

**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, Mailstop ONP-007B		7 City, town, or post office, state, and ZIP code of contact Evansville, IN 47705-0718	
8 Date of action April 1, 2024		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 April 1, 2024, CapStar Financial Holdings, Inc., a Tennessee 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 April 1, 2024, closing price of ONB common stock was \$16.65 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 CapStar Financial Holdings, Inc. ("CapStar") 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.

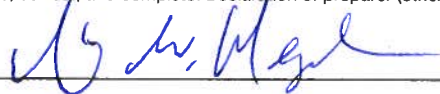
18 Can any resulting loss be recognized? ► See Attachment

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ►
The transaction was consummated on April 1, 2024. Consequently, the reportable tax year of the CapStar shareholders for reporting the tax effect of the share exchange is the tax year that includes April 1, 2024. That is the 2024 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.

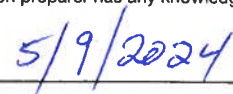
Sign
Here

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 ►



Print your name ► David W. Hengesh

Title ► SVP, 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.

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 CapStar Financial Holdings, Inc. (“CapStar”) as a result of the merger of CapStar with and into ONB on April 1, 2024.

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

As a result of the foregoing merger transaction, CapStar merged with and into Old National Bancorp (“ONB”). Under terms of the merger agreement, CapStar shareholders were given 1.155 shares of ONB common stock per share of CapStar 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 CapStar 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 CapStar common stock shall be exchanged for 1.155 shares of ONB common stock. Generally, no gain or loss will be recognized by CapStar shareholders with respect to the exchange of CapStar common stock for the shares of ONB common stock in the transaction.