

**TOMPKINS FINANCIAL CORPORATION  
DIRECTOR INDEPENDENCE**

*date last revised January 25, 2011*

Under regulations promulgated by the NYSE Amex 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 Amex 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, James J. Byrnes, Daniel J. Fessenden, Reeder D. Gates, Carl E. Haynes, Susan A. Henry, Patricia A. Johnson, Sandra A. Parker, Thomas R. Rochon, Thomas R. Salm, and Craig Yunker.