

OLD NATIONAL BANCORP AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee is appointed by the Board of Directors to assist in monitoring and oversight of:

1. The integrity of the financial statements of the Company;
2. The independent auditor's qualifications and independence;
3. The Company's system of internal controls;
4. The performance of the Company's internal audit function and independent auditors;
5. The Company's Code of Conduct process including the promotion of ethical business practices; and
6. The compliance by the Company with legal and regulatory requirements.

The Audit Committee shall prepare the report required by the rules of the Securities and Exchange Commission (SEC) to be included in the Company's annual proxy statement.

Committee Membership

The Audit Committee shall consist of no fewer than 3 members. The members of the Committee shall meet the independence, financial literacy, and experience requirements of the Securities Exchange Act of 1934 and NASDAQ as well as the rules and regulations of the SEC and other regulatory bodies as required. At least one member of the Committee shall be a financial expert as defined by the SEC. Audit Committee members shall not simultaneously serve on the audit committees of more than two other public companies. The members of the Committee shall be appointed by the Board on the recommendation of the Corporate Governance & Nominating Committee.

Meetings

The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. The Audit Committee shall meet with management, the internal auditor and the independent auditor in separate executive sessions. The Audit Committee may request any officer or employee of the Company or the Company's in-house or outside counsel to attend a meeting of the Committee. All committee members are expected to attend each meeting in person or via tele-conference or video-conference.

Committee Authority and Responsibilities

The Audit Committee shall have the sole authority to appoint or replace the independent auditor (subject, if applicable, to shareholder ratification). The Audit Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor, including resolution of disagreements between management and the independent auditor regarding financial reporting for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.

The Audit Committee shall preapprove all auditing services, internal control-related services and permitted non-audit services (including the terms thereof) to be performed for the Company by

its independent auditor, subject to the de minimus exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Audit Committee prior to the completion of the audit. The Audit Committee may form and delegate to subcommittees, consisting of one or more members when appropriate, the authority to grant preapprovals of audit and permitted non-audit services, provided those approvals are presented to the Audit Committee at the next scheduled meeting.

The Audit Committee shall have the authority, as it deems necessary or appropriate, to retain independent legal counsel, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report and to any advisors employed by the Audit Committee.

The Audit Committee has responsibility for general oversight of the Company's compliance with banking laws and regulations. Primary responsibility for compliance activities is with the Enterprise Risk Committee, of which at least one member of the Audit Committee shall be a member. The Audit Committee shall regularly meet with the Company's Chief Risk Officer to review updated risk assessments, review summary reports of compliance reviews and receive updates regarding regulatory matters.

The Audit Committee has responsibility for general oversight of the Company's Ethics Program. The Chief Ethics Officer will provide quarterly reports regarding Ethics activities to assist the Committee in fulfilling its duties and shall provide prompt communication to the Audit Committee upon becoming aware of any matter involving any serious breach or potential breach of the Code of Conduct and Company Policies involving any of the Company's personnel.

The Audit Committee shall make regular reports to the Board. The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend any changes to the Board for approval. The Audit Committee shall review annually its own performance.

The Audit Committee, to the extent it deems necessary or appropriate, shall:

Financial Statement and Disclosure Matters

1. Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's 10-K.
2. Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
3. Review and discuss with management, and where appropriate, the independent auditors, the Company's financial disclosures in press releases, earnings releases and registration statements, including the use of "pro-forma" or adjusted non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. (Such discussion may be done generally consisting of discussing the types of information to be disclosed and the types of presentations to be made).

This process should also include the discussion of presentations to be made at industry, investor or other conferences which may be performed by the Audit Committee chairman in the absence of the full committee review.

4. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including complex and unusual transactions, any significant changes in the Company's selection or application of accounting principles, any material issues as to the adequacy of the Company's internal controls and any special steps adopted in light of internal control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
5. Review and discuss with management (including the senior internal audit executive) and the independent auditor the Company's internal controls report and the independent auditor's report prior to the filing of the Company's Form 10-K.
6. Review and discuss quarterly reports from the independent auditors on:
 - All critical accounting policies and practices to be used;
 - All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative treatments, and the treatment preferred by the independent auditor; and
 - Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
7. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
8. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
9. Discuss with the independent auditor the matters required to be discussed by Auditing Standard 16 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
10. Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Form 10-K and 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

Oversight of the Company's Relationship with the Independent Auditor

11. Review and evaluate the lead partner of the independent auditor team.
12. Review the independent auditor's proposed audit scope and approach, including coordination of audit effort with internal audit [to assure completeness of coverage of key

business controls and risk areas, reduction of redundant efforts and the effective use of audit resources.]

13. Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor's internal quality control procedures, (b) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditor and the Company. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.
14. Ensure the rotation of the audit partners as required by law. Consider, whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.
15. Recommend to the Board policies for the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company.
16. Discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Company's audit team.
17. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit and review material changes to the audit on a quarterly basis.

Oversight of the Company's Internal Audit Department

18. Oversee the internal audit function of the Company, including the independence and authority of its reporting obligations.
19. Review and approve the proposed audit plans for the coming year, including coservicing agreements, as well as any material changes to the internal audit plan.
20. Review and approve the charter of the internal audit department, along with any material changes.
21. Review the effectiveness of the internal audit function including compliance with the Institute of Internal Auditor's International Standards for the Professional Practice of Internal Auditing.
22. Review and approve significant operating policies of the internal audit department and the department's Audit Standards Manual, as well as any material changes.
23. Review and approve, at least annually, the risk assessments, including the fraud risk assessment, prepared by the internal audit department.

24. Review and approve annually the continued appointment of the senior internal auditing executive; annually review and concur with the overall performance rating and compensation of the senior auditing executive; review and approve the dismissal or reprimand of the senior auditing executive; and review and approve any new senior internal auditing executive.
25. Review the significant reports to management prepared by the internal auditing department and management's responses, including the timetable for implementation of recommendations to correct weaknesses.
26. Discuss with the independent auditor and management the internal audit department responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.
27. Monitor the investigation and results of any significant suspected fraudulent activities within the organization.
28. Provide free and full access to meet with the internal audit department as requested.
29. Discuss with the independent auditor, management and the internal audit department to status and adequacy of management information systems and other information technology, including the significant risks related thereto and major control over such activities.
30. Stay informed of emerging trends and successful practices in internal auditing.
31. Review internal audit goals, department measurements and results, including the results of quality assessments.

Compliance and Loan Review Oversight Responsibilities

32. On a quarterly basis, review with the Chief Risk Officer and/or the Chief Compliance Officer the Company's compliance programs and the Company's monitoring of compliance with such programs.
33. Monitor and remain well informed about the loan review function of the Company, including the independence and authority of its reporting.
34. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.
35. Obtain reports from management, the Company's senior internal auditing executive and the independent auditor that the Company and its subsidiaries are in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics. Review reports and disclosures of insider and affiliated party transactions. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics.

36. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
37. Discuss with management and the independent auditor any correspondence and/or commitments with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies or compliance with applicable laws and regulations.
38. Discuss with the Company's General Counsel significant legal matters that may have a material impact on the Company's financial statements or the Company's compliance policies and internal controls.

Limitation of Audit Committee's Role

While the Audit Committee has the responsibilities and powers set forth in the Charter, it is not the duty of the Audit Committee to prepare the Company's financial statements, to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate, and are in accordance with generally accepted accounting principles and applicable rules and regulations. The Company's management is responsible for preparing the Company's financial statements and for maintaining internal control, and the independent auditors are responsible for auditing the financial statements.