

**BYLINE BANCORP INC.
DIRECTOR STOCK OWNERSHIP POLICY**

Purpose

The Board of Directors (the “Board”) of Byline Bancorp, Inc. (the “Company”) believes that it is in the best interest of the Company to align the financial interests of Byline Bancorp, Inc. non-employee directors with those of the Company’s shareholders. In this regard, the Compensation Committee (the “Committee”) recommended, and the Board adopted minimum stock ownership and retention guidelines as set forth in this Policy.

Effective Date

May 24, 2021.

Covered Individuals

This Policy is applicable to non-employee directors of the Company as designated by the Board.

Minimum Ownership Guidelines

Covered Individuals must own shares of the Company in an aggregate value equal to three times the Board cash retainer under the Byline Bancorp, Inc. Director Compensation Program.

Satisfaction of Guidelines

Covered Individuals may satisfy the ownership guidelines with common stock in the following categories (“Qualifying Shares”):

Shares owned directly

- Shares owned indirectly
- Shares owned indirectly (e.g., by a spouse or a trust) if the Covered Individual has a pecuniary interest in such shares
- Time vested restricted stock and/or restricted stock units granted under the Company’s equity compensation arrangements
- Time vested phantom stock, payable in shares, granted under the Company’s equity compensation arrangements

Unexercised stock options are not counted toward meeting the guidelines.

Accumulation Period

The accumulation period to satisfy this Stock Ownership Policy for all Covered Individuals begins on the Effective Date. Covered Individuals identified and elected in the future shall be required to accumulate the minimum value of shares beginning on January 1st of the year following their election.

Valuation

The value of a Covered Individual's holdings is based on the closing price of a share of the Company's common stock for the last trading day of the applicable calendar year (the "Determination Date").

Retention Ratio

If a Covered Individual is not in compliance with this Policy at any Determination Date, such Covered Individual must retain 50 percent of his or her vested full value shares of the Company's common stock acquired through the Company's equity compensation arrangements after such Determination Date.

Stock Option Holding Period

If a Covered Individual is not in compliance with this Policy at any Determination Date, such Covered Individual is prohibited from selling Company common stock acquired after such Determination Date by exercising stock options. Notwithstanding the preceding sentence, Covered Individuals may immediately sell Company common stock acquired by exercising stock options for the limited purposes of paying the exercise price of the stock option and any applicable tax withholding.

Reporting and Compliance

All Covered Individuals are expected to accumulate the minimum number of shares to satisfy the ownership guidelines over a five-year period. Progress and compliance in achieving the minimum ownership guidelines will be reviewed at the end of each calendar year and reported to the Committee during the first quarter of the following calendar year.

Covered Individuals not in compliance with the minimum ownership guidelines will receive written notification from the Company that the Retention Ratio and Stock Option Holding Period described above will apply until the Covered Individual provides written notification and documentation satisfactory to the Company indicating that he or she has come into compliance with this Policy.

The Committee may make changes to this Policy as it deems appropriate.

Exceptions

The Board has the discretion to enforce this Policy on a case-by-case basis. There may be instances where this Stock Ownership Policy would place a severe hardship on a director. In such instances, the Board will make the final decision as to developing an

alternative stock ownership guideline for the Covered Individual that reflects both the intention of this Policy and the personal circumstances of the individual.

Administration

The Committee shall be responsible for monitoring the application of this Policy. In the event of any conflict or inconsistency between this Policy and any other policies, plans, or other materials of the Company, this Policy shall govern.