

BYLINE BANCORP, INC.
CODE OF ETHICS FOR FINANCIAL OFFICERS

Introduction

The professional and ethical conduct of the Executive Chairman & CEO, the President, and the Senior Financial Officers of Byline Bancorp, Inc. (the “Company”) and Byline Bank (the “Bank”) is fundamental to the success of the Company and the Bank. The Board of Directors of the Company has adopted this code of ethics (this “Code”) applicable to the Executive Chairman & CEO, the President, the Chief Financial Officer, and the Chief Accounting Officer (the “Covered Officers”) to:

- 1) promote honest and ethical conduct, including the ethical handling of conflicts of interest;
- 2) promote full, fair, accurate, timely, and understandable disclosure;
- 3) promote compliance with applicable laws and governmental rules and regulations; and
- 4) deter wrongdoing.

This Code supplements the Company’s Employee Handbook and the Code of Ethics applicable to all Company employees, officers and directors (the “Company Code of Ethics”).

Covered Officers Should Act Honestly and Candidly

Each Covered Officer owes a duty to the Company to act with integrity. Integrity requires, among other things, being honest and candid. Deceit and subordination of principle are inconsistent with integrity.

Each Covered Officer must:

- 1) act with integrity, including being honest and candid while still maintaining the confidentiality of information where required or consistent with the Company’s policies;
- 2) observe both the form and spirit of laws and governmental rules and regulations, accounting standards, and Company policies; and
- 3) adhere to a high standard of business ethics.

Covered Officers Should Avoid Conflicts of Interest

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 a Covered Officer takes actions or has interests that may make it difficult to perform their Company work objectively and effectively. For example, a conflict of interest would arise if a Covered Officer, or a member or their family, receives improper personal benefits as a result of their position in the Company. Loans to, or guarantees of obligations of, such persons are of special concern. Any transaction or relationship that could reasonably be expected to give rise to

a conflict of interest should be discussed with the Chairman of the Audit Committee, the Chief Risk Officer, or the General Counsel.

Service to the Company should never be subordinated to personally gain an advantage. Conflicts of interest should, wherever possible, be avoided.

Conflict of interest situations involving a Covered Officer may include the following:

- 1) any significant ownership interest in any vendor or customer;
- 2) any consulting or employment relationship with any customer, vendor, or competitor;
- 3) any outside business activity that detracts from an individual's ability to devote appropriate time and attention to their responsibilities with the Company;
- 4) the receipt of non-nominal gifts or excessive entertainment from any company with which the Company has current or prospective business dealings;
- 5) being in the position of supervising, reviewing, or having any influence on the job evaluation, pay, or benefit of any immediate family member; and
- 6) selling anything to the Company or buying anything from the Company, except on the same terms and conditions as unrelated third parties are permitted to so purchase or sell.

Such situations, if material, should always be discussed with the Chairman of the Audit Committee, the Chief Risk Officer, or the General Counsel.

Anything that would present a conflict for a Covered Officer would likely also present a conflict if it were related to a member of their family.

Disclosure

Each Covered Officer is required to be familiar and comply with the Company's disclosure controls and procedures and internal control over financial reporting, to the extent relevant to their area of responsibility, so that the Company's public reports and documents filed with the Securities and Exchange Commission (the "SEC") comply in all material respects with the applicable federal securities laws and SEC rules. In addition, each Covered Officer having direct or supervisory authority regarding these SEC filings or the Company's other public communications concerning its general business, results, financial condition, and prospects should, to the extent appropriate within their area of responsibility, consult with other Company officers and employees and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely, and understandable disclosure.

Each Covered Officer must:

- 1) familiarize themselves with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company;

- 2) not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent auditors, governmental regulators, and self-regulatory organizations; and
- 3) properly review and critically analyze proposed disclosure for accuracy and completeness (or, where appropriate, delegate this task to others).

Compliance

It is the Company's policy to comply with all applicable laws, rules, and regulations. It is the personal responsibility of each Covered Officer to adhere to the standards and restrictions imposed by those laws, rules, and regulations.

Reporting and Accountability

The Audit Committee is responsible for applying this Code to specific situations in which questions are presented to it and has the authority to interpret this Code in any particular situation. Any Covered Officer who becomes aware of any existing or potential violation of this Code is required to notify the Chairman of the Audit Committee, the Chief Risk Officer, or the General Counsel promptly. Failure to do so is itself a violation of this Code.

Each Covered Officer must:

- 1) Notify the Chairman of the Audit Committee, the Chief Risk Officer, or the General Counsel promptly of any existing or potential violation of this Code.
- 2) Not retaliate against any employee or Covered Officer for reports of potential violations that are made in good faith.

The Audit Committee and the Chief Risk Officer or the General Counsel shall take all action they consider appropriate to investigate any violations reported to them. If a violation has occurred, the Company will take such disciplinary or preventive action as it deems appropriate, after consultation with the Audit Committee or Chief Risk Officer or the General Counsel.

Authority

The Board will review and approve this Code at minimum on an annual basis.

Waiver

From time to time, the Company may waive some provisions of this Code. Any waiver of the Code for Covered Officers may be made only by the Board of Directors or the Audit Committee and must be promptly disclosed as required by SEC rules. Any waiver for other employees may be made only by the Executive Chairman & CEO and the President.