

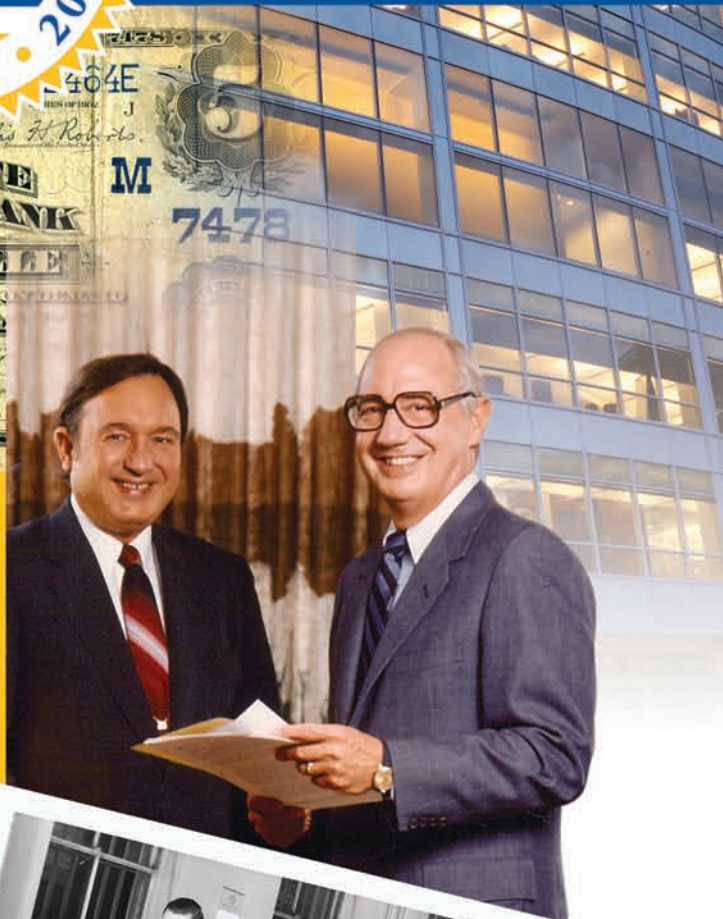
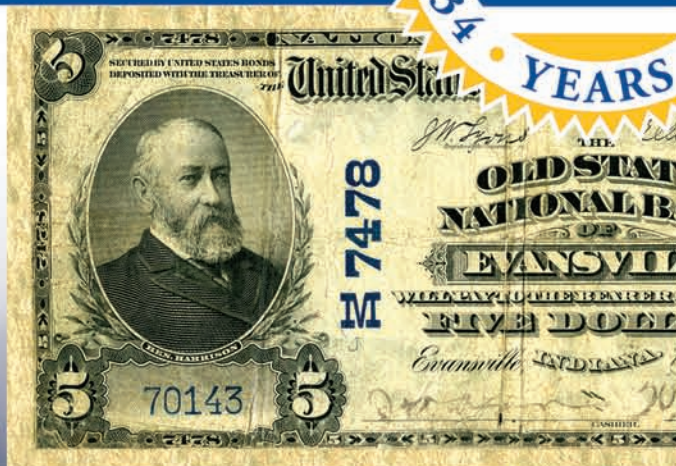
2008
OLD NATIONAL BANCORP
ANNUAL REPORT



Your bank.



For life.



FINANCIAL HIGHLIGHTS

YEAR ENDED DECEMBER 31,

2008

2007

(dollars in thousands, except per share data)

INCOME DATA

Net interest income (1)	\$262,651	\$236,351
Fee, service charge and other income	154,231	151,734
Net securities gains (losses)	7,562	(3,023)
Gain (loss) on derivatives	(1,144)	166
Gain on sale leasebacks	6,320	6,261
Provision for loan losses	51,464	4,118
Salaries and other operating expenses	297,229	277,998
Net income	62,478	74,890
Earnings available to common shareholders	62,180	74,890

PER SHARE DATA (2)

Net income (diluted)	0.95	1.14
Book value	9.56	9.86

BALANCE SHEET

Assets	7,873,890	7,846,126
Loans (3)	4,777,514	4,699,356
Deposits	5,422,287	5,663,383
Preferred shareholders' equity	97,358	-
Common shareholders' equity	633,507	652,881

PERFORMANCE RATIOS

Return on average assets	0.82%	0.94%
Return on average common shareholders' equity	9.49	11.67

(1) Includes taxable equivalent adjustments of \$19.3 million for 2008 and \$17.2 million for 2007 using the federal statutory tax rate in effect of 35% for all periods.

(2) Diluted data assumes the exercise of stock options and the vesting of restricted stock.

(3) Includes residential loans held for sale.

ABOUT OLD NATIONAL BANCORP

Old National Bancorp, celebrating its 175th anniversary in 2009, is the largest financial services holding company headquartered in Indiana and, with \$7.9 billion in assets, ranks among the top 100 banking companies in the United States. Since its founding in Evansville in 1834, Old National has focused on community banking by building long-term, highly-valued partnerships with clients in its primary footprint of Indiana, Illinois and Kentucky. In addition to providing extensive services in retail and commercial banking, wealth management, investments and brokerage, Old National also owns one of the largest independent insurance agencies headquartered in Indiana, offering complete personal and commercial insurance solutions. The common stock of Old National Bancorp trades on the New York Stock Exchange under the symbol "ONB." Investor information is available on the company's website at oldnational.com.



OLD NATIONAL BANK—1834 TO 2009—CELEBRATING 175 YEARS

In 2009, Old National Bank is celebrating its 175th anniversary. Since our founding in 1834, this company has grown from a single, one-room location in Evansville, Ind., to more than 175 locations throughout Indiana, Kentucky and Illinois. Today we are the largest Indiana-based financial institution.

This achievement is the result of the enthusiasm and commitment to service of the thousands of associates who have worked for Old National over the past 175 years. It can also be credited to the leadership and vision of the many individuals who have served on our board of directors. And it comes from the dedication and tireless efforts of those who have sat in my chair over these past 175 years. All of these men and women, past and present, have made Old National the great company that it is today. I thank them for their efforts, and I want to assure them—and you—that we are so proud of all they have done.

But ultimately the success of any great company rests firmly in the hands of its clients. We are honored and grateful to have served as the financial partner for so many businesses, families and individuals—and for so many of you. Through the years we have grown with our clients' changing, growing needs. We pledge to continue growing and offer our humble thanks as “Your bank. For life.”

Looking back on the past 175 years, we embrace our heritage with great reverence and respect. We promise to work very hard to build upon our history and tradition to make Old National ever better.

Bob Jones
President and CEO
Old National Bancorp

Guide to photos above: 1. Banking center in Jasper, Ind. 2. On Feb 15, 2002, Old National Bancorp was listed on the New York Stock Exchange under the symbol “ONB.” Jim Risinger (center), Old National Bancorp chairman, president and CEO (1998-2004) 3. Old National associate Margo Borre in the 1980s 4. President and CEO Bob Jones (2004-present) 5. Antique coin sorter 6. Drive-thru banking in the 1970s

Guide to front cover (clockwise): 1. Old National associates volunteer with Habitat for Humanity at New Haven subdivision in Evansville, Ind. 2. Old National Bancorp headquarters, Old National Place, opened in 2004 3. Old National Bancorp Chairman Dan Mitchell (1982-1994) and President Richard Schlottman (1982-1991) 4. Old National Auditing Department in 1949 included Arthur Southwell, Gil Temple (seated), and Ed Neucks 5. Associate Clarence Kocher helps a client with a safe deposit box in the 1950s 6. Old State National Bank \$5 note printed on November 10, 1904

Guide to back cover (clockwise): 1. Associates Danyelle Granger and Janet Heldt are part of the Old National Diversity and Work Life team 2. Old National's second bank building was built in 1838 on Main Street in Evansville 3. John Mitchell, first bank president (1834-1855) 4. Old National associates and Fred Newman (center), bank president (1966-1973), gather for a group photo in the 1950s 5. “Mr. Old National” Wayne Henning 6. Associates in Mishawaka, Ind., Jeff Corey, Patti McNarney and Mary Klute

Letter to Shareholders from President and CEO Bob Jones

To our valued shareholders:

With gratitude to the Old National Bancorp Board of Directors, the Executive Leadership Group and all of my fellow Old National associates, I am pleased to report that 2008 was a watershed year for our company. While not without challenges, the year is best described as the moment when Old National evolved from a “turnaround” story into a nationally recognized leader in many banking categories.

This evolution is best reflected in our stock performance, which had growth of 21.39% for the full year versus a decline of 24.43% for our peer group. It is also evident in numerous other quantitative and qualitative factors. In this unprecedented year, Old National came through a very difficult operating environment as a beacon of strength and stability within our industry.

Clearly, our successes and the shift in perception about our company are rooted in our deep commitment to our three strategic imperatives: *to strengthen our risk profile; to enhance management discipline; and to provide consistent, quality earnings to our shareholders.* These imperatives drive our day-to-day operating model to achieve high performance, and we do not deviate from them.

A look at the non-financial highlights of 2008

- In its “2008 Bank Performance Scorecard Highlighting America’s Top 150 Banks,” *Bank Director* magazine recognized Old National as the 28th top performing bank in the United States based on measurement criteria provided by Sandler O’Neill & Partners LP. We were the top-rated bank in the state of Indiana. According to the magazine, the year’s top performers “...largely eschewed exotic loan products. They have minimal exposure to real estate and construction loans, preferring to lend money to businesses, corporations and individuals with sound credit histories.”
- We saw a growing number of investors, analysts and members of the media show interest in Old National’s story. In June, Peter J. Brennan of Bloomberg contrasted our conservative, Main Street-style banking with that of Manhattan-based Citigroup. In November, we took our annual investor

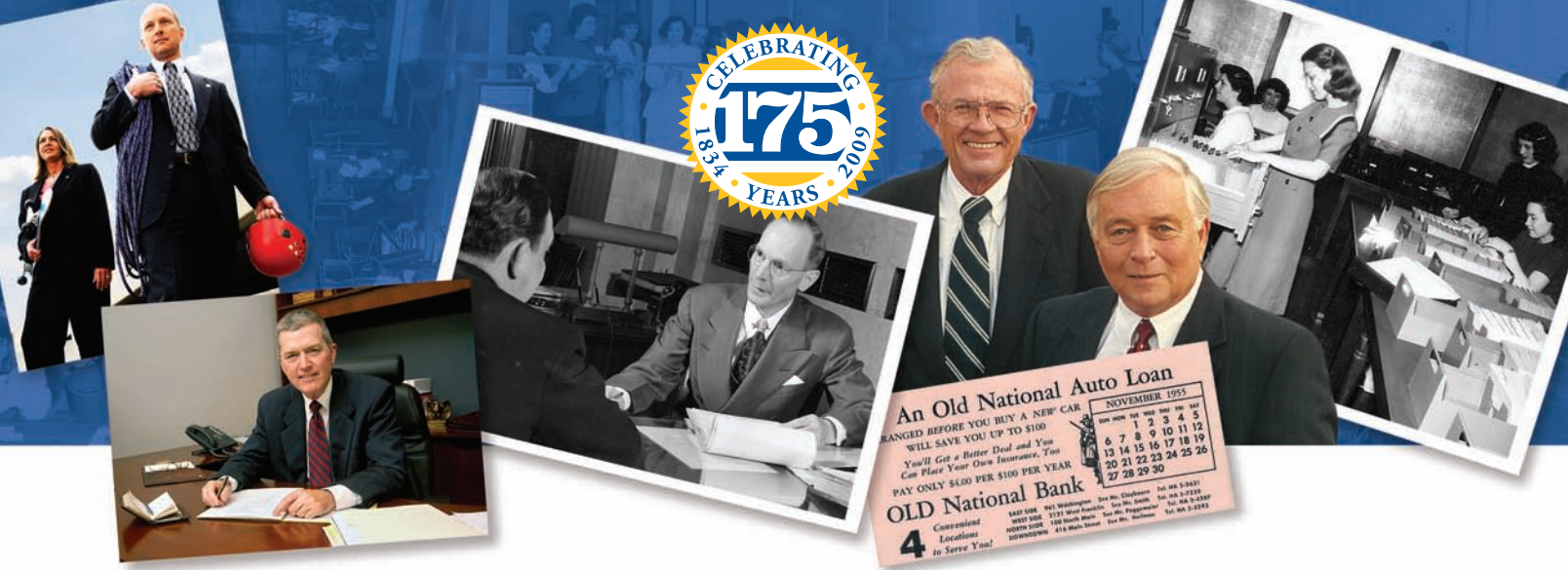
conference offsite. Over the course of two very full days in New York, our management team presented to a record number of analysts, and I was invited to be a guest on CNBC’s “Power Lunch.” Through the year, we also presented at six additional conferences and had 53 one-on-one meetings with analysts. The net result is broader awareness of our company within the investment community and a continued increase in institutional ownership of our stock to 46.2%.

- Sensing growing concerns on the part of clients and those in the community following the news about several banks in crisis late last summer, we acted immediately to offer both information and reassurance. Focusing on a message of strength and stability, we sent nearly 400,000 letters—one to each client household and/or business—and ran radio and newspaper ads in every market. The response was exceedingly positive; we received hundreds of emails and calls in response to our efforts.
 - Old National instituted the position of chief ethics officer in 2008. While we are one of only a few mid-cap banks to invest in this position, we feel it is an investment that fully reflects our fundamental commitment to act with integrity in all that we do. As chief ethics officer, Dick Dubé is helping us ensure that every business decision we make protects not only our valuable reputation but also our bottom line and the long-term viability of the company.
 - Recent economic pressures have added to the challenges of the underbanked. To address this growing problem, Old National took a leadership role in developing and implementing Bank on Evansville, a program offered in conjunction with the City of Evansville, the United Way of Southwestern Indiana and 14 other banks and thrifts in the Greater Evansville area.
 - Our company’s greatest asset continues to be our talented, dedicated associates. Under the leadership of Diversity and Work Life Director Janet Heldt, we established a Diversity Advisory Council representing a cross section of geographic
- (Letter continued on page 4)*

Commentary from our Bancorp Board Committees

On the following pages you’ll find commentary from the chairs of our six Old National Bancorp Board Committees. I asked each to share thoughts on the work of their committees over the past year in light of the exceptional challenges the financial industry faced. These committees are vital to our commitment to good business practices and strategy for growth. Their contribution to Old National is immeasurable.

– Bob Jones, President and CEO, Old National Bancorp



Thoughts on 2008 from Old National Bancorp Chairman of the Board Larry Dunigan

2008 was a breakthrough year for Old National Bancorp. We began to see the hard work of Old National associates, management and your board of directors produce significant results.

Your President and CEO Bob Jones details many of these positive results in his letter including the 21.39% increase in your company's stock performance and *Bank Director* magazine's recognition of Old National as the 28th top performing bank in the nation. These achievements demonstrate that your company is properly positioning itself as a community banking leader and as an example of stability and transparency during an increasingly difficult economy.

Not only did Old National significantly improve its performance compared to its peers, your management and board accomplished its promise of transparency, proactively answering questions and alleviating concerns brought on by unprecedented industry volatility. Your board actively worked with management to ensure that shareholders, clients and communities are properly and passionately served.

As the chairman of your company, I ask myself one vital question every day: "Have we positioned ourselves correctly for the future?" Today, despite tremendous market unrest and understandable fears, I answer with an unreserved yes. Your company is as well positioned as possible to endure tough times, as evidenced by our 2008 performance. And, in this historic 175th anniversary year and beyond, your board and all Old National leaders will continue to hold one another accountable.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee has responsibility for recruiting and nominating new directors, assessing the independence of non-management directors, leading the board in its annual performance evaluation and reviewing and assessing the adequacy of the corporate governance guidelines which ensure accountability, fairness and transparency in the company's relationship with all its stakeholders. The committee is also responsible for reviewing, with the full board, on an annual basis, the skills and characteristics of its members as well as the board's composition.

Reflections on 2008 by Larry Dunigan, Committee Chair

At Old National, a decision is never made solely because it is good only for *corporate* governance. It is also essential that the decision produce good *management* governance. By never straying from this rule, leadership has succeeded in making corporate governance an integral part of our formula for success.

The board was strengthened by the addition of Linda White, CEO of Deaconess Hospital and Evansville business leader. In addition, Dick Dubé was appointed chief ethics officer, demonstrating the seriousness with which Old National holds ethics and risk management.

Also, Institutional Shareholder Services (ISS), the agency that evaluates corporate governance practices, rated Old National 97.9% among Russell 3000 companies. It is the highest score we have ever achieved, and the top score in our peer group.

Guide to photos above: 1. North Central Region President Chris Kroll and associate Kimberly Hale are pictured in an "extreme banking" advertising campaign 2. Larry Dunigan, Old National Bancorp chairman of the board (2004-present) 3. Associate Oscar Lamble assists a client in the 1950s 4. Old National Bank auto loan advertisement from 1955 5. Old National Bancorp Chairman and CEO John Royse (1995-1997) and President and COO Ron Lankford (1994-1999) 6. Bank associates in 1949

(Letter continued from page 2)

regions, business units and backgrounds. The group surfaces ideas for promoting and capturing diverse perspectives in order to strengthen our company and grow our business.

- Certainly the capstone for the year was the announcement on Nov. 24 of our acquisition of the Indiana network of Charter One. The majority of these 65 banking centers are in the Indianapolis market; the others are in the key growth communities of Lafayette, Anderson, Fort Wayne and Bloomington. Not only are we gaining a desirable branch distribution network, we are getting a talented and exceedingly enthusiastic sales team. Our successful integration of the Charter One acquisition is the result of much planning and hard work on the part of Chief Banking Officer Barbara Murphy and her banking team. With the appointment of Julie Williams Daughtery as director of merger integrations, we now have a team in place dedicated to the successful onboarding of this and future acquisitions.

Old National Bancorp Board Risk and Credit Policy Committee

The Risk and Credit Policy Committee assists the board in effective oversight of enterprise-wide risk management policies, procedures and practices including compliance with banking laws and regulations, and oversight and reporting of credit risk and loan review functions. Enterprise-wide risk management includes credit risk, market risk, operational risk, reputation risk and business strategy risk.

Reflections on 2008 by Joe Barnette Jr., Committee Chair

During our board meetings, it is difficult for the entire board to address in depth all facets of Old National Bancorp businesses. That's why we have the committee structure, so that each committee can delve more deeply into specific areas of the company business. The Risk and Credit Policy Committee deals in detail with risk and credit issues and provides reports at our board meetings as well as between meetings when appropriate.

Undoubtedly 2008 was a complex year. Credit and operational risks compounded throughout the year. Our committee, working with and through management, did a very credible job of identifying and mitigating a variety of emerging risks. Throughout 2008 and continuing into 2009, the full board has been involved in the oversight of risk issues arising from our troubled economy. The operating results for Old National in 2008 and the strength of the balance sheet reflect the fine work that was done, and continues to be done, by management and all Old National associates.

A review of our corporate financial performance

Full-year earnings for Old National Bancorp in 2008 were \$0.95 per share. I want to address some key points related to fourth-quarter and full-year earnings and make some significant comparisons to our 2007 performance.

Earnings

Full-year 2008 earnings of \$0.95 per share equate to net income of \$62.5 million. Earnings in 2007 were \$1.14 per share or approximately \$74.9 million. While earnings fell \$12.4 million in 2008, we provided \$51.5 million to our reserves for loan losses compared to only \$4.1 million in 2007. Stated another way, pre-tax and pre-provision income increased significantly in 2008 over 2007. Our pre-tax, pre-provision income increased \$16.8 million or 17.4%. Total pre-tax, pre-provision income increased to \$113.1 million from \$96.3 million in 2007. This statistic is a key indicator of the quality of our earnings.

Old National Bancorp Board Compensation and Management Development Committee

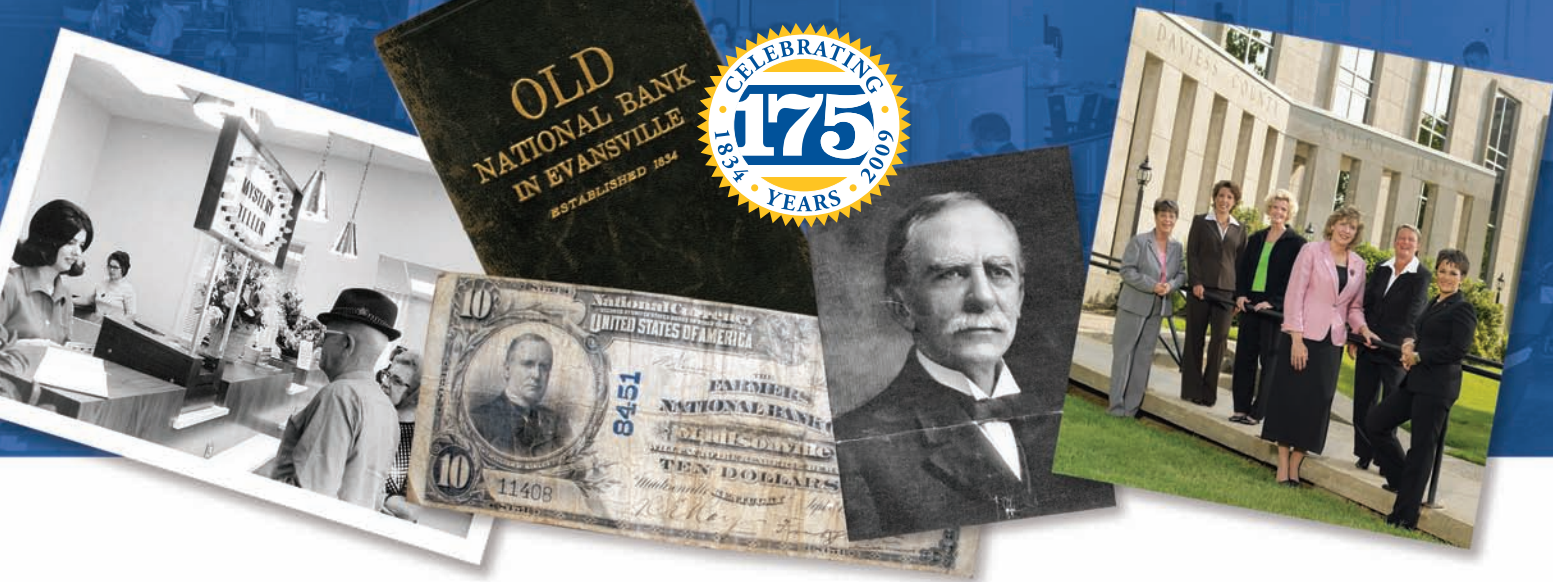
The Compensation Committee is responsible for approving and evaluating employee compensation and benefit programs, ensuring the competitiveness of these programs and advising the board regarding the development of key executives.

Reflections on 2008 by Niel Ellerbrook, Committee Chair

Executive compensation is certainly a top-of-mind issue these days. It is our committee's responsibility to ensure that Old National finds the balance between *responsible* compensation and *fair* compensation for the management team. Given both public concern and media scrutiny, the role of the Compensation Committee in supporting the board has become crucial.

Our goal is to make certain that the compensation practices we utilize are fair, competitive and reflective of market standards. Most importantly, we want to make sure that the company's compensation system drives management to work diligently to create long-term shareholder value. We want to ensure that there is no excessive risk created by any component of our compensation plans. We certainly will not create a plan to drive short-term gains while sacrificing long-term shareholder value. And unquestionably, all compensation plans must stand up to a reasonable test of public scrutiny.

It is the Compensation Committee's duty to ensure that Old National's compensation system meets all of these tests. I feel that the compensation and incentive plans in place for top management truly balance all of these issues.



Revenues and expenses

Due primarily to our improved net interest margin, fully taxable equivalent revenues without securities gains and losses were approximately \$422 million in 2008, up \$27.5 million from 2007. This is an increase of 7.0%. Total expenses, not including provision and the check fraud loss reported in the fourth quarter, were up \$12.9 million or approximately 4.6%. Our occupancy expenses were up approximately \$13.2 million for the year and accounted for much of the increase. Recall that 2008 is the first full year that the impact of our sale-lease back transactions were realized and have resulted in increased lease expenses. Total personnel-related expense increased

approximately \$4.1 million in 2008, or only 2.5% over 2007. This increase was largely driven by a 9.6% rise in health insurance costs.

Net interest margin

Net interest margin in December was 4.04%. Fourth-quarter 2008 margin was 3.96%. For full-year 2008, net interest margin was 3.82%. Our full-year margin in 2008 was 54 basis points higher than our 2007 net interest margin of 3.28%. Overall, net interest income was a primary factor in our increased revenue in 2008.

(Letter continued on page 6)

Old National Bancorp Board Audit Committee

The Audit Committee fulfills numerous fiduciary and corporate governance roles, supporting the board's fiduciary responsibility to shareholders and others in the financial community by monitoring and overseeing the integrity of the financial statements. The committee engages outside independent auditors Crowe Horwath to perform the audit of annual financial statements prior to distribution to shareholders. It also reviews quarterly financial information and press releases. The committee oversees the internal audit function of the company in order to safeguard the assets and investments entrusted to the bank.

Reflections on 2008 by Andy Goebel, Committee Chair

A rapid decline in the economy. Severe stress in the financial services industry. Some major fraud losses incurred by Old National. New financial reporting requirements.

Given this list of significant impacts on the company, it is evident that 2008 required extraordinary focus to ensure that financial statements provided to investors accurately reflect the financial results and financial position of Old National Bancorp.

Working with internal and external independent auditors—even though the results were not what we might have preferred to report—we believe that the management-prepared financial statements accurately report the company's financial picture. Although it is part of our role as the Audit Committee to question and probe, we are thankful for the high level of integrity of management and their commitment to provide financial information in a timely and transparent basis.

Guide to photos above: 1. Mystery Teller promotion in 1971 2. Savings account passbook 3. \$10 bill from Farmers National Bank in Madisonville, Ky., which was acquired by Old National in 1987 4. Henry Reis, bank president (1908-1922) 5. Associates in Owensboro, Ky., Judy Roby, Shelly Glenn, Paula McIntyre, Jennifer Allen, Stacy Willis and Jamie Wells

(Letter continued from page 5)

Loans

Total loans at Dec. 31, 2008, were \$84.5 million higher than Sept. 30, 2008. This was a 1.8% gain over third quarter, a strong increase compared to recent quarters. Commercial loans (non-real estate) were up \$203.2 million or 12.0% for the year. During the fourth quarter, commercial real estate loans declined \$15.9 million while commercial loans (non-real estate) increased \$98.2 million. For the full year, total loans were up \$78.2 million or 1.7%.

Provision

For fourth-quarter 2008, our provision for loan losses exceeded our net charge-offs so our reserve to non-accrual loans ratio increased to 105% from 93% in the third quarter. This is noteworthy because our peer banks coverage ratio declined on average to 74%. For the full year, provision expense exceeded net charge-offs by \$10.6 million, so we were able to increase our reserves for loan losses to \$67.1 million from \$56.5 million at the beginning of the year.

Commitment to the community

In 2008, Old National associates continued our proud 175-year history of supporting our communities by donating more than 45,000 hours of volunteer service to more than 1,500 organizations.

Old National Bancorp Board Community and Social Responsibility Committee

The Community and Social Responsibility Committee is responsible for reviewing policies and programs relating to how Old National meets its community and social responsibility objectives with particular emphasis on associate satisfaction and commitment, employee diversity, client satisfaction and commitment, charitable contributions, government relations and legislation, community development and reinvestment.

Reflections on 2008 by Marj Soyugenc, Committee Chair

Our committee is an extra facet for understanding the dynamics of the communities Old National serves. We all certainly understand the company's role as a financial institution, but I think that Old National takes this one important step further, recognizing that it has an important responsibility to serve the social and economic needs in each market.

It is Old National's role to look at each community and understand what its needs are. The company shares a deep responsibility with these communities to help make them successful. Resources like the Old National Bank Foundation and its focus on education and economic development, do make a difference. A year like 2008 emphasizes the ties that bind Old National to its communities. Everyone, our associates, clients and board, is in this together. We are truly part of the fabric of the communities we serve.

Old National Bancorp Board Funds Management Committee

The Funds Management Committee is responsible for:

- *Interest rate risk*—monitoring the risk to earnings arising from movement in interest rates
- *Capitalization (leverage) risk*—assuring that Old National maintains the optimal level of capital to provide shareholders an adequate return, to absorb the potential impact of any business risk and to satisfy regulatory requirements
- *Liquidity risk*—determining the degree to which Old National can effectively accommodate decreases in deposits and other funding and fund increases in assets

In addition, the committee looks at the balance sheet structure and reviews the treasury function, specifically holdings within the securities portfolio.

Reflections on 2008 by Pete Lambert, Committee Chair

Today's economic environment causes us to focus on areas that historically were not high risk for the company such as bank-owned life insurance and the underlying investments in our securities portfolio. For this reason it is increasingly important that our committee ensures that all items on the balance sheet are reported at their proper value. Based on information provided by the Risk and Credit Policy Committee, we are constantly trying to balance the company's overall risk position. If, for example, loan markets are deteriorating, we look for additional capital and an even stronger than normal liquidity position to ensure Old National can ride out any storms.

Recent reviews of Old National's treasury function by independent consultants and regulatory agencies have resulted in extremely favorable opinions. We feel comfortable that the company is doing all the right things to analyze and manage the risks in light of today's economic challenges.



In addition, the Old National Bank Foundation contributed nearly \$1 million to more than 50 grant recipients. These ranged from funds to teach business skills to students in Louisville, Ky., to monies for flood disaster relief in western Kentucky and southern and central Indiana, to dollars to establish a special-needs baseball league in Newburgh, Ind.

It is our passion to make a difference in our communities that separates Old National from other companies. We are proud to be a part of every market we serve. More importantly, we feel a moral obligation to do all we can to make each of these communities a better place to work and live.

Direct Capital Purchase Program

After extensive deliberation and consultation with our board and management, we accepted the government purchase of preferred non-voting shares of Old National stock as part of the Direct Capital Purchase Program announced by the U.S. Treasury Department during the fourth quarter of 2008. We made this decision because we felt it was in the best interest of our shareholders, clients and communities.

This investment in Old National by the U.S. Treasury is another indication of our health and stability. These initial investments were earmarked for strong, well-managed financial companies and were intended to enable institutions like ours to continue to extend credit and serve our communities in anticipation of a prolonged economic slowdown.

There has been much discussion about these investments and their impact on taxpayers. The reality is that banks that accept these investments will need to pay them back, with interest.

Concerns have also been raised that in accepting this investment, we risk having the government become too involved in our business. But the truth is, banking is already a highly regulated industry, and we routinely deal with three government agencies.

Be assured, we continue to review the government's investment in Old National and its impact on our shareholders. If we ever feel it is not in the best interest of our shareholders, we will take appropriate action.

Building on the past, looking to the future

2008 was a good year for you as a shareholder of Old National and for Old National itself. We made great strides toward returning the company to its wonderful heritage.

Given current economic challenges and pressures on our industry, our 175th year promises to be filled with many challenges. But the hard work of those who came before us and the tireless efforts of the 3,000 associates who call Old National home today, positions us well to face these difficult times. It won't be easy, but we have 175 years of history on our side.

I thank you for your support and guidance in the year ahead.

Bob Jones
President and CEO
Old National Bancorp

Guide to photos above: 1. Former Southern Region CEO John Stanley kicks off the 2007 Indianapolis Colts, "World Championship Trophy Tour," sponsored by Old National Bank 2. Dave Eckerle, former Dubois County Bank chairman and Old National Bancorp director (center) and Dubois County Bank celebrate a branch grand opening. DCB joined Old National Bancorp in 1993 3. West Terre Haute team Diane Overpeck, Jonathan Hunter, Steve Panagouleas and Diana Bell 4. Piggy Bank Dime Saver from the 1960s 5. Associate Cliff Hahn provides loan information in the 1950s



A Family Tradition of Quality

When it comes to the baking business, the Kempf brothers are serious about quality. You hear it as they passionately tell their family story. You can see it in their well designed and immaculately clean shops. And you can most definitely taste it when you bite into one of their delicious jelly donuts.

Back in 1967, their father, Harold Kempf started Donut Bank Bakery & Coffee Shop in Evansville with a commitment to quality, consistency of product and great service. That founding commitment is continued today by his sons, Chris, Ben and Joe. Donut Bank has always been a family business with parents, siblings, cousins and extended family working together. The brothers remember helping their father before and after school, washing trays and begging to ride along on early morning deliveries only to fall asleep en route.

"We accomplished this together as a family. Our parents prepared us, and we continue to motivate each other," said Chris.

Old National Bank has also been a part of Donut Bank since the very beginning. When Harold first dreamed of starting the business, Old National was the only bank that would provide financing. "Dad dreamed of and saw the bigger picture. Without Old National, it could have remained an unfulfilled dream," explained Joe. "Now, 40 years later, that is still important to us" stated Chris.

"Donut Bank is truly an Evansville 'institution' and a personal family favorite," said Southern Region CEO Jim Sandgren. "We've been privileged to share a relationship with them for all these years."

"Old National has always been right there when we needed them. We've enjoyed a great relationship over the years, and we even see Old National employees in our stores," said Ben.

"To us, that's loyalty," explained Chris. In fact, their father was so impressed with Old National Bank that he fashioned the original Donut Bank sign after the Old National logo. "Dad saw it as a standard of quality," he added.

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For Life. partnerships.**



*"You can't afford to lose quality for the sake of convenience.
Without quality, you don't have anything."*

— Chris Kempf

Quality and craftsmanship are the foundation of the Kempf's business. The three brothers continue to use their father's original recipes, and Donut Bank bakers go through several months of training to meet their stringent standards of excellence. "You can't afford to lose quality for the sake of convenience," said Chris. "Without quality, you don't have anything."

And more than four decades and eight locations later, that quality has gained national recognition. Donut Bank Bakery & Coffee Shop was recently named one of the top 12 donut makers in the country by *Saveur* magazine.

Old National Bank Relationship Manager Matt Merkel knows another reason why the Kempfs are successful. "With an ever-changing business landscape, the Donut Bank is one of the few constants that parents have been able to share with their children over the past 40 years. It's a great tradition," said Matt. "Now more than ever people want and need consistency they can rely on. It is a testament to the Kempf family and its character that they have carried on that tradition."

"We share the same philosophy as Old National—the customer is everything," said Ben.

And though they are serious about their business, the Kempfs like to keep things light—just like their airy pastries. Maybe that's the secret to their successful family partnership—and their relationship with their bank. "I always thought we had more 'dough' than Old National," joked Chris.

"Maybe Old National really is 'our bank for life,'" added Ben with a grin.

Guide to photos on pages 8-9: Background photo: Original Donut Bank Bakery at 1809 First Ave in Evansville 1. Donut Bank founder Harold Kempf in 1979 2. Donut Bank employee Delana provides service with a smile 3. Kempf brothers, Chris, Joe and Ben at their newest Donut Bank Bakery & Coffee Shop at Lincoln Ave and US 41



Cultivating Success From Generation to Generation

Schroeder Farms

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As a fourth generation farmer on land that has been in the family since 1848, Bill Schroeder has a proud heritage. But try to get him to tell you about his farm, and he'll humbly decline, stating that he doesn't want to seem like he's boasting.

So, we'll do the boasting for him. In its more than 160 years of operation, Schroeder Farms, located in Edwardsport, Ind. in the southwest corner of the state, has grown from its original 80 acres to 3,000.

In 1975, at age 26, Bill took over the farm. In the ensuing years, he grew and adapted the business to keep pace with changing technology to make it the success it is today.

"Being in the business of farming and agriculture can be challenging, but it's a good challenge," said Bill. Today, with his wife Jean and sons Brian and Kent, Bill cultivates grain including corn, soybeans and wheat.

As a young farmer, Bill searched for a banking partner to help him with his finances. In 1967, he opened an account with Security Bank in Freelandville. Security had an excellent reputation for working with farmers.

According to Bill, Old National, which acquired Security in 1987, has successfully carried on that tradition.

"Throughout the years, we've been able to count on Old National for good advice and counsel," said Bill. "As the operation has grown and as changes have come to the farming industry, I've always gotten an opinion and input from the people at Old National."

Today the Schroeder family works with Relationship Manager Steve Blinn and Vincennes Region President Helen Seirp and the team at the Old National Bicknell location.

"The Schroeders are such great people, and they have an incredible family legacy," said Helen. "As we commemorate Old National's 175th anniversary, it's the perfect time to celebrate the lasting relationships we've shared with clients like the Schroeders."



*“Being in the business of farming and agriculture
can be challenging, but it’s a good challenge.”*

– Bill Schroeder

“It’s been a privilege to work with Bill and to be a part of helping his operation keep pace with industry changes and watch his family business grow and succeed,” said Steve.

Bill acknowledges that the Old National team has served his family well. “It’s been a good, long-term relationship. But I keep them honest by shopping around,” he added with a laugh.

And while he may be modest about his success as an agribusinessman, there is one thing Bill is eager to boast about: a sixth generation Schroeder at the Schroeder Farm. The Schroeders are eagerly awaiting the arrival of their first grandchild.

Guide to photos on pages 10-11: Left: Activity at Schroeder Farms doesn’t stop for winter. Above: Old National Bank Region President Helen Seirp and Commercial Relationship Manager Steve Blinn (far right) visit with Bill Schroeder whose relationship with Old National has continued for more than 20 years.

2008 CEO Award Winner

Mike Koressel has a heart to help



"I truly enjoy my volunteer hours; you get such a good feeling about helping your neighbor."

—Mike Koressel

Spend a little time with Mike Koressel and one word comes to mind: inspiring. Even the way Mike views a typical workday is inspiring. "The ability to come in to work everyday is a blessing," explained Mike, a trust administrator for Old National Wealth Management. "To get up every morning and go to work...there are some people who can't."

And because he feels so thankful for his blessings, Mike works to give those blessings back to the community. That passion for service is in large part why Mike was selected as the 2008 Old National CEO Award Winner.

One of Mike's ideas for service not only has changed the lives of many of his associates at Old National, it changed the entire company.

A wish come true

One day while reading an insurance journal, Mike learned about a program conducted by a small insurance agency in Texas that helps its employees come together to assist one another in times of need—anonymously if necessary. He contacted the company and learned that they had gotten the idea from the NBC television program "Three Wishes."

Mike thought that Old National should have a similar program so that its associates could support one another in challenging circumstances, so he took the idea to Old National President and CEO Bob Jones. Bob loved the concept, and Old National's ONE Wish program became reality.

"It allows us to help our fellow associates with needs that we may otherwise have no way of knowing about or that someone may be hesitant to communicate," explained Mike. "The need may be something as simple as money for travel expenses to visit a relative to major needs like quality of life assistance or helping associates in the aftermath of this year's severe winter storm."

"The ONE Wish program defines all that is so good about Old National; it is family helping family. This is the type of attitude and spirit that has existed at Old National for 175 years," said Bob Jones, "It is not surprising that Mike championed the idea because that is the type of individual he is. He is a role model to all of us in his compassion for his clients, communities and fellow associates."

Since the program's inception the wishes of more than 80 people have been granted. Associates can contribute to the program through payroll deduction and a committee evaluates requests, honoring the anonymity and privacy of the requestor and the recipient.

Many ways to help

Mike joined Old National in 2001. He jokes about how he "doesn't know anything but to work harder," but it's easy to see that he applies that same commitment to volunteering.

"I truly enjoy my volunteer hours," explained Mike. "You get such a good feeling about helping your neighbor."

Among the community causes close to his heart are Big Brothers Big Sisters, the Red Cross and the YMCA. Every year Mike helps out with fundraising for the Red Cross. Whether it's making calls or manning the court for the annual Red Cross free-throw competition, Mike does what it takes to help make a difference. "There are many ways to help. Some give blood or donate their time. I'm able to help by raising money," said Mike.

The annual CEO Award honors the associate that gives a truly exceptional representation of Old National values. The recipient is chosen by the CEO from among the quarterly ONE Vision award recipients. The ONE Vision award recognizes and rewards associates for exceeding expectations and helping realize our Old National vision. All associates can submit nominations and are eligible for nomination.



Old National Acquisitions

The formation of Old National Bancorp in 1982 allowed the company to expand and to serve communities beyond Evansville.

1985

Merchants National Bank
Terre Haute, Ind.

First Citizens Bank & Trust Co.
Greencastle, Ind.

1986

People's Bank & Trust Co.
Mt. Vernon, Ind.

Rockville National Bank
Rockville, Ind.

Clinton State Bank
Clinton, Ind.

1987

Gibson County Bank
Princeton, Ind.

Security Bank & Trust Co.
Vincennes, Ind.

Farmers Bank & Trust Co.
Madisonville, Ky.

1988

Peoples National Bank
Lawrenceville, Ill.

1989

First State Bank
Greenville, Ky.

Morganfield National Bank
Morganfield, Ky.

First National Bank
Harrisburg, Ill.

1990

Farmers Bank & Trust Co.
Henderson, Ky.

Security Bank & Trust Co.
Mt. Carmel, Ill.

Warrick National Bank
Newburgh, Ind.

1992

United Southwest Bank
Washington, Ind.

Palmer American National Bank
Danville, Ill.

1993

Bank South
Harrisburg, Ill.

Dubois County Bank
Jasper, Ind.

1994

Citizens Union Bank
Central City, Ky.

Indiana State Bank
Terre Haute, Ind.

Orange County Bank
Paoli, Ind.

Bank of Western Indiana
Covington, Ind.

1995

The Citizens National Bank
Tell City, Ind.

First United Savings Bank
Greencastle, Ind.

The Bank of Harrisburg-
Shawnee Bancorp
Harrisburg, Ill.

1996

The National Bank of Carmi
Carmi, Ill.

Workingmen's Federal
Savings Bank
Bloomington, Ind.

1999

Sycamore Agency, Inc.
Terre Haute, Ind.

First National Bank &
Southern Bancshares
Carbondale, Ill.

Dulaney National Bank
Marshall, Ill.

2000

American National Bank
Muncie, Ind.

Farmers State Bank
of Union City
Union City, Ohio

Peoples Loan &
Trust Bank
Winchester, Indiana

Permanent Bancorp
Evansville, Ind.

Wolford Cannon
Hoecker Insurance
Danville, Ill.

2003

James L. Will
Insurance Agency Inc.
Evansville, Ind.

Insurance & Risk
Management, Inc.
Fort Wayne, Ind.

2005

J.W.F. Insurance
Companies Inc.
Indianapolis, Ind.

2007

St. Joseph
Capital Corporation
Mishawaka, Ind.

2009

Charter One
Indiana

Guide to photos above: 1. Mike Hinton, former Old National Bancorp senior executive vice president and COO 2. Associate providing client service in 1969 3. 1941 ledger from North Side bank 4. K. Olive Tribble (bottom row, left) and fellow associates in 1923 5. Associates in Louisville, Ky., Jami Siegel, Cary Hearn, Greg Clark, Region CEO Dennis Heishman and Marshall Bradley

BANCORP BOARD AND MANAGEMENT INSURANCE AND TRUST BOARDS

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Chief Financial Officer

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Northern Region CEO

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Wealth Management

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Old National Insurance

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Eastern Region CEO

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Corporate Secretary

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Chief Administrative Officer

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Jacob G. Rendleman
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SELECTED FINANCIAL DATA

(dollars in thousands, except per share data)	2008	2007	2006	2005	2004	2003	Five-Year Growth Rate
RESULTS OF OPERATIONS							
Net interest income (1)	\$262,651	\$236,351	\$232,243	\$240,670	\$255,652	\$280,414	(1.3) %
Fee and service charge income	154,231	151,734	147,902	149,540	149,162	140,512	1.9
Net securities gains (losses)	7,562	(3,023)	1,471	901	2,936	23,556	(20.3)
Gain on branch divestitures	-	-	3,036	14,597	-	-	N/M
Gain on sale-leasebacks	6,320	6,261	-	-	-	-	N/M
Gain (loss) on derivatives	(1,144)	166	1,511	(3,436)	10,790	8,874	N/M
Total revenue (1)	429,620	391,489	386,163	402,272	418,540	453,356	(1.1)
Provision for loan losses	51,464	4,118	7,000	23,100	22,400	85,000	(9.5)
Salaries and other operating expenses	297,229	277,998	264,690	263,811	309,403	275,801	1.5
Income taxes (1)	18,449	34,483	35,100	36,772	26,424	29,504	(9.0)
Income from continuing operations	62,478	74,890	79,373	78,589	60,313	63,051	(0.2)
Discontinued operations (after-tax)	-	-	-	(14,825)	2,751	2,471	N/M
Net income	62,478	74,890	79,373	63,764	63,064	65,522	(0.9)
Preferred stock dividends and discount accretion	298	-	-	-	-	-	N/M
Net income available to common shareholders	\$ 62,180	\$ 74,890	\$ 79,373	\$ 63,764	\$ 63,064	\$ 65,522	(1.0) %
PER COMMON SHARE DATA (2)							
Income from continuing operations (diluted) (2)	\$ 0.95	\$ 1.14	\$ 1.20	\$ 1.15	\$ 0.86	\$ 0.90	1.1 %
Net income (diluted) (2)	0.95	1.14	1.20	0.93	0.90	0.93	0.4
Cash dividends (4) (5)	0.69	1.11	0.84	0.76	0.72	0.69	0.0
Book value at year-end	9.56	9.86	9.66	9.61	10.16	10.31	(1.5)
Stock price at year-end	18.16	14.96	18.92	21.64	24.63	20.72	(2.6)
BALANCE SHEET DATA							
(at December 31)							
Total assets	\$7,873,890	\$7,846,126	\$8,149,515	\$8,492,022	\$8,898,304	\$9,363,232	(3.4) %
Loans (3)	4,777,514	4,699,356	4,716,637	4,937,631	4,987,326	5,586,455	(3.1)
Deposits	5,422,287	5,663,383	6,321,494	6,465,636	6,418,709	6,494,839	(3.5)
Other borrowings	834,867	656,722	747,545	954,925	1,306,953	1,613,942	(12.4)
Shareholders' equity	730,865	652,881	642,369	649,898	704,092	720,880	0.3
PERFORMANCE RATIOS							
Return on average assets	0.82 %	0.94 %	0.97 %	0.74 %	0.69 %	0.69 %	
Return on average common shareholders' equity	9.49	11.67	12.43	9.31	8.83	8.72	
Common dividend payout (4) (5)	73.51	97.38	70.02	81.06	79.72	73.82	
Average equity to average assets	8.67	8.04	7.81	7.94	7.83	7.86	
Net interest margin (1)	3.82	3.28	3.15	3.09	3.08	3.18	
Efficiency ratio (noninterest expense/revenue) (1)	69.18	71.01	68.54	65.58	73.92	60.84	
Net charge-offs to average loans (3)	0.87	0.44	0.37	0.60	0.61	1.21	
Allowance for loan losses to ending loans (3)	1.41	1.20	1.44	1.61	1.73	1.71	
OTHER DATA							
Number of full-time equivalent employees	2,507	2,494	2,568				
Number of shareholders	25,372	30,086	25,672				
Number of shares traded (in thousands)	232,666	99,851	46,829				

(1) Includes the effect of taxable equivalent adjustments of \$19.3 million for 2008, \$17.2 million for 2007, \$19.5 million for 2006, \$21.5 million for 2005, \$23.9 million for 2004, and \$25.1 million for 2003, using the federal statutory tax rate in effect of 35% for all periods.

(2) All share and per share data have been adjusted for stock dividends. Diluted data assumes the exercise of stock options and the vesting of restricted stock.

(3) Includes residential loans held for sale.

(4) Common stock dividends divided by income available to common shareholders.

(5) 2007 includes cash dividends of \$.88 paid in 2007 and cash dividends of \$.23 declared for the first quarter of 2008.

N/M = Not meaningful

CORPORATE INFORMATION

ANNUAL MEETING

The Annual Meeting of Shareholders will be held Tuesday, May 12, 2009, at 9:00 a.m. Central Daylight/Evansville Time at the William L. Ridgway University Center on the Campus of the University of Evansville, 1800 Lincoln Avenue, Evansville, Indiana.

CORPORATE OFFICE

One Main Street
Evansville, Indiana 47708
812-464-1291
oldnational.com

STOCK PURCHASE AND DIVIDEND REINVESTMENT PROGRAM INFORMATION

Old National stock is traded on the New York Stock Exchange (NYSE) under the ticker symbol "ONB."

The Stock Transfer Agent is Old National Bancorp.

There were 25,372 shareholders of record as of December 31, 2008.

The company offers a direct stock purchase and dividend reinvestment plan to all interested investors.

For information concerning this convenient method of purchasing shares of stock, contact:

Shareholder Services Department
Old National Bancorp
Post Office Box 929
Evansville, Indiana 47706-0929
812-464-1296
800-677-1749
shareholderservices@oldnational.com

ADDITIONAL INFORMATION

Shareholders and interested investors may obtain information about the company upon written request or by calling:

Lynell J. Walton, CPA
Senior Vice President, Director of Investor Relations
Old National Bancorp
Post Office Box 718
Evansville, Indiana 47705-0718
812-464-1366
lynell.walton@oldnational.com

EQUAL OPPORTUNITY EMPLOYER

The company maintains its commitment to equal opportunity and affirmative action in employment practices, policies and procedures, and pledges to recruit, train, and promote individuals in all job classifications without regard to race, color, religion, age, sex, sexual orientation, gender identity, national origin, disability, military service, or any other characteristic protected by law.



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