



EXECUTIVE COMMITTEE CHARTER

Committee Purpose

The purpose of the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of Old National Bancorp (the “Company”) is to assist the Board in: (i) reviewing the annual operating plan and budget and the multi-year strategic plan of the Company; (ii) reviewing and monitoring the financial and stock performance of the Company; (iii) approving the Company’s capital plan and dividends on its outstanding securities; (iv) reviewing corporate development opportunities; and (v) providing guidance to management relating to the strategic direction of the Company and other corporate or operational matters.

Committee Membership

The Committee shall consist of at least three (3) members of the Board, a majority of whom the Board has determined to be independent under the rules of the NASDAQ Stock Market (“NASDAQ”).

The members of the Committee (including vacancies on 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 a member of the Board.

Committee Structure and Operations

The Board shall designate one member of the Committee as the 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 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 remote 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 regular reports of its meetings to the Board.

Committee Duties and Responsibilities

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

1. Review and recommend to the Board the annual operating plan and budget and the multi-year strategic plan of the Company.
2. Review and monitor the financial performance of the Company, including the Company's performance against the annual operating plan and budget and its multi-year strategic plan.
3. Review reports from management relating to the stock performance of the Company.
4. Review reports from management relating to the Company's lines of business, operational and corporate support areas and other matters pertaining to the Company's business, strategy or prospects.
5. Review and recommend to the Board (i) the Company's capital policy and plan, and (ii) material capital actions of the Company, including, but not limited to, dividends on the Company's common and preferred stock and any share repurchase program of the Company.
6. Review and discuss with management corporate development and other acquisition opportunities.
7. Receive periodic updates from management relating to the status of integration activities for any ongoing merger and acquisition transactions of the Company.
8. Provide guidance to management relating to the strategic direction of the Company and other corporate or operational matters.
9. Provide regular reports to the Board relating to material items discussed at Committee meetings.
10. Perform an annual self-assessment of the Committee and present the evaluation results to the Board.
11. Review and assess annually this Charter and recommend any proposed changes to the Board.
12. 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
Executive Committee	February 8, 2024
Board of Directors	February 21, 2024