

UMB FINANCIAL CORPORATION

CHARTER

of the

COMPENSATION COMMITTEE

(Revised January 29, 2019)

1. Purpose

The primary purposes of the Compensation Committee (the "Committee") are (i) to assist the Board of Directors (the "Board") in fulfilling its responsibilities to oversee compensation programs, including both long and short-term incentive compensation plans, for the executive officers of the Company, (ii) to provide assistance to the Company's management in its preparation of the disclosures and other information relating to executive compensation matters required by applicable laws, rules and regulations to be contained in the Company's proxy statement, and produce an annual report of the Committee for inclusion in the Company's proxy report, in accordance with applicable laws, rules and regulations, (iii) to recommend to the Board the compensation of directors who are not officers of the Company, (iv) to establish and administer the principal components of compensation (to include, without limitation, salary, bonuses, incentive programs and retention awards) for the Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and such other executive officers of the Company as the Committee shall identify and specify from time to time, (v) to administer (or, to the extent provided for herein, delegate to others the power to administer) the Company's equity-based compensation plans, both those in existence at the time of adoption of this charter and those created hereafter, including the granting of equity-based awards thereunder, and (iv) approve and otherwise oversee the succession planning process for the CEO and senior management of the Company.

2. Membership and Qualification

The Committee shall consist of three or more directors, all of whom satisfy the definition of "Independent Directors" under the listing rules of The NASDAQ Stock Market ("NASDAQ") and the rules of the Securities and Exchange Commission ("SEC"), and shall satisfy all other standards and requirements imposed by NASDAQ, the SEC or other provisions of law or applicable regulation. All Committee members shall be "non-employee directors" as defined by Rule 16b-3 of the Securities Exchange Act of 1934 (the "Exchange Act") and "outside directors" as defined by Section 162(m) of the Internal Revenue Code. All applicable factors or considerations identified in the above statutes, rules and regulations (as promulgated or in force from time to time)—including all factors specifically relevant to determining whether a director has a relationship to the Company or any of its subsidiaries which is material to that director's ability to be independent from management in connection with the duties of a member of the Committee, such as (i) the source of compensation of that director (including any consulting, advisory or other compensatory fee paid by the Company or any of its subsidiaries to that director) and (ii) whether that director is affiliated with the Company, any of its subsidiaries, or any affiliate of any of those subsidiaries—are to be considered by the Committee and the Board in their determinations as to the independence of a member of the Committee. Each member shall also, in the judgment of the Board from time to time, be free of any conflict or relationship that would interfere with the

exercise of his/her independent judgment or in performing his/her duties as an independent director. The members shall be appointed by the Board annually and may be removed by a majority of the Board at any time, with or without cause. If a Committee chairperson is not elected or appointed by the Board, the Committee members may designate a chairperson.

3. Meetings and Other Actions

The Committee shall meet at least once a year and at such additional times as may be necessary to carry out its responsibilities. Meetings may be called by the chairperson of the Committee (“Chairperson”) or the Chairman of the Board. Except as provided herein, all meetings of, and other actions by, the Committee shall be held or otherwise taken pursuant to the Company’s ByLaws. Members of the Committee may attend and participate through a telephonic or video conference call. Action can also be taken in the form of unanimous consent signed by all Committee members, and each such unanimous consent shall become effective upon the date that it has been executed by all Committee members. The Committee may, at its discretion and at the invitation of the Chairperson, include in all or any portion of any of its meetings, one or more members of the Company’s management or other third parties whose presence the Committee believes to be necessary or appropriate; provided however that such persons may not participate in voting on any matter. In addition, the officers or any other associate whose compensation is being discussed or determined may, in the Committee’s discretion, be asked to leave the meeting for the duration of the discussion. The CEO may not be present during voting or deliberations concerning his or her compensation. Notice of a meeting of the Committee may be waived, and the action of a majority of the members of the Committee at a meeting at which a quorum is present, or in the form of a written consent, shall constitute the act of the Committee. The Chairperson, in consultation with other Committee members, shall determine the frequency and length of Committee meetings and shall set meeting agendas consistent with this Charter. Unless prohibited by any regulatory requirement, the Committee may delegate any of its authority to any member of the Committee, or to any subcommittee, whenever the Committee determines it to be appropriate and in the best interests of the Company. The Committee shall promptly report its actions and any recommendations to the Board after each Committee meeting. Such report generally will be given at the Board meeting next following the respective Committee meeting.

4. Key Responsibilities and Authority

The Committee’s primary responsibilities include:

- a) To annually review and approve the Company’s general policies, philosophy, goals and objectives relevant to the compensation of the officers of the Company and its subsidiaries, considering the long-term interests of the Company’s shareholders and the interests of the Company’s officers. The Committee shall, at such times as they may deem appropriate, but not less often than annually, review the compensation policies and practices relating to employees (including, but not limited to executive officers) of the Company and its subsidiaries, to determine if such policies and practices create risks that are reasonably likely to have a material adverse effect on the Company. Such review should include consideration of how the policy or practice may incent an employee to engage in higher-risk activities, whether any short-term incentives may have an impact on long term risks; whether claw-backs or hold-backs are utilized or deemed appropriate; whether changes in the Company’s risk profiles may require changes in such policies or practices;

how to appropriately monitor policies and practices to assure that Company risk management objectives are being met; and the existence and effectiveness of any controls, policies or practices that may be in place to mitigate or balance the risks associated with the compensation policies or practices. Without limiting the overall scope of its review, the Committee should specifically look at (i) compensation policies and practices that vary significantly from the overall risk and reward structure of the Company, (ii) compensation that is awarded on a short-term basis but has an associated long-term risk, and (iii) compensation policies and practices of any business unit that carries a significant portion of the Company's risk profile, that has compensation structured significantly different than other business units of the Company, that is significantly more profitable than the Company's other business units, or that has compensation expense that is a significant percentage of its revenues. The result of the Committee's reviews shall be reported to the Board on a timely basis.

b) To from time to time (but at least annually) determine the compensation of the "Designated Executives" of the Company and its direct and indirect subsidiaries (such Designated Executives shall include the Company's CEO and each "officer" (as such term is defined in Rule 16a-1 (f) under the Securities Exchange Act of 1934) and each other top-level executive officer of the Company or the Company's direct or indirect subsidiary that the Committee may specify from time to time) including base pay, equity-based awards, bonuses and other incentives. In determining the appropriate compensation to be awarded to each Designated Executive, the Committee will consider the Company's approved compensation philosophy and goals and objectives then in effect, the Designated Executive's individual performance in light of the goals and objectives determined by the Committee, the Company's performance and relative shareholder return, the value of the compensation awarded to comparable officers at comparable companies, any recommendations of consultants retained by the Committee, the awards given to the Designated Executives in past years, and such other criteria and factors as the Committee deems appropriate. The Committee shall also have the power to adjust the Designated Executive's compensation from time to time between its annual determinations, taking into account any relevant change in circumstances or occurrences and any other considerations that it deems appropriate.

Except as otherwise provided for below, only the Committee may establish or change any element of compensation (irrespective of whether equity-based, cash or otherwise) of any Designated Executive. To the extent permitted by applicable plan provisions, and not precluded by applicable provisions of law, regulations and rules of regulatory bodies, the Committee may however by resolution enacted by the entire Committee, delegate to the Chairperson or one or more members of the Committee hereafter designated by the Chairperson (each a Designatee"), the power and authority to approve on behalf of and as the act of the entire Committee and without convening a meeting of or otherwise obtaining the approval of the other members of the Committee, any or all of the compensation elements (and any changes thereto) of the Designated Executives or any other Company employees. Such a delegation may be limited or restricted, if so provided in the Committee's resolution providing for the delegation. Such delegation by the Committee may include, without limitation, the power and authority for the Chairperson or Designatee to: (A) approve the salary and other terms (including equity compensation) to be offered to prospects who may, from time to time, be recruited to fill a position that may be designed as an Designated Executive position, or approve equity-based or cash compensation adjustments for an existing

Designated Executive who is deemed to be “at risk” and for whom adjustments are needed to avoid a loss of such Designated Executive; and (B) approve any proposed equity-based compensation grants or offers that may have been communicated by the Company’s management to prospective new-hires or to existing Company employees on a contingent basis (i.e., an award or adjustment that was communicated to the prospect or employee on the basis that it would become binding and effective only if, and when, the Committee or the Chairperson or a Designatee subsequently approves it).

c) To evaluate and make determinations on executive compensation and qualification for tax deductions in excess of limitations under Section 162(m) of the Internal Revenue Code. In reviewing, proposing or approving any executive compensation, the Committee shall consider compliance with, and the consequences of non-compliance with, Section 162(m) of the Internal Revenue Code, as it may be amended from time to time and any other applicable laws.

d) To provide such assistance to Company’s management as may be required in its preparation of the disclosures and other information required by applicable laws, rules and regulations.

e) To periodically evaluate (and approve any proposed amendments to) existing equity-related plans, and evaluate and approve the adoption of any new equity-related plans and determine when it is necessary (based on advice of counsel) or otherwise desirable: (i) to modify, discontinue or supplement any such plans; or (ii) to submit such plan, amendment or adoption to a vote of the full Board and or the Company’s shareholders.

f) To evaluate (and where the Committee deems appropriate, revise, approve or reject) any annual Program proposed by management to be implemented under any equity-based or other incentive-compensation plan approved by the Company’s shareholders or Board of Directors, and to exercise all authority of the Board and all authority granted to the Committee by the Board or the Company’s Shareholders, with respect to the administration and oversight of such plans and such Programs, all subject to any delegation by the Committee of such authority to management of the Company.

g) To review director and advisory director compensation levels and practices, and recommend to the Board, from time to time, changes in such compensation levels and practices.

h) To establish and implement (including without limitation the inclusion of conditions and provisions in the documentation by which incentive compensation grants are made to Company associates) policies and procedures under which various components of compensation that may be provided to Company associates from time to time are subjected to a “claw back” or other right of the Company to withhold or reclaim some or all of such compensation from such associates upon specified circumstances or occurrences, all to the extent consistent with guidelines, directives and authorizations that may be provided to the Committee by the Board from time to time.

i) To be directly responsible for the appointment, retention, compensation, oversight, and termination of any outside professionals from whom the Committee may from time to time seek advice and counsel with respect to compensation and other matters for which the Committee has responsibilities, after considering the independence of such outside professionals in accordance with Section 10C of the Exchange Act and the NASDAQ rules and regulations. The Committee

shall also have the right to use reasonable amounts of time of the Company's internal and independent accountants, internal and outside lawyers and other internal staff.

j) To oversee the preparation and drafting of the compensation discussion and analysis ("CD&A") material required to be included in the Company's annual report on form 10-K (usually through incorporation by reference from the proxy statement) and the proxy statement for the annual meeting of shareholders; and review and discuss the CD&A with management.

k) To prepare and sign the annual Compensation Committee Report for inclusion in the proxy statement providing: (a) a statement that the Compensation Committee has reviewed and discussed the CD&A with management, and (b) based on the review and discussions with management, the Compensation Committee's recommendation to the Board of Directors is that the CD&A be included in the Company's annual report on Form 10-K and the proxy statement for the annual meeting of shareholders.

l) To review and make any determinations regarding compensation risk or other compensation matters necessary for the Company to prepare compensation disclosures in the annual meeting proxy statement.

m) To review and discuss items required to be included in the Company's proxy statements pursuant to Rules 14a-21(a) and 14a-21(b) under the Exchange Act (the so-called "Say-on-Pay" and "Say-When-on-Pay" votes, respectively) and make recommendations to the Board regarding such matters.

n) To determine the frequency of Say-on-Pay and Say-When-on-Pay votes to be held at annual meetings of the Company's shareholders.

o) To review and discuss the results of Say-on-Pay and Say-When-on-Pay votes by the Company's shareholders.

p) To perform an internal analysis in order to measure the CEO's total annual compensation package against the median of the annual total compensation of all employees other than the CEO and approve disclosure about such internal pay ratios in the Company's annual proxy statement in accordance with applicable rules and regulations of the SEC and NASDAQ.

q) To adopt and implement a policy for recovery of erroneously awarded compensation, in accordance with applicable rules and regulations of the SEC and NASDAQ.

r) To approve, oversee and monitor the design, establishment, and administration of appropriate succession planning to help maintain effective business continuity should the CEO or other members of the senior management team leave the Company or become unable to discharge the duties of the position (whether temporarily or on a long term basis).

s) To perform an annual self-evaluation of the Committee's performance and annually reassess the adequacy of and, if appropriate propose to the Board any desired changes in, the Committee's Charter.

- t) To review stock ownership guidelines for directors and Section 16 officers, and recommend to the Board, from time to time, changes in such stock ownership guidelines.
- u) To perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chairman of the Board, or as designated in plan documents.

5. Advisors

The Committee shall have the authority and absolute discretion to retain independent experts, legal counsel and other consultants to assist and advise the Committee in connection with its responsibilities, and shall be directly responsible for the appointment, compensation and oversight of the work of such experts, legal counsel or consultants. Before selecting or continuing to engage either a compensation consultant, legal counsel or other advisor (each, a “Consultant”) or the entity (if any) by whom such individual(s) are employed or affiliated (the “Employer”), the Committee shall first consider certain factors with respect to the independence of the Consultant and Employer; shall evaluate whether any of them are independent or have any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K; and review, discuss and/or approve disclosures regarding Compensation Adviser conflicts of interest which are required by Item 407(e)(3)(iv). In determining whether a Consultant or Employee is independent or a conflict of interest exists, the Committee will consider factors consistent with Exchange Act Rule 10C-1(b)(4)(i) through (vi) and applicable NASDAQ rules. Without limitation on the foregoing, factors to be considered by the Committee shall include: (a) any other services that the Employer provides to the Company; (b) the amount of fees received from the Company by the Employer as a percentage of the total revenue of the Employer; (c) the policies and procedures of the Employer that are designed to prevent conflicts of interest; (d) any business or personal relationship of the Consultant with a member of the Committee; (e) any stock of the Company owned by the Consultant; and (f) any business or personal relationship of the Consultant or the Employer with any executive officer of the Company). All Consultants and Employers shall report directly to the Committee. The Company shall provide for appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for payment of reasonable compensation of such Employers or Employees.

6. Disclosure of Charter

This Charter will be made available on the Company’s website at www.umbfinancial.com. The Committee shall review and reassess the adequacy of its Charter, on an annual basis.