

**CHARTER
OF
THE COMPENSATION COMMITTEE
OF
SILICON VALLEY BANCSHARES AND SILICON VALLEY BANK**

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ARTICLE 1

DUTIES AND RESPONSIBILITIES

Section 1.1 General Purpose. The Compensation Committee of Silicon Valley Bancshares (“Bancshares”) and Silicon Valley Bank (the “Bank”) shall have the following general duties:

- (a) Responsibility for approving and evaluating Bancshares’ directors’ and officers’ (as that term is defined in Rule 16a-1 promulgated under the Securities Exchange Act of 1934, as amended, the “Officers”) compensation and plans, policies and programs related thereto; and
- (b) Oversight responsibility of employee compensation and benefits plans, policies and programs, including ensuring that such plans, policies and programs are effective in aligning the interests of the employees with those of Bancshares’ stockholders.

Section 1.2 Reporting to Board; Board Responsibility. The Compensation Committee shall report regularly to the Board of Directors of Bancshares (the “Board”). The Board and management shall ensure that the Compensation Committee has adequate resources and authority to discharge its responsibilities.

Section 1.3 Director Compensation. The Compensation Committee shall, at least annually, review, adjust (as necessary), and approve the Bancshares’ directors’ compensation, including cash, equity or other compensation for service on the Board, any committee of the Board and as Chair of the Board or any committee of the Board. In connection with the Compensation Committee’s review and decisions with respect to Bancshares’ directors’ compensation, the Compensation Committee will review and consider the report of the Governance Committee of the Board regarding the Governance Committee’s review and evaluation of the Board’s performance.

Section 1.4 Chief Executive Officer Compensation. The Compensation Committee shall, working with the Chief Executive Officer (“CEO”), set the CEO’s goals at the beginning of each calendar year. The Compensation Committee shall be responsible for obtaining information from management and the Board with respect to the performance of the CEO in connection with these goals at the end of each calendar year. The Compensation Committee shall, at least annually, review, adjust (as necessary), and approve the CEO’s compensation, including annual base salary, annual incentive bonus (including specific goals and amount), equity compensation, employment agreements, severance agreements, change in control agreements/provisions, and any other benefits, compensation or arrangements. Factors to consider in this compensation review include, but are not limited to, the CEO’s performance with respect to the aforementioned goals and market compensation data provided by third parties. Such review and approval of

the compensation of the CEO will be made in “executive session” without the presence of the CEO.

Section 1.5 Officer Compensation. The Compensation Committee shall, at least annually, review, adjust (as necessary), and approve Bancshares’ Officers’ (other than the CEO) compensation, including annual base salary, annual incentive bonus (including specific goals and amount), equity compensation, employment agreements, severance agreements, change in control agreements/provisions, and any other benefits, compensation or arrangements. Such review and approval of the Officers’ (other than the CEO) compensation may be made in the presence of the CEO (who shall have no vote with respect thereto) but shall otherwise be made in “executive session” without the presence of the Officers.

Section 1.6 Employee Compensation and Benefits Programs. The Compensation Committee shall, at least annually, review and approve the long-term and short-term compensation strategy and compensation and employee benefit plans (including implementing or modifying any qualified benefit programs, such as 401(k) plans or employee stock option plans and incentive bonus plans, retention programs, and other retirement plans). The Compensation Committee shall also, at least annually, review and approve the Company’s health and welfare plans. The Compensation Committee shall work with management and, if desired, outside consultants, in reviewing the Bank’s compensation plans to ensure that they meet the Bank’s needs, and are effective in attracting and retaining qualified employees. The Compensation Committee shall also ensure such plans appropriately align the interests of employees with those of Bancshares’ stockholders.

Section 1.7 Stock Options and Stock Grants. The Compensation Committee shall review and approve all stock options and stock grants awarded to employees of Bancshares and the Bank.

Section 1.8 Compensation Consultant. The Compensation Committee shall have the authority, to the extent it deems necessary, to retain and terminate an outside compensation consultant to assist in the evaluation of director, CEO, Officer and other compensation and benefits matters. The Compensation Committee shall have the authority to approve the compensation consultant’s fees and other retention terms. The Compensation Committee shall also have the authority, to the extent it deems necessary, to retain internal or external legal, accounting or other consultants or advisers to advise the Compensation Committee.

Section 1.9 Proxy Statement Reports. The Compensation Committee shall be responsible for producing, at least annually, a report on Officer compensation for inclusion in Bancshares’ proxy statement for its annual meeting of stockholders, which report 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.

ARTICLE 2

ORGANIZATION

Section 2.1 Membership. The Compensation Committee will consist of no fewer than three (3) members. All members of the Compensation Committee must be Outside Directors.

An “Outside Director” is any director of Bancshares who is independent as determined in accordance with applicable law, including the Sarbanes-Oxley Act of 2002, the rules and regulations of the Securities and Exchange Commission (including the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended) and the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules of the Nasdaq Stock Market, except as otherwise permitted by the rules of the Nasdaq Stock Market.

Section 2.2 Appointment and Term. The Governance Committee of the Board will nominate the Chair and other members of the Compensation Committee for a term of one year, subject to approval by the Board, and the Chair and other members of the Compensation Committee will serve at the discretion of the Board.

Section 2.3 Duties of Chair. The Chair will preside at all meetings of the Compensation Committee 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 Compensation Committee will appoint a Secretary of the Compensation Committee, subject to approval by the Compensation Committee. The Secretary is not required to be a member of the Board, but must be an employee of Bancshares or the Bank.

Section 2.5 Resignation. Any member of the Compensation Committee 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 Compensation Committee, however created, may be filled by the Governance Committee of the Board, subject to approval by the Board. Each member of the Compensation Committee so appointed will 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 Compensation Committee will be held at the time and place as the Compensation Committee determines. Regular meetings of the Compensation Committee may be held without notice. Any change in the time or place of a regularly scheduled meeting will require:

- (a) The consent of a majority of the members of the Compensation Committee; and

- (b) Four days' notice by mail or twenty-four hours' notice received personally, by telephone, telegraph, facsimile or similar transmission.

Section 2.8 Special Meetings. Special meetings of the Compensation Committee may be called at any time by the Chair of the Compensation Committee, any two voting members of the Committee, the Chief Executive Officer of Bancshares, 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, telegraph, 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 Compensation Committee is comprised of an even number of directors, one-half of the number of directors will constitute a quorum for the transaction of business. If the Compensation Committee is comprised of an odd number of directors, a majority of the Compensation Committee members will constitute a quorum for the transaction of business. Every action consented to by a majority of the Compensation Committee members present at a meeting (at which a quorum is present) will be regarded as an act of the Compensation Committee, unless other consent is required pursuant to this Charter, the Certificate of Incorporation or Bylaws of Bancshares or applicable law.

Section 2.10 Minutes. The Secretary of the Compensation Committee will maintain minutes and other relevant records of the meetings and activities of the Compensation Committee. The minutes will be available for review by the Board and any regulatory agency having jurisdiction over the affairs of Bancshares or the Bank. In the event of any meeting in “executive session” or otherwise where the Secretary is not present, the Chair will designate an Acting Secretary of the Compensation Committee 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 Compensation Committee 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.

Section 2.12 Amendments. This Charter of the Compensation Committee may be amended only by a resolution of the Board.

Section 2.13 Delegation of Authority. This Compensation Committee may form and delegate authority to subcommittees when appropriate.