

**BYLINE BANCORP, INC.**

**COMPENSATION COMMITTEE CHARTER**

Purpose:

The purpose of the Compensation Committee (the “Committee”) of Byline Bancorp, Inc. (the “Company”) is to develop and oversee the implementation of the Company’s philosophy with respect to the compensation of executive officers and other key employees, including approving compensation plans, policies, and programs. The Committee has the authority, responsibilities and specific duties described below. As applicable, the term “Company” shall include both Byline Bancorp, Inc. and Byline Bank.

Committee Membership:

- The Committee of the Board of Directors (the “Board of Directors,” or the “Board”) of the Company shall consist of three or more members of the Board, each of whom the Board has determined (1) has no material relationship with the Company; (2) is a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time; and (3) is “independent” under the rules of the New York Stock Exchange, Inc. (“NYSE”) as they apply to compensation committee members.
- Members shall be appointed by the Board based on recommendations from the Governance and Nominating committee of the Board and serve for such term or terms as the Board may determine. In the event a vacancy occurs on the Committee, the Board shall appoint a member to fill such vacancy at such time. Such appointment shall be permitted, but not required, if the Committee consists of at least three independent members of the Board after the vacancy. In appointing members to serve on the Committee, the Board shall consider (a) the business and professional experience and background of the member, (b) the member’s knowledge of and familiarity with executive compensation matters, (c) the member’s understanding of the business and operations of the Company, and (d) any other criteria or factors that the Board, in its discretion, shall deem to be relevant to the purpose and fulfillment of the duties and responsibilities of the Committee. Any Committee member may resign from the Committee upon notice to the Chair of the Board. The Board may remove any member of the Committee at any time the Board determines, in its reasonable judgment, that it is in the best interest of the Company or its stockholders to remove such member from the Committee.

Committee Responsibilities:

The Committee shall have the responsibilities to:

1. Review and approve, on an annual basis, the Company's executive compensation structure, including salary, bonus, incentive and equity compensation.
2. At least annually, review and approve the corporate and performance goals and objectives of the Company's Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of previously established goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve, or recommend to the Board for determination and approval, the CEO's compensation level based on this evaluation.
3. At least annually, review and approve the performance goals and objectives of all other executive officers (and other key employees, if applicable), and review and approve their compensation.
4. Make recommendations to the Board with respect to the Company's incentive-compensation plans and equity-based compensation plans that are subject to Board approval, discharge any responsibilities imposed on the Committee by any of these plans, oversee the activities of the individuals and committees responsible for administering these plans and approve and recommend to the Board any new equity compensation plan or any material change to an existing equity compensation plan.
5. Review, approve and make recommendations to the Board concerning the compensation of the non-employee directors of the Company.
6. In consultation with management, oversee regulatory compliance with respect to compensation matters, including banking, accounting, tax and exchange rules, regulations, and guidance.
7. Prepare an annual Compensation Committee Report in accordance with applicable SEC rules and regulations, and review and discuss with management the Company's "Compensation Discussion and Analysis" ("CD&A"), and based on such review and discussion, recommend to the Board that the CD&A be included in the Company's annual proxy statement and/or annual report.
8. Review and recommend to the Board for approval the frequency with which the Company will conduct shareholder advisory votes on executive

compensation, and review and evaluate the results of such advisory votes in the context of future decisions regarding executive compensation.

9. Review the CEO's recommendation of annual bonus and/or incentive payments, in the aggregate, under Byline Bank's Management Incentive Plan (MIP), and the total payment amount of annual merit increases.
10. Oversee and review periodically, as it deems appropriate, the administration of the Company's employee benefits plans and any material amendments to such plans, and review recommendations by management regarding the amount of the Company's contribution(s), if any, to such employee benefits plans. Review and approve any material changes to perquisites or other personal benefits to the Company's executive officers.
11. Consult with the Risk Committee to review and assess, at least annually, the risks to the value of the Company and the Company's subsidiary bank relating to incentive compensation or other compensation practices and determine if they create risks that are reasonably likely to have a material adverse effect on the Company or the Company's subsidiary bank.
12. Review and approve all employment agreements, severance agreements, and change in control agreements or arrangements with executive officers and, in its discretion, other key employees, and any amendments thereto (excluding, for the avoidance of doubt, non-executive offer letters).
13. Review upon new hire or organizational change the terms of employment, including compensation, reporting relationship, general duties, and responsibilities, of the CEO or other executive officers of the Company.
14. Periodically review and oversee the Company's compliance with its incentive-based compensation recovery or forfeiture policies applicable to the Company's executive officers; adopt, or make recommendations to the Board to adopt, new or revised policies or amendments to such policies as it deems necessary or appropriate; and exercise all powers of the Board with respect to the enforcement of such policies as the Board may from time-to-time delegate.
15. Oversee the compliance of the Company's executive officers and non-employee directors with the Company's applicable stock ownership

guidelines that may be in effect from time to time and periodically review and update such policies as deemed appropriate.

16. Prepare and issue the evaluation required under “Performance Evaluation and Charter Review” below.
17. Review succession plans annually for the CEO, and executive roles that directly report to the CEO. Report to the Board annually about the development of plan.
18. Review and monitor matters related to human capital management, including Company employee engagement, talent development, culture, opportunity, and belonging programs and initiatives and other environmental, social, and governance (ESG) matters.
19. Report to the Board on a regular basis, and not less than once per year.
20. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company’s compensation programs.

#### Committee Structure and Operations:

The Board shall designate one member of the Committee as its chairperson. In the event the Board does not designate a Committee chairperson, the Committee may, in its discretion, designate a chairperson by an affirmative vote of the majority of the members of the Committee. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue. The Committee shall meet at least three times a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall constitute an act of the Committee. A majority of the members of the Committee present may adjourn any meeting, from time to time, until a quorum is present. No notice of any adjourned meeting need be given other than by announcement at the meeting that is being adjourned. Meeting agendas will be prepared and provided in advance to members, along with supporting agenda materials. The Committee may appoint a Secretary, who need not be a director. If the Committee does not appoint a Secretary, the Secretary of the Board shall act as

the Secretary of the Committee. The Secretary shall keep detailed minutes of each Committee meeting. The Committee will approve minutes of its meetings.

The Committee may invite such members of management to its meetings as it deems appropriate, consistent with the maintenance of the confidentiality of compensation discussions. The CEO shall not attend any meeting where the CEO's performance or compensation is discussed, unless specifically invited by the Committee.

#### Delegation to Subcommittee and CEO:

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to one or more subcommittees of the Committee

The Committee may delegate authority to the CEO to approve, within the Company's annual budget for such plans, base compensation structures, annual merit increases, and incentive, bonus and commission plans applicable to non-executive level Company employees. The Committee will review and approve the Company's compensation structures, annual merit increases and incentives, bonus and commission plan applicable to non-executive level employees on an annual basis.

#### Performance Evaluation and Charter Review:

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee. The performance evaluation shall also include an annual review of the Committee's charter.

#### Resources and Authority of the Committee:

The Committee shall have the resources, funding, and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of any compensation consultants, outside legal counsel, accounting or other advisors to the Committee (each, an "Advisor"), as it deems appropriate, without seeking approval of the Board or management. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any Advisor it retains. To the extent required by NYSE rules, the Committee may select or receive advice from an Advisor only after taking into consideration all factors relevant to the Advisor's independence from management, including the factors set forth in the NYSE rules.