

ENTERPRISE FINANCIAL SERVICES CORP

EXECUTIVE COMMITTEE CHARTER

Purpose

The Executive Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Enterprise Financial Services Corp (the “Company”) to exercise the powers and authority of the Board to direct the business and affairs of the Company in intervals between meetings of the Board.

Authority and Responsibilities

1. The Committee shall have the authority to exercise all powers and authority of the Board, including without limitation the powers and authority enumerated in the Bylaws of the Company, excepting:
 - (a) The submission to stockholders of any action requiring the approval of stockholders by law;
 - (b) The creation or filling of vacancies on the Board;
 - (c) The adoption, amendment or repeal of the Bylaws;
 - (d) The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board;
 - (e) Actions on matters committed by the Bylaws or resolution of the Board to another committee of the Board;
 - (f) Approval of a transaction in which any member of the Committee directly or indirectly, has any material beneficial interest; and
 - (g) Issuance of additional stock of the Company or fixing or determining the designation and the rights and preferences of any series of stock.

Membership

The Committee shall be appointed by the Board and consist of at least five non-employee Director members who are independent as defined in the NASDAQ Stock Market, Inc. listing standards as approved by the Securities and Exchange Commission. The Board may appoint at large members from the Board to attend and participate on a rotating basis. Except for vacancies and new members, members of the Committee shall be appointed for one-year terms, coinciding with the annual organization meeting of the Board.

The Chairman of the Board shall chair the Executive Committee and may also appoint a Vice-Chairman.

Meetings

Except as otherwise required by the Bylaws or the Certificate of Incorporation of the Company, a majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee.

The Chairman of the Committee shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Chairman of the Committee, or in his absence the Vice Chairman, shall preside at the meetings of the Committee. In the absence of both the Chairman and the Vice Chairman, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting.

All actions of the Committee shall be reported to the Board at the next regular meeting of the Board. The Secretary or an Assistant Secretary of the Company shall keep the minutes of the Committee, which shall be distributed to all Board members.

The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as is necessary or desirable and not inconsistent with the provisions of the Bylaws or this Charter.

Miscellaneous

The Committee shall review and reassess the adequacy of this Charter and the composition of the Committee annually and recommend any proposed changes to the Board for approval.

The Committee shall be responsible for ANNUALLY reviewing the performance of the CEO and recommending to the Compensation Committee changes, if any, in the CEO's Compensation. The Committee shall make an annual report to the Board on emergency as well as expected CEO succession planning. The full Board will work with the Committee to recommend and evaluate potential successors to the CEO. The CEO should at all times make available his or her recommendations and evaluations of potential CEO successors, along with a review of any development plans recommended for such individuals.

The Committee shall annually review its own performance.

Nothing in this Charter shall be deemed to amend the provisions of the Bylaws with respect to this Committee or other committees of the Board absent a separate resolution of the Board expressly amending the Bylaws.