

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

**ARTICLE 1 DUTIES AND RESPONSIBILITIES**

- Section 1.1 General Purpose**
- Section 1.2 Reporting to Board; Board Responsibility**
- Section 1.3 Corporate Governance Guidelines**
- Section 1.4 Annual Board Evaluation**
- Section 1.5 Nominations**
- Section 1.6 Committee Performance**

**ARTICLE 2 ORGANIZATION**

- Section 2.1 Membership**
- Section 2.2 Appointment and Term**
- Section 2.3 Duties of Chair**
- Section 2.4 Secretary of Committee**
- Section 2.5 Resignation**
- Section 2.6 Vacancies**
- Section 2.7 Regular Meetings**
- Section 2.8 Special Meetings**
- Section 2.9 Voting**
- Section 2.10 Minutes**
- Section 2.11 Telephone Conference Meetings**
- Section 2.12 Amendments**
- Section 2.13 Delegation of Authority**

## ARTICLE 1

### **DUTIES AND RESPONSIBILITIES**

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

- (a) Oversee the development and periodic review of Corporate Governance Guidelines for Bancshares;
- (b) Lead the Board of Directors of Bancshares (“Bancshares’ Board”) and the Board of Directors of Bank (“Bank Board”) in their annual reviews of their respective Board’s performance;
- (c) Assist the Bancshares’ Board and the Bank Board in identifying individuals qualified to become members of their respective Boards of Directors;
- (d) Recommend to the Bancshares’ Board director nominees for its annual meeting of stockholders; and
- (e) Recommend to the Bancshares’ Board and the Bank Board director nominees for each respective Board’s Committees and the Chairs for each respective Board and each respective Board’s Committees.

**Section 1.2 Reporting to Board; Board Responsibility.** The Governance Committee shall report regularly to the Bancshares’ Board. The Bancshares’ Board and management shall ensure that the Governance Committee has adequate resources and authority to discharge its responsibilities.

**Section 1.3 Corporate Governance Guidelines.** The Governance Committee shall work with the Bancshares’ Board and management in developing Corporate Governance Guidelines for Bancshares. The Governance Committee shall develop and implement a periodic review process of the Corporate Governance Guidelines to ensure the accountability and effectiveness of the Bancshares’ Board, taking into account changes in the relevant laws and current trends in corporate governance practices.

**Section 1.4 Annual Board Evaluation.** The Governance Committee shall develop and implement a process for reviewing and evaluating each of the Bancshares’ Board’s and the Bank’s Board performance and effectiveness. The Governance Committee will be responsible for conducting, at least annually, such review and evaluation of each of the Bancshares’ Board’s and the Bank’s Board’s performance and shall report to the Bancshares’ Board and the Bank Board, respectively, the results of such review and

evaluation. The Governance Committee may work with the Bancshares' Board, the Bank Board, management, and, if desired, outside consultants or advisers, in conducting these reviews and evaluations. These performance reviews and evaluations may include, among other items, a review of how the following items impact each of the Bancshares' Board's and the Bank Board's effectiveness:

- (a) The size of the Bancshares' Board and the Bank Board, respectively;
- (b) Frequency of meetings;
- (c) Quality and timing of information provided to the Bancshares' Board and the Bank Board, respectively, before Board meetings;
- (c) Communication among directors;
- (c) Education of directors;
- (d) Skills and qualifications of directors; and
- (e) Board strategic retreats.

#### **Section 1.5 Nominations.**

- (a) **Board Member Nominees.** The Governance Committee shall, as it deems appropriate, identify and interview individuals qualified to become members of the Bancshares' Board and the Bank Board, respectively. The Governance Committee shall have the authority to retain and terminate any executive search firms for assistance in this process. The Governance Committee shall, at its discretion, recommend to each of the Bancshares' Board and the Bank Board, respectively, any qualified Board member nominees. The Governance Committee's recommendations shall be subject to the approval of the Bancshares' Board and the Bank Board, respectively.
- (b) **Director Nominees.** The Governance Committee shall, at least annually, recommend to the Bancshares' Board the director nominees to be included in the proxy statement for Bancshares' annual meeting of stockholders. The Governance Committee's recommendations shall be subject to the Bancshares' Board's approval.
- (c) **Committees and Chairs.** The Governance Committee shall nominate the Chair and the Vice-Chair of the Bancshares' Board and the Bank Board, respectively, and the members and Chair of each other Board committee of the Bancshares' Board and the Bank Board, respectively. The Governance Committee's nominations shall be subject to the approval of the Bancshares' Board and the Bank Board, respectively.

**Section 1.6 Committee Performance.** The Governance Committee shall, at least annually, review and evaluate the performance of the Bancshares' Board's committees, in conjunction with the respective committee Chair, including its own performance. As part of this review, the Governance Committee shall also review the adequacy of the Charters of such committees, including its own Charter. The Governance Committee shall recommend any recommended changes to the Bancshares' Board's committees and/or the Charters of such committees to the Bancshares' Board for approval.

## ARTICLE 2

### **ORGANIZATION**

**Section 2.1 Membership.** The Governance Committee will consist of no fewer than three (3) members. All members of the Governance 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 rules and regulations of the Securities and Exchange Commission, 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 Bancshares' Board will appoint the Chair and other members of the Governance Committee, subject to nomination by the Governance Committee, for a term of one year, and the Chair and other members of the Governance Committee will serve at the discretion of the Bancshares' Board.

**Section 2.3 Duties of Chair.** The Chair will preside at all meetings of the Governance Committee and perform any duties as may be assigned by the Bancshares' Board from time to time.

**Section 2.4 Secretary of Committee.** The Chair of the Governance Committee will appoint a Secretary of the Governance Committee, subject to approval by the Governance Committee. The Secretary is not required to be a member of the Bancshares' Board but must be an employee of Bancshares or the Bank.

**Section 2.5 Resignation.** Any member of the Governance Committee may resign, effective upon giving written notice to the Chair of the Bancshares' Board unless the notice specifies a later time for the effectiveness of the resignation.

**Section 2.6 Vacancies.** All vacancies on the Governance Committee, however created, may be filled by the Bancshares' Board, subject to nomination by the Governance Committee. Each member of the Governance 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 Governance Committee will be held at the time and place as the Governance Committee determines. Regular meetings

of the Governance 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 Governance 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 Governance Committee may be called at any time by the Chair of the Governance Committee, any two voting members of the Governance Committee, the Chief Executive Officer of Bancshares, or by a majority of the Bancshares' 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 Governance 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 Governance Committee is comprised of an odd number of directors, a majority of the Governance Committee members will constitute a quorum for the transaction of business. Every action consented to by a majority of the Governance Committee members present at a meeting (at which a quorum is present) will be regarded as an act of the Governance 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 Governance Committee will maintain minutes and other relevant records of the meetings and activities of the Governance Committee. The minutes will be available for review by the Bancshares' Board and the Bank 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 Governance 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 Governance 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 Governance Committee may be amended only by a resolution of the Bancshares' Board.

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