COMPENSATION COMMITTEE CHARTER

I. PURPOSE

1.1 ***Purpose.*** The Compensation Committee (the "Committee") 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").[1] The Committee's purpose is to act on behalf of the Board in fulfilling the following responsibilities:

- Oversight of the compensation strategies, plans, policies and programs of the Company, the Bank and any of their subsidiaries, particularly with respect to director and executive compensation, and
- Ensuring that the Company's compensation strategies and programs are providing appropriate incentives to recruit, motivate and retain the Company's employees and are in the best interest of stockholders.

The Committee shall report to the Board regularly, and as the Committee determines appropriate, including the annual compensation of the CEO and other Officers (as defined below), and shall be responsible for any other matters delegated to it by the Board.

1.2 ***Committee Resources and Expenses.*** Subject to Section 2.5 of this Charter, the Board and management shall ensure that the Committee has adequate resources and authority to discharge its responsibilities. The Company shall provide for appropriate funding for the payment of any expenses of the Committee that are necessary or appropriate in carrying out its duties, including , as determined by the Committee, expenses (including compensation) relating to any external consultants or advisers retained by the Committee. The Committee is authorized to obtain advice and assistance from internal or external legal, accounting, or other advisors at the Company's expense without the prior approval of the Board or management.

II. OVERSIGHT RESPONSIBILITIES

2.1 ***Director Compensation.*** The Committee shall determine and approve the annual and any other compensation of the Company's directors, including cash or equity compensation for service on the Board, any committee of the Board and as Chair of the Board.

2.2 ***Executive Compensation.***

- The Committee shall establish and periodically review the executive compensation philosophy of the Company, including compensation alignment with business objectives and stockholder interests, the appropriate relative mix of compensation elements, overall market competitiveness in relation to peer companies, and appropriate risk management practices.

[1] 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.

- The Committee shall, working with the Board Chair and the Chief Executive Officer ("CEO"), set the CEO's goals for each calendar year. The Committee shall recommend for Board approval the CEO's annual compensation, including base salary, incentive compensation and equity compensation. The Committee shall also recommend for Board approval any employment agreements, any severance agreements, any changes to the Company's Change in Control Severance Plan, and any other special or supplemental benefits, compensation or arrangements, each as it relates to the CEO. Factors to consider in determining the Committee's recommendation for the CEO's compensation may include, but are not limited to, the CEO's performance, the Company's performance, market compensation data and relative stockholder return. In connection with the Committee's review and recommendation with respect to the CEO's compensation, the Committee shall review and consider the results of the Board's annual review and evaluation of the CEO's performance. The CEO's compensation shall be approved by a majority of the independent directors of the Board. The CEO may not be present during voting or deliberations with respect to his or her compensation.

- The Committee shall also determine and approve the annual compensation of the Company's Officers (as defined below), including base salary, incentive compensation and equity compensation. The Committee shall also approve any employment agreements, severance agreements, any changes to the Company's Change in Control Severance Plan, and any other special or supplemental benefits, compensation or arrangements for any such Officer. The Committee may also confer with other independent members of the Board, as a whole or individually, with respect to their views in establishing executive compensation. An "*Officer*" shall be any officer, other than the CEO, designated by the Board for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder.

- In making decisions relating to executive compensation, the Committee shall consider factors that it deems to be relevant, including the outcome of any stockholder advisory votes on compensation-related matters.

2.3 ***Employee Compensation and Benefits Programs.*** The Committee shall oversee the compensation strategy and programs for all other non-executive employees, as well as generally oversee the Company's employee benefit, health and welfare plans and arrangements. The Committee shall review and discuss with management and, if desired, outside consultants, the effectiveness of such strategies, programs and plans in attracting and retaining qualified employees.

2.4 ***Equity Compensation Plans.*** The Committee shall administer the Company's equity incentive plans, and make appropriate recommendations of any new plans or material changes to existing plans that require Board or stockholder approval.

2.5 ***Compensation Consultant and Other Committee Advisers.*** The Committee shall have the authority and in its sole discretion, to the extent it deems necessary or desirable and at the Company's expense, to engage, retain, obtain the advice of, and terminate an outside compensation consultant, or any other consultant or adviser (including legal counsel), to assist and advise the Committee on the evaluation of director, CEO, Officer and other compensation and benefits matters. Notwithstanding the foregoing, the Committee may select, or receive advice from, a compensation consultant, or any other consultant or adviser (including legal counsel), other than in-house legal counsel, only after conducting an independence assessment of such consultant or adviser by taking into consideration the following factors:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;

- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- 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;
- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- 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 Company.

Nothing in this Charter shall be construed to: (a) require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, or any other consultant or adviser (including legal counsel) to the Committee; (b) affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee; or (c) require a compensation consultant, or any other consultant or adviser (including legal counsel) that provides advice to the Committee, other than in-house legal counsel, to be independent. This Section 2.5 shall be subject to the provisions of NASDAQ Marketplace Rule 5605(d)(3) (including exemptions).

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, or any other consultant or adviser (including legal counsel) retained by the Committee. The Committee shall have the authority to approve the fees of any such consultant or adviser and other retention terms. The Committee shall periodically evaluate the performance and on at least an annual basis, independence, of its compensation consultant.

2.6 ***Proxy Statement and Other Disclosures****.* The Committee shall review and discuss with management the "Compensation Discussion and Analysis" section that is contained in the Company's annual proxy statement, and shall make appropriate recommendations to the Board regarding its inclusion in the Company's Annual Report on Form 10-K and proxy statement. Additionally, the Committee shall prepare an annual report to be included in the Company's proxy statement for its annual meeting of stockholders, which shall be in compliance with applicable law, including the rules and regulations of the Securities and Exchange Commission, and the rules of the Nasdaq Stock Market ("Nasdaq"). In conjunction with its annual review of the Company's compensation risk assessment, the Committee shall review and consider whether the Company's incentive plans contain incentives that encourage participants to take risks that are reasonably likely to have a material adverse impact on the Company, and to the extent necessary, review and discuss with management any risk mitigation features and/or any additional disclosures required.

2.7 ***Equity Ownership Guidelines.*** The Committee shall be responsible for establishing, periodically reviewing, and amending, as necessary, equity ownership guidelines for directors and executive officers.

2.8 ***Benchmarking Peer Group.*** The Committee shall be responsible for selecting and reviewing the external peer organizations used for purposes of conducting market benchmarking for CEO and executive officer compensation, as well as corporate performance.

2.9 ***Compliance with Regulatory Requirements.*** The Committee shall be responsible for taking all actions required of board compensation committees to the extent necessary to comply with compensation-related regulatory requirements established by applicable regulatory bodies, including the Federal Reserve, Nasdaq, and the Securities and Exchange Commission.

III. MEMBERSHIP, MEETINGS AND DELEGATION OF AUTHORITY

3.1 ***Membership.***

- The Committee shall consist of no fewer than three (3) members.

- All members shall meet the independence and other membership requirements of Nasdaq corporate governance rules and all other laws, rules and regulations applicable to compensation committees as may be in effect from time to time and to the extent necessary, including, but not limited to, the independence requirements set forth in Rule 10C-1(b)(1) under the Exchange Act.

- The Committee shall have, or appoint a subcommittee comprised of, a sufficient number of directors that qualify as "outside directors" under Section 162(m) of the Internal Revenue Code of 1986, as amended, to approve any equity grant awards to executive officers to the extent required thereunder.

3.2 Appointment and Term. The Governance Committee of the Board, in conjunction with the Board Chair, shall nominate for Board approval the Committee chairperson (the "Chair") and other members of the Committee to serve for a term of one year each or in the case of vacancies, such other time period determined by the Board. The Chair and Committee members shall serve at the discretion of the Board.

3.3 Duties of Chair. The Chair (or in the Chair's absence, his or her designee) shall preside at all meetings of the Committee and perform any duties as may be assigned by the Board from time to time. The Chair shall also be responsible for ensuring that key actions taken and significant matters discussed by the Committee are reported to the Board on a regular basis.

3.4 Meetings. Meetings of the Committee shall be held at least quarterly at the time and place as the Board or Committee determines. The Committee may invite any director, officer or employee of SVBFG or the Bank or, subject to Section 2.5 of this Charter, any outside consultant or adviser to attend any meeting of the Committee or to meet with any members of the Committee at any time.

3.5 Minutes. The secretary of the Committee (or any designee of the Chair) shall maintain minutes and other relevant records of the meetings and activities of the Committee. 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. At any time where the secretary is not present, the Chair shall act as secretary or designate an acting secretary of the Committee for the purpose of recording the minutes of actions taken at the meeting or executive session thereof.

3.6 Annual Review of Charter; Amendments. The Committee, in conjunction with the Governance Committee, 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.

3.7 Delegation of Authority. This Committee may form, and delegate its authority hereunder (as delegated by the Board) to, subcommittees when appropriate. The Committee has delegated the oversight and administration of the employee benefit plans to a separate committee formed by the Committee or to designated persons employed by the Company. Notwithstanding the preceding sentence, the Committee may retain certain authority over the employee benefit plans as described in the delegation documents or in its Committee minutes, as applicable.

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