

**CHARTER OF THE RISK COMMITTEE
OF THE BOARD OF DIRECTORS
OF UMB FINANCIAL CORPORATION**

(Approved July 22, 2014)

I. Status and Purpose

The Risk Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of UMB Financial Corporation (the “**Company**”).

The purpose of the Committee is to assist the Board in overseeing the risk-management policies of the Company’s global operations and the operation of the Company’s global risk-management framework.

II. Membership and Qualifications

The Committee will consist of three or more directors of the Board, all of whom are “independent directors” under the listing rules of The NASDAQ Stock Market LLC, the federal securities laws (including Regulation S-K of the Securities and Exchange Commission), and other applicable law.

The Board, after considering any recommendation of the Company’s Corporate Governance & Nominating Committee, will appoint members of the Committee for terms ending at the meeting of the Board that immediately follows the next annual meeting of the Company’s shareholders. The Board may add one or more members to the Committee at any time with or without cause and may remove any member of the Committee at any time with or without cause. Each member of the Committee will serve until the earlier of the end of the member’s term or the effective date of the member’s removal, resignation, death, or disqualification.

All members of the Committee will have, in the judgment of the Board, an understanding of relevant risk-management principles and practices. In addition, in the judgment of the Board, at least one member of the Committee will have experience in identifying, assessing, and managing risk exposures of large, complex firms and will have an appropriate level of risk-management expertise.

The Chair of the Committee will be an independent director who (1) is not an officer or employee of the Company and has not been an officer or employee of the Company during the previous three years, (2) is not a member of the immediate family (as defined in 12 C.F.R. § 225.41(b)) of a person who is, or has been within the last three years, an executive officer of the Company (as defined in 12 C.F.R. § 215.2(e)), and (3) is an independent director under Item 407 of the Securities and Exchange Commission’s Regulation S-K. The Chair will be appointed from among its members by the Board or, if the Board does not appoint one, by the Committee.

Except as otherwise directed by the Chair of the Committee, the Secretary of the Company will act as secretary for the Committee.

III. Meetings and Other Actions

The Committee will meet once each fiscal quarter and whenever necessary, appropriate, or advisable, in its judgment, to fulfill its purpose or to perform or exercise its duties, rights, powers, or authorities. The secretary of the Committee will fully document and maintain minutes and other records of the Committee's proceedings, including its risk-management decisions. Minutes of any proceeding of the Committee will generally be approved through the secretary's receipt of the written consent of all members prior to the next meeting of the Committee or else during the next meeting of the Committee. Any reference in this Charter to written form includes tangible form, electronic form, or any other perceivable form.

The Chair of the Committee, in consultation with its other members, will determine the frequency and length of meetings and will set meeting agendas consistent with this Charter. Meetings may be called by the Chair of the Committee or the Chief Risk Officer of the Company (the "**CRO**"). Except as otherwise provided here, all meetings of or other actions by the Committee will be held or taken according to the provisions of the Company's By-Laws that govern meetings of or other actions by the Board. Members of the Committee may attend and participate in meetings through a telephonic or video conference call. The Committee, in its discretion and at the invitation of the Chair, may include in the entirety or any portion of any of its meetings one or more members of the Company's management or other third parties whose presence is judged by the Committee to be necessary, appropriate, or advisable. No person other than a member of the Committee may vote or participate in any voting deliberations of the Committee. Notice of a meeting of the Committee may be waived.

A majority of the Committee will constitute a quorum for the transaction of business. An action of a majority of the members of the Committee present at a meeting where a quorum is present or an action in the form of a unanimous written consent approved by all members will constitute an action of the Committee. The Committee will promptly report each of its actions to the Board, which generally will occur at the meeting of the Board that immediately follows the Committee's action.

IV. Duties, Rights, Powers, and Authorities

In addition to any other duties, rights, powers, or authorities that may be assigned or delegated by the Board to the Committee, the Board assigns and delegates the following to the Committee:

- (1) to approve and periodically review the risk-management policies of the Company's global operations (the "**Enterprise Risk Management Policy**"), including statements of risk appetite, and to adapt the Enterprise Risk Management Policy when and as appropriate to changes in the Company's structure, risk profile, complexity, activities, or size;

- (2) to oversee the operation of the Company's global risk-management framework commensurate with the Company's structure, risk profile, complexity, activities, and size;
- (3) to ensure that the Company's global risk-management framework includes:
 - (i) appropriate policies and procedures establishing risk-management governance, risk-management procedures, and risk-control infrastructure for the Company's global operations;
 - (ii) appropriate processes and systems, such as strategic risk assessments and key risk indicators, for identifying and reporting risks and risk-management deficiencies (including in connection with emerging risks) and for ensuring effective and timely implementation of actions to address emerging risks and risk-management deficiencies for the Company's global operations;
 - (iii) appropriate processes and systems for establishing managerial and employee responsibility for risk management;
 - (iv) appropriate processes and systems for ensuring the independence of the risk-management function;
 - (v) appropriate processes and systems for integrating risk management and associated controls with management goals and the Company's compensation structure for its global operations;
 - (vi) appropriate processes and systems for conducting internal loan reviews according to annual or other periodically established plans; and
 - (vii) appropriate processes and systems for otherwise implementing and monitoring compliance with the Company's policies and procedures establishing risk-management governance, risk-management procedures, and risk-control infrastructure for its global operations;
- (4) to receive and review reports from the CRO and the officer in charge of the internal loan-review function;
- (5) to receive and review reports from the Asset and Liability Committee, the Credit Committee, and the Enterprise Risk Committee of the Company and the Bank;
- (6) to receive and review examination reports and other communications from regulatory agencies that supervise or otherwise exercise authority over the Company or any of its subsidiaries;
- (7) to ensure that appropriate resources of the Company are allocated to its global risk-management framework;

- (8) to investigate or cause the investigation of any matter within the scope of its duties; and
- (9) to take or cause to be taken all other actions that are necessary, appropriate, or advisable in connection with any of the foregoing or any other duty, right, power, or authority assigned or delegated to the Committee.

V. Advisors and Resources

The Committee has the independent authority and absolute discretion, at any time, to retain experts, consultants, counsel, or other advisors (including those that are independent) to assist the Committee in fulfilling its purpose or duties or exercising its rights, powers, or authorities. All independent advisors will report directly to the Committee. The Committee will have access to and the ability to commit resources of the Company to the extent necessary, appropriate, or advisable in fulfilling its purpose or duties or exercising its rights, powers, or authorities, including (1) funds for the payment of reasonable fees and expenses of advisors and other third parties and for the payment of administrative expenses of the Committee and (2) a reasonable amount of the time of the Company's management and staff.

VI. Self-Evaluation

At least annually, the Committee will conduct a self-evaluation of its performance, will assess the adequacy of this Charter, and will recommend to the Board (if appropriate) any changes to its composition or this Charter.