

Old National Bancorp
Code of Ethics for CEO and Senior Financial Officers

GENERAL PHILOSOPHY

The honesty, integrity, and sound judgement of senior financial and executive officers is fundamental to the reputation and success of Old National Bancorp (the “Company”). While all team members, officers, and directors are required to adhere to the Company’s Code of Business Conduct and Ethics, the professional and ethical conduct of the CEO and all senior financial officers is essential to the proper function and success of the Company as a leading financial services provider.

CODE OF ETHICS FOR CEO AND SENIOR FINANCIAL OFFICERS

The Company has adopted a comprehensive Code of Business Conduct and Ethics applicable to all directors and team members of the Company. The CEO and all senior financial officers are bound by the comprehensive provisions set forth within the Code of Business Conduct and Ethics relating to, among other items, ethical conduct, conflicts of interest and compliance with law. In addition to the broad and comprehensive codes of ethical conduct set forth in the Company’s Code of Business Conduct and Ethics, the CEO and senior financial officers shall be subject to the following additional specific policies:

1. The CEO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the Securities and Exchange Commission (“SEC”) and other regulators and other public communications made by the Company. Accordingly, it is the responsibility of the CEO and senior financial officer to promptly bring to the attention of management’s Disclosure Committee any material information of which he or she may become aware that could affect the disclosures made by the Company in its public filings; or otherwise assist the Disclosure Committee in fulfilling its responsibilities as specified in the Company’s Quarterly and Annual Disclosure Controls and Financial Review Procedures.
2. With regard to any material report or other document not contemplated by paragraph (1) above and with respect to other public communications by the Company containing disclosure regarding the business, operations, securities or financial condition or results of the Company (as distinct from public communications by the Company directed to clients or prospective clients or otherwise in the ordinary course of the Company’s marketing, sales, promotional or similar activities relating to products and services offered, and related activities conducted by the Company), the Disclosure Committee or a designee thereof, shall be responsible for reviewing such report or document prior to its submissions and shall be responsible for the disclosure therein being full, fair, accurate, timely and understandable.
3. The CEO and all senior financial officers shall promptly bring to the attention of the Disclosure Committee and the Audit Committee of the Board of Directors any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s financial reporting, disclosures, or internal controls.
4. The CEO and all senior financial officers shall promptly bring to the attention of the Chief Legal Officer and the CEO and to the Audit Committee any information he or she may have concerning any violation of the Company’s Code of Business Conduct and Ethics or this Code of Ethics, including any actual or apparent conflicts of interest between personal and professional relationships, including any management or other employees who have a significant role in the Company’s financial reporting, disclosures, or internal controls.

5. The CEO and all senior financial officers shall promptly bring to the attention of the Chief Legal Officer and the CEO and to the Audit Committee any information he or she may have concerning evidence of a material violation of the securities, banking laws and other rules and regulations of federal, state, and local governments by the Company or any agent thereof or of a violation of the Code of Business Conduct and Ethics or this Code of Ethics.

Nothing in this Code of Ethics prohibits or limits the CEO or any senior financial officer from communicating with any governmental agency or regulatory authority regarding conduct that he or she believes to be an actual or potential violation of law, and he or she is not required to advise or seek permission from the Company before making any such communication.

The Board of Directors shall determine or designate appropriate persons to determine appropriate actions to be taken in the event of violations of the Code of Business Conduct and Ethics or this Code of Ethics by the CEO or the Company's senior financial officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Business Conduct and Ethics and this Code of Ethics, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board or demotion or re-assignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and termination of the individual's employment. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as the proper course of action and whether or not the individual in question had committed other violations in the past.

The CEO and all senior financial officers are expected to adhere at all times to both the Company's Code of Business Conduct and Ethics and this Code of Ethics. The Board of Directors shall have the sole and absolute discretionary authority to approve any deviation or waiver from this Code of Ethics. Any waiver and the grounds for such a waiver for the CEO or any senior financial officer, as well as any amendment to this Code of Ethics, shall be promptly disclosed through a filing with the SEC or through disclosure on the Company's website, in accordance with the requirements of Form 8-K.

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Please indicate that you have received, read, and will abide by this Code of Ethics by signing your name and dating the acknowledgement and returning it promptly to the Chief Legal Officer of the Company.

ACKNOWLEDGEMENT

I certify that I have received and read and that I will abide by the Code of Ethics for CEO and Senior Financial Officers distributed to me on _____, 202_.

Signature

Print your name

Date