



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Committee Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Old National Bancorp (the “Company”) is to assist the Board in promoting the best interests of the Company and its shareholders through the implementation of sound corporate governance principles and practices. The Committee will accomplish this by, among other things, (i) identifying and recommending individuals to the Board for nomination, election or appointment as members of the Board and its committees; (ii) reviewing the qualifications and independence of the members of the Board and its committees; (iii) recommending to the Board a director to serve as the Chairperson of the Board and, when applicable, a director to serve as the Lead Independent Director of the Board; (iv) developing a set of corporate governance principles (the “Corporate Governance Guidelines”) applicable to the Company and standards relating to independence of directors consistent with the requirements of the NASDAQ Stock Market (“NASDAQ”) and the Securities and Exchange Commission (“SEC”) and other legal or regulatory requirements; (v) monitoring the Board’s and the Company’s adherence to sound corporate governance practices in compliance with any NASDAQ, SEC or other legal or regulatory requirements; (vi) overseeing the annual self-assessment process of the Board and its committees; and (vii) considering other corporate governance matters generally.

Committee Membership

The Committee shall consist of at least three (3) members of the Board, each of whom the Board has determined to be independent under applicable NASDAQ rules.

The members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee and shall serve at the pleasure of the Board for such term or terms as the Board may determine.

A Committee member may resign from the Committee (without resigning as a director) at any time by giving written notice to the Board, but a Committee member shall automatically cease to be a member of the Committee upon ceasing to be either a member of the Board or independent as defined above.

Committee Structure and Operations

The Board shall designate one member of the Committee to serve as the chairperson and one member to serve as the vice chairperson. The Committee is governed by the same rules regarding meetings (including meetings by telephone or video conference calls or similar means of remote communication), quorum, action without meetings, notice, waiver of notice and voting requirements as are applicable to the Board.

Any communications between the Committee and counsel in the course of obtaining legal advice will be considered attorney-client privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Meetings

The Committee shall meet in person or by means of virtual communication at least four (4) times each year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent in lieu of a meeting, when deemed necessary or desirable by the Committee or its chairperson.

The Committee shall meet privately in executive session as needed, but at least annually. The Committee shall meet periodically with management to discuss matters warranting Committee attention and may request any director, officer or employee of the Company, the Company's outside counsel, the Company's independent auditors or any other person to attend a meeting of the Committee or to meet with any members of the Committee.

The Committee shall document and maintain records of its proceedings, including maintaining minutes of each Committee meeting, and shall provide reports to the Board of material items discussed at Committee meetings.

Committee Duties and Responsibilities

The Committee shall have and carry out the following duties and responsibilities:

1. Establish criteria and processes for the selection of members of the Board. Identify individuals qualified to become members of the Board and recommend nominees to the Board to stand for election as directors at the annual meeting of shareholders or, if applicable, a special meeting of shareholders. In the case of any vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or election by shareholders.
2. Review periodically the qualifications of the members of the Board and its committees and make recommendations, as needed, to the Board relating to any changes in the size or membership of the Board and its committees or any changes to committee structure or functions.
3. Recommend annually to the Board the members, chairperson and vice chairperson for each committee.
4. Establish and periodically review the independence standards for members of the Board consistent with NASDAQ, SEC and other the applicable corporate governance requirements. The Committee shall assess, and report to the Board, at least annually on the independence of the Company's Board members.
5. Recommend to the Board the appointment of a director to serve as the Chairperson of the Board and, when applicable, the appointment of a director to serve as the Lead Independent Director of the Board, and annually review the duties and responsibilities of the Lead Independent Director.
6. Oversee the annual self-assessment process of the Board and its committees.

7. Confirm that the charter of each standing committee of the Board is reviewed at least annually by the applicable committee.
8. Review, and make a recommendation annually to the Board, relating to the compensation of non-employee directors of the Company.
9. Oversee the annual performance evaluation of the Chief Executive Officer of the Company (“CEO”).
10. Oversee the succession planning process for the CEO and make any recommendations to the Board with respect to candidates for that office.
11. Review annually the Company’s stock ownership guidelines for members of the Board, the CEO and other members of senior management.
12. Periodically review and assess the Code of Business Conduct and Ethics and the Corporate Governance Guidelines of the Company and recommend any changes, as needed, to the Code and the Guidelines to the Board.
13. Confirm that management annually issues a community action report of the Company.
14. Consider, in accordance with the Corporate Governance Guidelines, any resignation, change in principal occupation or new board position of a director.
15. Assist the Chairperson of the Board relating to the Company’s director orientation and education programs.
16. Review any shareholder proposals submitted to the Company and recommend appropriate action to the Board.
17. Review any proposed amendments to the Company’s Articles of Incorporation and By-Laws and recommend appropriate action to the Board.
18. Review and assess the Company’s compliance generally with the corporate governance requirements of NASDAQ, the SEC and applicable laws or regulations.
19. Consider any questions of possible conflicts of interest for members of the Board and senior management of the Company.
20. Review all related party transactions required to be disclosed under applicable SEC requirements.
21. Discuss periodically with management corporate governance matters of proxy advisory firms, the Company’s institutional shareholders and other stakeholders.
22. Discuss periodically with management the Company’s shareholder engagement activities.
23. Review a report from management annually relating to government relations activities of the Company.

24. Review reports from management relating to the Company’s accomplishments for commitments to communities and team members for the prior year and the Company’s priorities relating to commitments to communities and team members for the current year.
25. Review reports from management relating to Company-wide volunteerism.
26. Review reports from management relating to the Company’s foundation and charitable giving.
27. Review reports from management relating to client satisfaction surveys and other matters related to client experience.
28. Perform an annual self-assessment of the Committee and present the evaluation results to the Board.
29. Review and assess annually this Charter and recommend any proposed changes to the Board.
30. Perform any other duties or responsibilities consistent with this Charter as the Committee deems necessary or appropriate, or as may be expressly delegated to the Committee by the Board from time to time.

Delegation

The Committee may, in its discretion, delegate certain of its duties and responsibilities to a subcommittee of the Committee or to another committee of the Board. The Committee shall receive reports or communications from those bodies to whom delegation was made, as deemed appropriate.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain and approve the fees and other retention terms of any consultants, legal counsel, accountants or other advisors, as it deems appropriate, without seeking approval of the Board or management.

The Committee shall be provided with appropriate funding, as determined by the Committee, for payment of compensation to the Committee’s advisors, as well as ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

In performing its duties and responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by officers or employees of the Company, advisors to the Committee and other persons whom the Committee members reasonably believe to be reliable and competent in the matters presented.

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Approved By	Date of Last Approved
Nominating and Corporate Governance Committee	February 17, 2026
Board of Directors	February 18, 2026