Fourth-Quarter 2018 Financial Review

January 22, 2019

Forward-Looking Statements; Non-GAAP; New Accounting Standards

Forward-Looking Statements:

This presentation contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, descriptions of Old National Bancorp's ("Old National's") financial condition, results of operations, asset and credit quality trends and profitability. Forward-looking statements can be identified by the use of the words "anticipate," "believe," "expect," "intend," "could" and "should," and other words of similar meaning. These forward-looking statements express management's current expectations or forecasts of future events and, by their nature, are subject to risks and uncertainties. There are a number of factors that could cause actual results to differ materially from those in such statements. Factors that might cause such a difference include, but are not limited to: expected cost savings, synergies and other financial benefits from the merger with Klein that might not be realized within the expected timeframes and costs or difficulties relating to integration matters might be greater than expected; market, economic, operational, liquidity, credit and interest rate risks associated with Old National's business; competition; government legislation and policies (including the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act and it's related regulations); ability of Old National to execute its business plan; changes in the economy which could materially impact credit quality trends and the ability to generate loans and gather deposits; failure or circumvention of our internal controls; failure or disruption of our information systems; significant changes in accounting, tax or regulatory practices or requirements; new legal obligations or liabilities or unfavorable resolutions of litigations; disruptive technologies in payment systems and other services traditionally provided by banks; computer hacking and other cybersecurity threats; other matters discussed in this presentation; and other factors identified in our Annual Report on Form 10-K and other periodic filings with the SEC. These forward-looking statements are made only as of the date of this presentation, and Old National does not undertake an obligation to release revisions to these forward-looking statements to reflect events or conditions after the date of this presentation.

Non-GAAP:

These slides contain non-GAAP financial measures. For purposes of Regulation G, a non-GAAP financial measure is a numerical measure of the registrant's historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statement of income, balance sheet or statement of cash flows (or equivalent statements) of the registrant; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. In this regard, GAAP refers to generally accepted accounting principles in the United States. Pursuant to the requirements of Regulation G, Old National Bancorp has provided reconciliations within the slides, as necessary, of the non-GAAP financial measure to the most directly comparable GAAP financial measure.

New Accounting Standards:

For the three months ended March 31, 2018, amounts reflect the reclassification of \$0.5 million of agency costs from data processing expense to investment product fee revenue as a result of the implementation of the revenue recognition accounting standard.

Fourth-Quarter 2018 Key Performance Indicators

Earnings:

Net income of \$47.5mm and earnings per share of \$0.28

Loans and Deposits:

- Total loans increased to \$12.3bn with \$1.0bn acquired in the Klein partnership²
- Organic loan balances in 4Q18 impacted by higher payoffs in commercial and continued planned runoff in indirect consumer; commercial loan production was \$594.0mm (second highest in company history) while the commercial pipeline remained strong at \$1.5bn
- Total deposits increased to \$14.3bn with \$1.7bn assumed with the Klein partnership, along with organic growth, offset slightly by the sale of 10 Wisconsin branches²
 - Low cost of total deposits at 40 bps, up 4 bps from 3Q18, with a 14.7% deposit beta⁴ through the cycle

Operating Leverage and Expense Management:

- Positive adjusted operating leverage¹ of over 30 bps year-over-year
- 15.5% year-over-year increase in adjusted revenue¹
- 15.1% year-over-year increase in adjusted noninterest expense¹

Efficiency Ratio:

Adjusted efficiency ratio¹ of 63.31% improved 464 bps from the third quarter of 2018

Return Profile:

- Pre-provision net revenue return on average assets¹ was 1.21%
- Adjusted pre-provision net revenue return on average assets¹ was 1.42%

Full-Year 2018 Key Performance Indicators

Earnings:

- Net income of \$190.8mm, a 99.4% increase over 2017
- Earnings per share of \$1.22, an increase of 76.8%

Loans and Deposits:

- Total loans increased \$1.1bn with the Klein partnership adding \$1.0bn
- Total deposits increased \$1.7bn with the Klein partnership adding \$1.7bn and the sale of \$230.6mm with the Wisconsin branch sale
 - Low cost of total deposits at 32 bps, up 13 bps from 2017, with a 14.7% deposit beta⁴ through the
 cycle

Operating Leverage and Expense Management:

- Positive adjusted operating leverage¹ of over 215 bps 2018 vs. 2017
- 14.4% year-over-year increase in adjusted revenue¹
- 12.2% year-over-year increase in adjusted noninterest expense¹

Efficiency Ratio:

Adjusted efficiency ratio¹ of 61.56% improved 134 bps from 2017

Return Profile:

- Pre-provision net revenue return on average assets¹ was 1.28%
- Adjusted pre-provision net revenue return on average assets¹ was 1.49%

Fourth Quarter 2018 Results

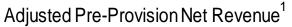
End of period total loans
End of period total deposits
Net interest income (FTE)
Provision for loan losses
Noninterest income
Noninterest expense ex. tax credit amort.
Amortization of tax credit investments
Income taxes (FTE)
Net income
Earnings per share
Adjusted earnings per share ¹
Net charge-offs (recoveries)/avg loans

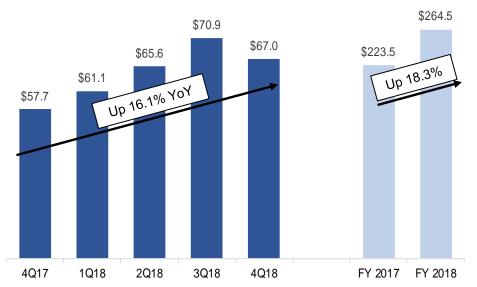
	Change	From
4Q18	3Q18	4Q17
\$12,259	\$945	\$1,123
14,350	1,752	1,744
\$149.3	\$15.7	\$24.6
3.4	2.6	2.4
58.2	12.2	13.4
149.2	39.0	20.5
1.1	(8.1)	(10.6)
6.3	(1.8)	(40.3)
\$47.5	(\$3.8)	\$66.0
\$0.28	(\$0.06)	\$0.41
\$0.32	(\$0.02)	\$0.10
0.02%	-4 bps	-1 bp

Performance Drivers

- Net income decline of \$3.8mm vs. 3Q18
- Credit metrics remain strong net chargeoffs of 0.02%
- Reported noninterest income includes \$14.0mm net gain on the sale of 10 Wisconsin branches
- Reported noninterest expense includes \$14.8mm in merger charges, \$7.5mm in Foundation funding and \$7.6mm in incentive compensation annual true-ups and benefits adjustments
- Adjusted EPS includes the \$7.6mm in incentive compensation annual true-ups and benefit adjustments

Pre-Provision Net Revenue





- Adjusted pre-provision net revenue¹ increased 16.1% Y/Y
- Improvement driven by successful execution of our stated strategy
 - Improved balance sheet mix
 - Low cost core deposit funding
 - Strong expense management

	4Q17	4Q18	FY 2017	FY 2018
Adjusted total revenue ¹	\$167.9	\$193.9	\$634.3	\$725.6
Adjusted noninterest expense ¹	\$110.2	\$126.9	\$410.8	\$461.1
Basis point change in adj. total revenue		1,544		1,440
Basis point change in adj. noninterest exp.		1,514		1,225
Operating leverage		30		215

- Positive operating leverage continues
 - 30 bps Y/Y improvement
 - 215 bps YTD improvement

Loans



Quarterly commercial production of \$594.0mm, 2nd highest in company history

- Commercial pipeline at quarter end was \$1.5bn
- Line utilization was 36.3% at quarter end

Loan yields increased 22 bps

- +11 bps accretion income
- +16 bps loan coupons/mix/volume/days
- 5 bps interest collected on nonaccruals

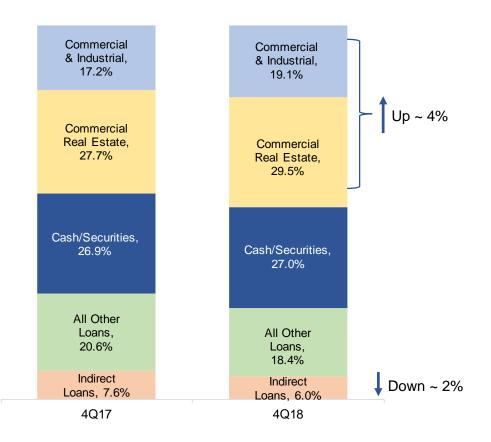
4Q18 new production average yields

- Commercial & industrial: 5.22%
- Commercial real estate: 4.91%
- Residential real estate: 4.69%
- Indirect lending: 4.01%

Klein added \$1.0bn total loans and \$26mm in commercial loan production in 4Q18



Average Earning Asset Mix



Loans

- Loans: 73% of earning assets
- Total commercial loans: 49% of earning assets, up 3.7% Y/Y
- Indirect auto: 6% of earning assets, down 1.6% Y/Y

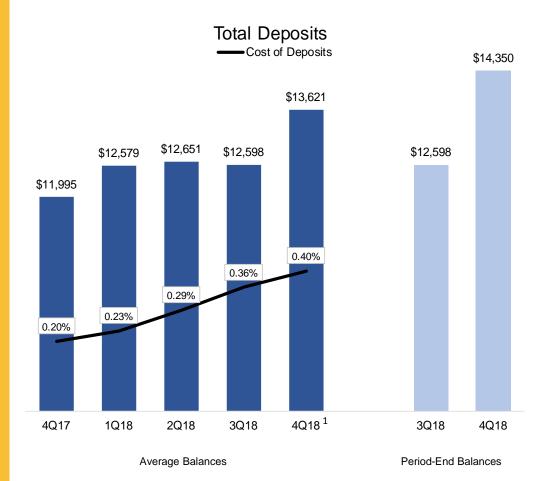
Securities

- Duration of 4.00 vs. 4.49 in 3Q18
- 4Q18 yield was 2.98%
- 4Q18 new money yield was 3.63%
- Estimated NTM cash flows of \$641mm
- Net unrealized pre-tax loss of \$49mm¹
- Net unamortized premium of \$51mm

Asset yields

- Increased 11 bps from 3Q18, excluding accretion income
- Increased 60 bps through the current interest rate cycle², excluding accretion income

Stable Funding Costs



14.7% deposit beta² through the current interest rate cycle

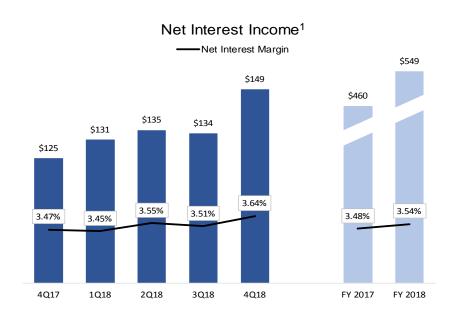
Total deposit costs of 40 bps

Total Interest-bearing deposit costs were 56 bps, up 7 bps from 3Q18

Sale of 10 Wisconsin branches with approximately \$230.6mm in deposits closed October 26, 2018

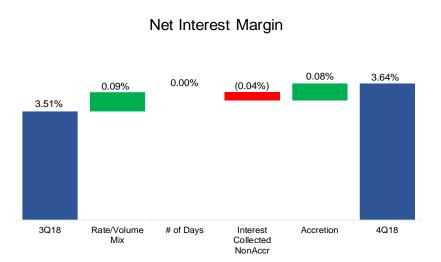
Klein added \$1.7bn in deposit balances in 4Q18

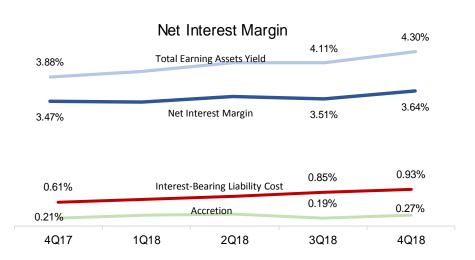
Net Interest Income & Net Interest Margin¹



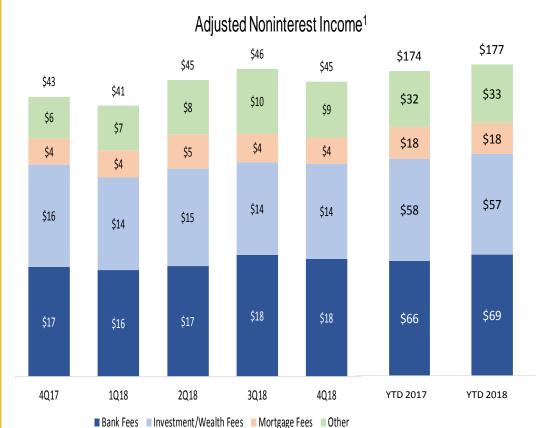
Key Performance Drivers

- NIM increased 13 bps vs. 3Q18
 - + 9 bps interest rate increase/volume/mix
 - + 8 bps accretion
 - 4 bps interest collected on nonaccruals
 - Nil change due to # of days





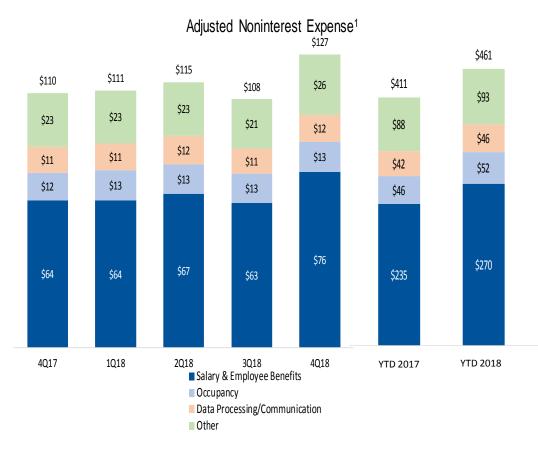
Noninterest Income



Key Performance Drivers

- Adjusted noninterest income¹
 - \$2.8mm contribution from 2 months of Klein partnership
 - Normal seasonal decline in mortgage banking revenue
 - \$1.9mm decrease in capital markets income
- Mortgage revenue
 - 4Q18 net gains on sales and fees was \$1.8mm and net servicing income was \$2.1mm
 - 4Q18 production was \$186mm
 - 81% purchase / 19% refi
 - 59% sold in secondary market

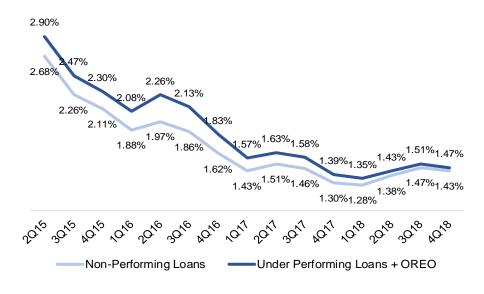
Noninterest Expense

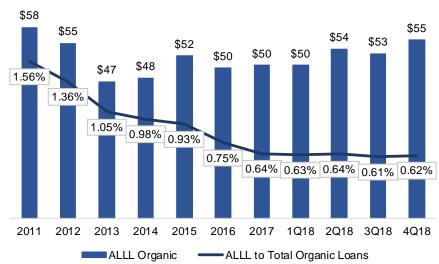


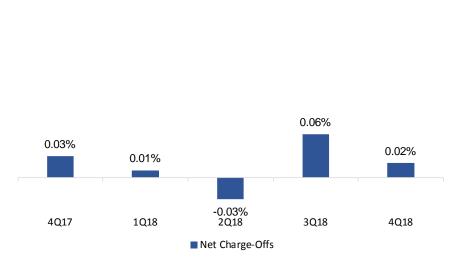
Key Performance Drivers

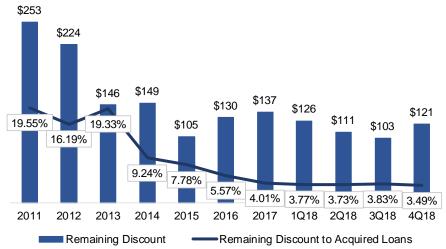
- Adjusted noninterest expense¹
 - Includes \$7.4mm in expenses from 2 months of the Klein partnership
 - Includes \$7.6mm in incentive compensation annual true-ups and benefit adjustments
 - Reflects ongoing focus on disciplined expense management
- Adjusted Efficiency Ratio¹ of 63.31%
 - 27 bps improvement from fourth quarter of 2017
 - Includes impact of the \$7.6mm in incentive compensation annual trueups and benefit adjustments

Credit









2018 Takeaways

Strong low-cost core deposit franchise

- Low 14.7% deposit beta¹ through the current interest rate cycle
- Low 4Q cost of total deposits at 40 bps; cost of interest bearing at 56 bps
- Loan to deposit ratio of 85% demonstrates ample balance sheet liquidity
- 57% retail deposits; less than 12% of total deposits with special pricing

Disciplined approach to risk and credit management

- Net charge-offs of just 0.02%
- Nonperforming loans of 1.43%; improvement from 3Q despite addition of Klein
- Lower risk model with risk weighted assets/total assets at 72% vs. peers at 79%²

Strong commercial loan production

- 2018 quarterly average commercial production of \$541mm
- 4Q production of \$594mm; 2nd highest in Company history
- Pipeline remained strong throughout the year, ranging \$1.5bn \$1.7bn

Improvement in adjusted operating leverage³

- Remain focused on generating revenue growth at rates above expense growth
- Efficiency ratio continues to improve; 215 bps operating leverage improvement vs 2017
- Benefits of franchise evolution and increased scale being realized

Outlook for 2019

Driving shareholder value

- Expect strong commercial loan production to continue
- FTE NIM, excluding accretion income, should benefit from low-cost deposits and improving asset yields; yield curve dynamics remain challenging
- Noninterest income will include Klein operations; remain subject to normal seasonal patterns
- Noninterest expenses will include Klein operations and following normal seasonal trends in salaries (1Q payroll tax reset/2Q annual merit); majority of Klein cost saves expected in 2H19
- Full-year 2019 tax rates expected to be ~24%
 FTE and ~21% GAAP; immaterial impact from tax credit business given fund structure
- Klein conversion set for 2Q19; continued footprint consolidations

Category	4Q18 Adjusted Results ¹ (includes only 2 months of Klein)
Commercial Loan Production	Strong production of \$594mm, 2 nd highest in Company history
Net Interest Margin	FTE NIM was 3.64%, including 27 bps of accretion income
Noninterest Income	\$44.6mm, excluding securities and other gains ² with Klein contributing \$2.8mm
Noninterest Expense	\$126.9mm, excluding amortization of tax credit investments and other charges³ with Klein contributing \$7.4mm; also include \$7.6mm in IC true-up
Tax Rate/Credits	FTE income tax rate was 11.7% with \$1.1m in tax credit amortization
M&A/Branch Actions	Sold 10 WI branches 10-26-18 KFI closed 11-1-18 Client/associate retention as expected Cost saves remain on track

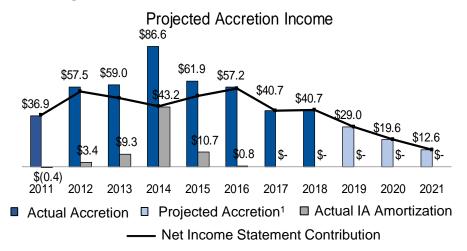
¹ Non-GAAP financial measure which Management believes is useful in evaluating the financial results of the Company – see Appendix for Non-GAAP reconciliation ² Other gains related to branch actions ³ Excludes charges relate to branch actions, mergers, and severance



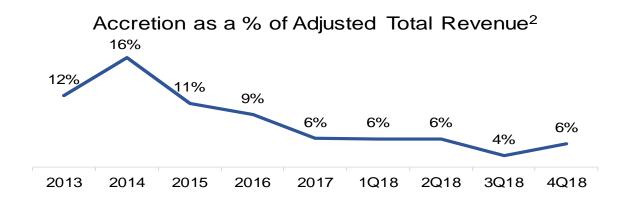
Appendix

Projected Purchase Accounting Impact

Manageable declines in purchase accounting impact expected in future periods







	4Q17	4Q18	2017	2018
As Reported:				
Net Interest Income (FTE)	\$124.7	\$149.3	\$460.3	\$549.0
Fee Income	44.8	58.2	183.3	195.3
Total Revenue (FTE)	\$169.5	\$207.5	\$643.6	\$744.3
Provision	1.0	3.4	3.1	7.0
Noninterest Expense	140.4	150.3	448.8	517.3
Pre-Tax Income	\$28.1	\$53.8	\$191.7	\$220.0
Income Taxes (FTE)	46.6	6.3	96.0	29.2
Net Income	(\$18.5)	\$47.5	\$95.7	\$190.8
Earnings Per Share	(\$0.13)	\$0.28	\$0.69	\$1.22
Adjustments:				
Securities Gains/Losses	(\$1.6)	\$0.4	(\$9.1)	(\$2.0)
Gain on Sale of Student Loans		-	1	(2.2)
M&A Charges	11.9	14.8	12.3	21.3
Branch Action Charges (Net of Gain)	3.0	(14.0)	7.1	(10.4)
Severance	1.6	-	2.0	0.4
Foundation Funding	1.3	7.5	1.3	7.5
Client Experience Initiative	0.7	-	3.6	-
Net Total Adjustments	\$16.9	\$8.7	\$17.2	\$14.6
Tax Effect on Net Total Adjustments	5.0	2.1	5.1	3.6
After-Tax Net Total Adjustments	\$11.9	\$6.6	\$12.1	\$11.0
Estimated DTA revaluation	39.3	-	39.3	-
Adjusted Net Income	\$32.7	\$54.1	\$147.1	\$201.8
Adjusted Earnings Per Share	\$0.22	\$0.32	\$1.06	\$1.29

	4Q17	1Q18	2Q18	3Q18	4Q18	FY 2017	FY 2018
As Reported:							
Net Interest Income (FTE)	\$124.7	\$131.3	\$134.8	\$133.6	\$149.3	\$460.3	\$549.0
Fee Income	44.8	41.9	49.3	46.0	58.2	183.3	195.3
Total Revenue (FTE)	\$169.5	\$173.2	\$184.1	\$179.6	\$207.5	\$643.6	\$744.3
Noninterest Expense	140.4	117.1	130.5	119.4	150.3	448.8	517.3
Pre-Provision Net Revenue (PPNR)	\$29.1	\$56.1	\$53.6	\$60.2	\$57.2	\$194.8	\$227.0
Revenue Adjustments:							
Securities Gains/Losses	(\$1.6)	(\$0.8)	(\$1.5)	(\$0.1)	\$0.4	(\$9.1)	(\$2.0)
Gain on Sale of Student Loans		-	(2.2)	` -	-		(\$2.2)
Gain on Branch Actions	-	-	(0.3)	(0.2)	(14.0)	(0.2)	(14.5)
Adjusted Total Revenue	\$167.9	\$172.4	\$180.1	\$179.3	\$193.9	\$634.3	\$725.6
Expense Adjustments:							
M&A Charges	\$11.9	\$2.3	\$2.5	\$1.7	\$14.8	\$12.3	\$21.3
Branch Action Charges	3.0	2.8	1.2	0.1	-	\$7.2	4.1
Severance	1.6	-	0.4	-	-	\$2.0	0.4
Foundation Funding	1.3	-	-	-	7.5	\$1.3	7.5
Client Experience Initiative	0.7	-	-	-	-	\$3.5	-
Amortization of Tax Credit Investments	11.7	0.7	11.9	9.2	1.1	11.7	22.9
Adjusted Noninterest Expense	\$110.2	\$111.3	\$114.5	\$108.4	\$126.9	410.8	\$461.1
Adjusted Pre-Provision Net Revenue (PPNR)	\$57.7	\$61.1	\$65.6	\$70.9	\$67.0	\$223.5	\$264.6
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Average assets	\$16,587.0	\$17,443.9	\$17,417.7	\$17,433.6	\$18,853.5	\$15,302.7	\$17,790.0
Pre-Provision Net Revenue to Average Assets	0.70%	1.29%	1.23%	1.38%	1.21%	1.27%	1.28%
Adjusted Pre-Provision Net Revenue to Average Assets	1.39%	1.40%	1.51%	1.62%	1.42%	1.46%	1.49%
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Accretion Income	\$7.5	\$11.0	\$11.5	\$7.3	\$11.3	\$40.9	\$41.1
Accretion Income as a % of Total Revenue	4.4%				5.4%	· ·	5.5%
Accretion Income as a % of Adjusted Total Revenue	4.5%				5.8%		
		3.170		70	0.070	J. 170	U.1. 70

	4Q17	4Q18	2017	2018
Noninterest Expense As Reported	\$140.4	\$150.3	\$448.8	\$517.3
Less: Merger and Integration Charges	(11.9)	(14.8)	(12.3)	(21.3)
Less: Branch Action Charges, Severance, Foundation Funding and				
Client Experience Initiative Charges	(6.6)	(7.5)	(14.0)	(12.0)
Noninterest Expense less Charges	\$121.9	\$128.0	\$422.5	\$484.0
Less: Amortization of Tax Credit Investments	(11.7)	(1.1)	(11.7)	(22.9)
Adjusted Noninterest Expense	\$110.2	\$126.9	\$410.8	\$461.1
Less: Intangible Amortization _	(3.4)	(4.1)	(11.8)	(14.4)
Adjusted Noninterest Expense Less Intangible Amortization	\$106.8	\$122.8	\$399.0	\$446.7
Net Interest Income As Reported	\$118.6	\$146.2	\$437.2	\$537.5
FTE Adjustment _	6.1	3.1	23.1	11.5
Net Interest Income (FTE)	\$124.7	\$149.3	\$460.3	\$549.0
Noninterest Income As Reported	\$44.8	\$58.2	\$183.3	\$195.3
Total Revenue (FTE)	\$169.5	\$207.5	\$643.6	\$744.3
Less: Securities Gains/Losses	(1.6)	0.4	(9.1)	(2.0)
Less: Gain on Student Loan Sale	0.0	0.0	0.0	(2.2)
Less: Gain on Branch Actions	0.0	(14.0)	(0.2)	(14.5)
Adjusted Total Revenue (FTE)	\$167.9	\$193.9	\$634.3	\$725.6
Reported Efficiency Ratio	81.60%	70.33%	68.87%	67.74%
Adjusted Efficiency Ratio	63.58%	63.31%	62.90%	61.56%
Operating Leverage ¹ (basis points)		1,536		40
Adjusted Operating Leverage ² (basis points)		30		215

Net Interest Margin (FTE)
Net Interest Margin
Average Earning Assets
Net Interest Income (FTE)
FTE Adjustment
Net Interest Income As Reported

	4Q17	1Q18	2Q18	3Q18	4Q18
t	\$118.6	\$128.5	\$132.0	\$130.8	\$146.2
	6.1	2.8	2.8	2.8	3.1
	124.7	131.3	134.8	133.6	149.3
	\$14,389.5	\$15,205.9	\$15,176.7	\$15,213.4	\$16,398.3
	3.30%	3.38%	3.48%	3.44%	3.57%
	3.47%	3.45%	3.55%	3.51%	3.64%

Adjusted Noninterest Income
Less: Gain on Branch Actions
Less: Gain on Sale of Student Loar
Less: Securities Gains/Losses
Noninterest Income As Reported

4Q17	1Q18	2Q18	3Q18	4Q18
\$44.8	\$41.9	\$49.3	\$46.0	\$58.2
(1.6)	(8.0)	(1.5)	(0.1)	0.4
-	-	(2.2)	-	-
	-	(0.3)	(0.2)	(14.0)
\$43.2	\$41.1	\$45.3	\$45.7	\$44.6

Shareholders' Equity As Reported
Less: Goodwill and Intangible Assets
Tangible Common Shareholders' Equity
Common Shares Issued and Outstanding at Period End
Tangible Common Book Value

3Q18	4Q18
\$2,220.7	\$2,689.6
(870.9)	(1,113.3)
\$1,349.8	\$1,576.3
152.4	175.1
\$8.86	\$9.00

Peer Group

Like-size, publicly-traded financial services companies, generally in the Midwest, serving comparable demographics with comparable services as ONB

Associated Banc-Corp	ASB
BancorpSouth Bank	BXS
Bank of Hawaii Corporation	BOH
Bank OZK	OZK
Chemical Financial Corporation	CHFC
Commerce Bancshares, Inc.	CBSH
Cullen/Frost Bankers, Inc.	CFR
F.N.B. Corporation	FNB
First Midwest Bancorp, Inc.	FMBI
Fulton Financial Corporation	FULT
Great Western Bancorp, Inc.	GWB
Hancock Whitney Corporation	HWC
IBERIABANK Corporation	IBKC
International Bancshares Corporation	IBOC
MB Financial, Inc.	MBFI
Prosperity Bancshares, Inc.	PB
TCF Financial Corporation	TCF
Trustmark Corporation	TRMK
UMB Financial Corporation	UMBF
United Bankshares, Inc.	UBSI
Valley National Bancorp	VLY
Western Alliance Bancorporation	WAL
Wintrust Financial Corporation	WTFC