

OLD NATIONAL BANCORP FINANCE AND CORPORATE DEVELOPMENT COMMITTEE CHARTER

Purpose

The Finance and Corporate Development Committee (the "Committee") is appointed by the Board of Directors of Old National Bancorp (the "Company") to: (i) assist the Board in reviewing management's proposed financial forecasts, goals and budgets; (ii) provide financial advice to management; (iii) make appropriate recommendations to the Board of Directors with respect to the Company's financial goals and budgets; and (iv) assist the Board in fulfilling its responsibilities to oversee the strategic management of the Company with mergers and acquisitions and disposition opportunities.

Committee Membership

The Committee shall consist of no fewer than three non-management members. The members of the Committee shall be appointed by the Board on the recommendation of the Corporate Governance & Nominating Committee, and they are not required to be independent. Committee members may be replaced by the Board.

Committee Authority and Responsibilities

The Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

1. The Committee shall meet and receive information from the Chief Financial Officer and other members of management, on a quarterly basis, or as it deems appropriate, on items relating to the Company's financial goals, forecasting and budgeting.
2. The Committee shall review and make recommendations to the Board of Directors regarding the Company's long-term financial plan for the Company.
3. The Committee shall annually review and recommend an operating budget and capital budget consistent with the long-term financial plan and financial policies.
4. The Committee shall monitor the financial performance of the organization as a whole against approved budgets, long-term trends and industry benchmarks.
5. The Committee may form and delegate authority to subcommittees when appropriate.
6. The Committee shall coordinate with other board-level and management-level committees, as appropriate, concerning financial forecasting and budgeting issues within the other committees' respective areas of responsibility.
7. The Committee shall review corporate development opportunities with the Company's management and recommend strategic opportunities to the Company's Board, as appropriate.
8. The Committee shall have authority to approve (subject to parameters established by the Board of Directors) the issuance of non-binding proposals and the conduct of due diligence by the Company.
9. The Committee shall have authority to retain and terminate strategic advisors to the Company and Committee, including sole authority to approve such advisor's fees and other retention terms.

10. The Committee shall have full access to the Company's Business Development group and other Company executives as necessary to carry out its responsibilities.
11. The Committee shall make regular periodic reports to the Board of Directors summarizing the matters reviewed and actions taken at each Committee meeting.
12. The Committee shall perform any other duties or responsibilities expressly delegated to the Committee from the Board of Directors from time to time.
13. The Committee shall review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Corporate Governance & Nominating Committee for approval.
14. The Committee shall annually review its own performance and present its evaluation findings to the Board of Directors.

Adopted 1/2013