

## **Old National Bancorp Code of Ethics for CEO and Senior Financial Officers**

### **GENERAL PHILOSOPHY**

The honesty, integrity and sound judgment of senior financial and executive officers is fundamental to the reputation and success of Old National Bancorp (“Old National”). While all associates, officers, and directors are required to adhere to the Old National Bancorp Code of Business Conduct and Ethics, the professional and ethical conduct of the CEO and all senior financial officers is essential to the proper function and success of Old National as a leading financial services provider.

### **SENIOR FINANCIAL AND EXECUTIVE OFFICER CODE OF ETHICS**

The Company has adopted a comprehensive Code of Business Conduct and Ethics applicable to all directors and associates of the Company. The CEO and all senior financial officers are bound by the comprehensive provisions set forth within the Code of Business Conduct and Ethics relating to ethical conduct, conflicts of interest and compliance with law. In addition to the broad and comprehensive codes of ethical conduct set forth in the Company’s Code of Business Conduct and Ethics, the CEO and senior financial officers shall be subject to the following additional specific policies:

1. The CEO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the SEC and other regulators and other public communications made by the Company. Accordingly, it is the responsibility of the CEO and senior financial officer to promptly bring to the attention of the Disclosure Committee any material information of which he or she may become aware that could affect the disclosures made by the Company in its public filings; or otherwise assist the Disclosure Committee in fulfilling its responsibilities as specified in the Old National Bancorp Quarterly and Annual Disclosure Controls and Financial Review Procedures.
2. With regard to any material report or other document not contemplated by paragraph (1) above and with respect to other public communications by the Company containing disclosure regarding the business, operations, securities or financial condition or results of the Company (as distinct from public communications directed to clients or prospective clients or otherwise in the ordinary course of the Company’s marketing, sales, promotional or similar activities relating to products and services offered, and related activities conducted, by the Company), the Disclosure Committee, or a designee thereof, shall be responsible for reviewing such report or document prior to its submissions and shall be responsible for the disclosure therein being full, fair, accurate, timely and understandable.
3. The CEO and all senior financial officers shall promptly bring to the attention of the Disclosure Committee and the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize

and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.

4. The CEO and all senior financial officers shall promptly bring to the attention of the General Counsel or the CEO and to the Audit Committee any information he or she may have concerning any violation of the Company's Code of Business Conduct and Ethics, including any actual or apparent conflicts of interest between personal and professional relationships, including any management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
5. The CEO and all senior financial officers shall promptly bring to the attention of the General Counsel or the CEO and to the Audit Committee any information he or she may have concerning evidence of a material violation of the securities, banking laws and other rules and regulations of federal, state and local governments by the Company or any agent thereof or of a violation of the Code of Business Conduct and Ethics or of these additional procedures.

The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code of Business Conduct and Ethics or of these additional procedures by the CEO and the Company's senior financial officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Business Conduct and Ethics and to these additional procedures, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and termination of the individual's employment. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

The CEO and all senior financial officers are expected to adhere to both the Old National Code of Business Conduct and Ethics and the Senior Financial and Executive Officer Code of Ethics at all times. The board of directors shall have the sole and absolute discretionary authority to approve any deviation or waiver from the Code of Ethics for Senior Financial and Executive Officers. Any waiver and the grounds for such waiver for a senior financial and executive officer shall be promptly disclosed through a filing with the Securities and Exchange Commission on Form 8-K. Additionally, any change of this Code of Ethics for CEO and Senior Financial Officers shall be promptly disclosed to shareholders.

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Please indicate that you have received, read and will abide by this Code of Ethics by signing your name and dating the attached acknowledgment and returning it promptly to the Chief Legal Counsel of the Company.

**ACKNOWLEDGMENT**

I certify that I have received and read and that I will abide by the Code of Ethics for CEO and Senior Financial Officers distributed to me on \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print your name

\_\_\_\_\_  
Date