

**WILMINGTON TRUST CORPORATION  
WILMINGTON TRUST COMPANY  
COMPENSATION COMMITTEE CHARTER**

**Purpose:**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors of Wilmington Trust Corporation (“Board”) is to assist in discharging Board's responsibilities relating to compensation for directors, executive officers, and staff of Wilmington Trust Corporation and its subsidiaries (collectively, the “Company”) . The Committee shall have the authority and responsibilities described below.

**Composition:**

The Committee shall be composed of not less than three (3) nor more than five (5) members who shall be selected by the Board of Directors from its own members, none of whom shall be an officer or employee of the Company, and who shall hold office at the pleasure of the Board of Directors. Each Committee member shall be an “outside director” for the purpose of Section 162 (m) of the Internal Revenue Code and a “non-employee director” for the purpose of Rule 16b-3 of the Securities Exchange Act of 1934 and meet the independence requirements of the New York Stock Exchange. The Committee shall elect its own chairperson.

**Responsibilities and Duties:**

The Committee is charged with the responsibility for overseeing Wilmington Trust’s compensation philosophy and for determining that the directors, officers and key management personnel of the Company are compensated in terms of salary, supplemental and incentive compensation and benefits that are equitable, competitive and consistent with such philosophy.

The Committee shall:

1. Review, evaluate and set the compensation of and benefits provided to Wilmington Trust’s executive officers at least annually, and report to the Board of Directors concerning its evaluation. Without limiting the foregoing, the Committee shall review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives and set the level of the Chief Executive Officer’s compensation based on that evaluation. In determining the long-term incentive component of the Chief Executive Officer’s compensation, the Committee will consider the Company’s performance and relative shareholder return, the value of similar incentives to the Chief Executive Officer of comparable companies and the awards given to the Chief Executive Officer in prior years.

2. Administer Wilmington Trust's executive incentive plan, the Supplemental Executive Retirement Plan, the Directors' Deferred Fee Plan and Wilmington Trust's stock option plans.
3. Review and advise on: (i) general salary, (ii) employee benefits and (iii) all matters of compensation with Wilmington Trust's management.
4. Review and recommend compensation to be paid to Wilmington Trust's directors.
5. Prepare an annual report of executive compensation for inclusion in the Company's proxy statement.
6. Review compliance with applicable rules and regulations relating to compensation including those of the Securities and Exchange Commission, the Internal Revenue Service and the New York Stock Exchange.
7. The Committee shall have the sole authority at the expense of the Company to engage, review and terminate any legal or consulting firm to advise the Committee in evaluating compensation of the Company's directors and executive officers and to approve any such firm's fees and other retention terms. The Committee may request any officer or employee of the Company or the Company's outside counsel or other consultants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
8. Conduct an evaluation of its own performance annually.
9. Review and reassess the adequacy of this Charter at least annually and submit any changes to the Board of Directors for approval.

The Committee may form and delegate authority to subcommittees when it deems it appropriate.

**Meetings:**

1. The Committee shall hold at least one meeting each year and others as the Committee or its Chairperson determines.
2. The Committee's Chairperson, the Chairman of the Board, the Chief Executive Officer, the President or a majority of the Committee's members may call a meeting of the Committee at any time and at any place they deem it to be proper for the transaction of the Committee's business.
3. A majority of the Committee's members shall constitute a quorum. The acts of a majority of the members present at a meeting at which a quorum is present shall constitute action by the Committee.

4. Committee members may participate in Committee meetings by conference telephone or video facilities.
5. A report of all Committee meetings will be provided to the Board of Directors at a subsequent meeting.
6. The Committee may adopt rules and procedures for the conduct of its affairs that it deems necessary and which are not inconsistent with this Charter or Wilmington Trust's Bylaws. The Committee also shall perform such other functions as it deems appropriate from time to time with respect to and within the scope of its specified duties and responsibilities or such other duties as the Board of Directors may assign to it from time to time.

Adopted: February 25, 2004  
Board Approved: February 26, 2004