

## Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

### Part I Reporting Issuer

1 Issuer's name  Old National Bancorp		2 Issuer's employer identification number (EIN)  35-1539838	
3 Name of contact for additional information  Old National Investor Relations	4 Telephone No. of contact  812-464-1366	5 Email address of contact  investor.relations@oldnational.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  P.O. Box 718 Attn: Tax Department ONP-007B		7 City, town, or post office, state, and ZIP code of contact  Evansville, IN 47705-0718	
8 Date of action  May 1, 2025		9 Classification and description  See Attachment	
10 CUSIP number  680033107	11 Serial number(s)  N/A	12 Ticker symbol  ONB	13 Account number(s)  N/A

### Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

- 14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► On May 1, 2025, Bremer Financial Corporation, a Minnesota corporation, merged with and into Old National Bancorp.
- 15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► See Attachment
- 16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► Refer to the description of the basis calculation in Part II, Box 15 above (see attachment). The May 1 closing price of ONB common stock was \$20.67 per share.

**Part II** Organizational Action (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►

Old National Bancorp and Bremer Financial Corporation ("Bremer") have structured the merger to qualify as a reorganization within the meaning of Section 368(a)(1) of the Internal revenue Code of 1986, as amended. Relevant Internal Revenue Code provisions include sections 354, 356, 358 and 1001.

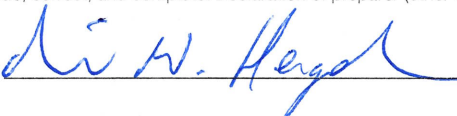
**18** Can any resulting loss be recognized? ► See Attachment

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ►

The transaction was consummated on May 1, 2025. Consequently, the reportable tax year of the Bremer shareholders for reporting the tax effect of the share exchange is the tax year that includes May 1, 2025. That is the 2025 calendar year for those shareholders who report taxable income on the basis of the calendar year. Any information disclosed in this information return should not be considered, used or relied upon as tax advice on the tax treatment of the transaction, and each shareholder should consult their tax advisor as to the resulting tax consequences of the transaction.

**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ► 

Date ► June 11, 2025

Print your name ► David W. Hengesh

Title ► Sr Vice President and Sr Director, Tax

**Paid Preparer Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

**Old National Bancorp**  
**35-1539838**  
**Attachment to Form 8937**

**REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES**

**Form 8937 Part I, Box 9:**

Common Stock of Old National Bancorp ("ONB") issued in exchange for the outstanding common stock of Bremer Financial Corporation. ("Bremer") as a result of the merger of Bremer with and into ONB on May 1, 2025.

**Form 8937 – Report of Organizational Actions Affecting Basis of Securities, Part II, Line 15:**

As a result of the foregoing merger transaction, Bremer merged with and into Old National Bancorp ("ONB"). Under terms of the merger agreement, Bremer shareholders were given 4.182 shares of ONB common stock and \$26.22 in cash per each share of Bremer stock.

The merger transaction qualifies as a "Reorganization" within the meaning of Section 368(a)(1) of the IRS Code. Under Section 368, the shareholder's aggregate tax basis in ONB common stock received pursuant to the transaction will equal the aggregate tax basis in the original Bremer common stock surrendered in the transaction, decreased by the amount of cash received, and increased by the amount of gain, if any, recognized.

**Form 8937 – Report of Organizational Actions Affecting Basis of Securities, Part II, Line 18:**

Each share of Bremer common stock shall be exchanged for 4.182 shares of ONB common stock and \$26.22 in cash. Generally, any resulting gain is recognized only to the extent of the cash received and no loss will be recognized by Bremer shareholders with respect to the exchange of Bremer common stock for the shares of ONB common stock in the transaction.