

BYLINE BANCORP, INC. CODE OF ETHICS

Introduction

Byline Bancorp, Inc. (“Byline”) and its bank subsidiary, Byline Bank (the “Bank,” and together with Byline, the “Company”) are committed to ensuring the highest possible ethical standards in their dealings with customers, coworkers, suppliers, and the communities they serve. Honesty, integrity, and impartiality must be at the core of our business conduct in order to maintain the trust and confidence of all those with whom we interact.

It is imperative that all employees, officers, and directors are aware of standards of professional responsibility. All employees, officers and directors must comply with this Code of Ethics (this “Code”). Failure to comply can result in disciplinary action up to, and including, termination.

Purpose

The Company is subject to legal and regulatory oversight by various regulators and other entities including, as applicable, the New York Stock Exchange (the “NYSE”), Listed Company Manual, the Securities and Exchange Commission (the “SEC”), the Financial Industry Regulatory Authority (“FINRA”), Municipal Securities Rulemaking Board (the “MSRB”), the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation (the “FDIC”), the State of Illinois Department of Financial and Professional Regulation (the “IDFPR”), as well as various state regulators. Additionally, many federal and state laws and regulations govern both our business and your business conduct. These include: Sarbanes-Oxley Act of 2002, Foreign Corrupt Practices Act, Financial Institutions Regulatory and Interest Rate Control Act, the Dodd-Frank Act and many others.

The boards of directors of Byline and the Bank (acting together, the “Board”) established this Code to provide all employees, officers and directors with our policies and standards regarding ethical conduct. Each employee, officer and director is responsible for complying with and adhering to these policies and procedures, and applicable laws and regulations.

What We Value: The Things That Matter

The Things That Matter (TTM) are the values that guide our business.

- **Our People.** Our greatest asset. We speak, act, and treat one another with respect—everyday, everywhere, and every time.
- **Obsess about our customers.** Every single experience and interaction matters. Go to extraordinary lengths to convert customers into fans.
- **Insist on excellence.** And the highest ethical standards in everything we do.
- **Embrace change.** Change is constant. Without change we cannot grow.

- **Think like an owner.** Be frugal. Take ownership of issues until they are resolved. Present new ideas.
- **Know the numbers.** Facts matter. We don't know our business if we don't know our numbers.
- **Fast is better than slow.** Speed matters in business. Get it done. Deliver results.
- **Inspire.** Respect, challenge and collaborate with each other every day. Teamwork is our greatest strength.

Ethics: Fundamental Principles

a) Honesty, Integrity and Fairness

As a financial services business, we view these standards as especially critical. Employees, officers and directors are expected to act with complete honesty, integrity and fairness when dealing with customers, suppliers, auditors, attorneys, colleagues, government agencies or officials, shareholders, competitors and others. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

b) Non-Discrimination

The Company does not tolerate discrimination in any form, or any dishonest, unethical or inappropriate behavior. Our policy is to ensure that customers, prospective customers, employees, prospective employees, and shareholders are not discriminated against on any prohibited basis.

Confidential Information

The privacy of confidential or proprietary information of customers, shareholders, and employees is of utmost importance. Because we have access to confidential or proprietary information on a regular basis, we need to be aware of how and where we discuss, document and store confidential or proprietary information about our business, customers, shareholders, and employees. Accordingly, employees, officers and directors must maintain the confidentiality of all information entrusted to them, except when disclosure is authorized or legally mandated.

Confidential or proprietary information of the Company, and of other companies, includes any non-public information that would be harmful to the relevant company or useful or helpful to competitors if disclosed. Confidential or proprietary information is not to be used for employees' own personal gain or discussed casually with other employees or outside of the Company. Some examples of confidential information include:

- The identity and personal, business and financial information of customers, potential customers or shareholders.
- Personal or non-public information regarding any Company employee.

- Personal or non-public business information regarding any Company supplier, vendor or agent.
- Any information related to potential mergers and acquisitions.
- Any financial information that has not been publicly distributed.
- Information regarding the Company's marketing and business development strategies or plans.
- Information regarding specific lending, investment or trading decisions.
- Information related to computer software programs, documentation systems, information databases, customized hardware, or other information systems and technology applications.
- Manuals, processes, policies, procedures, security information (such as passwords, personal identification numbers, electronic access cards).
- Communications by, to and from regulatory agencies.
- Communications with or from the Company's attorneys, whether internal or external.

It is expected that such information will be used and shared, including inside the Company, only on a "NEED-TO-KNOW" basis. Employees must not disclose confidential information to anyone outside or inside the Company who does not have a clearly legitimate need to know the information.

a) Employee Information

All requests for employee-related information, such as an employee's name, job title, length of service, etc. must be referred to Human Resources.

If an employee becomes aware of an event that may result in an unauthorized party receiving confidential information (for example, loss of data, loss of portable device, etc.), it should be immediately reported to the employee's manager and the Information Security department.

b) Use of Information Systems

The Company's employees, officers and directors are provided with access to the Company's information systems through a variety of sources (including personal computers, servers, network, telephones, laptops, tablets, smart phones, etc.), to enable them to perform their job duties. Each

employee is expected to protect the access granted to him or her and to keep any associated authentication methods (*i.e.*, passwords or tokens) confidential at all times. Each employee must only utilize software that has been acquired through proper channels and installed properly by or under the supervision of the IT Department.

Unauthorized use of information systems will not be tolerated. Unauthorized use of information systems includes, but is not limited to, accessing inappropriate websites, using e-mail in a manner that may be construed by others as harassment or in violation of the harassment policy, using unapproved email or intentionally circumventing the Bank's Information Security Program, or disclosing data to, or permitting the use of such systems by, any other employee or a third party without appropriate authorization. Please refer to the Company's End User Guide to Information Security, located on the Bank's intranet.

Conflicts of Interest

At no time must any circumstance arise which would cast doubt on our ability to act objectively in the best interests of the Company or its customers. Employees, officers and directors shall not act for the Company in situations where they have actual or potential conflicts of interests. Moreover, an employee's position with the Company must never be used directly or indirectly for private gain, to advance personal interest or to obtain special benefits or treatment for the employee, their family or any other person. Employees, officers and directors will make reasonable efforts to avoid situations that may lead to conflicts between their self-interests and their responsibilities to the Company and its customers.

A "conflict of interest" occurs when an individual's private interest interferes in any way, or even appears to interfere with, the interests of the Company. A conflict of interest can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform their duties for the Company objectively and effectively. For example, a conflict of interest would arise if an employee, officer or director were to receive improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, such persons are of special concern. Any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest should be discussed with the Chief Human Resources Officer.

Anything that would present a conflict for an employee, officer or director would likely also present a conflict if it is related to a member of their family. The term "family" includes but is not limited to the following: spouses, parents, children, siblings, grandparents, grandchildren, in-laws, aunts, uncles, nieces, nephews, cousins and any of these in a step relationship; or any legal guardian, legal ward, or an estate or trust of which the employee or one of the foregoing is a beneficiary, personal representative, or trustee. It also includes domestic partners and significant others.

Actual or potential conflicts of interest should, wherever possible, be avoided, and service to the Company should never be subordinated to personal gain or advantage.

a) Outside Business Relationships & Personal Interests

If your participation in any outside business or other outside activity could in any way interfere with the interests of the Company, there is a conflict of interest. Employees must avoid any appearances

of a conflict between their personal interests and avoid any outside business relationships or personal interests that appear improper. Such involvement could damage the Company's reputation and result in violations of federal law.

Clear conflict of interest situations may include the following:

- Any significant ownership interest in any Company vendor or customer.
- Any consulting or employment relationship with any customer, vendor or competitor.
- The receipt of excessive gifts or entertainment from any company or customer with which the Company has current or prospective business dealings.
- Any outside business activity that detracts from an individual's ability to devote appropriate time, attention and loyalty to their responsibilities with the Company.
- Any direct oversight or authority over a profit-making entity or venture, or a non-profit organization or service club or association account for which the individual is director, officer or an authorized signer.
- Being in the position of supervising, reviewing or having any influence on the job evaluation, pay or benefit of any immediate family member.
- Handling transactions on behalf of the Company that directly or indirectly affect or benefit the officer, director or employee, a relative, a close friend or any account for which this person is a signer, such as approving or processing overdrafts, cashing a check, waiving or reversing fees, approving or processing a loan or approving or processing a salary advance or other payroll transaction.
- Handling transactions on behalf of the Company for a customer or prospective customer in which the individual or a member of their immediate family has a material financial interest.
- Selling anything to the Company or buying anything from the Company, except on the same terms and conditions as comparable employees are permitted to so purchase or sell.
- Engaging in employment relating to sales of real estate, insurance, or securities except in the course of their Company duties.

- Having a material ownership interest in, or a managerial or employment relationship with, an enterprise that provides loans, investment advice, fiduciary services, insurance, other financial services or any other activities that compete with the Company.

Employees, officers and directors should always disclose their involvement in any of these types of situations to the Chief Human Resources Officer. Employees must disclose such involvement annually through the Code of Ethics attestations, which are reviewed by Human Resources. In certain circumstances, approval by the Audit Committee of the Board may be required.

b) Outside Employment

The success of the Company depends on the employee's commitment of the time and energy needed to effectively and efficiently complete assignments, as well as commitment to the continued success of the Company.

Therefore, employees should not be involved in any outside activity or employment that, because of its demands, seriously erodes this commitment. This is especially important where a conflict of interest might exist. Employment with competitors, lessees, lessors, suppliers, or other parties with whom the Company conducts business would be considered a conflict of interest with activities of the Company.

Full-time employees may not work full-time for another employer. All part-time employment, including any self-employed work, must be disclosed annually. All outside employment of any nature and any outside activity that might raise an issue of, or an appearance of, a conflict of interest must be approved by the Company's management. The Company reserves the right at its sole discretion to prohibit any applicable outside activity or any outside employment as a condition of employment. All employees will be required to complete a Conflict of Interest Disclosure on an annual basis and whenever a material change occurs.

c) Corporate Opportunities

Employees, officers and directors owe a duty to the Company to advance the Company's business interests when the opportunity to do so arises. They are prohibited from taking (or directing to a third party to take) a business or personal opportunity that is discovered using corporate property, information or position, unless the Company has already been offered the opportunity and turned it down. Employees, officers and directors are prohibited from using corporate property, information or position for personal gain and from competing with the Company. Employees, officers and directors who intend to make use of Company property or services in a manner not solely for the benefit of the Company must consult with the Chief Human Resources Officer beforehand.

In addition, employees must obtain prior written approval from the Chief Executive Officer before becoming involved in any of the following:

- Providing investment, legal or accounting services.
- Being appointed to membership on any boards of directors.
- Seeking an elective political position.
- Being appointed to government bodies.

d) Account Transactions

Employees may not process their own transactions, those of their family members, those of a close friend or those of an entity in which the employee has an interest (financial or otherwise). Additionally, while the Company's systems may grant access to view their own account balance, employees may not transfer funds, place or remove holds, process deposits or payments or perform any other maintenance on their own accounts or those of their family members.

e) Director Disclosure

With respect to potential conflicts of interest involving directors of the Company, the Company requires directors to avoid conflicts of interest and to disclose personal interests that may present potential conflicts of interest to the Board and recuse themselves from participation in matters when there is a conflict between the interest of Byline and/or the Bank and their personal interest. Likewise, directors are subject to the terms of the Related Party Transactions Policy.

f) Regulation O

Conflicts of interest should be considered in conjunction with the Company's Regulation O Policy. Under that Policy, at least annually, the Board of Directors will identify Executive Officers, Directors and Principal Shareholders of the Company. Such persons, together with each of their related interests, will be deemed to be an "insider" and subject to the definitions, provisions and restrictions within that Policy regarding extensions of credit.

Some transactions carried out between the Company and its employees in the ordinary course of business do not constitute conflicts of interest. These transactions include ordinary compensation, participation in programs that are widely available to employees, credit extended in accordance with Regulation O, and deposit, consumer-loan, wealth-management, and similar transactions in the ordinary course of the business of the Company on terms substantially similar to terms offered to the comparably situated customers who are not directors, officers, or employees. Such transactions are to be conducted in compliance with applicable terms and conditions.

The Board will take the lead in protecting the Company from conflicts of interest. Therefore, detailed disclosure of officers', directors', and other key employees' activities with the Company shall be made to the Board as follows:

Any actual or potential conflict of interest regarding officers, directors, or other key employees, whether intended or unintended, shall be promptly disclosed to the Chief Human Resources Officer (CHRO), who will bring to the Ethics Management Committee (Ethics Committee) and the Audit Committee of the Board for consideration when necessary.

Loans to, or guarantees of obligations of, employees, officers and directors and their respective family members and companies or other organizations in which they have an interest, either financial or otherwise, may create conflicts of interest, unless however, such arrangements are made in compliance with the rules and regulations of the relevant banking regulatory agencies covering insider or employee loans. Any such proposed transactions should be promptly disclosed to the Chief Human Resources Officer, who will consult with the General Counsel for any further disclosure and reporting.

Avoiding Self-Dealings and Acceptance of Gifts

a) Self-Dealing

Employees, officers and directors may not, on the Company's behalf, represent or exercise any authority, grant direct or indirect credit accommodations or make credit recommendations, or act in the capacity of an account officer in any type of transaction for themselves, members of their immediate family, or any other family members who reside with the employee. This also applies to any type of transaction for any individual or organization that has granted a power of attorney to an employee, an employee's immediate family member or any other member of an employee's family who shares the same residence with the employee.

This Code also applies to any other individuals, corporations, partnerships, trusts or other organizations in which an employee, officer or director, members of their immediate family, or any other family members who reside with the employee, officer or director, are a fiduciary, an officer, an authorized signer or have a material financial interest.

Employees, officers, and directors may not act in the following capacities without prior written approval from the CEO:

- An agent, deputy or attorney-in-fact on any account held by other individuals at the Bank;
- An executor, administrator, trustee, guardian, custodian or in any other fiduciary capacity on any account held by others at the Bank;
- An official of any organization with the following exceptions: residential cooperative or condominium apartment boards where the employee resides, social, religious, philanthropic or civic organizations, fraternal organizations, neighborhood associations, clubs, colleges or schools or trade or professional organizations associated with the financial services industry or the employee's profession.

Employees are prohibited from:

- Becoming associated (whether compensated or not) with any venture that is, or plans to operate, a broker-dealer, investment adviser, investment company, hedge fund, venture capital business, financial consulting business, banking or savings institution, credit union, mortgage broker, finance company or other credit-granting or lending business, certain real estate activities, accounting or tax-related business, audit enterprise or any other business in any way involving securities or other financial products.
- Directing business away from the Company to outside investments, money managers or other service providers.
- Acting in a manner that poses or appears to pose a conflict of interest with the interests of the Company or its customers or that may have the potential to cause confusion to customers or the public relating to the capacity in which the employee is participating.

b) Acceptance of Gifts

The Bank Bribery Act prohibits anyone from offering or promising, or for employees to accept, anything of value with the intent of influencing any business or transaction with the Company. This law is broad and carries civil and criminal penalties, including fines and/or imprisonment. This prohibition includes soliciting or receiving anything of value in any amount in connection with the business of the Company, including but not limited to money, goods, entertainment, business meals or services. This prohibition applies whether such was obtained as a gratuity/gift or as a reward for preferential action or service rendered. Gifts must never be of such a nature as to be perceived as intended to affect the judgment of the recipient or to reward the recipient so as to secure preferential treatment.

Employees, officers and directors must never solicit, accept or give gifts where the purpose for such gifts is to exert influence in connection with a transaction either before or after that transaction is discussed or consummated. A gift is considered to be any entertainment or item of value equal to or exceeding \$100.00.

Examples of exceptions are the business luncheon or the special occasion gift from a customer. Other exceptions may include the following items:

- Gifts, gratuities, amenities or favors based on obvious family or personal relationships (such as those between the parents, children or spouse of a bank official) where the circumstances make it clear that it is those relationships rather than the business of the Company are the motivating factors.
- Business meals, entertainment (such as golf outings or sporting events), accommodations or travel arrangements, all of reasonable value, only if such events are directly related to bona fide business discussions or to foster better business relations, provided that the expense would be paid for by the Company as a reasonable business expense if not paid for by another party.
- Loans from other banks or financial institutions on customary terms to finance proper and usual activities of bank officials, such as home mortgage loans, except where prohibited by law.
- Advertising or promotional material with a value of less than \$100, such as pens, pencils, note pads, key chains, calendars and similar items.
- Discounts or rebates on merchandise or services that do not exceed those available to other customers.
- Gifts of reasonable value that are related to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, holiday or birthday.
- Civic, charitable, educational, or religious organization awards for recognition of service and accomplishment (the Company may establish a specific dollar limit for such an occasion).

On a case-by-case basis, the Chief Human Resources Officer may approve of other circumstances not identified above, and / or above the stated policy dollar limits, in which a bank employee, officer or director accepts something of value in connection with bank business, provided that such approval is made in writing on the basis of a full written disclosure of all relevant facts and is consistent with the above prohibitions. Gift disclosures must be reported by employees to Human Resources via the Bank's Freshservice system.

All gifts, event tickets or other accommodation received or offered in excess of \$100 individually or \$300 annually must be reported within three (3) days of receipt or offer to Human Resources. Any group events (sporting events, dinners, or other similar outings) in excess of \$100 sponsored by a customer or vendor must also be reported.

Management, at its discretion, may exercise its right to prohibit the employee from accepting a gift. The employee will be notified in writing and will be required to return the gift promptly and evidence completion of this task to Human Resources.

With regard to customers and prospects, employees are expected to ensure that what they spend on gifts or hospitality is appropriate so that any appearance of impropriety is avoided. In addition, employees may never borrow personally from customers or suppliers, unless they are in the business of lending, and the employee is treated as they normally treat all other customers.

Accounting Records

Full, fair, accurate, timely and understandable disclosure in the reports and other documents that the Company files with, or submits to, the FDIC, FINRA and other state and federal regulators and in its other public communications is critical. It is required in order to maintain our good reputation, to comply with our obligations under the securities laws and to meet the expectations of shareholders and other members of the investment community.

Compliance with the Company's established accounting procedures and controls is required at all times. All accounting records must accurately and fairly reflect the transactions and financial condition of the Company. The FDIC has provided sound corporate governance practices for banks as guidance for compliance with the Sarbanes-Oxley Act that includes provisions for auditor independence, corporate responsibility and enhanced financial disclosures. Additionally, the SEC has provided guidance on maintaining accounting controls and disclosure. Byline Bank complies with the guidance provided by the FDIC and SEC.

Transactions must be reflected in an accurate and timely manner. False entries and activities that result in false entries may constitute a criminal offense and will not be tolerated. Such entries or activities will be considered a serious violation of this Code and may result in severe discipline or termination of the officers or employees involved.

Employees responsible for the preparation of such documents and reports and other public communications are to exercise the highest standard of care in their preparation in accordance with the following guidelines:

- a) All accounting records and the reports produced from such records must:
- be in accordance with all applicable laws and accounting principles generally accepted in the United States (GAAP);
 - fairly and accurately reflect the transactions or occurrences to which they relate;
 - fairly and accurately reflect in reasonable detail assets, liabilities, revenues and expenses; and
 - not contain any false or intentionally misleading entries.

- b) All transactions must:
- not be intentionally misclassified as to accounts, departments or accounting periods;
 - be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period;
 - not conceal information from the internal auditors or the independent auditors or regulators; and
 - be in compliance with the Company's system of internal controls.

c) Prove Strong Internal Controls over Assets:

All employees, officers and directors of the Company should protect the Company's assets and ensure their efficient use. All Company assets should be used only for legitimate business purposes.

Employees, officers, and directors are expected to comply with sound internal control practices and procedures which are adopted by the Company to ensure the safeguarding of assets and the proper reporting and disclosure of financial information. In addition, employees are asked to ensure timely disclosure of operational events and losses in accordance with the bank's Operational Risk Management Policy. Failure to follow sound procedures in this regard will be considered a serious violation of the Code. Such safeguarding will include adherence to the Company's policies regarding ordinary and customary reimbursement of business expenses incurred by employees during the execution of their jobs as covered in the Accounts Payable Policy.

d) Candor in dealing with Auditors, Examiners, Legal Counsel and Bank Employees:

Employees, officers and directors are expected to respond honestly and candidly when dealing with the Company's independent and internal auditors, regulators and attorneys and other employees. Any failure to respond honestly and candidly will be deemed a serious violation of this Code.

Insider Trading

Employees, officers and directors often have access to information about the Company that has not been publicly disclosed and that may be of interest to anyone deciding whether to buy, sell or hold the Company's securities. This is what is referred to as "material non-public information" under federal and state securities laws. Employees, officers and directors are not allowed to trade in securities of a company while possessing material non-public information regarding that company. Insider trading is unethical and illegal. It is also illegal to pass on inside information to any other person who might either make an investment decision based on that information or pass the information on further.

Any director, officer or employee who is uncertain about the legal rules involving a purchase or sale of any Company securities or any securities in companies that they are familiar with by virtue of his or her work for the Company, should consult with the Company's General Counsel before making any such purchase or sale. Please also refer to the Company's Insider Trading Policy located on the Company's website, which contains additional procedures and restrictions relating to trading in the Company's securities.

Business and Personal Conduct

A bank's very existence depends on its reputation for honesty by its employees and in its dealings.

For this reason, all employees, officers and directors are expected to exhibit appropriate behavior on the job, in their dealings with customers and be cognizant that their personal behavior off the job may reflect on the Company. Inappropriate behavior includes any activity through which an employee reduces or destroys his or her effectiveness, the effectiveness of a fellow employee, or the ability of the Company to serve its customers. This includes inadvertent overdraft activity, mismanaging other personal financial responsibilities, engaging in antisocial, discriminatory, or illegal activities or demonstrating unprofessional behavior. Employees, officers and directors are expected to manage all of their personal accounts in an appropriate manner.

Many federal and state laws and regulations specifically govern various aspects of our business, including: the Foreign Corrupt Practices Act, the Financial Institutions Regulatory and Interest Rate Control Act, the Community Reinvestment Act, the Truth-in-Lending Act, the Fair Credit Reporting Act, the Bank Secrecy Act, the USA PATRIOT Act, the Dodd-Frank Act, state and federal privacy rules, laws relating to Anti-Money Laundering and Know Your Customer and various federal and state usury laws. Failure to comply with these laws and regulations can have serious consequences, including liability for damages and other penalties.

Employees, officers and directors have a responsibility to learn and understand the legal provisions applicable to their responsibilities to ensure that business is conducted in full compliance with

applicable laws and regulations. If you identify unresolved legal questions or compliance matters, you should bring them promptly to the attention of your supervisor, manager or the General Counsel.

Employees, officers and directors must exercise due diligence and extreme care in knowing their customers. This includes knowing and documenting their financial and business interests, their investment objectives and financial needs, the sources of their funds and the reasons for the activities of their accounts. Questions regarding a customer's activities, including the propriety of such activity for the customer and for the Bank should be referred immediately to your manager or the Chief Risk Officer.

Improper Payments

The use of corporate funds for bribes or for making any improper payments to any individuals or organizations in order to obtain their business or to influence their policies or decisions, or for any other reason, is prohibited. This prohibition includes any payment to any foreign or domestic government official, employee or agent that is not required by law. We also prohibit the payment of any "kickback" or the sharing of any fees with those who represent customers or suppliers of Byline Bank. This Code is in accordance with applicable federal and state laws and regulations, including the Foreign Corrupt Practices Act.

Questions regarding the legality of any payment, or any suspicion of a kickback, bribe, or other illegal arrangement, should be reported immediately to the General Counsel.

Reporting Questionable Activity

If you discover an employee, officer or director engaging in an illegal or unethical act, it is your responsibility to promptly notify your supervisor, the Chief Risk Officer or Human Resources by telephone or in person. You may also report such activity via the Whistleblower Hotline. It is expected that you will promptly follow up any such notification with a written report. Your report can be submitted anonymously or on a confidential basis.

The Whistleblower Policy addresses the policy and procedure to submit a concern regarding questionable accounting or audit matters, regulatory compliance and potential violation of this Code or other policies by employees, directors, officers, vendors and other stakeholders of the organization, on a confidential and / or anonymous basis. In addition, the Whistleblower Policy protects directors, employees, customers and vendors reporting concerns from retaliatory actions.

The Company has established a Whistleblower hotline through Lighthouse Services, Inc. The hotline provides an external resource for reporting of suspected fraud, unlawful, unethical and other types of improper behavior. Contact information is as follows:

www.lighthouse-services.com/bylinebank

– English speaking USA and Canada: 866-480-0005

– Spanish speaking USA and Canada: 800-216-1288

– Spanish speaking Mexico: 01-800-681-5340

Email: reports@lighthouse-services.com

Fax: (215) 689-3885

Political Activities and Contributions

Federal and state laws and regulations restrict, and in some cases prohibit, corporations from making payments or using their property to support candidates for political office or to support political parties or committees. As a matter of policy, the Company does not use any corporate funds for, or otherwise support or participate in, political dinners, cocktail parties or any programs with a purpose to raise funds for political purposes, except for legally permissible corporate contributions that have been approved in advance by Senior Management. We prohibit the use of Bank property, including office supplies, printing facilities, postage and equipment, to promote political candidates or parties.

Employment Termination

In the event of termination of employment with the Company, employees may not remove or duplicate any documents, customer lists, customer information or other proprietary materials of the Company from the Company's premises, computers or otherwise without specific permission and are required to promptly return any and all the Bank-related documents, other Company proprietary materials, and all Company-issued property (e.g., laptop, monitors, and related devices) in their possession.

Consequences for Violations of the Code of Ethics

Violations of any provision of this Code may be grounds for remedial or disciplinary action up to and including dismissal. Any employee, officer or director who violates any provision of this Code will be subject to such disciplinary action as Human Resources, management or the Board determines appropriate following an investigation of all relevant facts and circumstances surrounding the violation.

Policy Monitoring

The Company's internal controls against self-serving practices and conflicts of interest shall be monitored with an effective audit program to identify operational weaknesses and to ensure corrective action and compliance with laws, regulations, and internal policies. The Company's internal audit program shall incorporate appropriate audit programs and procedures to test for compliance with the Company's Ethics, Regulation O, and Accounts Payable policies.

Reporting

The Ethics Committee will coordinate annual reporting to the Board's Audit Committee. Reporting should include training and attestation statistics, any exceptions made to conflicts of interest disclosures, as well as disclosure of violations and related disciplinary actions.

Audit

The depth and breadth of the Ethics Policy Audit are deemed part of the Company's overall review of the Human Resources function, which is completed periodically. The audit program will review internal controls, compliance with laws and regulations governing activity in the Human Resources department,

third-party service providers, etc. Findings and recommendations will be presented to the Company's Audit Committee.

Training

Management shall ensure information in this Code is relayed to staff in periodic training. All staff members have access to this Code via the Bank's intranet (the BYway) and will be required to acknowledge receipt thereof at least once each year.

Authority

The Board will review and approve the Code on an annual basis. The authority to implement policy has been assigned to the Ethics Committee comprised of the Chief Human Resources Officer (Chair), Chief Risk Officer, Chief Financial Officer, President/CEO, and General Counsel.

Responsibilities

The Ethics Committee, among other things, is responsible for reviewing the standards reflected in the Code on an annual basis or more often as circumstances dictate. Human Resources will ensure that current and new Employees are trained on the Code. Employees are introduced to the Code during new hire orientation and are required to read and acknowledge the Code as part of their orientation. Sign-offs are assigned in the online learning management system and new hire sign-offs are captured in the system electronically. Annually, each Employee will be required to acknowledge and attest to their adherence to the Code and Company policies. Officers and managers are responsible for the review of practices and procedures in place to help ensure compliance, through annual Code of Ethics training assigned to all employees, and for the following:

- Regularly reinforce to all employees the need for a commitment to the principles of the Code;
- Ensure that operations are conducted in accordance with the highest principles of business ethics; and
- Maintain a work environment that encourages open communications regarding the importance of operating under these principles, and reinforce the lines of communication available to employees to resolve concerns.

Waiver

From time to time, the Company may elect to waive provisions of this Code. Any waiver of the Code for executive officers or directors of the Company may be made only by the Board and must be promptly disclosed as required by SEC or NYSE rules. Any waiver for other employees may be made only by the Chief Executive Officer of the Company, after first being reviewed by the Ethics Committee. Waivers discussed here are independent from exceptions/waivers as detailed in the Bank's Exception Waiver Policy and have a more stringent approval requirement.