

**RESOLUTIONS OF THE  
BOARD OF DIRECTORS OF  
OLD NATIONAL BANCORP**

WHEREAS Old National Bancorp (the "Corporation") maintains the Old National Bancorp Employee Stock Ownership and Savings Plan (As Amended and Restated Generally Effective as of January 1, 2014) (the "Plan") for the benefit of its employees; and

WHEREAS, the Board has determined, in its best business judgment, that the Plan should be amended to provide the following: (i) participants in the Plan must make an affirmative election by April 1 of each plan year to opt out of automatic compensation deferrals; and (ii) the maximum automatic escalation of automatic compensation deferrals will be ten percent; and

WHEREAS, pursuant to Section 12.1 of the Plan, the Corporation has reserved the right to amend the Plan by action of its Board of Directors (the "Board"); and

WHEREAS, counsel has prepared, and the appropriate officers of the Corporation have reviewed, for approval and adoption by the Board, the First Amendment of the Plan to give effect to and to carry out the intent of the foregoing recitals;

NOW, THEREFORE BE IT RESOLVED, that the First Amendment of the Plan, substantially in the form attached hereto as Exhibit A, be, and it hereby is, in all respects approved and adopted, generally effective as of January 1, 2016; and

RESOLVED, FURTHER, that the appropriate officers of the Corporation be and they hereby are authorized and empowered, for and on behalf of the Corporation, to take any and all of the following actions:

- (a) To execute and deliver the First Amendment to the Plan; and
- (b) To execute, deliver and file such documents, certificates and other writings and to take such additional actions which, in the discretion of such officers, may be necessary or appropriate to carry out the intent and purpose of this and the foregoing resolutions.

**OLD NATIONAL BANCORP**

By:   
Jeffrey L. Knight, Corporate Secretary

**FIRST AMENDMENT OF THE  
OLD NATIONAL BANCORP  
EMPLOYEE STOCK OWNERSHIP AND SAVINGS PLAN**

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**(As Amended and Restated Generally Effective as of January 1, 2014)**

WHEREAS, Old National Bancorp (the "Corporation") maintains the Old National Bancorp Employee Stock Ownership and Savings Plan (As Amended and Restated Generally Effective as of January 1, 2014) (the "Plan"); and

WHEREAS, the Corporation wishes to amend the Plan to provide the following: (i) participants in the Plan must make an affirmative election by April 1 of each plan year to opt out of automatic compensation deferrals; and (ii) the maximum automatic escalation of automatic compensation deferrals will be ten percent; and

WHEREAS, pursuant to the authority contained in Section 12.1 of the Plan, the Corporation has reserved the right to amend the Plan;

NOW, THEREFORE, pursuant to the power reserved to the Corporation under Section 12.1 of the Plan, the Plan is hereby amended, effective as of January 1, 2016, in the following particulars:

1. Section 3.1(c) of the Plan is deleted in its entirety and replaced in the following manner:

"(c) **Automatic Compensation Deferrals.** After receiving the prior notification provided for in subsection 3.1(d), unless a Participant elects otherwise as provided in Section 3.4, any Covered Employee who is then eligible or subsequently becomes eligible under Article II to make Compensation Deferrals to the Plan but does not make a Compensation Deferral election will automatically be deemed to have made an election to make Compensation Deferrals equal to three percent of his Compensation (an "Automatic Compensation Deferral"), and to have the amount so deferred withheld from such Compensation and contributed to the Plan by the Company under Section 4.1. This Automatic Compensation Deferral election provision becomes applicable as soon as practicable following the date such Participant becomes eligible to make Compensation Deferrals. Furthermore, the Automatic Compensation Deferral will come into effect again every April 1 unless a Participant elects otherwise as provided in Section 3.4 by April 1 of each Plan Year. The Employer will establish written procedures with regard to the implementation of Automatic Compensation Deferrals. An Automatic Compensation Deferral election will remain in effect with respect to each affected Participant for each successive payroll date prior to the effective date of an election by such Participant made under Section 3.3 to either discontinue his Compensation Deferrals, or to increase or decrease the rate of Compensation Deferrals."

2. Section 3.1(e) of the Plan is deleted in its entirety and replaced in the following manner:

"(e) **Automatic Escalation of Automatic Compensation Deferrals.** In accordance with written procedures established by the Employer, if a Participant is deemed to have elected an Automatic Compensation Deferral as provided in subsection 3.1(c) in one Plan Year, the Participant will automatically be treated the following Plan Year as having made an election to defer four percent of his Compensation. The Participant's Compensation Deferrals will continue to increase annually in one percent increments until the Participant's Compensation Deferral percentage is ten percent of Compensation, unless the Participant affirmatively elects otherwise as provided in Section 3.4."

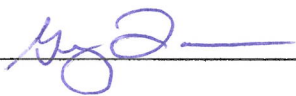
All other provisions of the Plan shall remain the same.

IN WITNESS WHEREOF, the Corporation has caused this First Amendment to be executed on its behalf this 22 day of October, 2015, but effective as of January 1, 2016.

**OLD NATIONAL BANCORP**

By:  \_\_\_\_\_  
Jeffrey L. Knight, Corporate Secretary

**ATTEST:**

By:  \_\_\_\_\_

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