



DIRECTOR INDEPENDENCE

date last revised January 28, 2016

Under regulations promulgated by the NYSE MKT LLC and the Securities and Exchange Commission (“SEC”), at least a majority of Directors of Tompkins Financial Corporation [the “Company”] must be “independent,” as defined in the NYSE MKT LLC Company Guide.

The Company’s Board has reviewed each director and determined that a majority of directors are independent within this definition. They are: John E. Alexander, Paul J. Battaglia, Daniel J. Fessenden, Carl E. Haynes, Susan A. Henry, Patricia A. Johnson, Frank C. Milewski, Sandra A. Parker, Thomas R. Rochon, Alfred J. Weber and Craig Yunker.