

Third-Quarter 2015 Earnings

October 26, 2015



Lynell Walton

Investor Relations



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 Bancorp’s (“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: expected cost savings, synergies and other financial benefits from the recently completed mergers might not be realized within the expected timeframes and costs or difficulties relating to integration matters might be greater than expected; expected cost savings in connection with recent branch divestitures may not be fully realized, and deposit attrition, customer loss, and revenue loss may be greater than expected; 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; changes in the economy which could materially impact credit quality trends and the ability to generate loans and gather deposits; failure or circumvention of our 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; disruptive technologies in payment systems and other services traditionally provided by banks; computer hacking and other cybersecurity threats; other matters discussed in this presentation and other factors identified in our Annual Report on Form 10-K and other periodic filings with the SEC. These forward-looking statements are made only as of the date of this presentation, and Old National does not undertake 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 registrant; 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.

3Q15 Highlights

- ✓ Reported net income of \$37.7 million, or \$.33 per share
 - 27% increase in EPS Y/Y and 50% Q/Q
- ✓ Continue to grow organic revenue
 - 5.6% annualized loan growth, net of branch sales and change in covered loans
 - Stable Core Net Interest Margin¹
- ✓ Improve operating leverage
 - 3.5% decline in operational expenses² from 2Q15
 - Adjusted Efficiency Ratio³ of 67.2%
 - Completed branch sales in mid-August
- ✓ Prudent use of capital
 - 694,000 shares of stock repurchased
 - 306,000 shares remaining under current authorization
 - Tangible Common Equity³ of 7.56%
 - Increase in Tangible Book Value³ of 3.8%

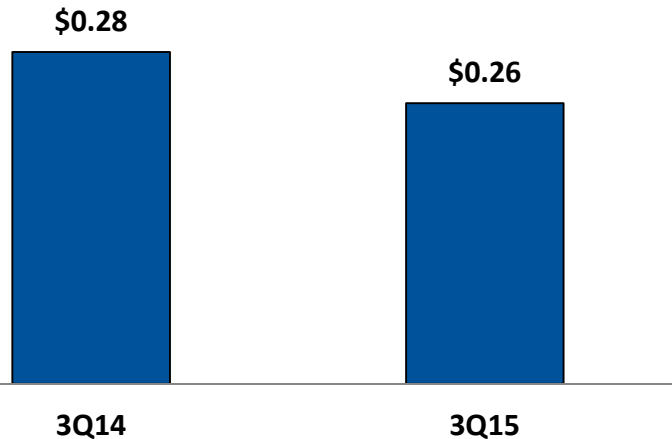
¹ See slide 13 for definition of core net interest margin

² See slide 15 for definition of operational expenses

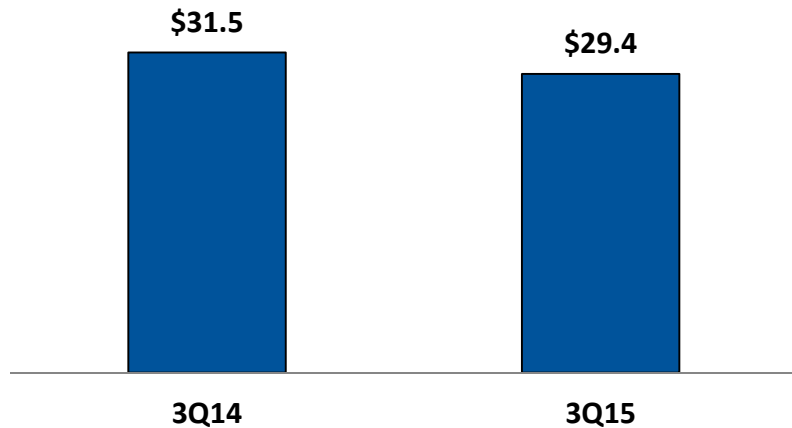
³ Non-GAAP financial measure which Management believes is useful in evaluating the financial results of the Company – see Appendix for Non-GAAP reconciliation

3Q15 Adjusted Net Income

Adjusted Earnings Per Share



Adjusted Net Income



3Q15
ROA of .99%¹
ROTCE of 15.0%¹

The Durbin Amendment to the Dodd-Frank Act became effective for Old National beginning July 1, 2015, reducing 3Q15 interchange income by \$2.7 million.

Adjusted Net Income excludes acquisition, divestiture charges & net gain on branch divestitures – see Appendix for Non-GAAP reconciliation

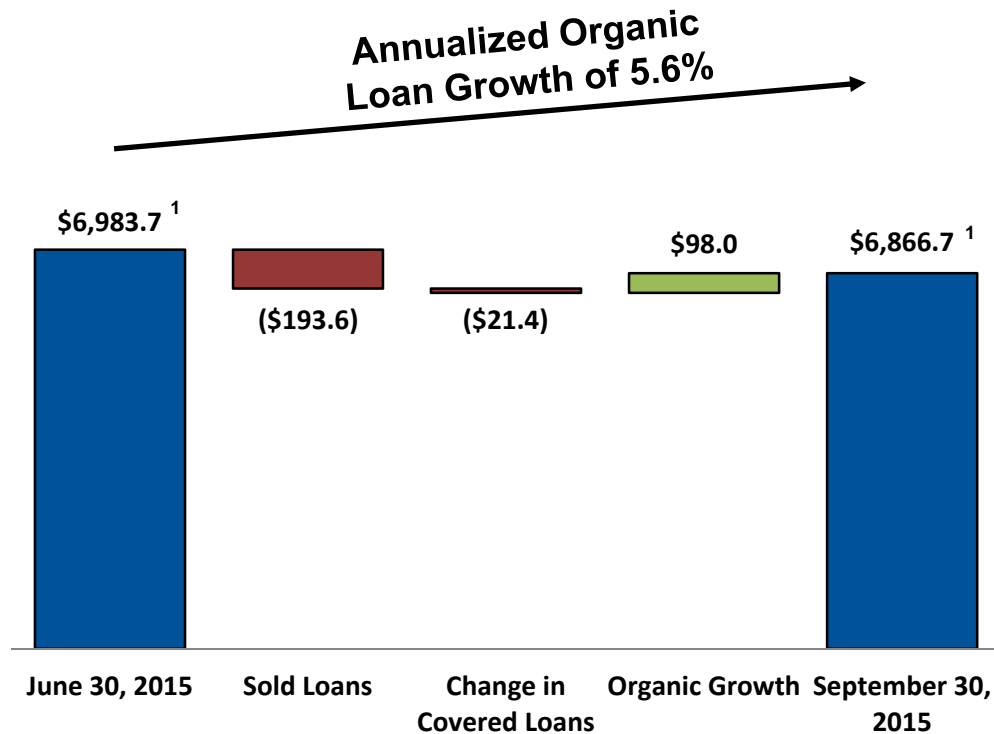
¹ *Non-GAAP financial measure which Management believes is useful in evaluating the financial results of the Company – see Appendix for Non-GAAP reconciliation*

Jim Sandgren

Chief Banking Officer



Total Loan Growth



- Loan growth predominantly in footprint, not syndicated deals, participations or acquired

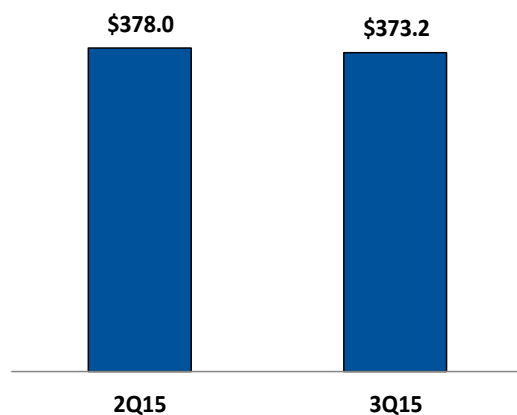
\$ in millions – End of Period

¹ Includes Loans Held for Sale and Covered Loans and net of branch sales

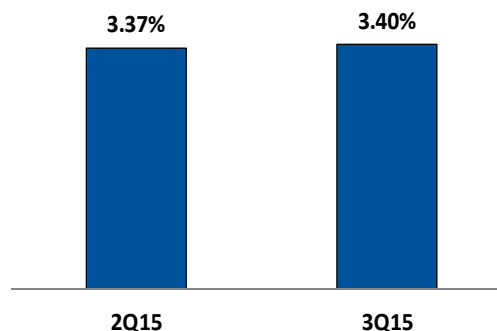
Commercial & Commercial Real Estate



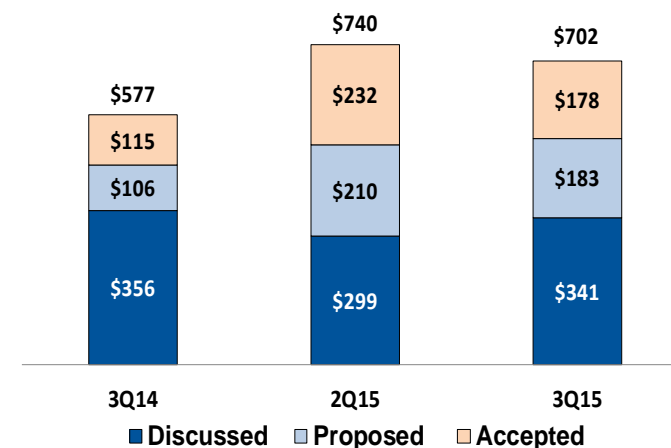
New Quarterly Production¹



Production Yield²



Loan Pipeline



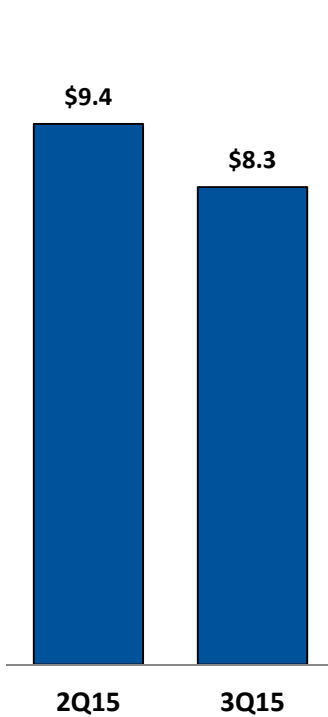
Average loan size of 3Q15 production is less than \$450,000

\$ in millions

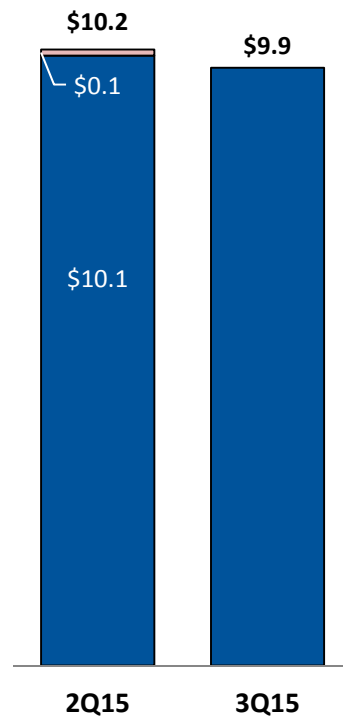
¹New Quarterly Production includes 50% credit for line of credit unfunded commitments ²Yield is based on funded balances only

Fee-Based Business Revenue

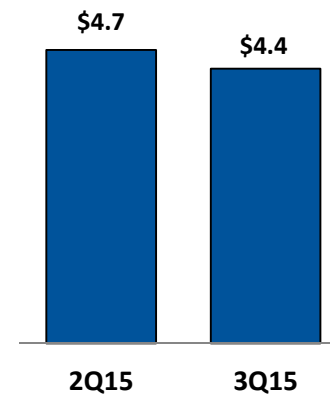
Wealth Management



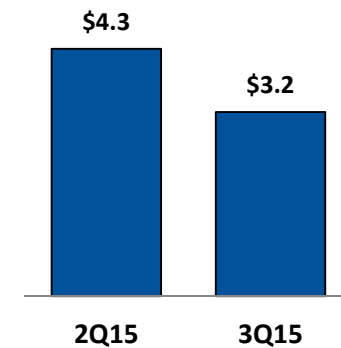
Insurance



Investments



Mortgage Banking



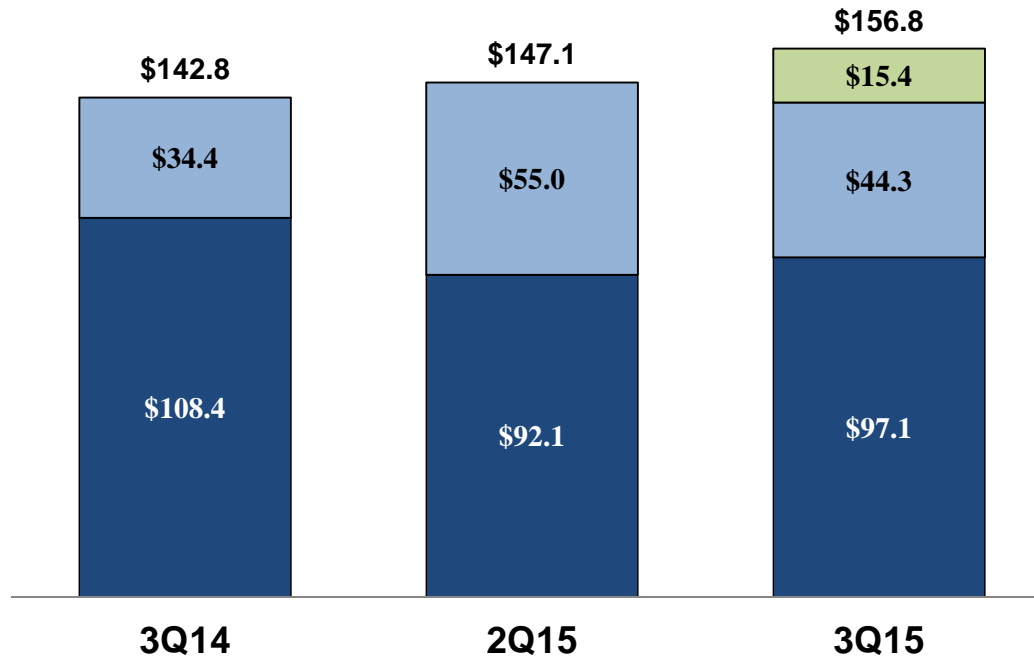
■ Contingency Revenues

Chris Wolking

Chief Financial Officer



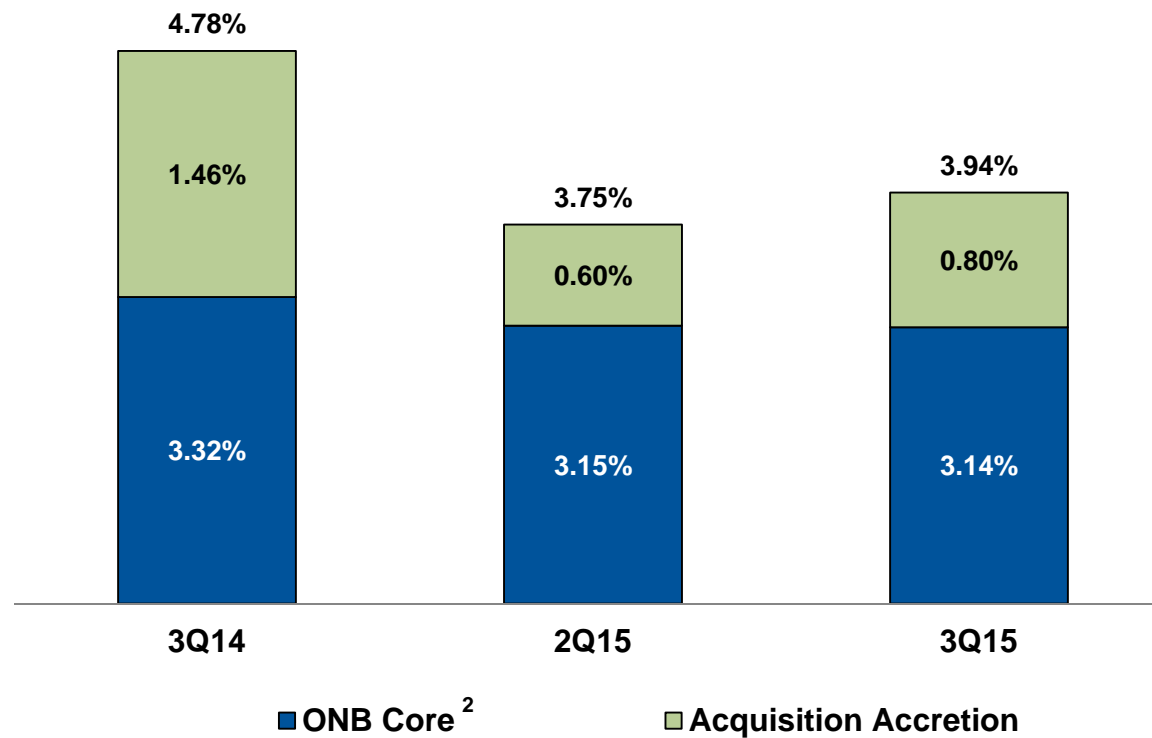
Total Revenue



- Branch Sale Gains
- Fees, Service Charges, Security Gains & Other Rev.
- Net Interest Income

- The Durbin Amendment to the Dodd-Frank Act became effective for Old National beginning July 1, 2015, reducing 3Q15 interchange income by \$2.7 million

Net Interest Margin¹

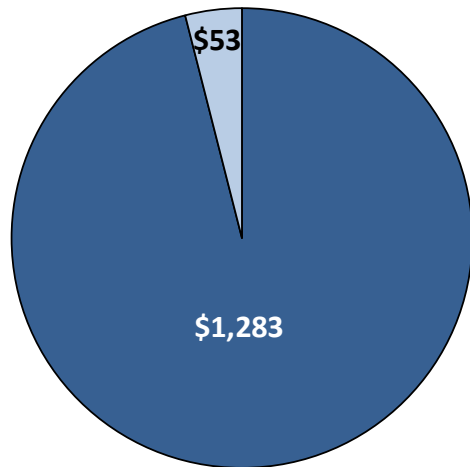


¹ Fully taxable equivalent basis, non-GAAP financial measure which Management believes is useful in evaluating the financial results of the Company – see Appendix for Non-GAAP reconciliation

² ONB Core includes contractual interest income of Monroe, Integra, IN Community, Tower, United, Lafayette and Founders loans

Acquired Loans

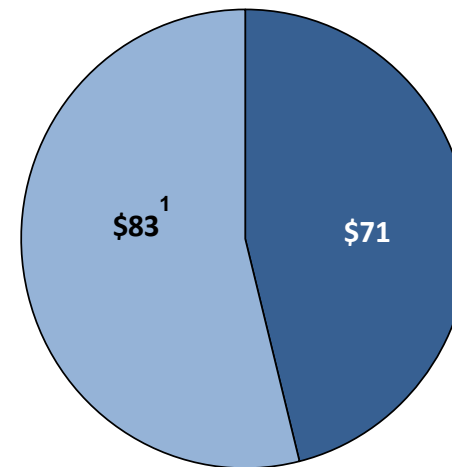
**Acquired Loans Before Discount
(excluding Integra loans)**



■ Non-PCI ■ PCI

PCI = Purchased Credit Impaired

Integra Loans Before Discount



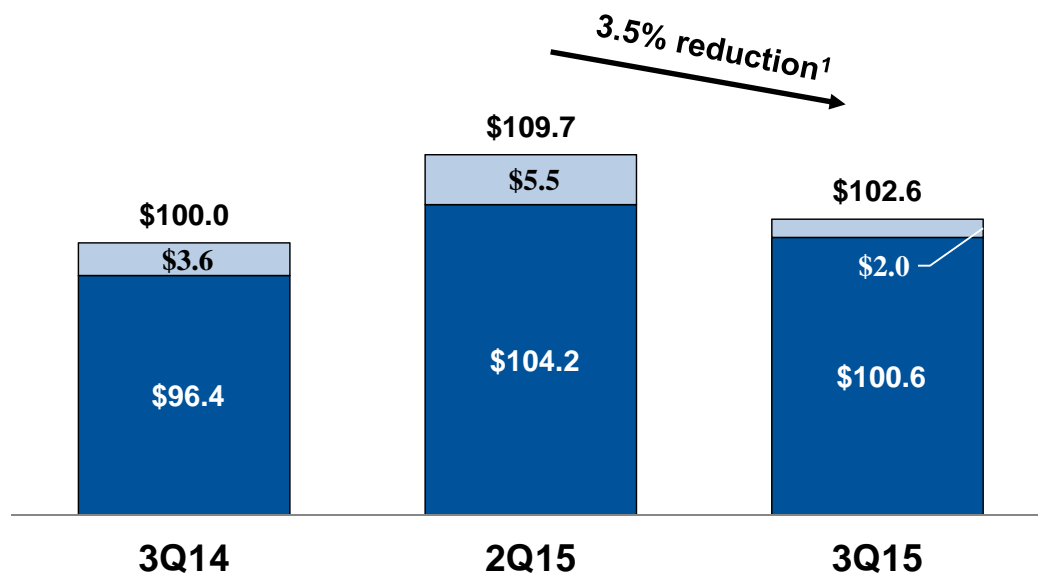
■ Non-PCI ■ PCI

Remaining Discount		
Non-PCI	5%	(\$68)
PCI	50%	(\$26)

Remaining Discount		
Non-PCI	4%	(\$3)
PCI	24%	(\$20)

¹\$14 million is considered nonaccrual

Noninterest Expense



- Merger/Integration Costs & Efficiency Program Charges
- Operational Expenses

- Closed on previously announced sale of 17 branches in 3Q15
- Adjusted 3Q15 efficiency ratio of 67.2%²
- Expect operational expenses to be in the mid \$90's in 4Q15
- FTE reduction of 245 from 3Q14 to 3Q15

\$ in millions

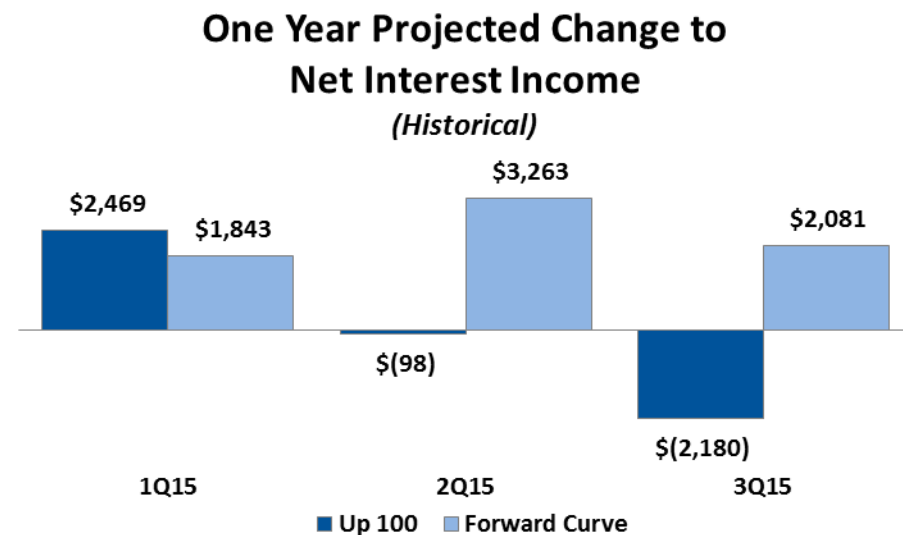
¹Operational expenses = total noninterest expense less merger/integration costs and efficiency program charges – includes ongoing operating costs associated with recent acquisitions

² Non-GAAP financial measure which Management believes is useful in evaluating the financial results of the Company – see Appendix for Non-GAAP reconciliation

- **Pending acquisition of 14 bank properties**
 - \$66.2 million purchase price
 - Anticipate reduction of \$.5 million to \$.6 million in net costs
 - Anticipate closing in 4Q15, subject to satisfactory appraisals
 - Assuming successful acquisition of all 14 properties, a net gain of approximately \$12 million in 4Q15

Modeled Interest Rate Sensitivity

- 22.2% of total non-interest bearing DDA are considered rate sensitive
- 41% of C&I and CRE loans repriced within one year
- 16% of loans have floors; less than 1% of these loans are currently below their floor rates
- Investment portfolio duration of 4.03 at 09/30/15, down from 4.23 at 06/30/15.



\$ in thousands

Change to Net Interest Income based on a one year time horizon

Refer to slide 28 for rate curves

Tangible Common Equity

		Shares	TBV/Share
Tangible Common Equity – 06/30/2015	\$827.3	115.2	7.18
Tangible Net Income	40.3		
Changes in OCI – Securities	8.9		
3Q15 Dividend	(13.8)		
3Q15 Share Repurchase	(9.7)		
Other	0.2		
Tangible Common Equity – 09/30/2015	\$853.2	114.5	7.45

- **694,000 shares of stock repurchased at an average price of \$13.89 during 3Q15**
- **306,000 shares remain available for repurchase under the current authorization**

Daryl Moore

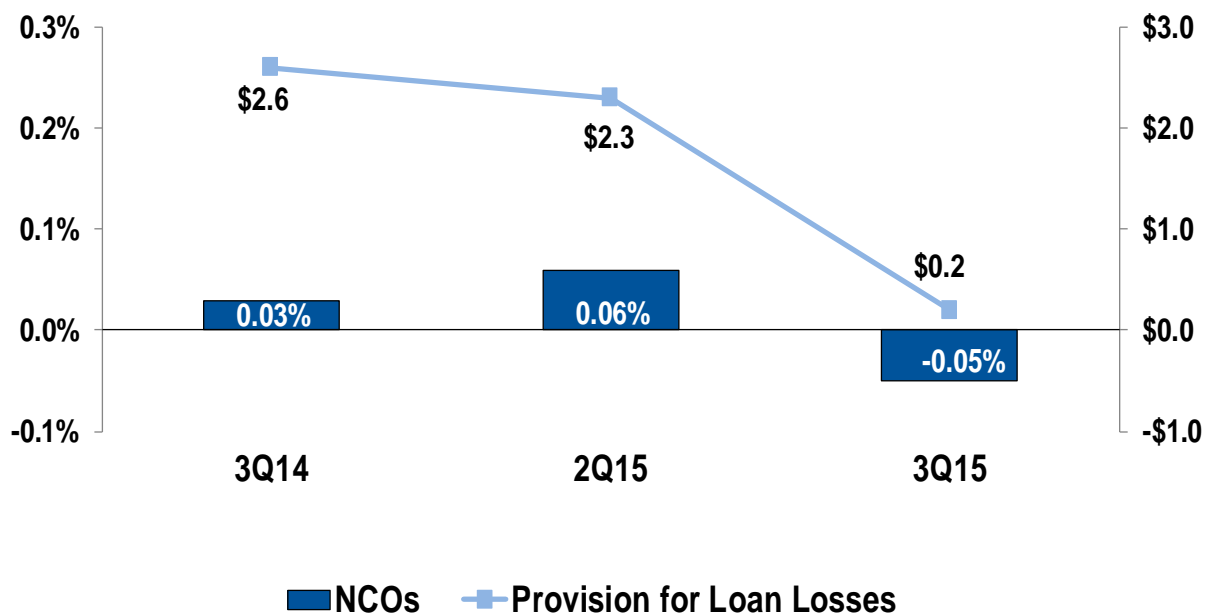
Chief Credit Officer



Net Charge-Offs / Provision

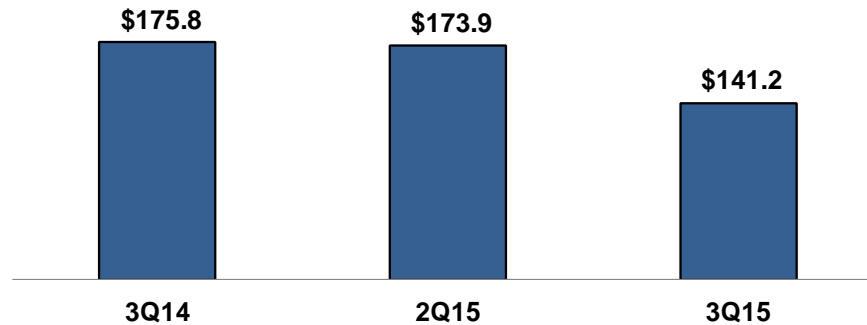


Net Charge-Offs / Provision

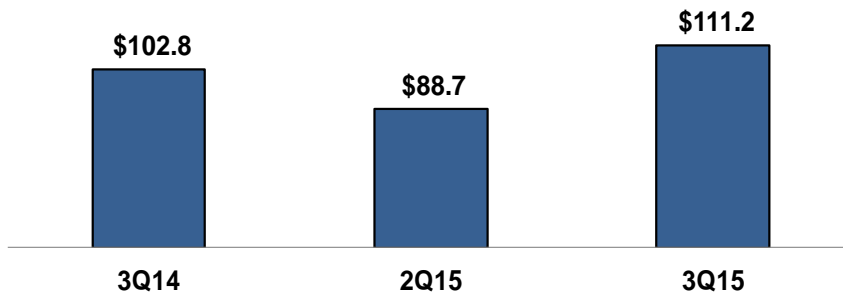


- YTD net recoveries of \$0.9 million & YTD provision expense of \$2.4 million

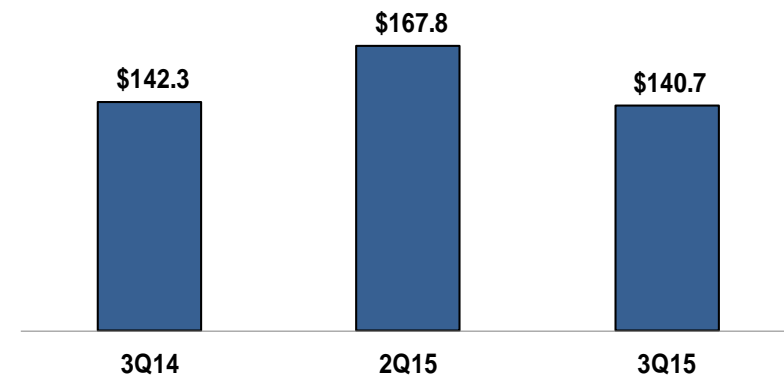
Special Mention Loans



Substandard Accruing Loans



Substandard Nonaccruing + Doubtful Loans



Bob Jones

Chief Executive Officer



- **Mirror, mirror**
 - Good quarter – executing on the basics
 - Economy – there is a disconnect
 - Competition – fierce
- **Looking through the windshield**
 - Foundation is strong
 - Executing the plan.....more of the same
 - Cause for optimism
 - See you at The Big House

Old National Bancorp

Thank You

Q&A

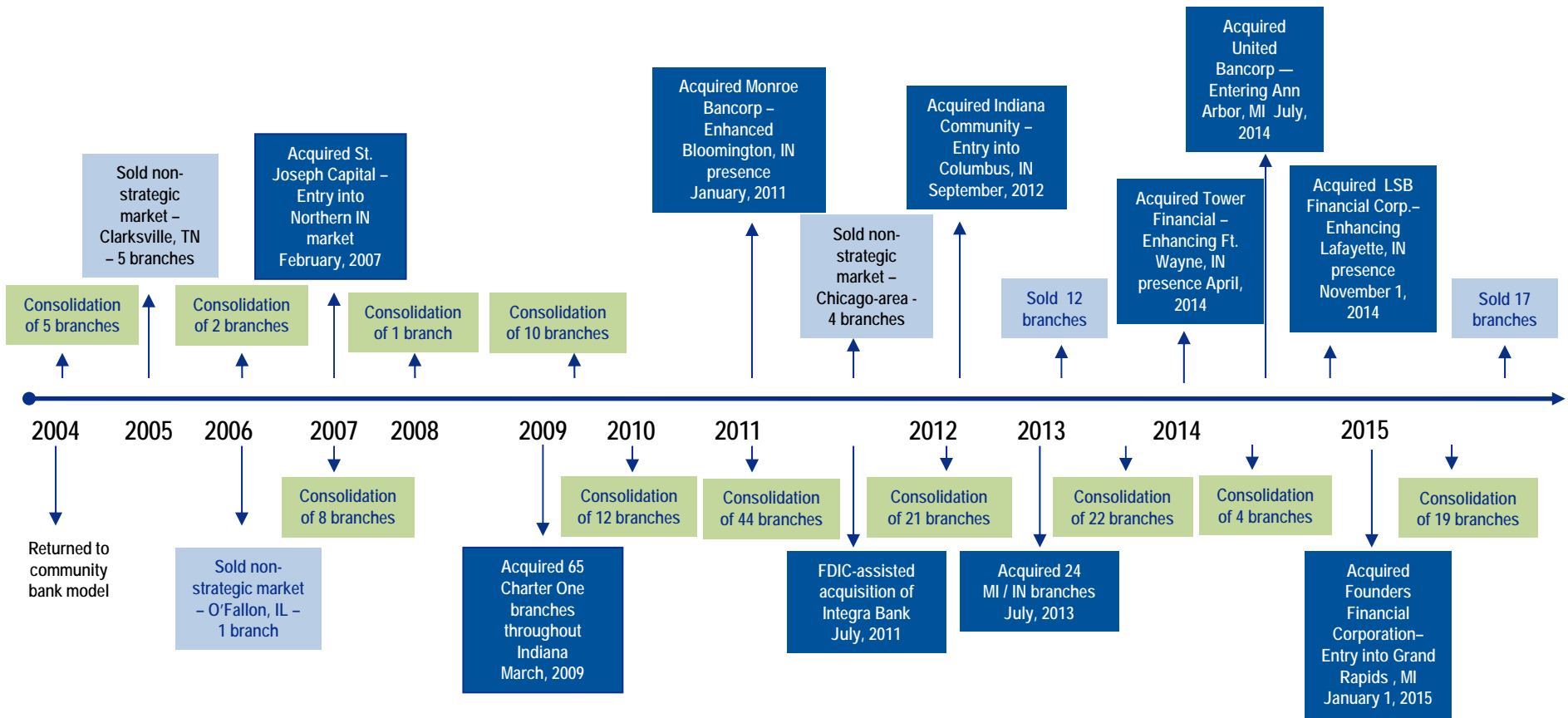


Old National Bancorp

Appendix



Transforming Old National's Landscape



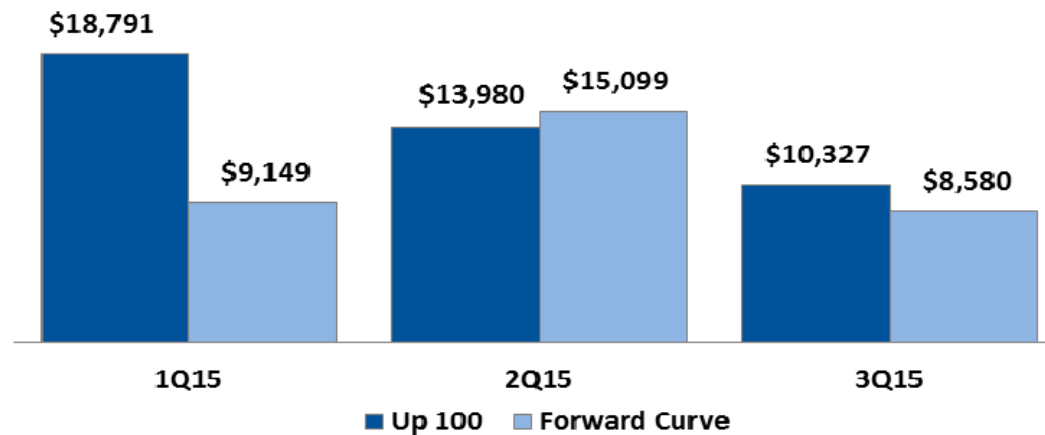
Acquired 209

Sold 39

Consolidated 148

Modeled Interest Rate Sensitivity

**Two Year Projected Change to
Net Interest Income**
(Historical)



\$ in thousands

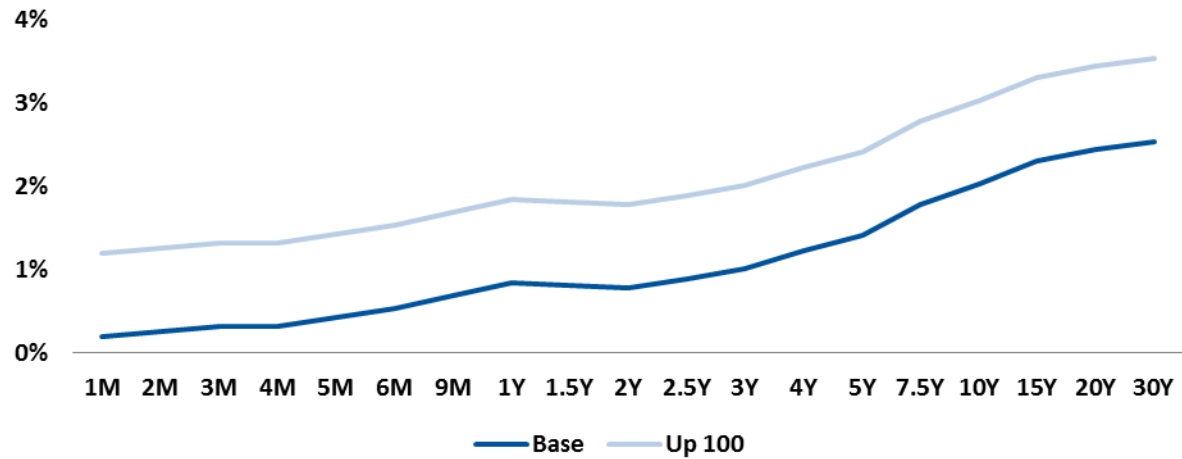
Change to Net Interest Income based on a two year time horizon

Refer to slide 28 for rate curves

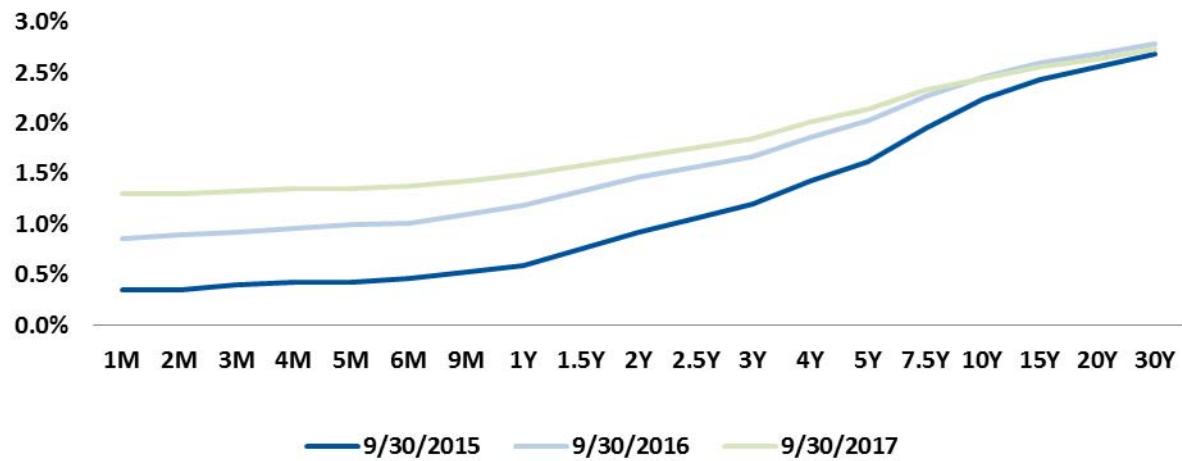
Interest Rate Curves



Up 100 vs. Base



Forward Curves



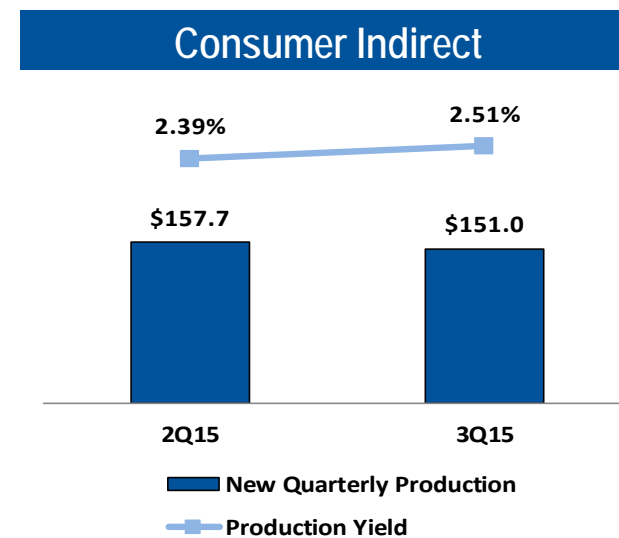
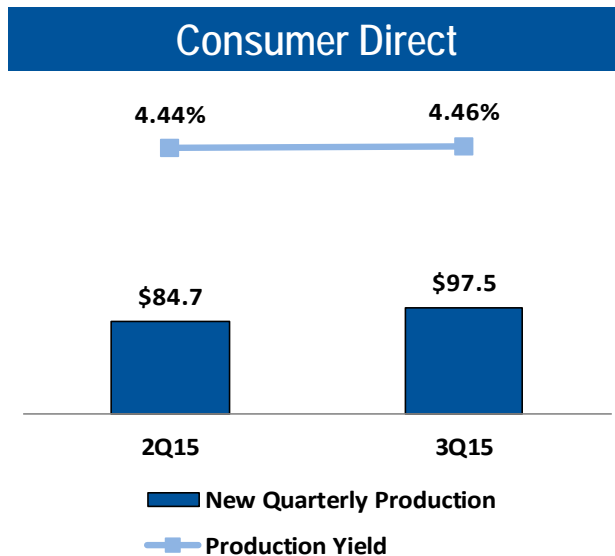
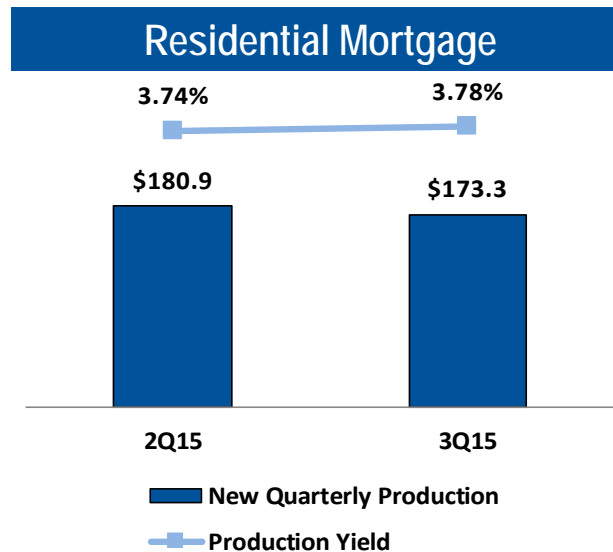
Investment Portfolio



\$ in thousands	Effective Duration Jun 30, 2015	Effective Duration Sept 30, 2015	Book Value Jun 30, 2015	Book Value Sept 30, 2015
Money Market Investments ¹	0.04	0.03	\$12,042	\$11,149
Treasuries	3.03	2.81	11,973	11,971
Agencies	3.01	2.56	844,474	786,376
Pools	2.06	2.07	464,159	418,255
CMOs	3.78	3.32	656,546	726,659
Municipals	7.13	6.84	1,045,096	1,072,576
Corporates	3.14	3.12	139,775	139,587
ABS	1.08	1.09	210,548	179,086
Totals	4.21	4.01	\$3,384,613	\$3,345,659

¹Money market investments includes balances in the Federal Reserve Bank Account

Loan Production & Yield Trends

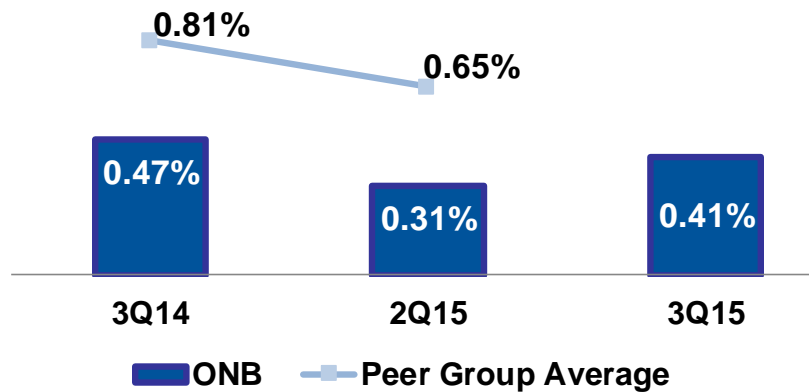


\$ in millions

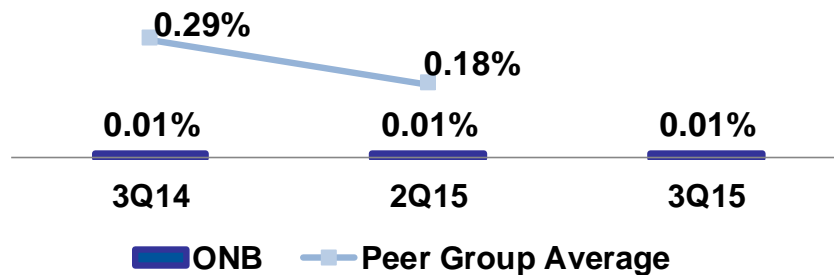
New quarterly production includes unfunded commitments – Yield is based on funded balances only

Credit Quality

30+ Day Delinquent Loans¹



90+ Day Delinquent Loans¹



¹As a % of end of period total loans
Peer Group data per SNL Financial
See Appendix for definition of Peer Group

Credit Quality – ALLL and Mark Summary

At September 30, 2015	ONB Legacy	Monroe	Integra	Indiana Community	Tower	United	Lafayette	Founders	Total
Allowance for Loan Losses (ALLL)	\$48.5	\$0.9	\$1.8	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$51.2
Loan Mark	N/A	\$5.0	\$22.9	\$18.2	\$14.9	\$25.6	\$15.8	\$14.2	\$116.6
Total ALLL/Mark	\$48.5	\$5.9	\$24.7	\$18.2	\$14.9	\$25.6	\$15.8	\$14.2	\$167.9
Pre-Mark Loan Balance	\$5,474.9	\$90.9	\$154.5	\$145.9	\$216.4	\$431.7	\$189.9	\$260.3	\$6,964.5
ALLL/Pre-Mark Loan Balance	0.89%	1.03%	1.15%	0.00%	0.00%	0.00%	0.00%	0.00%	0.74%
Mark/Pre-Mark Loan Balance	N/A	5.51%	14.84%	12.50%	6.87%	5.92%	8.33%	5.45%	1.67%
Combined ALLL & Mark/Pre-Mark Loan Balance ¹	0.89%	6.54%	16.00%	12.50%	6.87%	5.92%	8.33%	5.45%	2.41%

\$ in millions

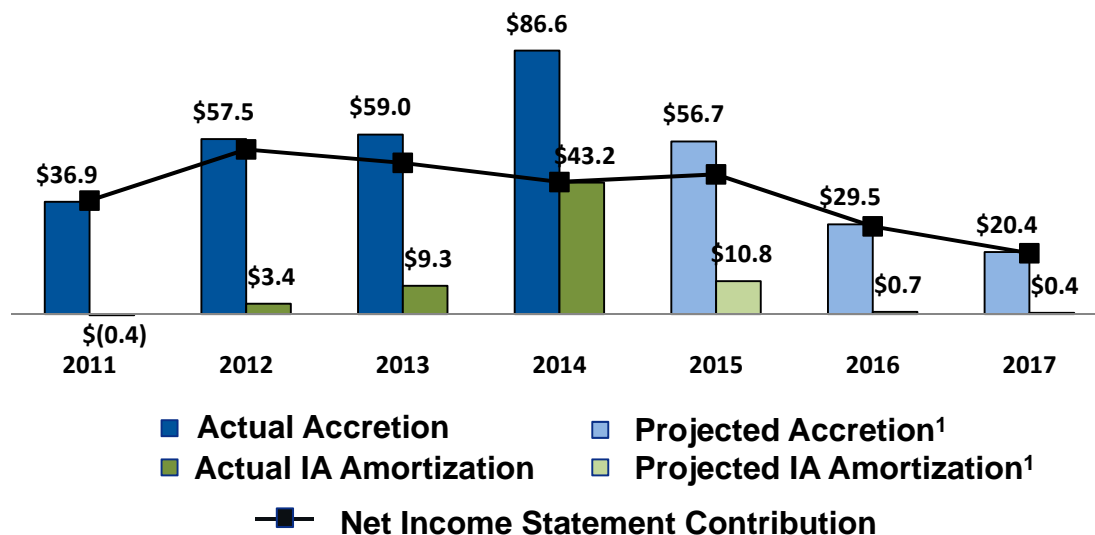
¹ Non-GAAP financial measure which Management believes useful to demonstrate that the remaining discount considers credit risk and should be included as part of total coverage N/A = not applicable

Projected Purchase Accounting Impact

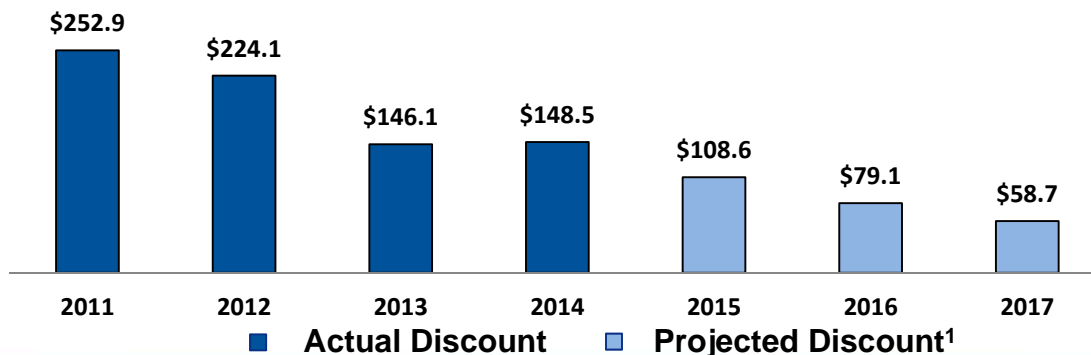


Manageable declines in purchase accounting impact expected in future periods

Projected Accretion Income



Projected Remaining Discount



\$ in millions

¹Projections assume no prepayments – updated quarterly – subject to change

IA = Indemnification Asset

Non-GAAP Reconciliations

end of period balances	3Q14	2Q15	3Q15
Total Shareholders' Equity	\$1,407.2	\$1,456.7	\$1,476.0
Deduct: Goodwill and Intangible Assets	(530.5)	(629.5)	(622.8)
Tangible Common Shareholders' Equity	\$876.7	\$827.3	\$853.2
Total Assets	\$11,179.8	\$12,075.8	\$11,915.2
Add: Trust Overdrafts	0.1	0.1	0.1
Deduct: Goodwill and Intangible Assets	(530.5)	(629.5)	(622.8)
Tangible Assets	\$10,649.4	\$11,446.4	\$11,292.5
Tangible Equity to Tangible Assets	8.23%	7.23%	7.56%
Tangible Common Equity to Tangible Assets	8.23%	7.23%	7.56%
Net Income	\$29.1	\$26.2	\$37.7
After-Tax Intangible Amortization	2.2	2.7	2.6
Tangible Net Income	\$31.3	\$28.8	\$40.3
ROTCE	14.29%	13.95%	18.88%

Non-GAAP Reconciliations

	3Q14	2Q15	3Q15
Pre-Tax Income (FTE Basis)	\$44.7	\$39.9	\$59.0
Acquisition/Divestiture Charges & Gain on Branch Sales	\$3.6	\$5.5	(\$13.4)
Adjusted Pre-tax income	\$48.3	\$45.4	\$45.6
Taxes	(\$16.8)	(\$15.6)	(\$16.2)
Adjusted Net Income	\$31.5	\$29.8	\$29.4
Average Diluted Shares	111.947	116.223	115.153
Adjusted EPS	\$0.28	\$0.25	\$0.26

end of period balances	3Q14	2Q15	3Q15
Total Shareholders' Equity	\$1,407.2	\$1,456.7	\$1,476.0
Deduct: Goodwill and Intangible Assets	(530.5)	(629.5)	(622.8)
Tangible Common Shareholders' Equity	\$876.7	\$827.3	\$853.2
Risk Weighted Assets	\$7,063.5	\$8,023.9	\$7,592.9
Tangible Common Equity to Risk Weighted Assets	12.41%	10.31%	11.24%

end of period balances	3Q14	4Q14	1Q15	2Q15	3Q15
Total Shareholders' Equity	\$1,407.2	\$1,465.8	\$1,483.3	\$1,456.7	\$1,476.0
Deduct: Goodwill and Intangible Assets	(530.5)	(569.5)	(631.6)	(629.5)	(622.8)
Tangible Common Shareholders' Equity	\$876.7	\$896.2	\$851.6	\$827.3	\$853.2
Common Shares Issued and Outstanding at Period End	113,984	116,847	116,983	115,205	114,523
Tangible Common Book Value	\$7.69	\$7.67	\$7.28	\$7.18	\$7.45

Non-GAAP Reconciliations

	3Q14	2Q15	3Q15
Net Interest Income (\$ in 000's)	\$108,367	\$92,097	\$97,104
Taxable Equivalent Adjustment	4,488	4,757	4,965
Net Interest Income – Taxable Equivalent	\$112,855	\$96,854	\$102,069
Average Earning Assets	\$9,444,853	\$10,325,938	\$10,364,691
Net Interest Margin	4.59%	3.57%	3.75%
Net Interest Margin – Fully Taxable Equivalent	4.78%	3.75%	3.94%

	3Q14	2Q15	3Q15
Net Interest Income (\$ in 000's)	\$108,367	\$92,097	\$97,104
Taxable Equivalent Adjustment	4,488	4,757	4,965
Net Interest Income – Taxable Equivalent	\$112,855	\$96,854	\$102,069
Less Accretion	34,367	15,562	20,645
Net Interest Income – Taxable Equivalent Less Accretion	\$78,488	\$81,292	\$81,424
Average Earning Assets	\$9,444,853	\$10,325,938	\$10,364,691
Core Net Interest Margin - Fully Taxable Equivalent	3.32%	3.15%	3.14%

Non-GAAP Reconciliations

Efficiency Ratio - As Reported	3Q15
Net Interest Income (FTE) (\$ in millions)	\$102.1
Noninterest Income	59.7
Less Security Gains	0.9
Revenue Less Security Gains	160.9
Noninterest Expense	102.6
Intangible Amortization	2.9
Noninterest Expense Less Intangible Amortization	99.7
Efficiency Ratio	61.97%
Efficiency Ratio Excluding Acquisition, Divestiture Charges & Net Gain on Branch Divestitures	3Q15
Net Interest Income (FTE) (\$ in millions)	\$102.1
Noninterest Income	59.7
Less Security Gains	0.9
Less Gain on Branch Sales	15.4
Revenue Less Security Gains	145.6
Noninterest Expense	102.6
Intangible Amortization	2.9
Acquisition Costs	0.2
Branch Divestitures	1.8
Noninterest Expense Less Intangible Amortization, Acquisition & Branch Divestiture Cost	97.8
Adjusted Efficiency Ratio	67.19%

Non-GAAP Reconciliations

	3Q15
Net Income	\$37.7
Acquisition/Divestiture Charges & Gain on Branch Sales (after tax)	(\$8.3)
Adjusted Net Income	\$29.4
Average Assets	\$11,927.8
Adjusted ROA	0.99%

	3Q15
Net Income	\$37.7
Acquisition/Divestiture Charges & Gain on Branch Sales (after tax)	(\$8.3)
Adjusted Net Income	\$29.4
Plus After-Tax Intangible Amortization	\$2.6
Tangible Net Income	\$32.0
Adjusted ROTCE	15.00%

Old National's Peer Group

Like-size, publicly-traded financial services companies, generally in the Midwest, serving comparable demographics with comparable services as ONB

Associated Banc-Corporation	ASB	IberiaBank Corporation	IBKC
BancFirst Corporation	BANF	MB Financial Inc.	MBFI
BancorpSouth, Inc.	BXS	National Penn Bancshares Inc.	NPBC
Bank of Hawaii Corporation	BOH	Park National Corporation	PRK
Chemical Financial Corporation	CHFC	PrivateBancorp, Inc.	PVTB
Commerce Bancshares, Inc.	CBSH	Prosperity Bancshares Inc.	PB
Cullen/Frost Bankers, Inc.	CFR	Renasant Corporation	RNST
F.N.B. Corporation	FNB	South State Corporation	SSB
First Commonwealth Financial Corporation	FCF	TCF Financial Corporation	TCB
First Finanacial Bancorp.	FFBC	TFS Financial Corporation	TFSL
First Merchants Corporation	FRME	Trustmark Corporation	TRMK
First Midwest Bancorp Inc.	FMBI	UMB Financial Corporation	UMBF
FirstMerit Corporation	FMER	United Bankshares Inc.	UBSI
Flagstar Bancorp Inc.	FBC	Valley National Bancorp	VLY
Fulton Financial Corporation	FULT	WesBanco Inc.	WSBC
Home Bancshares, Inc.	HOMB	Wintrust Financial Corporation	WTFC

Old National Investor Relations Contact



Additional information can be found on the
Investor Relations web pages at

www.oldnational.com



Investor Inquiries:

Lynell J. Walton, CPA

SVP – Director of Investor Relations

812-464-1366

lynell.walton@oldnational.com