



2013 Annual Shareholders' Meeting

May 9, 2013

NYSE: ONB



Larry Dunigan

Chairman of the Board



Proxy Proposals

- Board of Director nominations
- Non-binding advisory proposal on Executive Compensation
- Crowe Horwath LLP

Voting Results

Old National Bancorp Directors

- Alan W. Braun
- Larry E. Dunigan
- Niel C. Ellerbrook
- Andrew E. Goebel
- Robert G. Jones
- Phelps L. Lambert
- Arthur H. McElwee, Jr.
- James T. Morris
- Randall T. Shepard
- Kelly N. Stanley
- Linda E. White

In Tribute...



Marjorie Z. Soyugenc

Voting Results

- Non-binding advisory proposal on Executive Compensation
- Crowe Horwath LLP

Strong Corporate Governance Rating

- Institutional Shareholder Services
QuickScore Ranking of "1"



On a scale of 1 (lower governance risk) to 10 (higher governance risk)

World Class Recognition

2013 | **WORLD'S MOST
ETHICAL
COMPANIES**

WWW.ETHISPHERE.COM

Bob Jones

President and CEO



2012 Associate Accomplishments

- Award winners
 - Wayne Henning Volunteer of the Year
 - Sam Taylor
 - Leader of the Year
 - Dan Doan
 - ONe Vision CEO Winner
 - Herb Klickner
 - Community Team Winner
 - Northwest Region

Old National Bancorp

Operating Performance



Forward-Looking Statement

This presentation contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, descriptions of Old National's financial condition, results of operations, asset and credit quality trends and profitability. Forward-looking statements can be identified by the use of the words "anticipate," "believe," "expect," "intend," "could" and "should," and other words of similar meaning. These forward-looking statements express management's current expectations or forecasts of future events and, by their nature, are subject to risks and uncertainties and there are a number of factors that could cause actual results to differ materially from those in such statements. Factors that might cause such a difference include, but are not limited to; market, economic, operational, liquidity, credit and interest rate risks associated with Old National's business, competition, government legislation and policies (including the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act and its related regulations), ability of Old National to execute its business plan (including its pending branch transaction with Bank of America) and satisfy the items addressed in Old National's Consent Order with the Office of the Comptroller of the Currency, changes in the economy which could materially impact credit quality trends and the ability to generate loans and gather deposits, failure or circumvention of Old National's internal controls, failure or disruption of our information systems, failure to adhere to or significant changes in accounting, tax or regulatory practices or requirements, new legal obligations or liabilities or unfavorable resolutions of litigations, other matters discussed in this presentation and other factors identified in the Company's Annual Report on Form 10-K and other periodic filings with the Securities and Exchange Commission. These forward-looking statements are made only as of the date of this presentation, and Old National undertakes no obligation to release revisions to these forward-looking statements to reflect events or conditions after the date of this presentation.

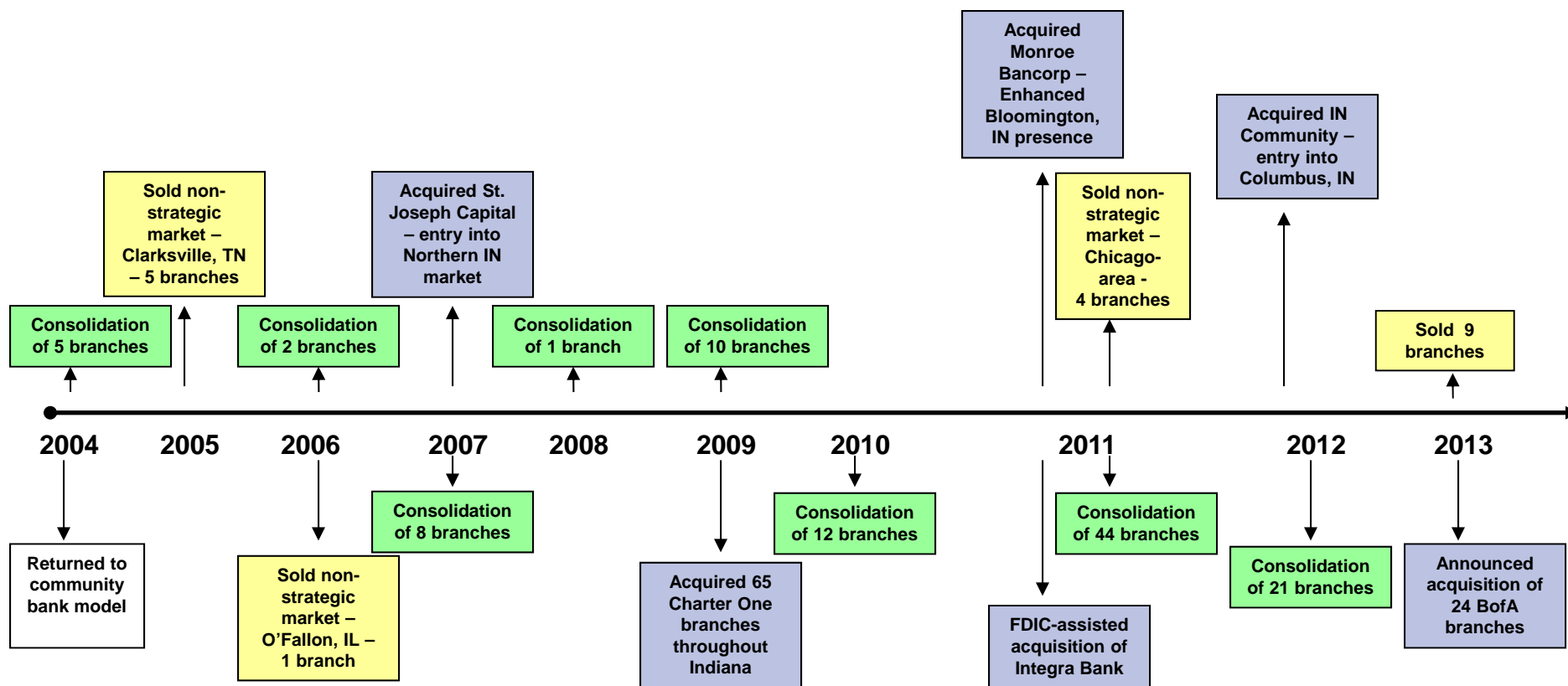
2012 Banking Landscape

- Economy slowly recovering
- Interest rates at all-time lows
- Regulatory changes
- Washington malaise

ONB Response

- Consistency
- Basic Banking... Boring
- 3 Strategic Imperatives
- Realign Franchise
 - Move from slower growth to higher growth markets
 - Build market share

Transforming Old National's Landscape



Transforming Old National's Landscape



2012 Tactics

- Focus on core net income
 - Grow revenue
 - Loans
 - Noninterest income
- Mergers and acquisitions
 - Create long-term shareholder value

How Did We Do in 2012?

- Net Income of \$91.7 million
 - Highest since 2002
 - 26% increase over 2011
- Organic growth in average loans of 7%
 - Originated \$1.78 billion
- Return on average equity = 8.34%
 - Highest since 2008
- Return on average assets = 1.04%
 - Highest since 2002
- Net Charge-Offs = .17%
 - Best since 1999

Mergers and Acquisitions

- **Indiana Community Bancorp acquisition**
- **Pending Bank of America branch purchase**

2012 Stock Price Performance vs. Peers

Ticker	TSR	% Rank
HTFL	178.7	100%
FRME	176.1	97%
FCF	148.6	94%
SUSQ	145.3	90%
BXS	140.4	87%
FMBI	139.4	84%
RNST	133.3	81%
GBCI	132.3	77%
PNFP	130.9	74%
FIBK	128.6	71%
UMBF	126.5	68%
CHFC	122.3	65%
WTFC	119.9	61%
BANF	119.3	58%
MBFI	118.2	55%
PRK	117.2	52%
CFR	115.4	48%
WSBC	113.9	45%
ONB	113.4	42%
BOH	111.3	35%
PB	111.3	35%
CBSH	111.1	32%
FNB	109.7	29%
FULT	109.6	26%
TRMK	108.6	23%
FMER	106.1	19%
UBSI	102.7	13%
FFBC	102.7	13%
IBKC	99.1	10%
STBA	97.0	6%
SRCE	93.6	3%
VLY	91.0	0%

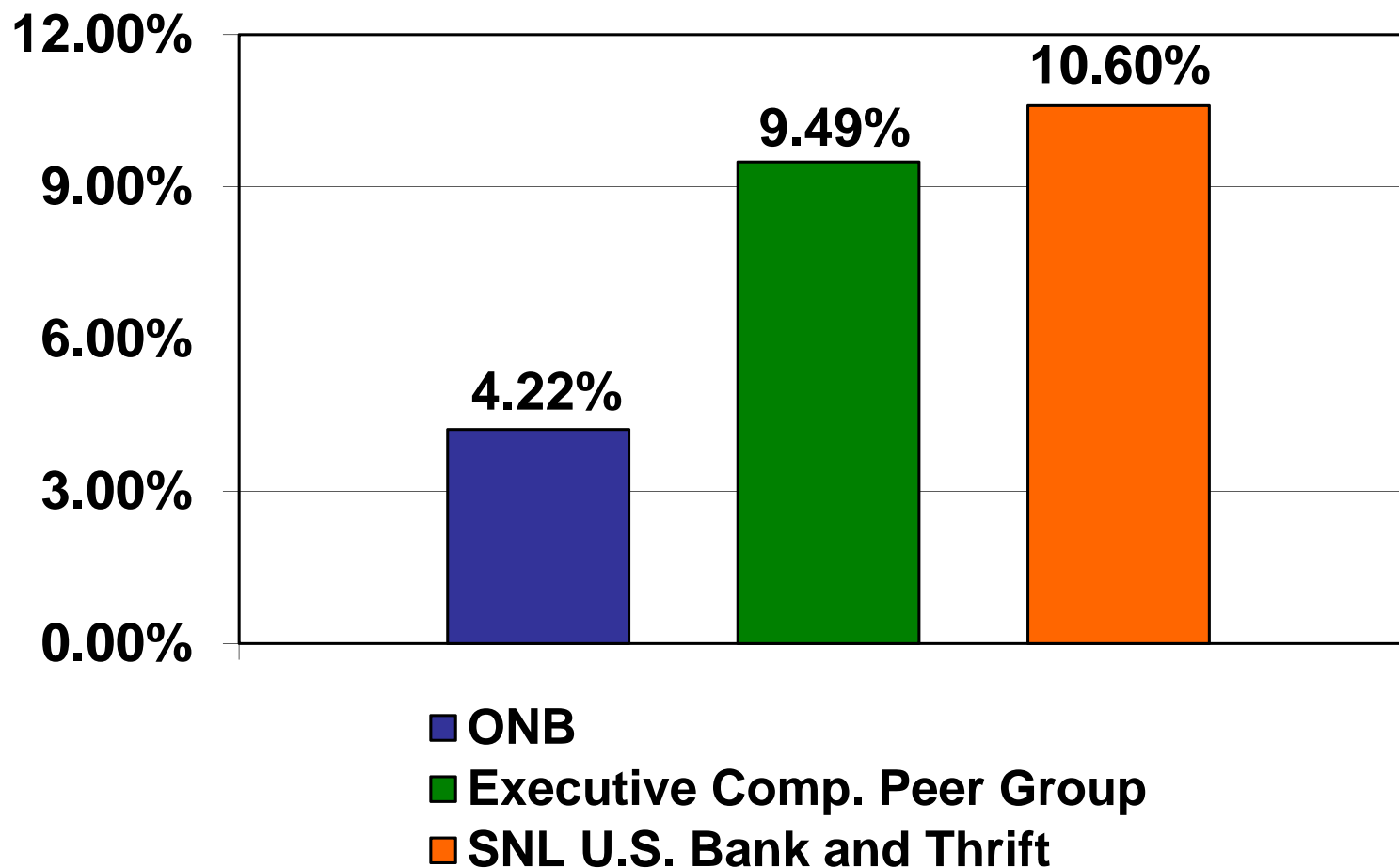


2013 Off to a Good Start

- 1st quarter of 2013 net income increased 10% over 1st quarter of 2012
- 8.3% annualized growth in average core loans
- Loan originations up 69% from 1st quarter of 2012
- Noninterest expenses well controlled

Stock Price Performance vs. Peers

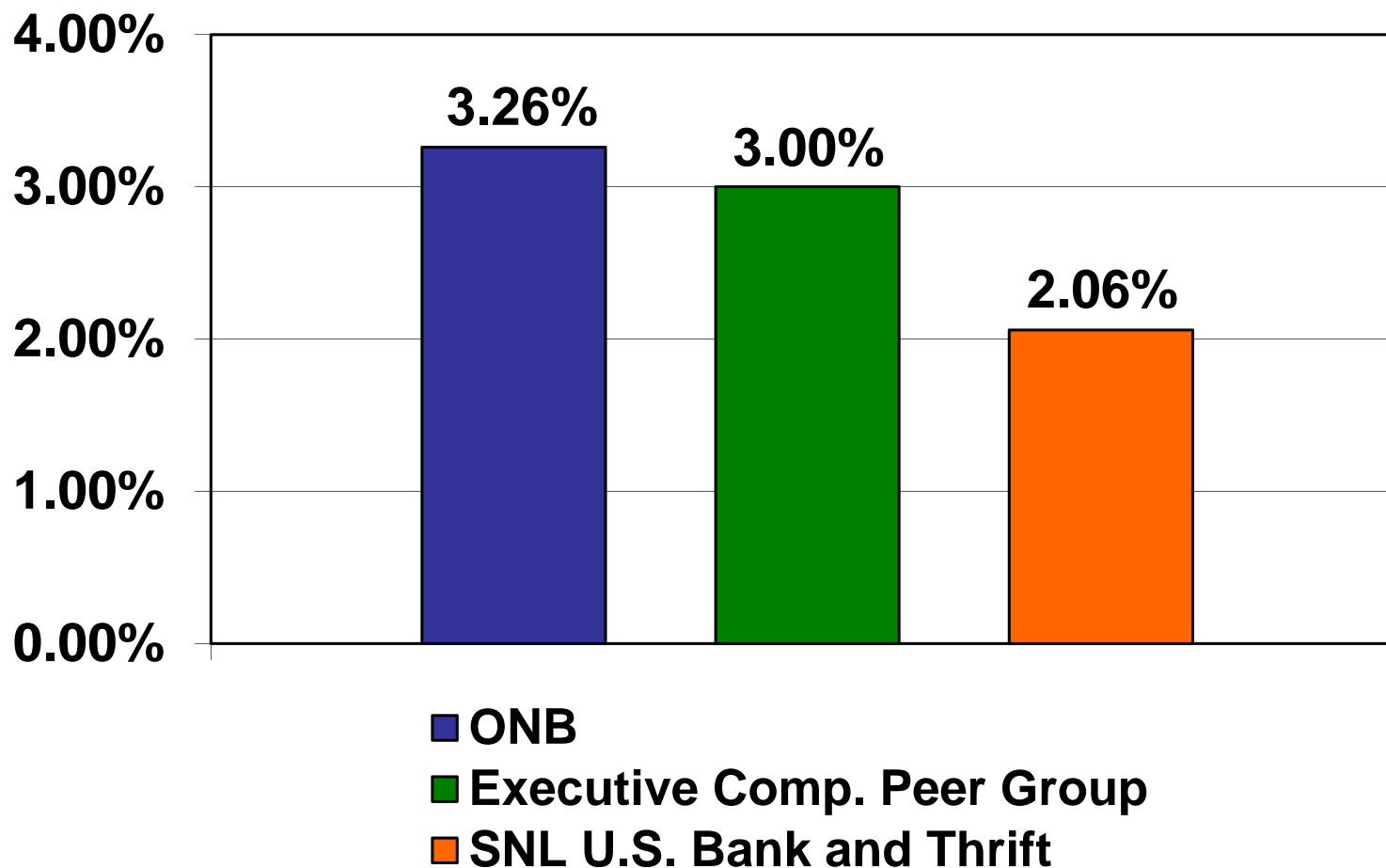
Total Shareholder Return YTD May 3, 2013



Data per SNL Financial
See Appendix for definition of Peer Group

Cash Dividend Yield

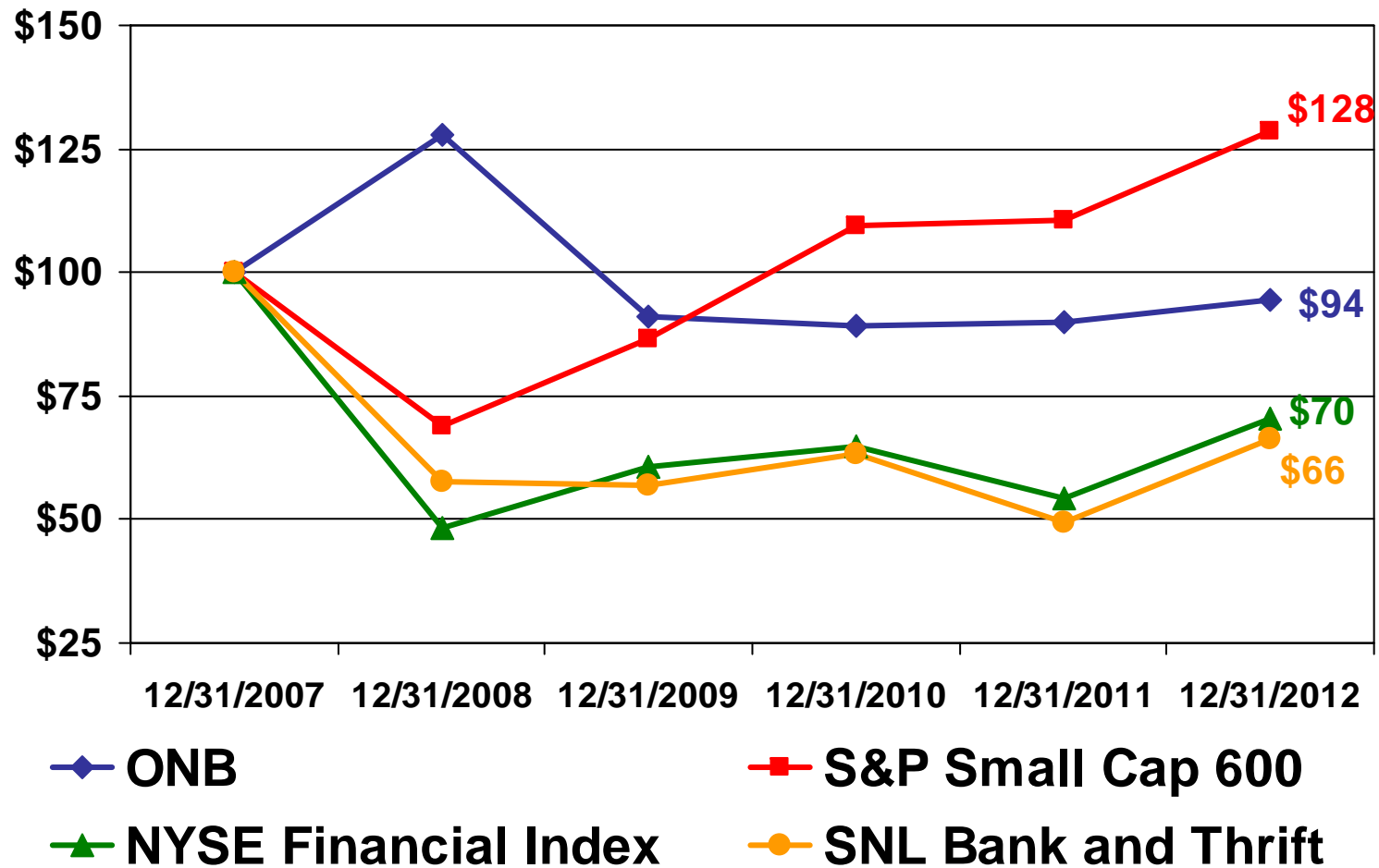
Yield as of May 3, 2013



Data per SNL Financial
See Appendix for definition of Peer Group

Long-Term View

Total Shareholder Return
Assumes \$100 investment on 12/31/07



What Else is On Your Mind?

- Raise your hand and a microphone will be handed to you
- Please stand and state your name before asking your question



2013 Annual Shareholders Meeting

Thank You

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Old National Bancorp

Appendix



ONB's Executive Comp. Peer Group

Like-size, publicly-traded financial services companies, generally in the Midwest, serving comparable demographics with comparable services as ONB			
1st Source Corporation	SRCE	Heartland Financial USA, Inc.	HTLF
BancFirst Corporation	BANF	IBERIABANK Corporation	IBKC
BancorpSouth, Inc.	BXS	MB Financial, Inc.	MBFI
Bank of Hawaii Corporation	BOH	Park National Corporation	PRK
Chemical Financial Corporation	CHFC	Pinnacle Financial Partners, Inc.	PNFP
Commerce Bancshares, Inc.	CBSH	Prosperity Bancshares, Inc.	PB
Cullen/Frost Bankers, Inc.	CFR	Renasant Corp.	RNST
F.N.B. Corporation	FNB	S&T Bancorp, Inc.	STBA
First Commonwealth Financial Corporation	FCF	Susquehanna Bancshares, Inc.	SUSQ
First Financial Bancorp.	FFBC	Trustmark Corporation	TRMK
First Interstate BancSystem, Inc.	FIBK	UMB Financial Corporation	UMBF
First Merchants Corporation	FRME	United Bankshares, Inc.	UBSI
First Midwest Bancorp, Inc.	FMBI	Valley National Bancorp	VLY
FirstMerit Corporation	FMER	WesBanco, Inc.	WSBC
Fulton Financial	FULT	Wintrust Financial Corporation	WTFC
Glacier Bancorp, Inc.	GBCI		