

Old National Bancorp To Acquire Tower Financial Corporation

*Combination of Two Banks Focused
on Making Indiana Great!*

September 10, 2013



Lynell Walton

Investor Relations Old National Bancorp

Additional Information for Shareholders

In connection with the proposed merger, Old National Bancorp will file with the Securities and Exchange Commission (SEC) a Registration Statement on Form S-4 that will include a Proxy Statement of Tower Financial Corporation and a Prospectus of Old National Bancorp, as well as other relevant documents concerning the proposed transaction. Shareholders are urged to read the Registration Statement and the Proxy Statement/Prospectus regarding the merger when it becomes available and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information. A free copy of the Proxy Statement/Prospectus, as well as other filings containing information about Old National Bancorp and Tower Financial Corporation, may be obtained at the SEC's Internet site (<http://www.sec.gov>). You will also be able to obtain these documents, free of charge, from Old National Bancorp at www.oldnational.com under the tab "Investor Relations" and then under the heading "Financial Information" or from Tower Financial Corporation by accessing Tower Financial Corporation's website at www.towerbank.net under the tab "Investor Relations" and then under the heading "SEC Filings."

Old National Bancorp and Tower Financial Corporation and certain of their directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Tower Financial Corporation in connection with the proposed merger. Information about the directors and executive officers of Old National Bancorp is set forth in the proxy statement for Old National's 2013 annual meeting of shareholders, as filed with the SEC on a Schedule 14A on March 15, 2013. Information about the directors and executive officers of Tower Financial Corporation is set forth in the proxy statement for Tower Financial Corporation's 2013 annual meeting of shareholders, as filed with the SEC on a Schedule 14A on March 28, 2013. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Proxy Statement/Prospectus regarding the proposed merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph.

Disclosures

Forward Looking Statements

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 ONB's and TFC's financial condition, results of operations, asset and credit quality trends and profitability and statements about the expected timing, completion, financial benefits and other effects of the proposed merger. 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: expected cost savings, synergies and other financial benefits from the proposed merger might not be realized within the expected time frames and costs or difficulties relating to integration matters might be greater than expected; the requisite shareholder and regulatory approvals for the proposed merger might not be obtained; market, economic, operational, liquidity, credit and interest rate risks associated with ONB's and TFC's businesses, 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 ONB and TFC to execute their respective business plans (including the proposed acquisition of TFC) and satisfy the items addressed in ONB'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 either ONB's or TFC's internal controls; failure or disruption of our information systems; 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 ONB's and TFC's Annual Reports 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 neither ONB nor TFC undertakes an obligation to release revisions to these forward-looking statements to reflect events or conditions after the date of this presentation.

Non-GAAP Financial Measures

These slides contain non-GAAP financial measures. For purposes of Regulation G, a non-GAAP financial measure is a numerical measure of the registrant's historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statement of income, balance sheet or statement of cash flows (or equivalent statements) of the issuer; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. In this regard, GAAP refers to generally accepted accounting principles in the United States. Pursuant to the requirements of Regulation G, Old National Bancorp has provided reconciliations within the slides, as necessary, of the non-GAAP financial measure to the most directly comparable GAAP financial measure.

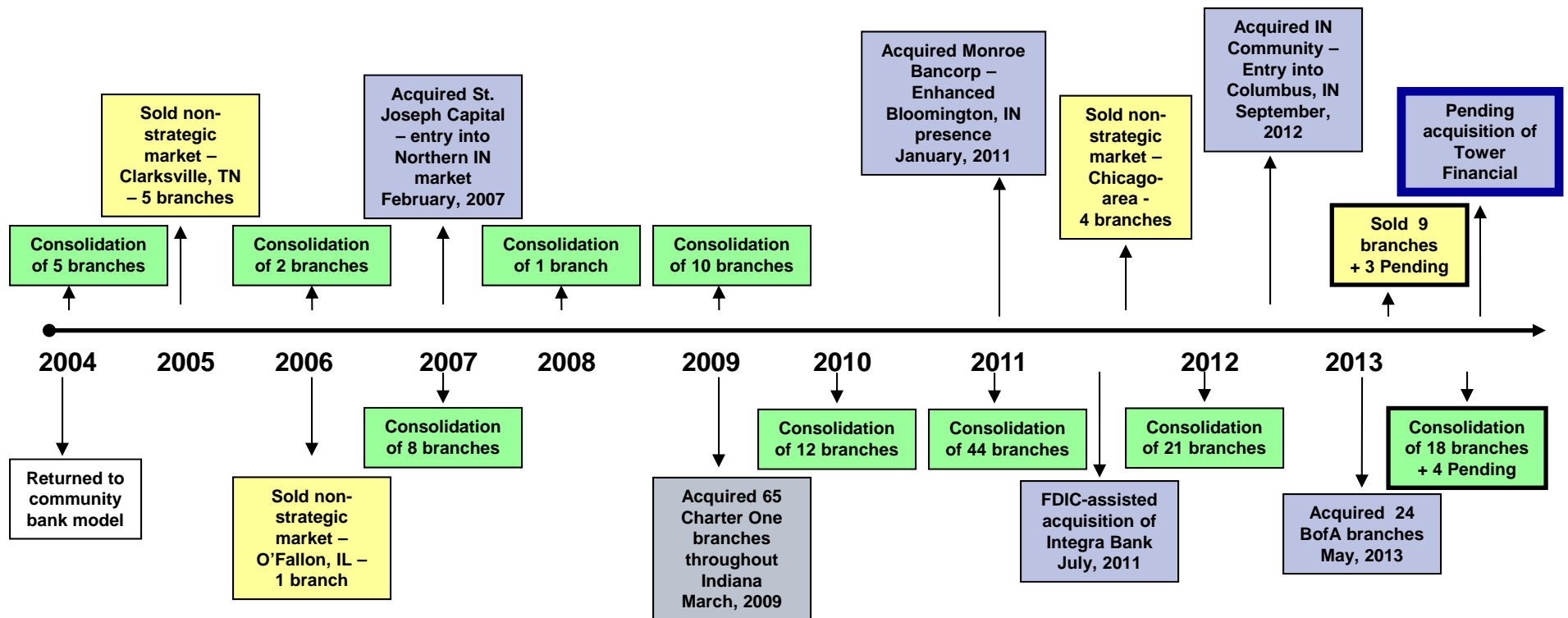
Transforming Old National's Landscape

2004

2013



Transforming Old National's Landscape

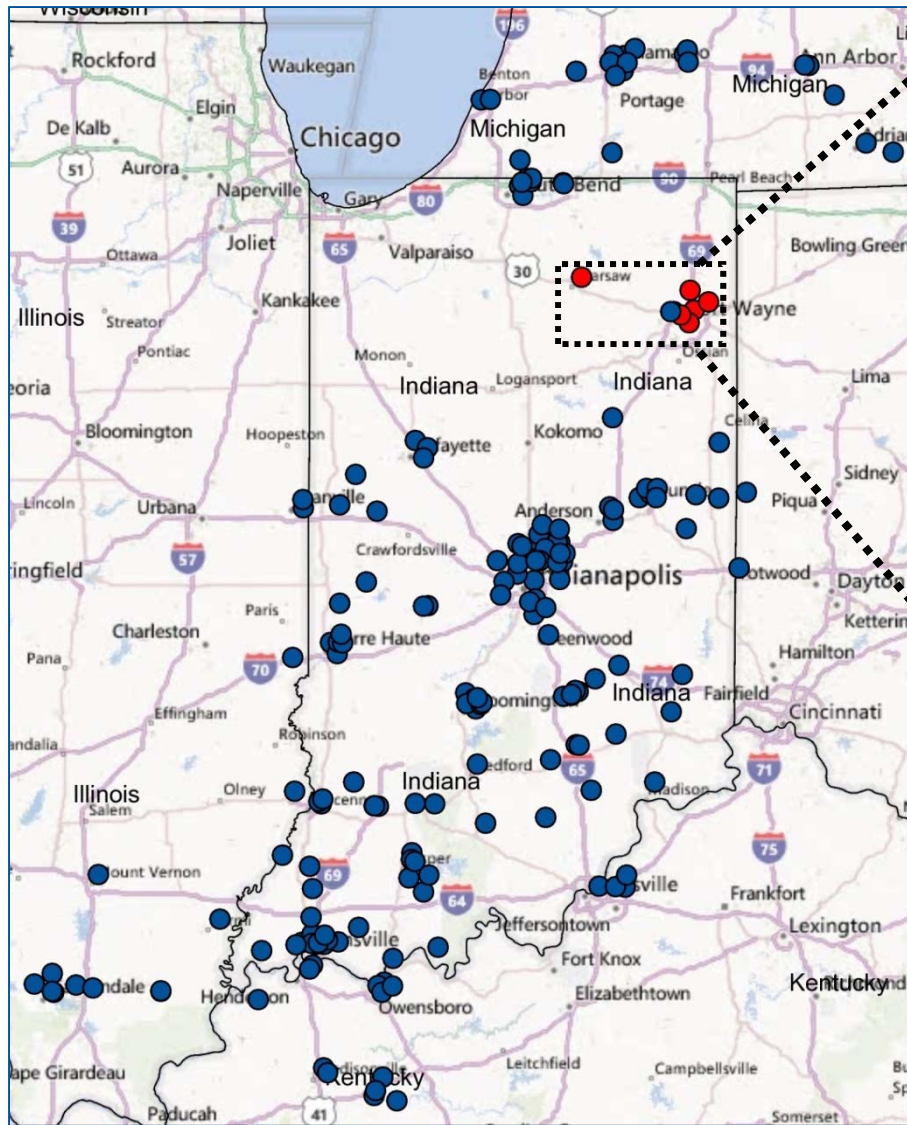


175 Purchased + 7 Pending

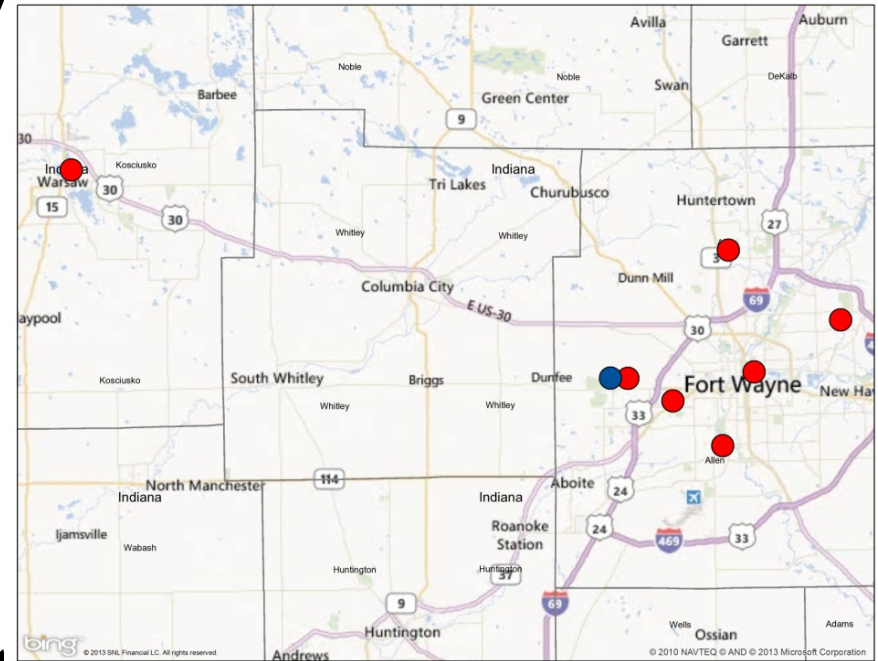
19 Sold + 3 Pending

121 Consolidations + 4 Pending

ONB to Acquire Tower Financial



Map as of September 10, 2013 per SNL Financial



Strategic fill-in of Ft. Wayne Market
2nd largest city in Indiana

- Tower Financial Corporation¹ NASDAQ: TOFC**
- Largest independent bank headquartered in Ft. Wayne
 - 7 full-service banking centers
 - 6 in Fort Wayne and 1 in Warsaw
 - \$680.9 million total assets
 - \$438.6 million total loans
 - \$619.4 million total liabilities
 - \$581.6 million total deposits
 - \$523.3 million trust assets and over 50,000 HSA accounts

- Old National Bancorp
- Tower Financial Corporation

¹ Data as of June 30, 2013, per SNL Financial

Bob Jones

CEO

Old National Bancorp



ONB to Acquire TOFC

Consideration of 1.20x shares¹ of ONB stock and \$6.75 in cash (fixed) for each share of TOFC stock
Implied Transaction value of \$107.7 million assuming ONB price of \$13.52 (as of September 5, 2013)

Compelling Strategic Rationale

- Strengthen ONB's objective of being Indiana's bank by continuing to develop the Northern Indiana region
- Adds 7 full service branches - \$581.6 million in deposits and \$438.6 million in loans
- Adds attractive fee businesses with \$523.3 in trust assets under management + 50,000 HSA accounts

Financially Attractive

- Allows Old National to deploy excess capital in an attractive manner
 - 71% stock / 29% cash deal
 - Expected EPS accretion of \$.08 to \$.10 per share in first full year, excluding acquisition charges
 - Exceeds internal IRR hurdle
- Expected operating efficiencies of 35%
- Able to remain under \$10 billion Durbin threshold

Low Risk Opportunity

- Comprehensive due diligence completed
- Core competency in integration/conversion processes
- Retention of key management members
- Complementary customer base and business mix
- Long-term relationship with Tower management and board

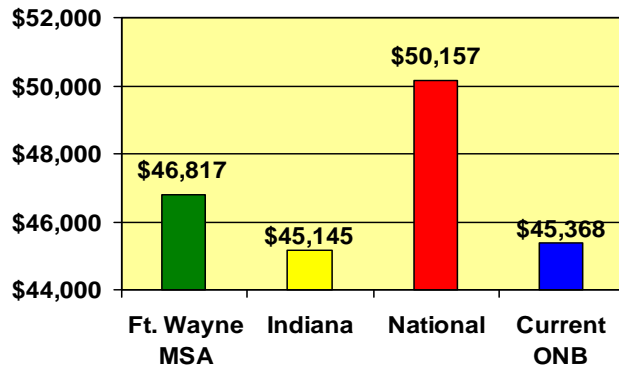
¹ As provided in the merger agreement, the exchange ratio is subject to adjustment (calculated prior to closing) in the event shareholders' equity of Tower Financial Corporation is below a specified amount

Financial data as of June 30, 2013, per SNL Financial

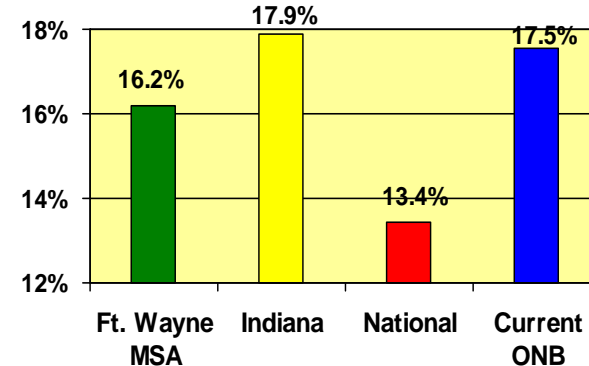
Attractive Ft. Wayne, Indiana Market

- Allen County population of 360,412
 - Ft. Wayne population of 254,555

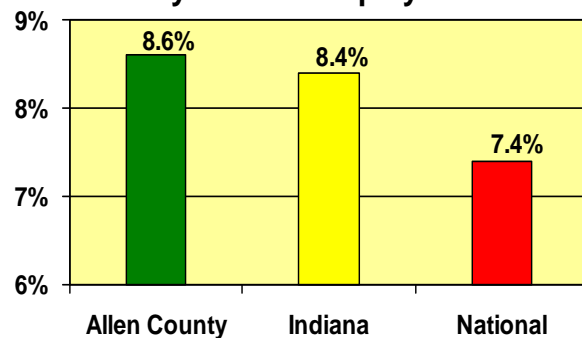
Median HH Income 2012



Projected HH Income Change 2012-2017



July 2013 Unemployment



Major Employers – Ft. Wayne

- Parkview Health Systems – 4,710
- Lutheran Health Network – 4,301
- Ft. Wayne Community Schools – 4,230
- General Motors – 3,880

Population data per STATS Indiana

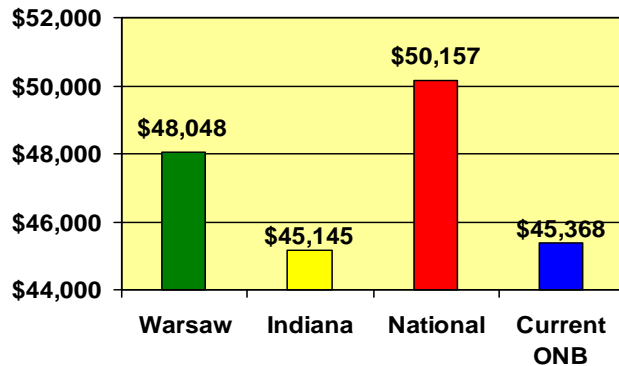
HH income data per SNL Financial

Unemployment data per Indiana Department of Workforce Development and Bureau of Labor Statistics

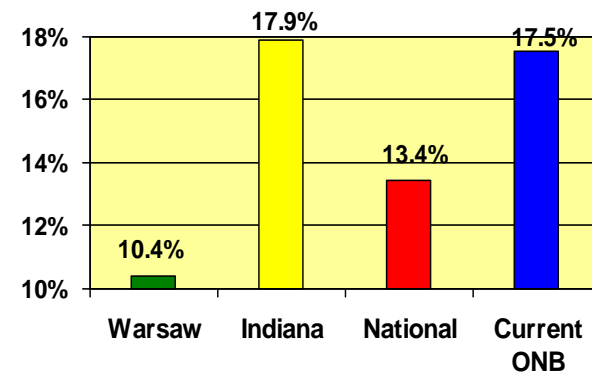
Attractive Warsaw, Indiana Market

- Kosciusko County population of 77,609
 - Warsaw population of 13,815

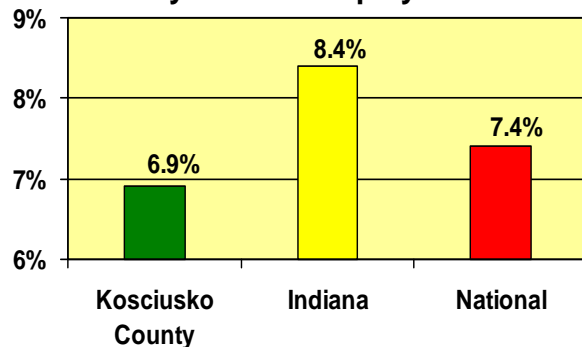
Median HH Income 2012



Projected HH Income Change 2012-2017



July 2013 Unemployment



The Orthopedic Capital of the World®

Major Employers – Warsaw

- Zimmer – 2,800
- Biomet – 1,610
- Warsaw Community Schools – 1,238
- DePuy – 1,100

Headquarters location for three of the world's five largest orthopedic medical device companies

Population data per STATS Indiana

HH income data per SNL Financial

Unemployment data per Indiana Department of Workforce Development and Bureau of Labor Statistics

ONB to Acquire TOFC – Highlights

Transaction	<ul style="list-style-type: none">• Consideration: 1.20x shares¹ of ONB and \$6.75 in cash (fixed) for each share of TOFC• Assumes 5.6 million shares of ONB common stock issued• Deal value = \$107.7 million at ONB price of \$13.52 (Sept. 5 closing price)• Price / LTM earnings per share of 15.8x• Price to tangible book of 171%
Due Diligence	<ul style="list-style-type: none">• Comprehensive review of all operations and business lines• Extensive credit review• Obtained in-depth look at culture
Financial Impact	<ul style="list-style-type: none">• Expected to be immediately accretive to EPS in 2014, excluding acquisition charges of approximately \$11.5 million• Expected EPS accretion \$.08 to \$.10 per share in first full year, excluding acquisition charges• No revenue synergies assumed in model• Expected cost saves of over 35%, phased in 50% in 2014 and 100% thereafter• Exceeds internal IRR hurdle
Loans	<ul style="list-style-type: none">• Loan credit mark estimated at \$46.1 million, or 10.2% of total gross loans• Loan interest rate mark estimated at \$17.3 million
Capital	<ul style="list-style-type: none">• Expected to create goodwill of approximately \$80.8 million• No additional capital raise needed
Closing	<ul style="list-style-type: none">• Transaction anticipated to close 1Q14, subject to regulatory and TOFC shareholder approval and other customary closing conditions

¹ As provided in the merger agreement, the exchange ratio is subject to adjustment (calculated prior to closing) in the event shareholders' equity of Tower Financial Corporation is below a specified amount

Pro Forma Capital Ratios

	ONB 6-30-2013 ¹	Projected at Closing ²	Peer Group Average 6-30-2013 ³
Tangible Common Equity/Tangible Assets	8.65%	8.07%	8.12%
Tangible Common Equity/Risk Weighted Assets	14.23%	13.17%	11.26%
Tier 1 Risk-Based Capital	14.4%	13.3%	13.1%
Total Risk-Based Capital	15.4%	14.2%	14.5%
Tier 1 Leverage Ratio	8.80%	8.17%	9.49%
Tangible Book Value Per Share	\$7.96	\$7.68	

¹ See Appendix for Non GAAP Reconciliation

² Assumes ONB actual ratios at June 30, 2013, plus First Call Street estimates, continuation of \$.10 quarterly cash dividend, estimated intangibles of \$21 million from July 12, 2013 Bank of America branch purchase and 100% of acquisition charges incurred at closing

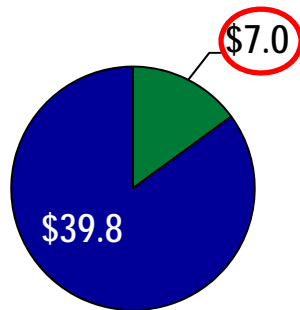
³ See Appendix for definition of ONB's Peer Group

Purchased Impaired Loan Accretion

Strong credit work out and improved economy have resulted in positive change in accretion income.

Monroe Bancorp 1/1/2011

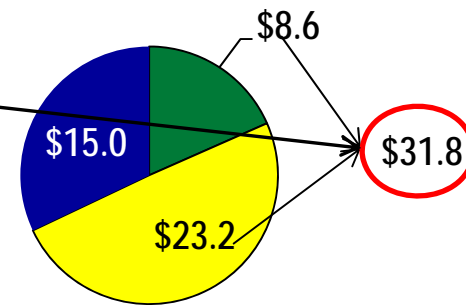
■ Accretable ■ Non Accretable



Actual mark
12.6% of
gross loans

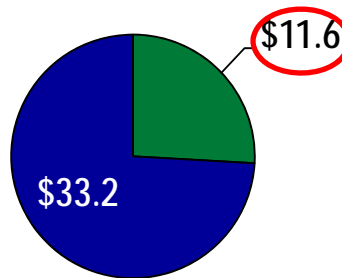
Monroe Bancorp 6/30/2013

■ Accretable ■ Interest Income
■ Non Accretable



Indiana Community 9/15/2012

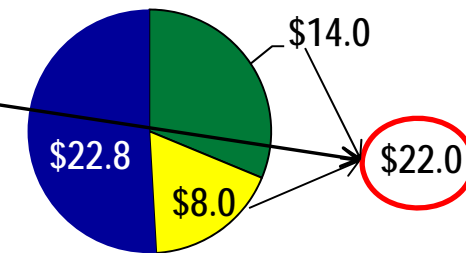
■ Accretable ■ Non Accretable



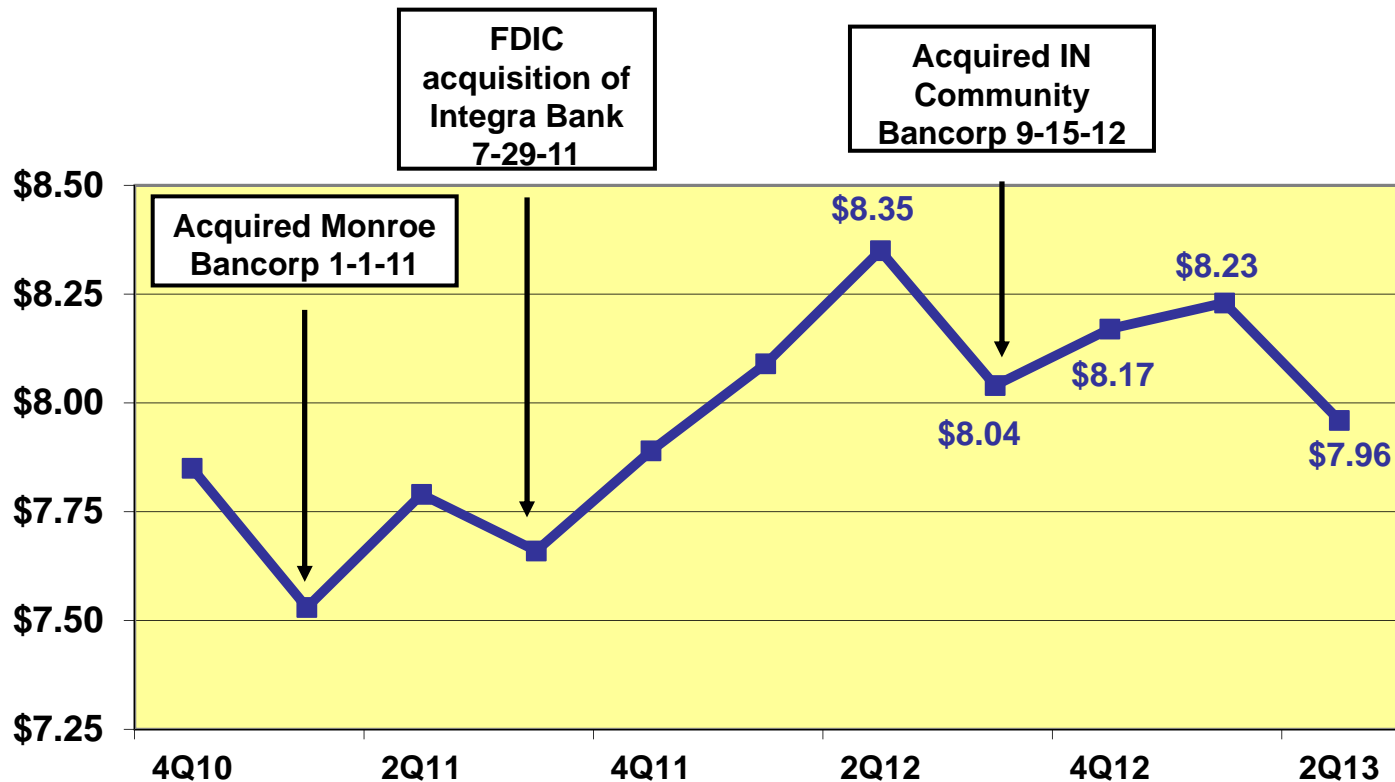
Actual mark
14.5% of
gross loans

Indiana Community 6/30/2013

■ Accretable ■ Interest Income
■ Non Accretable



Tangible Common Book Value¹



- Old National Bancorp purchased 500,000 shares of ONB stock on the open market during 2Q13

¹ Non-GAAP financial measure management believes is useful in evaluating the financial results of the Company – see Appendix for Non-GAAP reconciliation

Implications of Crossing Over \$10 Billion

- Debit interchange rule (Durbin)
 - Asset size measured as of year end (December 31)
 - Effective July 1 of the following year
 - Estimated pre-tax gross impact of \$8 to \$12 million per year
- Can reduce assets to remain under \$10 billion threshold
 - Reduce investment portfolio
 - Sell residential mortgages
 - Reduce marked purchased assets

Summary

ONB has a proven track record of performance

- Last three bank deals met or exceeded expectations on expense saves, internal rate of return, earnings per share accretion, credit performance and tangible book value earn back
- Financially attractive
 - Material earnings accretion
 - Readily achievable cost saves identified
 - Revenue potential (not built into model) from Trust and HSA accounts
- Efficient use of capital
- Strategic fill-in of attractive Northern Indiana markets

Old National Bancorp

Thank You

Q&A



Old National Bancorp

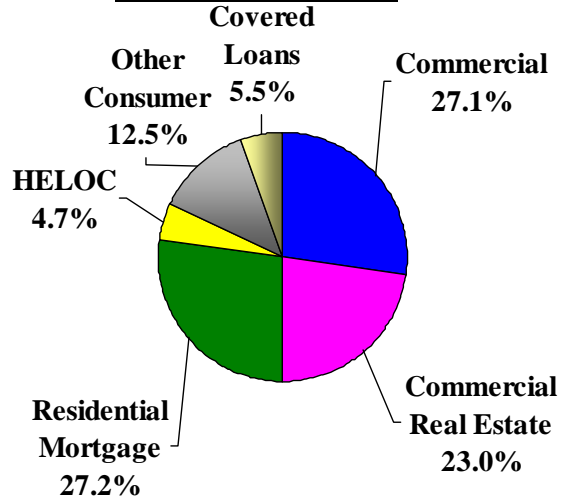
Appendix



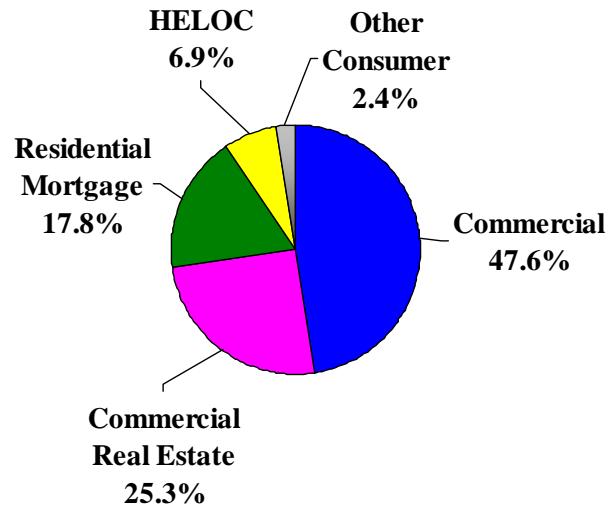
Balance Sheet Mix – As of June 30, 2013

Loan Mix

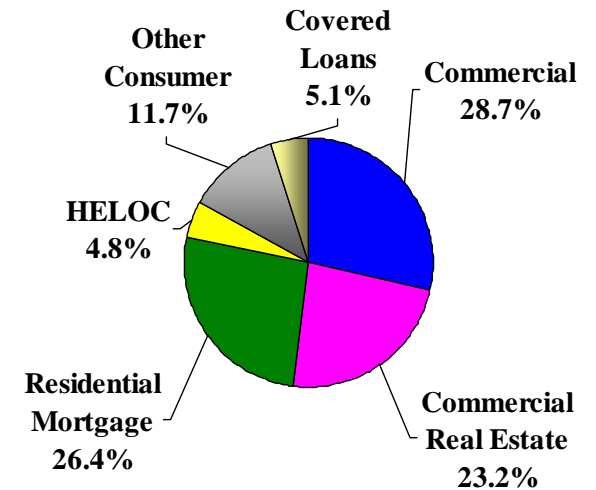
Old National



Tower Financial

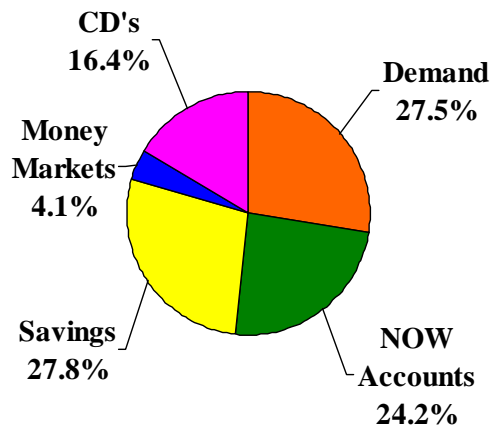


Pro Forma

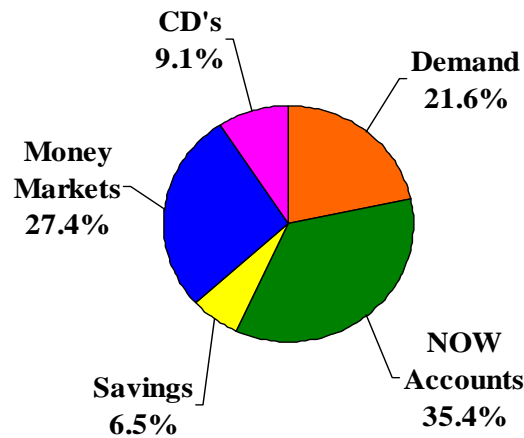


Core Deposit Mix

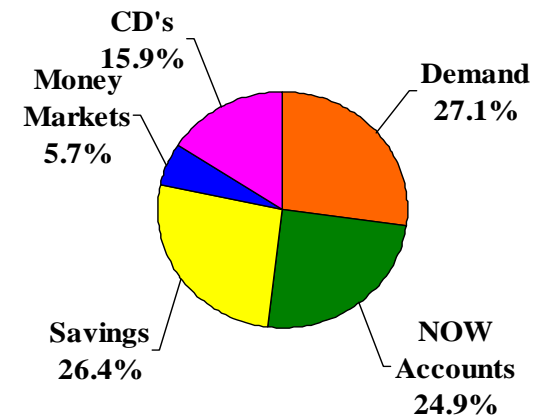
Old National



Tower Financial



Pro Forma



Estimated Merger and Acquisition Charges

HR related expenses	\$4.0
Processing and communication expense	4.0
Occupancy expense	.7
Professional fees	2.5
Marketing	.3
Total estimated merger and acquisition charges	\$11.5

\$ in millions

ONB's M&A Strategy

- Focus on community banking, client relationships and consistent quality earnings
- Target geographic markets
 - Mid-sized markets within or near existing franchise with average to above average growth rates
 - In market community banks where significant cost saves could be achieved

Non-GAAP Reconciliations

(end of period balances- \$ in millions)	ONB at 6-30-2013	Projected at Closing ¹
Total Shareholders' Equity	\$1,167.0	\$1,282.1
Deduct: Goodwill and Intangible Assets	(364.4)	(464.2)
Tangible Common Shareholders' Equity	\$802.6	\$817.9
Total Assets	\$9,641.1	\$10,599.7
Add: Trust Overdrafts	.1	-0-
Deduct: Goodwill and Intangible Assets	(364.4)	(464.2)
Tangible Assets	\$9,276.7	\$10,135.5
Tangible Common Equity to Tangible Assets	8.65%	8.07%

(end of period balances- \$ in millions)	ONB at 6-30-2013	Projected at Closing ¹
Total Shareholders' Equity	\$1,167.0	\$1,282.1
Deduct: Goodwill and Intangible Assets	(364.4)	(464.2)
Tangible Common Shareholders' Equity	\$802.6	\$817.9
Risk Adjusted Assets	\$5,640.7	\$6,210.8
Tangible Common Equity to Risk Weighted Assets	14.23%	13.17%

¹ Assumes ONB actual ratios at June 30, 2013, plus First Call Street estimates, continuation of \$.10 quarterly cash dividend, estimated intangibles of \$21 million from July 12, 2013 Bank of America branch purchase and 100% of acquisition charges incurred at closing

Non-GAAP Reconciliations

(end of period balances- \$ in millions)	ONB at 6-30-2013	Projected at Closing ¹
Total Shareholders' Equity	\$1,167.0	\$1,282.1
Deduct: Goodwill and Intangible Assets	(364.4)	(464.2)
Tangible Common Shareholders' Equity	\$802.6	\$817.9
Common Shares Issued and Outstanding	100.881	106.510
Tangible Book Value per Share	\$7.96	\$7.68

\$ in millions	
Tangible Common Equity – 3/31/2013	\$834.2
2Q Earnings	28.5
2Q Share Repurchase	(6.5)
2Q Dividend	(10.1)
Changes in OCI – Securities	(46.5)
Changes in OCI – Other	1.9
Changes in Goodwill & Intangibles	1.1
Tangible Common Equity – 6/30/2013	\$802.6

¹ Assumes ONB actual ratios at June 30, 2013, plus First Call Street estimates, continuation of \$.10 quarterly cash dividend, estimated intangibles of \$21 million from July 12, 2013 Bank of America branch purchase and 100% of acquisition charges incurred at closing

ONB's 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		