

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 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 has no material relationship with the Company and each of whom is otherwise "independent" under the rules of the New York Stock Exchange, Inc. as they apply to compensation committee members.
- Members shall be appointed by the Board at the annual meeting of the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. In the event a vacancy occurs on the Committee prior to the annual meeting of the Board, 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 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 such 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. Review and approve annually corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer ("CEO") and his or her direct reports and other executives under its purview, evaluate the CEO's performance in light of those 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. 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 where shareholder approval is required.
4. Review, approve and make recommendations to the Board concerning the compensation of the non-employee directors of the Company.
5. In consultation with management, oversee regulatory compliance with respect to compensation matters, including banking, accounting, tax and exchange rules, regulations and guidance.
6. 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.
7. 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.

8. 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.
9. Review and assess 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.
10. Review and approve all employment agreements, severance agreements, and change of control agreements or provisions (excluding, for the avoidance of doubt, non-executive offer letters).
11. Administer, and oversee compliance with, any clawback policy of the Company that may be in effect from time to time.
12. Oversee the compliance of the Company's officers and non-employee directors with the Company's applicable stock ownership guidelines that may be in effect from time to time.
13. Prepare and issue the evaluation required under "Performance Evaluation" below.
14. Report to the Board on a regular basis, and not less than once per year.
15. 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 should 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 a subcommittee of the Committee. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are (i) "Non-Employee Directors" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time, and (ii) "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time.

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 plans applicable to non-executive level employees on an annual basis.

Performance Evaluation:

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the

Committee or any other member of the Committee designated by the Committee to make this report.

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.