he or she was engaged at the time of joining the Board) to notify the Governance Committee within a reasonable amount of time. While it is not the sense of the Board that such change should necessarily result in a departure from the Board, the Governance Committee will consider the impact of any reported change and make any recommendations to the Board as it deems appropriate.

Director Compensation:

The form and amount of director compensation is annually reviewed and approved by the Compensation Committee in accordance with its charter.

III. MEETINGS

Board Meetings:

The full Board meets at least eight times each year, including four in-person quarterly meetings, three telephonic meetings and a strategy session, but meets more often when necessary. Items on the agenda are typically determined by the Chair and the Chief Executive Officer, in consultation with the Board and management. Any director may request that an item be included on the agenda.

Generally, Board members receive information in advance of Board and Committee meetings so they have an opportunity to prepare for discussion of the items at the meeting. Information may include summaries, reports and other materials prepared by management and/or third parties.

Board members are expected to prepare for and participate in all Board and applicable Committee meetings. Each Board member is expected to ensure that other commitments do not materially interfere with the member's service as director. To facilitate participation, directors may attend in person, via telephone conference or via video-conference.

Executive Sessions:

The Board's policy is to have separate meeting times for the independent directors. As such, executive sessions to accommodate such meeting times are regularly scheduled during Board meetings, as well as on an as-needed basis.

Stockholder Meetings:

It is the Board's policy that each director uses his or her best efforts to attend each of the Company's annual stockholder meetings.

IV. COMMITTEES

Types of Committees:

The Board has the following five committees:

- Audit Committee
- Compensation Committee
- Credit Committee
- Finance Committee
- Governance Committee

The Board may, from time to time, form new committees as it deems appropriate. Additionally, the Board may designate directors to serve on special task forces, with or without members of management, to oversee specific corporate initiatives.

Committee Membership:

All of the members of the Audit, Compensation and Governance Committees must meet the criteria for independence established by applicable law, including the rules and regulations of the Securities and Exchange Commission, and the Nasdaq Stock Market. The members of these Committees must also meet any other membership criteria specified in the respective charters of such Committees. Committee members are nominated by the Governance Committee and approved by the Board.

Committee Charters:

Each Committee has its own charter. The charters set forth the policies and responsibilities of the Committees (including membership qualification requirements), and are typically reviewed and modified, as necessary, by the Board on an annual basis. Copies of the charters are available on the Company's website at www.svb.com under "Corporate Governance."

Committee Meetings:

Each Committee meets at least four times a year. The Chairs of each Committee, in consultation with appropriate Committee members and members of management, and in accordance with the Committee's charter, determine the frequency and length of Committee meetings and develop the Committee's meeting agendas.

Committee Reports:

The Chairs of each committee report on the actions taken and matters discussed at their respective committee meetings to the full Board on a regular basis.

V. BOARD EVALUATION; BOARD ACCESS TO MANAGEMENT AND ADVISERS; INTERACTION WITH OTHER PARTIES

Annual Board and Committee Evaluations:

The Governance Committee conducts, in coordination with the full Board, an annual evaluation and review of the Board's performance and effectiveness. The Board may be evaluated as a whole and as the Committee determines, on an individual director basis. The evaluation process may involve outside consultants or advisers, and include a review of various aspects of the Board, such as Board size, meeting frequency, quality and timing of information provided to the Board, director communication, director education, director skills and qualifications, director independence or other matters. The results of the evaluation are discussed with the full Board.

Additionally, the Governance Committee implements and develops appropriate processes to conduct annual evaluations of Board committee performance and effectiveness. The evaluation process includes a review of various aspects of the Board committees, such as committee sizes, committee composition, committee performance, committee coordination with one another or committee involvement of the full Board. The results of the committee evaluations are reviewed by each respective committee, as well as by the Governance Committee, and discussed with the full Board.

Board Access to Management:

Board members have complete access to the Company's management and employees. Furthermore, the Board encourages management to, from time to time and as appropriate, bring managers into Board and Committee meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) are managers with future potential that senior management believes should be given exposure to the Board.

Board Access to Advisers:

The Board and each Committee have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisers and have the power to hire independent legal, financial and other advisers as they may deem necessary, without consulting with, or obtaining approval from, management of the Company in advance.

Board Interaction with Other Parties:

The Board believes that management speaks for the Company.

Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company but it is expected that Board members would do this with the knowledge of the Chair, and in most instances, at the request of the Board or senior management.

VI. EQUITY OWNERSHIP GUIDELINES

To align the economic interests of the members of our Board and executive management with the stockholders of the Company, the Compensation Committee of our Board recommends that each such member holds shares of the Company's common stock and has adopted the following equity ownership guidelines:

	Minimum Equity Ownership of SIVB shares*
Board	
Chair of the Board	12,000 shares
All Other Non-Employee Directors	3,000 shares
Management	
Chief Executive Officer	80,000 shares
Chief Financial Officer **Chief Credit Officer** **General Counsel** **Head of U.S. Banking**	20,000 shares
Chief Operations Officer **Chief Strategy and Risk Officer** **Head of Relationship Management**	14,000 shares

	Minimum Equity Ownership of SIVB shares*
Head of Marketing **Head of Human Resources**	9,500 shares

* The minimum equity ownership standards for executive officers under these guidelines are based on a position-specific multiple of current salary, calculated using a trailing twelve-month average share price. For example, the 80,000 shares requirement applicable for the Chief Executive Officer is based on a multiple of over 5 times his annual base salary at the time the standards were adopted.

All members of the Board and executive management named above should comply with the minimum equity ownership requirements. If any current director or executive officer (as of May 23, 2012, the date on which the above guidelines were updated by the Compensation Committee of the Board) has not yet attained the minimum requirement, he or she is expected to attain the minimum level of ownership by May 23, 2017. All new directors or executive officers elected or appointed after May 23, 2012 will be expected to attain the minimum level of ownership by the fifth anniversary of the date of his or her assumption of the applicable position.

The Governance Committee of our Board will monitor compliance with these guidelines, including ensuring that individuals are making sufficient progress, as the committee deems appropriate, towards achieving their minimum levels of ownership. The Governance Committee may also at its discretion grant waivers and make exceptions to the equity ownership guidelines based on individual circumstances.

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