

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

(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 Plan has been amended by the First Amendment, effective January 1, 2016, since the restatement;

WHEREAS, the Corporation now wishes to amend the Plan to modify the initial automatic compensation deferral amount to be six percent instead of three percent; and

WHEREAS, pursuant to the authority contained in Section 11.1 of the Plan, the Corporation reserved the right to amend the Plan;

NOW, THEREFORE, pursuant to the power reserved to the Corporation under Section 11.1 of the Plan, the Plan is hereby amended, effective as of January 1, 2018, in the following particulars:

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

“(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 six 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.”

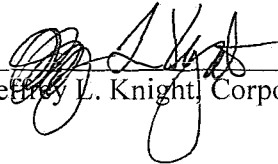
2. Section 3.1(e) of the Plan is deleted in its entirety and replaced with the following:

“(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 seven 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.”

3. All other provisions of the Plan shall remain the same.

IN WITNESS WHEREOF, the Corporation caused this Second Amendment to be executed on its behalf this 26 day of October, 2017, but effective as of January 1, 2018.

OLD NATIONAL BANCORP

By:  _____
Jeffrey L. Knight, Corporate Secretary

ATTEST:

By:  _____

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