

SILVERCREST ASSET MANAGEMENT GROUP INC.

COMPENSATION COMMITTEE CHARTER

A. *Introduction*

This charter governs the operations of the Compensation Committee (the “Committee”) of the board of directors (the “Board”) of Silvercrest Asset Management Group Inc. (the “Company”). The Committee shall review the adequacy of this charter at least annually and recommend any proposed changes to the Board for its approval, although the Board shall have sole authority to amend this charter. The Company shall make this charter available on its website at www.silvercrestgroup.com.

B. *Membership of Committee*

The Committee shall be composed of such number of directors as is appointed by the Board, each of whom shall be independent in accordance with the provisions of Rule 10A-3(b)(1)(ii)(A) and (B) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and requirements of The Nasdaq National Market, Inc., subject to the phase-in rules that may be applicable.

Each member of the Committee must qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Exchange Act, and as “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as amended.

The Committee shall be appointed by the Board, upon recommendation of the Nominating and Governance Committee of the Board. The chairman of the Committee shall be appointed by the Board. Committee members shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board at any time.

The Committee may form and delegate any of its responsibility to subcommittees as it deems necessary or appropriate in its sole discretion.

C. *Meetings and Consultants*

The Committee shall meet as often as it shall determine, but not less frequently than annually. The Committee shall have the authority to select, retain and terminate any compensation consultants, outside legal and other counsel, and other advisors (“Consultants”) as it deems necessary or appropriate in its sole discretion. The Committee may invite Consultants, as well as any officer, director or employee of the Company, to attend meetings of the Committee or to meet with any members of the Committee. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the chief executive officer and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined. The Committee shall evaluate whether any Consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. In retaining Consultants, outside counsel and other advisors, the Committee must consider the factors specified in Rule 10C-1(b)(4) under the Exchange Act. The Committee shall have the sole authority to approve the fees and retention terms relating to such Consultants, which fees shall be borne by the Company.

D. Purposes of the Committee

The Committee shall discharge the overall responsibility of the Board relating to executive and director compensation, produce an annual compensation report for inclusion in the Company's proxy statement and perform any other tasks as the Board, from time to time, may prescribe. All powers of the Committee are subject to the Company's by-laws and applicable law.

E. Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

- To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the chief executive officer. The Committee shall evaluate on an annual basis the chief executive officer's performance in light of these established goals and objectives and, based upon these evaluations, set the chief executive officer's annual compensation, including salary, bonus, incentive and equity compensation. In evaluating and determining the chief executive officer's compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act ("Say on Pay Vote");
- To review and approve on an annual basis the evaluation process and compensation structure for the Company's officers. The Committee shall evaluate the performance of the Company's executive officers and shall approve the annual compensation, including salary, bonus, incentive and equity compensation, for such executive officers. The Committee also shall provide oversight of management's decisions concerning the performance and compensation of other Company officers. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote;
- To review the Company's incentive compensation and other stock-based plans and recommend changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans. In reviewing and making recommendations regarding incentive compensation and stock-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote;
- To review executive officer compensation for compliance with Section 16 of the Exchange Act and Section 162(m) of the Internal Revenue Code, as in effect from time to time, and other applicable laws, rules and regulations;
- To review periodically Board and committee compensation and benefits and recommend any proposed changes to the Board for approval;
- To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement and produce the compensation committee report on executive officer compensation

required to be included in the Company's proxy statement or annual report on Form 10-K;

- To review and approve non-routine employment agreements, severance arrangements and change in control agreements and provisions when, and if, appropriate, as well as any special supplemental benefits;
- To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement;
- To review major organizational and staffing matters;
- To report regularly to the Board on the Committee's activities; and
- To perform any other activities consistent with this charter, the Company's certificate of incorporation and by-laws and applicable law, as the Committee or the Board deems appropriate.