

**OLD
NATIONAL
BANK[®]**

THIRD PARTY CODE OF CONDUCT

 **OLD NATIONAL**

Our Mission

With deep roots as a trusted partner, we invest our time, heart and expertise so that our clients and communities thrive.

Our Vision

To be the bank of choice that helps our clients fulfill their dreams, passionately supports our communities, and invests in the growth and develop of our team members.

Our Values

Integrity
Inclusion
Excellence
Collaboration
Optimism
Agility

3. Introduction
4. Confidentiality
5. Gifts and Entertainment
6. Fair Dealing and Ethics
7. Human Rights and Fair Treatment
8. Health, Safety, the Environment and
Responsibility for Compliance
9. Reporting Concerns



Jim Ryan
CEO
Old National Bancorp

Old National, through its employees, operates under a Code of Business Conduct and Ethics (“Code”) that serves as a guideline to ensure the highest of ethical standards. “Doing the right thing” is at the heart of our mission, vision, and values, and that drives our commitment, and obligation to our employees, clients, and shareholders and communities.

Old National strives to conduct business with suppliers, business partners, contractors, vendors, agents, consultants, and other third parties (collectively, “Third Parties”) who share our commitment to “doing the right thing.” This includes not only doing business in compliance with any and all fitting laws and rules, but also in line with the highest ethical standards and in keeping with the best interest of our employees, clients, shareholders and communities. Old National strives to conduct business with Third Parties who share our commitment to compliance. This includes legal rules set to high ethical standards and expectations for all Third Parties and their own employees, agents, and subcontractors to follow the guidelines of our Code recapped by this Third Party Code of Conduct.

Doing the right thing, every time, according to Old National Chief Executive Officer Jim Ryan:

“At Old National, our success and reputation depend on all of us doing the right thing every time. This commitment is one of the reasons Old National has been named, repeatedly, to the Ethisphere institute’s World’s Most Ethical Companies list. A single violation of our Code can compromise the trust placed in us by employees, clients, shareholders, and the communities we serve. That is why it’s up to each of us and our Third Party Partners to protect our reputation and do the right thing by reporting any suspected issues immediately and without fear of retaliation.”

A handwritten signature in black ink that reads "James C. Ryan III". The signature is written in a cursive, flowing style.



Old National is required by laws and rules to protect nonpublic employee, consumer, and client personal data from illegal use, disclosure, access, or destruction. Third Parties agree that through the course of performing services, they may have or gain access to nonpublic or private data about Old National's business, clients, and employees. Any such data shall be considered confidential, and shall not be reveal to any person, firm, or company, nor shall it be use for the Third Party's gain, unless approval to share is granted by Old National Bank. Agreements or contracts may have specific rules about confidentiality that should be reviewed and adhered to by the Third Party.

Confidential Information is:

- Data about existing or new Old National clients, including client identities, list and all other client data that can be used to trace an individual's identity including, but not limited to, name, address, SSN, telephone number, and/or e-mail address
- Old National business or technical data including a program, technique, or compilation of data that is valuable because it is not generally known
- Old National intellectual property including confidential procedures, processes, or products
- Old National financial data including budgets or projections, business plans, and price lists
- Data intended solely for Old National internal use such as broadcasts or memos to employees
- Data about likely Old National acquisitions or divestitures
- Data about Old National employees including salary and other personal data
- Data about existing or new Old National Third Parties including identities and bids

GIFTS AND ENTERTAINMENT



Q A vendor who submitted a bid for an upcoming project sends Matt a \$50 restaurant gift certificate. The vendor said he wanted to thank Matt for the business he's sent their way. Can Matt keep the gift certificate?

A No. The vendor is competing for our business. Our Code of Business Conduct and Ethics prohibits gifts that may appear to influence decisions prior to vendor selection.

Q A long-time Third Party wants to take an Old National department to lunch to celebrate the completion of a recent project. Is this type of Third Party lunch acceptable?

A Typically, a Third Party-hosted lunch as a form of thanks is considered a standard business practice. It is acceptable as long as it would not influence or appear to influence future business decisions.

The law and Old National's policies provide that Old National employees may not request for themselves or for a Third Party, such as family members, anything of value from anyone in return for any business, service or confidential data. Old National employees may not accept anything of value (other than Old National salary or other Old National payment) from anyone tied to a company, either before or after a business agreement has been discussed or completed. Similar constraints and policies may apply to the giving of gifts or other items of value by employees to Third Parties dealing with Old National, including government officials.

Old National employees must not accept payment by anyone other than Old National for costs relating to meals, refreshments or travel arrangements that are not customary during a business meeting or other legal business event. Generally, no gift or entertainment should ever be accepted by any Old National employee unless it meets all the following conditions:

- Legal and customary
- Reasonable in value (not overly generous or extravagant)
- Infrequent and not part of a pattern (2-3 times per year is considered infrequent)
- Unsolicited
- Associated with a legitimate business purpose
- Not associated with purchasing, procurement, or contracting
- Appropriate for the job function of the recipient



Q A Third Party works with a large company and they are having serious financial difficulties. This data is not yet public. One of the Third Party's employees has a relative that owns stock in the company, and the employee wants to warn the relative so they can sell the stock. Should this data be shared?

A No. If the Third Party employee has inside data about any company, they should not pass it along to anyone else, or buy, sell, or recommend the purchase of that company's securities until the data is publicly disclosed.

Fair Dealing:

All Third Parties must compete for, and earn, Old National business fairly and equally, in a manner free of actual or likely conflicts of interest and comply with all fitting laws and rules in the delivery of its services. Making unfair gains through tactics, abuse of private data, concealment, deception, or any other unfair dealings, is strictly banned.

Ethics:

The success of Old National and Third Parties relies upon mutual trust and confidence. Old National seeks to give fair and equal forethought to all likely and existing Third Party Partners, and to base our decisions on object basis such as price, quality, as well as reliable and honest service. In order to preserve our excellent character, all Third Parties are expected to carefully observe all laws and show the highest standards of conduct, ethics, and honesty. Unethical, illegal, and dishonest conduct of Third Parties is strictly banned. Old National's belief is that Third Parties will train their employees with emphasis on proper behavior, ethics, compliance, and anti-corruption topics.

HUMAN RIGHTS AND FAIR TREATMENT

At Old National, we believe a talented and diverse workforce is key to achieving our mission of exceeding client, employee, and shareholder expectations. We rely on the unique view and efforts of each team member to make our company stronger and maintain our position of leadership in the financial services industry.

Old National Bank also respects, values, and welcomes diversity in our clients, markets, and suppliers. Likewise, Third Parties must be committed to a culture of diversity and inclusion, and foster diversity in their workforce, customers, suppliers, and marketplace.

Third Party Partners should treat our employees, clients, community members, and other Third Parties with dignity, respect, and forethought. Likewise, every Third Party is expected to treat their employees, clients, subcontractors, and community members with civility, dignity, respect, and forethought.

ONB expects all Third Parties to ensure conditions free from prejudice, harassment, and other threats. Harassment in any form, whether based on a person's gender, sexual orientation, race, ethnicity, religion, national origin, citizenship, age, disability, social class status, marital status or any other legally protected class status is not acceptable or consistent with Old National's commitment to provide a respectful, professional, and dignified workplace.

Third Parties must observe all fair labor laws, including those related to child labor, fair wages, working hours and forced or involuntary labor.



Harassment is:

- Making unwelcome comments about a person's clothing, body, or personal life
- Offensive or abusive physical contact
- Use of offensive nicknames or terms of endearment
- Offensive jokes or unwelcome overtones
- Any suggestion that race, color, gender, religion, sex, sexual orientation, gender identity, national origin, age, disability, military service or any other legally protected quality would affect one's job, promotion, performance review or working conditions
- Displaying offensive objects or pictures
- Unfitting use of the internet, including offensive emails
- Conduct that creates threatening or hostile conditions

Report anonymously to the EthicsPoint Hot Line online at oldnational.ethicspoint.com or by phone at 855-659-7671.

Old National does not tolerate retaliation for good faith reports of ethical violations or misconduct.

HEALTH, SAFETY, THE ENVIRONMENT AND RESPONSIBILITY FOR COMPLIANCE

Responsibility for Compliance:

It is the Third Party's duty to ensure that its employees, agents, and subcontractors working on Old National Bank business understand and comply with this Third Party Code of Conduct. Failure to adhere to this Third Party Code of Conduct or any fitting laws is grounds for Old National to terminate the business relationship.

Old National Expects its Third Party Partners to have logical and proper systems in place to review and correct possible issues of wrongdoing, to the extent approved by local law. Third Party Partners are required to instantly notify Old National upon becoming aware of any likely breach of law, violation of this Third Party Code of Conduct, or of any allegations of wrongdoing related to Old National's business.

The Third Party must also instantly notify Old National upon becoming aware of any negative or adverse publicity about their business or any product or serviced provided to Old National Bank, or any event or circumstance related to their business that could be reasonably expected to cause negative or other adverse publicity about Old National Bank.

Health, Safety, and the Environment:

Old National is committed to keeping a safe and drug-free condition for all employees consistent with fitting law. Our employees deserve a workplace where they feel safe. It is Old National's belief that all Third Parties are also committed to the health, safety, and well-being of employees. Third Parties must maintain conditions free of violence and the threat of violence.

ONB expects Third Parties to be committed to protecting the environment and our communities. Third Parties must comply with all environmental laws and rules, and support company projects aligned with waste reduction and other efforts to preserve the environment.

Our Old National Sustainability Mission Statement embodies our corporate vow to responsible management of our social, cultural, and economic resources in partnership with our employees, clients, Third Parties, and communities. Our Sustainability goals are broken down into three categories including: Social Sustainability, Cultural Sustainability, and Economic Sustainability. Old National's belief is that all Third Parties are equally committed to our Sustainability goals.

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REPORTING CONCERNS



Compliance with this Third Party Code of Conduct is important to Old National Bank and as such, conduct that differs from these beliefs should be reported. All Third Parties are expected to comply with the Third Party Code of Conduct as well as all fitting local, state, and federal laws and rules. If you observe conduct that is not consistent with this policy, whether within your own organization, another Third Party, or by an ONB employee, you may file an unnamed report to the EthicsPoint Hot Line online at oldnational.ethicspoint.com or by phone at 855-659-7671.

Old National is committed to operating in an ethical, honest, and lawful manner and expects its employees, directors, and all Third Parties and other business partners to conduct their activities in line with fitting laws and rules, internal company policies and procedures, and ethical norms or standards. Old National does not tolerate retaliation for good faith reports of ethical violations or misconduct.



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