

BYLINE BANCORP, INC.

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose:

The purpose of the Governance and Nominating Committee (the “Committee”) of Byline Bancorp, Inc. (the “Company”) is to develop and recommend corporate governance principles for the Company, identify and recommend nominees for the Board of Directors (the “Board of Directors,” or the “Board”) of the Company and oversee the evaluation of the Board and management. 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 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.
- The initial members of the Committee shall be appointed by the Board. Candidates to fill subsequent vacancies on the Committee shall be nominated by the Committee as set forth below and appointed by the Board. Such appointment shall be permitted, but not required, if the Committee consists of at least three members of the Board after the vacancy.
- Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine or until their successors are appointed or until their death, resignation or removal. Committee members may be replaced by a majority vote of the Board. 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.
- Each member of the Committee shall, in the judgment of the Board, have the experience and understanding necessary to evaluate the reports and other information presented to the Committee commensurate with fulfilling his or her responsibilities.

Committee Responsibilities:

The Committee shall have the responsibilities to:

1. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size or composition of the Board or any committee thereof and the tenure of directors.
2. Identify, screen and review individuals believed to be qualified to become Board members, consistent with qualifications or criteria recommended by the Committee and approved by the Board (including evaluation of incumbent directors for potential re-nomination), and to recommend to the Board the nominees to stand for election or re-election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In selecting or recommending candidates, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Company's Corporate Governance Guidelines and such other factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee shall consider all candidates recommended by the Company's stockholders in accordance with the procedures set forth in the Company's annual proxy statement. The Committee may consider candidates proposed by management, but is not required to do so.
3. Develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
4. Evaluate and advise the Board whether the service by a director on the board of another company or a non-for-profit organization might impede the director's ability to fulfill his or her responsibilities to the Company.
5. Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee or to be the committee chairperson. In nominating a candidate for committee membership, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Company's Corporate

Governance Guidelines, and the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including, without limitation, the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.

6. Review the membership of the Board committees on an annual basis, taking into account both the desirability of period rotation of committee members and the benefits of continuity and experience in committee service.
7. Establish procedures for the Committee to exercise oversight of the evaluation of the Board, its committees and management.
8. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and to review those guidelines at least once a year.
9. Develop, with the assistance of management, programs for director orientation and continuing director education.
10. Review and make recommendations to the Board regarding Board compensation.
11. Make recommendations to the Board regarding the composition, functions, leadership and duties of the committees of the Board.
12. Prepare and issue the evaluation required under "Performance Evaluation" below.
13. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operations of the Committee.
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 nomination of Board and committee members and the Company's corporate governance policies, procedures and practices.

Committee Structure and Operations:

The Committee shall recommend and the Board shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson's

vote shall decide the issue. The Committee shall meet at least twice 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. Meetings of the Committee may be called by the chairperson of the Committee or the Chair of the Board. All meetings and other actions by the Committee shall be held or otherwise taken pursuant to the Company's bylaws, including bylaw provisions governing notice of meetings, waivers thereof, the number of Committee members required to take action at meetings or by written consent and other related matters. 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. The chairperson of the Committee shall be responsible for scheduling all meetings of the Committee and, together with other members of the Committee and management as appropriate, developing a written agenda for each meeting. Meeting agendas will be prepared and provided in advance to members, along with supporting agenda materials. The chairperson shall preside at the meeting of the Committee. In the absence of the chairperson, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting. 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 Committee shall keep written minutes of meetings, which shall be approved by the committee and maintained in the books and records of the Company.

Delegation to Subcommittee:

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to its chairperson or a subcommittee of the Committee. Such delegation shall not be permitted if the authority is required by law, regulation, or listing standard to be exercised by the Committee as a whole.

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 Committee may also recommend amendments to the Committee's charter at any time and submit amendments for approval to the Board.

The performance evaluation by the Committee shall be conducted in such a manner as the Committee deems appropriate but shall address, at the minimum, the adequacy, appropriateness, and quality of the information and recommendations provided by the Committee to the Board, the manner in which it was discussed and whether the Committee was able to complete its work in an effective manner. The Committee shall develop criteria for such evaluation. 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.

Reports of actions taken at meetings or approved by the consent of the Committee since the most recent Board meeting (except to the extent covered in an interim report circulated to the Board) shall be made by the Committee chairperson or his or her delegate to the Board at its next regularly scheduled meeting following the Committee meeting or action, and shall be accompanied by any recommendations from the Committee to the Board.

Resources and Authority of the Committee:

The Committee shall have the resources 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 special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee. The Committee may request that any director, officer, or employee of the Company, or other persons whose advice and counsel are or have been sought by the Committee or the Company, attend any meeting to provide such information as the Committee requests. The Committee has the authority to conduct any investigation and access any officer, employee or agent of the Company appropriate to fulfilling its duties and responsibilities. The Committee shall have full access to any relevant records of the Company and have the power and authority to obtain, at its discretion, advice and assistance from internal or external financial, legal, accounting or other advisors, including search firms to advise the Committee regarding the identification and review of board candidates, and to hire and compensate external advisors at the Company's expense. The Company shall provide appropriate funding for the Committee to retain any such advisors without requiring the Committee to seek Board approval.