

**Byline Bancorp, Inc.**  
**Executive 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 the Company’s executive officers 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 executive officers of the Company. Covered individuals will be notified of their responsibility and level of minimum ownership.

**Minimum Ownership Guidelines**

Covered Individuals must own shares of common stock according to their designated minimum ownership level:

- Executive Chairman and Chief Executive Officer – 5 times base salary
- President – 3 times base salary
- Tier I Executive Officers – 1-time base salary

**Satisfaction of Guidelines**

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

**Shares owned directly**

- Shares owned directly
- 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 incentive plans or other equity compensation arrangements
- Time vested phantom stock, payable in shares, granted under the Company's incentive plans or other equity compensation arrangements

Unearned shares with performance-contingent vesting and 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 hired in the future shall be required to accumulate the minimum value of shares beginning on January 1<sup>ST</sup> of the year following their hiring.

## **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"). A Covered Individual's stock ownership requirement is based on his or her's then current base salary as of 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 incentive plans or other 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 has the discretion to enforce this Policy on a case-by-case basis and to make changes to this Policy as it deems appropriate. Violations of this Policy may result in adjustments to incentive-based compensation, such as a requirement to receive incentive compensation in the form of the Company's common stock or the loss of future equity grants.

**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.