UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2023
or
☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from ____________ to ____________

Commission File Number 001-15817

Old National Bancorp

(Exact name of the Registrant as specified in its charter)

Indiana	**35-1539838**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
One Main Street **Evansville, Indiana**	**47708**
(Address of principal executive offices)	(Zip Code)

(800) 731-2265
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, no par value	**ONB**	**NASDAQ Global Select Market**
Depositary Shares, each representing a 1/40th interest in a share of Non-Cumulative Perpetual Preferred Stock, Series A	**ONBPP**	**NASDAQ Global Select Market**
Depositary Shares, each representing a 1/40th interest in a share of Non-Cumulative Perpetual Preferred Stock, Series C	**ONBPO**	**NASDAQ Global Select Market**

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☑	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☑

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☑

The aggregate market value of the registrant's voting and non-voting common stock held by non-affiliates on June 30, 2023, was $4,029,030,047 (based on the closing price on that date of $13.94). In calculating the market value of securities held by non-affiliates of the registrant, the registrant has treated as securities held by affiliates as of June 30, 2023, voting and non-voting stock owned of record by its directors and principal executive officers, and voting and non-voting stock held by the registrant's trust department in a fiduciary capacity for benefit of its directors and principal executive officers. This calculation does not reflect a determination that persons are affiliates for any other purposes.

The number of shares outstanding of the registrant's common stock, as of January 31, 2024, was 292,704,000.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the 2024 Annual Meeting of Shareholders are incorporated by reference into Part III of this Form 10-K.

EXPLANATORY NOTE

Old National Bancorp (the "Company") filed its Annual Report on Form 10-K for the year ended December 31, 2023 with the U.S. Securities and Exchange Commission ("SEC") on February 22, 2024 (the "Original Form 10-K"). This Amendment No. 1 to Form 10-K (this "Amendment" or "Form 10-K/A") is being filed solely to correct a typographical error in the date of the Report of Independent Registered Public Accounting Firm of Crowe LLP included in Part II, Item 8, "Financial Statements and Supplementary Data" of the Original Form 10-K (the "Original Report"). The Original Report was dated February 22, 2024 instead of February 22, 2023.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), because the Original Report was included within Item 8 of the Original Form 10-K, this Amendment sets forth Item 8 in its entirety. Except for the correction made to the date of the Original Report noted above, no revisions or modifications have been made to the financial statements or any other information contained within Item 8 of the Original Form 10-K.

Additionally, in accordance with Rule 12b-15, the Company is including with this Amendment currently dated certifications from its Chairman and Chief Executive Officer and Executive Vice President, Interim Chief Financial Officer, and Chief Strategy Officer. These certifications are filed or furnished, as applicable, as Exhibits 31.1, 31.2, 32.1 and 32.2. The Company is also filing updated consents from Deloitte & Touche LLP and Crowe LLP as Exhibits 23.1 and 23.2, respectively. This Amendment consists solely of the preceding cover page, this explanatory note, the complete text of Item 8, the complete text of Part IV, Item 15, "Exhibits and Financial Statement Schedules," the signature page, the certifications, and the updated Deloitte & Touche LLP and Crowe LLP consents, as well as updated inline XBRL exhibits.

The information contained in this Amendment does not update or reflect events occurring after the filing of the Original Form 10-K. This Amendment should be read in conjunction with the Company's other filings with the SEC, including the Original Form 10-K.

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PART II

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

REPORT OF MANAGEMENT

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

Management is responsible for the preparation of the financial statements and related financial information appearing in this annual report on Form 10-K. The financial statements and notes have been prepared in conformity with accounting principles generally accepted in the United States and include some amounts which are estimates based upon currently available information and management's judgment of current conditions and circumstances. Financial information throughout this annual report on Form 10-K is consistent with that in the financial statements.

Management maintains a system of internal accounting controls, which is believed to provide, in all material respects, reasonable assurance that assets are safeguarded against loss from unauthorized use or disposition, transactions are properly authorized and recorded, and the financial records are reliable for preparing financial statements and maintaining accountability for assets. In addition, Old National has a Code of Business Conduct and Ethics, a Senior Financial and Executive Officer Code of Ethics and Corporate Governance Guidelines that outline high levels of ethical business standards. Old National has also appointed a Chief Ethics Officer and had a third party perform an independent validation of our ethics program.

In order to monitor compliance with this system of controls, Old National maintains an extensive internal audit program. Internal audit reports are issued to appropriate officers and significant audit exceptions, if any, are reviewed with management and the Audit Committee.

The Board of Directors, through an Audit Committee comprised solely of independent directors, oversees management's discharge of its financial reporting responsibilities. The Audit Committee meets regularly with Old National's independent registered public accounting firm, Deloitte & Touche LLP, and the managers of financial reporting, internal audit, and risk. During these meetings, the committee meets privately with the independent registered public accounting firm as well as with financial reporting and internal audit personnel to review accounting, auditing, and financial reporting matters. The appointment of the independent registered public accounting firm is made by the Audit Committee.

Our consolidated financial statements as of December 31, 2023 and for the year then ended have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, whose report appears in this annual report on Form 10-K. Our consolidated financial statements as of December 31, 2022 and for the years ended December 31, 2022 and 2021 have been audited by Crowe LLP, an independent registered public accounting firm, whose report also appears in this annual report on Form 10-K.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Old National is responsible for establishing and maintaining adequate internal control over financial reporting. A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Old National's management assessed the effectiveness of Old National's internal control over financial reporting as of December 31, 2023. In making this assessment, management used the criteria established in 2013 by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control - Integrated Framework*. Based on that assessment, Old National has concluded that, as of December 31, 2023, Old National's internal control over financial reporting is effective. Old National's independent registered public accounting firm has audited the effectiveness of Old National's internal control over financial reporting as of December 31, 2023 as stated in their report, which is included in Part II, Item 9A of this Annual Report on Form 10-K.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Old National Bancorp

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of Old National Bancorp and subsidiaries ("Old National") as of December 31, 2023, the related consolidated statements of income, comprehensive income (loss), shareholders' equity, and cash flows for the year ended December 31, 2023, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of Old National as of December 31, 2023, and the results of its operations and its cash flows for the year ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), Old National's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 22, 2024, expressed an unqualified opinion on Old National's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of Old National's management. Our responsibility is to express an opinion on Old National's financial statements based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to Old National in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Allowance for Credit Losses on Loans ("ACL") — Qualitative Factors — Refer to Note 1 and Note 4 of the Notes to Consolidated Financial Statements

Critical Audit Matter Description

Old National maintains the ACL as an estimate of expected credit losses over the expected contractual life of their loan portfolio. The methodology for estimating the amount of expected credit losses reported in the allowance for credit losses has two basic components: first, an asset-specific component involving individual loans that do not share risk characteristics with other loans and the measurement of expected credit losses for such individual loans; and second, a pooled component for estimated expected credit losses for pools of loans that share similar risk characteristics.

Old National utilizes a discounted cash flow ("DCF") approach with probability of default ("PD") methodology for pools of loans with similar risk characteristics. The PD regression models use combinations of variables to assess systematic and unsystematic risk. Variables used for unsystematic risk are borrower specific and help to gauge the risk of default from an individual borrower. Variables for systematic risk, risk inherent to all borrowers, come from the use of forward-looking economic forecasts. The LGD is defined as credit loss incurred when an obligor of the bank defaults.

Expected cash flows are created for each loan using reasonable and supportable forecasts and discounted using the loan's effective yield. The discounted sum of expected cash flows is then compared to the amortized cost and any shortfall is recorded as a component of the ACL. The quantitative allowance is adjusted by qualitative factors. Qualitative factors include items such as changes in lending policies or procedures and economic uncertainty in forward-looking forecasts.

At December 31, 2023, the key qualitative factors included adjustments to the expected credit losses associated with risks in the current economic environment. These factors include the risk that certain macroeconomic forecasts such as unemployment, gross domestic product, housing product index, and the BBB ratio (BBB spread to the 10-year U.S. Treasury rate) prove to be more severe and/or prolonged than the baseline forecast due to a variety of factors including monetary actions to control inflation, global military conflicts, and global supply chain issues.

Considering the estimation and judgment in determining adjustments for such qualitative factors, our audit of the ACL and the related disclosures involved subjective judgments about the qualitative adjustments to the ACL.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the qualitative adjustments to the ACL included the following, among others:

- We tested the effectiveness of Old National's controls over the qualitative adjustments to the ACL
- We assessed the reasonableness of, and evaluated support for, key qualitative adjustments based on external market data and loan portfolio performance metrics
- We tested the completeness and accuracy and evaluated the relevance of the key data used as inputs to the qualitative adjustment estimation process, including:
    - Portfolio segment loan balances and other borrower-specific data
    - Relevant macroeconomic indicators and data
- With the assistance of our credit specialists, we tested the mathematical accuracy of the ACL models used as the method for developing the qualitative adjustments

/s/ Deloitte & Touche LLP

Chicago, Illinois
February 22, 2024

We have served as Old National's auditor since 2023.

Crowe

Crowe LLP
Independent Member Crowe Global

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Shareholders and the Board of Directors of Old National Bancorp
Evansville, Indiana

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of Old National Bancorp (the “Company") as of December 31, 2022, the related consolidated statements of income, comprehensive income (loss), changes in shareholders’ equity, and cash flows for each of the two years in the period ended December 31, 2022, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Crowe LLP

We served as the Company's auditor from 2005, which is the year the engagement letter was signed for the audit of the 2006 financial statements, through the filing of the 2022 Form 10-K, which was filed in February 2023.

Louisville, Kentucky
February 22, 2023

OLD NATIONAL BANCORP
CONSOLIDATED BALANCE SHEETS

(dollars and shares in thousands, except per share data)	December 31, 2023	December 31, 2022
Assets		
Cash and due from banks	**$ 430,866**	$ 453,432
Money market and other interest-earning investments	**744,192**	274,980
Total cash and cash equivalents	**1,175,058**	728,412
Equity securities, at fair value	**80,372**	52,507
Investment securities - available-for-sale, at fair value (amortized cost $7,684,889 and $7,772,603, respectively)	**6,713,055**	6,773,712
Investment securities - held-to-maturity, at amortized cost (fair value $2,601,188 and $2,643,682, respectively)	**3,013,493**	3,089,147
Federal Home Loan Bank/Federal Reserve Bank stock, at cost	**365,588**	314,168
Loans held-for-sale, at fair value	**32,006**	11,926
Loans:		
Commercial	**9,512,230**	9,508,904
Commercial real estate	**14,140,629**	12,457,070
Residential real estate	**6,699,443**	6,460,441
Consumer	**2,639,625**	2,697,226
Total loans, net of unearned income	**32,991,927**	31,123,641
Allowance for credit losses on loans	**(307,610)**	(303,671)
Net loans	**32,684,317**	30,819,970
Premises and equipment, net	**565,396**	557,307
Goodwill	**1,998,716**	1,998,716
Other intangible assets	**102,250**	126,405
Company-owned life insurance	**767,902**	768,552
Accrued interest receivable and other assets	**1,591,683**	1,522,550
Total assets	**$ 49,089,836**	$ 46,763,372
Liabilities		
Deposits:		
Noninterest-bearing demand	**$ 9,664,247**	$ 11,930,798
Interest-bearing:		
Checking and NOW	**7,331,487**	8,340,955
Savings	**5,099,186**	6,326,158
Money market	**9,561,116**	5,389,139
Time deposits	**5,579,144**	3,013,780
Total deposits	**37,235,180**	35,000,830
Federal funds purchased and interbank borrowings	**390**	581,489
Securities sold under agreements to repurchase	**285,206**	432,804
Federal Home Loan Bank advances	**4,280,681**	3,829,018
Other borrowings	**764,870**	743,003
Accrued expenses and other liabilities	**960,609**	1,047,633
Total liabilities	**43,526,936**	41,634,777
Commitments and contingencies (Note 20)		
Shareholders' Equity		
Preferred stock, 2,000 shares authorized, 231 shares issued and outstanding	**230,500**	230,500
Common stock, no par value, $1.00 per share stated value, 600,000 shares authorized, 292,655 and 292,903 shares issued and outstanding, respectively	**292,655**	292,903
Capital surplus	**4,159,924**	4,174,265
Retained earnings	**1,618,630**	1,217,349
Accumulated other comprehensive income (loss), net of tax	**(738,809)**	(786,422)
Total shareholders' equity	**5,562,900**	5,128,595
Total liabilities and shareholders' equity	**$ 49,089,836**	$ 46,763,372

The accompanying notes to consolidated financial statements are an integral part of these statements.

OLD NATIONAL BANCORP
CONSOLIDATED STATEMENTS OF INCOME

	Years Ended December 31,		
(dollars and shares in thousands, except per share data)	**2023**	**2022**	**2021**
Interest Income			
Loans including fees:			
Taxable	**$ 1,815,390**	$ 1,177,816	$ 490,042
Nontaxable	**44,687**	25,931	12,392
Investment securities:			
Taxable	**263,210**	204,004	98,031
Nontaxable	**43,851**	43,637	37,595
Money market and other interest-earning investments	**39,683**	2,814	589
Total interest income	**2,206,821**	1,454,202	638,649
Interest Expense			
Deposits	**484,360**	49,093	10,954
Federal funds purchased and interbank borrowings	**11,412**	5,021	—
Securities sold under agreements to repurchase	**3,299**	843	397
Federal Home Loan Bank advances	**161,860**	51,524	21,075
Other borrowings	**42,737**	19,785	9,823
Total interest expense	**703,668**	126,266	42,249
Net interest income	**1,503,153**	1,327,936	596,400
Provision (release) for credit losses	**58,887**	144,799	(29,622)
Net interest income after provision (release) for credit losses	**1,444,266**	1,183,137	626,022
Noninterest Income			
Wealth and investment services fees	**107,784**	100,851	65,048
Service charges on deposit accounts	**71,945**	72,501	31,658
Debit card and ATM fees	**42,153**	40,227	23,766
Mortgage banking revenue	**16,319**	23,015	42,558
Capital markets income	**24,419**	25,986	21,997
Company-owned life insurance	**15,397**	14,564	10,589
Debt securities gains (losses), net	**(6,265)**	(88)	4,327
Gain on sale of Visa Class B restricted shares	**21,635**	—	—
Gain on sale of health savings accounts	**—**	90,673	—
Other income	**39,955**	32,050	14,276
Total noninterest income	**333,342**	399,779	214,219
Noninterest Expense			
Salaries and employee benefits	**546,364**	575,626	284,098
Occupancy	**106,676**	100,421	54,834
Equipment	**32,163**	27,637	16,704
Marketing	**39,511**	32,264	12,684
Technology	**80,343**	84,865	47,047
Communication	**16,980**	18,846	10,073
Professional fees	**27,335**	39,046	20,077
FDIC assessment	**56,730**	19,332	6,059
Amortization of intangibles	**24,155**	25,857	11,336
Amortization of tax credit investments	**15,367**	10,961	6,770
Property optimization	**1,559**	26,818	—
Other expense	**79,123**	76,510	31,697
Total noninterest expense	**1,026,306**	1,038,183	501,379
Income before income taxes	**751,302**	544,733	338,862
Income tax expense	**169,310**	116,446	61,324
Net income	**581,992**	428,287	277,538
Preferred dividends	**(16,135)**	(14,118)	—
Net income applicable to common shareholders	**$ 565,857**	$ 414,169	$ 277,538
Net income per common share - basic	**$ 1.95**	$ 1.51	$ 1.68
Net income per common share - diluted	**1.94**	1.50	1.67
Weighted average number of common shares outstanding - basic	**290,748**	275,179	165,178
Weighted average number of common shares outstanding - diluted	**291,855**	276,688	165,929
Dividends per common share	**$ 0.56**	$ 0.56	$ 0.56

The accompanying notes to consolidated financial statements are an integral part of these statements.

OLD NATIONAL BANCORP
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Years Ended December 31,		
(dollars in thousands)	**2023**	**2022**	**2021**
Net income	**$ 581,992**	$ 428,287	$ 277,538
Other comprehensive income (loss):			
Change in debt securities available-for-sale:			
Unrealized holding gains (losses) for the period	**(31,355)**	(1,004,054)	(187,955)
Reclassification for securities transferred to held-to-maturity	**—**	165,473	—
Reclassification adjustment for securities (gains) losses realized in income	**6,265**	88	(4,327)
Income tax effect	**14,918**	199,097	43,997
Unrealized gains (losses) on available-for-sale debt securities	**(10,172)**	(639,396)	(148,285)
Change in securities held-to-maturity:			
Adjustment for securities transferred from available-for-sale	**—**	(165,473)	—
Amortization of unrealized losses on securities transferred from available-for-sale	**21,239**	16,612	—
Income tax effect	**(4,047)**	36,197	—
Changes from securities held-to-maturity	**17,192**	(112,664)	—
Change in hedges:			
Net unrealized derivative gains (losses) on hedges	**69,276**	(45,132)	1,898
Reclassification adjustment for (gains) losses realized in net income	**(15,067)**	2,587	(4,605)
Income tax effect	**(13,479)**	10,453	666
Changes from hedges	**40,730**	(32,092)	(2,041)
Change in defined benefit pension plans:			
Amortization of net (gains) losses recognized in income	**(182)**	139	239
Income tax effect	**45**	(34)	(59)
Changes from defined benefit pension plans	**(137)**	105	180
Other comprehensive income (loss), net of tax	**47,613**	(784,047)	(150,146)
Comprehensive income (loss)	**$ 629,605**	$ (355,760)	$ 127,392

The accompanying notes to consolidated financial statements are an integral part of these statements.

OLD NATIONAL BANCORP
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS’ EQUITY

(dollars in thousands, except per share data)	Preferred Stock	Common Stock	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders’ Equity
Balance, December 31, 2020	$ —	$ 165,367	$ 1,875,626	$ 783,892	$ 147,771	$ 2,972,656
Net income	—	—	—	277,538	—	277,538
Other comprehensive income (loss)	—	—	—	—	(150,146)	(150,146)
Dividends - common stock ($0.56 per share)	—	—	—	(92,829)	—	(92,829)
Common stock issued	—	35	548	—	—	583
Common stock repurchased	—	(208)	(3,523)	—	—	(3,731)
Share-based compensation expense	—	—	7,497	—	—	7,497
Stock activity under incentive compensation plans	—	644	397	(591)	—	450
Balance, December 31, 2021	—	165,838	1,880,545	968,010	(2,375)	3,012,018
Net income	—	—	—	428,287	—	428,287
Other comprehensive income (loss)	—	—	—	—	(784,047)	(784,047)
First Midwest Bancorp, Inc. merger:						
Issuance of common stock	—	129,365	2,316,947	—	—	2,446,312
Issuance of preferred stock, net of issuance costs	230,500	—	13,219	—	—	243,719
Cash dividends:						
Common ($0.56 per share)	—	—	—	(163,505)	—	(163,505)
Preferred ($61.25 per share)	—	—	—	(14,118)	—	(14,118)
Common stock issued	—	52	757	—	—	809
Common stock repurchased	—	(3,960)	(67,222)	—	—	(71,182)
Share-based compensation expense	—	—	28,656	—	—	28,656
Stock activity under incentive compensation plans	—	1,608	1,363	(1,325)	—	1,646
Balance, December 31, 2022	**230,500**	**292,903**	**4,174,265**	**1,217,349**	**(786,422)**	**5,128,595**
Net income	**—**	**—**	—	**581,992**	**—**	**581,992**
Other comprehensive income (loss)	—	—	—	—	**47,613**	**47,613**
Cash dividends:						
Common ($0.56 per share)	—	—	—	**(163,895)**	—	**(163,895)**
Preferred ($70.00 per share)	**—**	**—**	—	**(16,135)**	**—**	**(16,135)**
Common stock issued	**—**	**75**	**1,001**	—	**—**	**1,076**
Common stock repurchased	**—**	**(2,640)**	**(41,668)**	—	**—**	**(44,308)**
Share-based compensation expense	**—**	—	**27,910**	—	**—**	**27,910**
Stock activity under incentive compensation plans	**—**	**2,317**	**(1,584)**	**(681)**	**—**	**52**
Balance, December 31, 2023	**$ 230,500**	**$ 292,655**	**$ 4,159,924**	**$ 1,618,630**	**$ (738,809)**	**$ 5,562,900**

The accompanying notes to consolidated financial statements are an integral part of these statements.

OLD NATIONAL BANCORP
CONSOLIDATED STATEMENTS OF CASH FLOWS

(dollars in thousands)	Years Ended December 31, 2023	2022	2021
Cash Flows From Operating Activities			
Net income	**$ 581,992**	$ 428,287	$ 277,538
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation	**38,180**	36,436	27,276
Amortization of other intangible assets	**24,155**	25,857	11,336
Amortization of tax credit investments	**15,367**	10,961	6,770
Net premium amortization on investment securities	**7,416**	18,684	16,305
Accretion income related to acquired loans	**(22,191)**	(72,007)	(16,747)
Share-based compensation expense	**27,910**	28,656	7,497
Provision (release) for credit losses	**58,887**	144,799	(29,622)
Debt securities (gains) losses, net	**6,265**	88	(4,327)
Gain on sale of Visa Class B restricted shares	**(21,635)**	—	—
Gain on sale of health savings accounts	**—**	(90,673)	—
Net (gains) losses on sales of loans and other assets	**(3,074)**	13,114	(36,677)
Increase in cash surrender value of company-owned life insurance	**(15,397)**	(14,564)	(10,589)
Residential real estate loans originated for sale	**(473,478)**	(570,111)	(1,215,015)
Proceeds from sales of residential real estate loans	**472,537**	620,958	1,274,812
(Increase) decrease in interest receivable	**(34,637)**	(52,911)	1,198
(Increase) decrease in other assets	**(66,070)**	(40,518)	2,641
Increase (decrease) in accrued expenses and other liabilities	**(79,885)**	327,369	17,984
Net cash flows provided by (used in) operating activities	**516,342**	814,425	330,380
Cash Flows From Investing Activities			
Cash received from merger, net	**—**	1,912,629	—
Sale of health savings accounts	**—**	(290,857)	—
Purchases of investment securities available-for-sale	**(1,084,416)**	(1,438,572)	(3,321,653)
Purchases of investment securities held-to-maturity	**(1,941)**	(170,675)	—
Purchases of Federal Home Loan Bank/Federal Reserve Bank stock	**(99,158)**	(147,394)	—
Purchases of equity securities	**(28,408)**	(6,348)	(11,000)
Proceeds from maturities, prepayments, and calls of investment securities available-for-sale	**1,066,266**	1,284,814	1,511,510
Proceeds from sales of investment securities available-for-sale	**96,506**	20,032	198,886
Proceeds from maturities, prepayments, and calls of investment securities held-to-maturity	**94,511**	83,962	—
Proceeds from sales of Federal Home Loan Bank/Federal Reserve Bank stock	**47,738**	108,698	58
Proceeds from sales of equity securities	**24,636**	53,029	544
Loan originations and payments, net	**(2,673,593)**	(3,071,765)	206,145
Proceeds from sales of commercial loans	**757,593**	—	—
Proceeds from company-owned life insurance death benefits	**16,252**	10,361	3,375
Proceeds from sale of premises and equipment and other assets	**3,513**	4,480	29,244
Purchases of premises and equipment and other assets	**(38,375)**	(37,901)	(48,692)
Net cash flows provided by (used in) investing activities	**(1,818,876)**	(1,685,507)	(1,431,583)
Cash Flows From Financing Activities			
Net increase (decrease) in:			
Deposits	**2,234,350**	(435,717)	1,531,742
Federal funds purchased and interbank borrowings	**(581,099)**	581,213	(890)
Securities sold under agreements to repurchase	**(147,598)**	(94,665)	(38,891)
Other borrowings	**16,938**	177,146	36,187
Payments for maturities of Federal Home Loan Bank advances	**(2,250,149)**	(2,102,506)	(146,505)
Payments for modification of Federal Home Loan Bank advances	**—**	—	(2,156)
Proceeds from Federal Home Loan Bank advances	**2,700,000**	2,900,000	50,000
Cash dividends paid	**(180,030)**	(177,623)	(92,829)
Common stock repurchased	**(44,308)**	(71,182)	(3,731)
Common stock issued	**1,076**	809	583
Net cash flows provided by (used in) financing activities	**1,749,180**	777,475	1,333,510
Net increase (decrease) in cash and cash equivalents	**446,646**	(93,607)	232,307
Cash and cash equivalents at beginning of period	**728,412**	822,019	589,712
Cash and cash equivalents at end of period	**$ 1,175,058**	$ 728,412	$ 822,019

The accompanying notes to consolidated financial statements are an integral part of these statements.

OLD NATIONAL BANCORP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NATURE OF OPERATIONS

Old National Bancorp, the financial holding company of Old National Bank, our wholly-owned banking subsidiary, is headquartered in Evansville, Indiana with commercial and consumer banking operations headquartered in Chicago, Illinois. Through Old National Bank and non-bank affiliates, Old National Bancorp provides a wide range of services to its clients throughout the Midwest region and elsewhere, including commercial and consumer loan and depository services, private banking, capital markets, brokerage, wealth management, trust, investment advisory, and other traditional banking services.

NOTE 1 – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements include the accounts of Old National Bancorp and its wholly-owned subsidiaries (hereinafter collectively referred to as "Old National") and have been prepared in conformity with accounting principles generally accepted in the United States of America and prevailing practices within the banking industry. Such principles require management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and the disclosures of contingent assets and liabilities at the date of the financial statements and amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

All intercompany transactions and balances have been eliminated. Certain prior year amounts have been reclassified to conform to the current presentation. Such reclassifications had no effect on prior year net income or shareholders' equity and were insignificant amounts.

Equity Securities

Equity securities consist of mutual funds for Community Reinvestment Act qualified investments and diversified investment securities held in a grantor trust for participants in the Company's nonqualified deferred compensation plan. Equity securities are recorded at fair value with changes in fair value recognized in other income.

Investment Securities

Old National classifies debt investment securities as available-for-sale or held-to-maturity on the date of purchase. Debt securities classified as available-for-sale are recorded at fair value with the unrealized gains and losses recorded in other comprehensive income (loss), net of tax. Realized gains and losses affect income and the prior fair value adjustments are reclassified within shareholders' equity. Debt securities classified as held-to-maturity, which management has the intent and ability to hold to maturity, are reported at amortized cost. Interest income includes amortization of purchase premiums or discounts. Premiums and discounts are amortized on the level-yield method. Anticipated prepayments are considered when amortizing premiums and discounts on mortgage-backed securities. Gains and losses on the sale of available-for-sale debt securities are determined using the specific-identification method.

Available-for-sale securities in unrealized loss positions are evaluated at least quarterly to determine if a decline in fair value should be recorded through income or other comprehensive income (loss). For available-for-sale securities in an unrealized loss position, we first assess whether we intend to sell, or it is more likely than not that we will be required to sell the security, before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the security's amortized cost basis is written down to fair value through income. For available-for-sale securities that do not meet the criteria, we evaluate whether the decline in fair value has resulted from credit losses or other factors. In making this assessment, management considers the extent to which fair value is less than amortized cost, any changes to the rating of the security by a rating agency, and adverse conditions specifically related to the security and the issuer, among other factors. If this assessment indicates that a credit loss exists, we compare the present value of cash flows expected to be collected from the security with the amortized cost basis of the security. If the present value of cash flows expected to be collected is less than the amortized cost basis for the security, a credit loss exists and an allowance for credit losses is recorded, limited to the amount that the fair value of the security is less than its amortized cost basis. Any decline in fair value that has not been recorded through an allowance for credit losses is recognized in other comprehensive income (loss), net of applicable taxes. Accrued interest receivable on the securities portfolio is excluded from the estimate of credit losses.

Federal Home Loan Bank/Federal Reserve Bank Stock

Old National is a member of the FHLB system and its regional Federal Reserve Bank. Members are required to own a certain amount of stock based on the level of borrowings and other factors. FHLB and Federal Reserve Bank stock are carried at cost, classified as a restricted security, and periodically evaluated for impairment based on ultimate recovery of par value. Both cash and stock dividends are reported as income.

Loans Held-for-Sale

Loans that Old National has originated with an intent to sell are classified as loans held-for-sale and are recorded at fair value, determined individually, as of the balance sheet date. The loan's fair value includes the servicing value of the loans as well as any accrued interest. Conventional mortgage production is sold with servicing rights retained. Certain loans, such as government guaranteed mortgage loans are sold on servicing released basis.

Loans

Loans that Old National intends to hold are classified as held for investment. Loans held for investment are carried at the principal balance outstanding, net of earned interest, purchase premiums or discounts, deferred loan fees and costs, and an allowance for credit losses. Interest income is accrued on the principal balances of loans outstanding. For all loan classes, a loan is generally placed on nonaccrual status when principal or interest becomes 90 days past due unless it is well secured and in the process of collection, or earlier when concern exists as to the ultimate collectability of principal or interest. Interest accrued but not received is reversed against earnings. Cash interest received on these loans is applied to the principal balance until the principal is recovered or until the loan returns to accrual status. Loans may be returned to accrual status when all the principal and interest amounts contractually due are brought current, remain current for a prescribed period, and future payments are reasonably assured.

Old National has purchased loans, some of which have experienced more than insignificant credit deterioration since origination. Evidence of credit deterioration was evaluated using various indicators, such as past due and nonaccrual status, as well as asset quality rating. PCD loans are recorded at the amount paid. An allowance for credit losses is determined using the same methodology as other loans held for investment. The initial allowance for credit losses determined on a collective basis is allocated to individual loans. The sum of the loan's purchase price and initial allowance for credit losses becomes its initial amortized cost basis. The difference between the initial amortized cost basis and the par value of the loan is a noncredit discount or premium, which is accreted or amortized into interest income over the life of the loan. Subsequent changes to the allowance for credit losses are recorded through provision for credit losses.

Any loans that are modified are reviewed by Old National to identify if a financial difficulty modification has occurred, which is when Old National modifies a loan related to a borrower experiencing financial difficulties. Terms may be modified to fit the ability of the borrower to repay in line with its current financial status. The modification of the terms of such loans includes one or a combination of the following: a reduction of the stated interest rate of the loan, an extension of the maturity date, a permanent reduction of the recorded investment of the loan, or an other-than-insignificant payment delay. The adoption of Accounting Standards Update ("ASU") 2022-02 on January 1, 2023 eliminated the recognition and measurement of troubled debt restructurings ("TDRs") and enhanced disclosures for modifications to loans related to borrowers experiencing financial difficulties.

Allowance for Credit Losses on Loans

Credit quality within the loans held for investment portfolio is continuously monitored by management and is reflected within the allowance for credit losses on loans. The allowance for credit losses is an estimate of expected losses inherent within the Company's loans held for investment portfolio. Credit quality is assessed and monitored by evaluating various attributes and the results of those evaluations are utilized in underwriting new loans and in our process for estimating expected credit losses. The allowance for credit losses on loans held for investment is adjusted by a credit loss expense, which is reported in provision for credit losses, and reduced by the charge-off of loan amounts, net of recoveries within the provision for credit losses. Accrued interest receivable is excluded from the estimate of credit losses. Old National has made a policy election to present accrued interest receivable separately on the balance sheet.

The allowance for credit loss estimation process involves procedures to appropriately consider the unique characteristics of our loan portfolio segments. These segments are further disaggregated into loan classes based on the level at which credit risk is monitored. When computing the level of expected credit losses, credit loss assumptions are estimated using a model that categorizes loan pools based on loss history, delinquency status, and other credit trends and risk characteristics, including current conditions and reasonable and supportable forecasts about the future. Determining the appropriateness of the allowance is complex and requires judgment by management about the effect of matters that are inherently uncertain. In future periods, evaluations of the overall loan portfolio, in light of the factors and forecasts then prevailing, may result in significant changes in the allowance and credit loss expense in those future periods.

The allowance level is influenced by loan volumes, loan AQR migration or delinquency status, changes in historical loss experience, and other conditions influencing loss expectations, such as reasonable and supportable forecasts of economic conditions. The methodology for estimating the amount of expected credit losses reported in the allowance for credit losses has two basic components: first, an asset-specific component involving individual loans that do not share risk characteristics with other loans and the measurement of expected credit losses for such individual loans; and second, a pooled component for estimated expected credit losses for pools of loans that share similar risk characteristics.

We utilize a discounted cashflow approach to determine the allowance for credit losses for performing loans and nonperforming loans. Expected cashflows are created for each loan and discounted using the effective yield method. The discounted sum of expected cashflows is then compared to the amortized cost and any shortfall is recorded as an allowance. Expected cashflows are created using a combination of contractual payment schedules, calculated PDs, LGD, and prepayment assumptions as well as qualitative factors. For commercial and commercial real estate loans, the PD is forecasted using a regression model to determine the likelihood of a loan moving into nonaccrual within the time horizon. For residential and consumer loans, the PD is forecasted using a regression model to determine the likelihood of a loan being charged-off within the time horizon. The regression models use combinations of variables to assess systematic and unsystematic risk. Variables used for unsystematic risk are borrower specific and help to gauge the risk of default from an individual borrower. Variables for systematic risk, risk inherent to all borrowers, come from the use of forward-looking economic forecasts and include variables such as unemployment rate, gross domestic product, and house price index. The LGD is defined as credit loss incurred when an obligor of the bank defaults. Qualitative factors include items such as changes in lending policies or procedures and economic uncertainty in forward-looking forecasts.

Further information regarding Old National's policies and methodology used to estimate the allowance for credit losses on loans is presented in Note 4 to the consolidated financial statements.

Premises and Equipment

Premises and equipment are stated at cost less accumulated depreciation. Land is stated at cost. Depreciation is charged to operating expense over the useful lives of the assets, principally on the straight-line method. Useful lives for premises and equipment are as follows: buildings and building improvements – 10 to 39 years; and furniture and equipment – 3 to 7 years. Leasehold improvements are depreciated over the lesser of their useful lives or the term of the lease. Maintenance and repairs are expensed as incurred while major additions and improvements are capitalized. Interest costs on construction of qualifying assets are capitalized.

Premises and equipment are reviewed for impairment when events indicate their carrying amount may not be recoverable from future undiscounted cash flows. If impaired, the assets are adjusted to fair value. Such impairments are included in other expense.

Goodwill and Other Intangible Assets

Goodwill arises from business combinations and is determined as the excess of the cost of acquired entities over the fair value of identifiable assets acquired less liabilities assumed as of the merger or acquisition date. Amortization of goodwill and indefinite-lived assets is not recorded. However, the recoverability of goodwill and other intangible assets are tested for impairment at least annually or more frequently if events and circumstances exist that indicate that a goodwill impairment test should be performed. Other intangible assets, including core deposits and customer business relationships, are amortized primarily on an accelerated basis over their estimated useful lives, generally over a period of 5 to 15 years.

Company-Owned Life Insurance

Old National has purchased, as well as obtained through mergers and acquisitions, life insurance policies on certain key executives. Old National records company-owned life insurance at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement.

Loan Servicing Rights

When loans are sold with servicing retained, servicing rights are initially recorded at fair value with the income statement effect recorded in gain on sales of loans. Fair value is based on market prices for comparable servicing contracts, when available, or alternatively, is based on a valuation model that calculates the present value of estimated future net servicing income. All classes of servicing assets are subsequently measured using the amortization method which requires servicing rights to be amortized into noninterest income in proportion to, and over the period of, the estimated future net servicing income of the underlying loans. Loan servicing rights are included in other assets on the balance sheet.

Loan servicing rights are evaluated for impairment based upon the fair value of the rights as compared to carrying amount. Impairment is determined by stratifying rights into groupings based on predominant risk characteristics, such as interest rate, loan type, term, and investor type. Impairment is recognized through a valuation allowance for an individual grouping, to the extent that fair value is less than the carrying amount. If Old National later determines that all or a portion of the impairment no longer exists for a particular grouping, a reduction of the allowance may be recorded as an increase to income. Changes in valuation allowances are reported with mortgage banking revenue on the income statement. The fair values of servicing rights are subject to significant fluctuations as a result of changes in estimated and actual prepayment speeds and default rates and losses. Servicing fee income, which is reported on the income statement as mortgage banking revenue, is recorded for fees earned for servicing loans. The fees are based on a contractual percentage of the outstanding principal, or a fixed amount per loan, and are recorded as income when earned.

Derivative Financial Instruments

As part of Old National's overall interest rate risk management, Old National uses derivative instruments, including interest rate swaps, collars, caps, and floors. All derivative instruments are recognized on the balance sheet at their fair value. At the inception of the derivative contract, Old National designates the derivative as (1) a hedge of the fair value of a recognized asset or liability or of an unrecognized firm commitment ("fair value hedge"), (2) a hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to a recognized asset or liability ("cash flow hedge"), or (3) an instrument with no hedging designation ("stand-alone derivative"). For a fair value hedge, the change in value of the derivative, as well as the offsetting change in value of the hedged item attributable to the hedged risk, are recognized in current earnings during the period of the change in fair values. For a cash flow hedge, the gain or loss on the derivative is reported as a component of other comprehensive income (loss) and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Changes in the fair value of derivatives that do not qualify for hedge accounting are reported currently in earnings, in noninterest income.

Net cash settlements on derivatives that qualify for hedge accounting are recorded in interest income or interest expense, based on the item being hedged. Net cash settlements on derivatives that do not qualify for hedge accounting are reported in noninterest income. Cash flows on hedges are classified in the cash flow statement the same as the cash flows of the items being hedged.

Old National formally documents all relationships between derivatives and hedged items, as well as the risk-management objective and strategy for undertaking various hedge transactions. This documentation includes linking fair value or cash flow hedges to specific assets and liabilities on the balance sheet or to specific firm commitments or forecasted transactions. Old National also formally assesses, both at the hedge's inception and on an ongoing basis, whether the derivative instruments that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of the hedged items. Old National discontinues hedge accounting prospectively when it is determined that (1) the derivative is no longer effective in offsetting changes in the fair value or cash flows of the hedged item; (2) the derivative expires, is sold, or terminated; (3) the derivative instrument is de-designated as a hedge because the forecasted transaction is no longer probable of occurring; (4) a hedged firm commitment no longer meets the definition of a firm commitment; or (5) management otherwise determines that designation of the derivative as a hedging instrument is no longer appropriate.

When hedge accounting is discontinued, subsequent changes in fair value of the derivative are recorded as noninterest income. When a fair value hedge is discontinued, the hedged asset or liability is no longer adjusted for changes in fair value and the existing basis adjustment is amortized or accreted over the remaining life of the asset or liability. When a cash flow hedge is discontinued but the hedged cash flows or forecasted transaction is still expected to occur, changes in value that were accumulated in other comprehensive income (loss) are amortized or accreted into earnings over the same periods which the hedged transactions will affect earnings.

Old National enters into various stand-alone mortgage-banking derivatives in order to hedge the risk associated with the fluctuation of interest rates. Changes in fair value are recorded as mortgage banking revenue. Old National also enters into various stand-alone derivative contracts to provide derivative products to clients, which are carried at fair value with changes in fair value recorded as other noninterest income.

Old National is exposed to losses if a counterparty fails to make its payments under a contract in which Old National is in the net receiving position. Old National anticipates that the counterparties will be able to fully satisfy their obligations under the agreements. In addition, Old National obtains collateral above certain thresholds of the fair value of its hedges for each counterparty based upon their credit standing. All of the contracts to which Old National is a party settle monthly, quarterly, or semiannually. Further, Old National has netting agreements with the dealers with which it does business.

Credit-Related Financial Instruments

In the ordinary course of business, Old National's bank subsidiary has entered into credit-related financial instruments consisting of commitments to extend credit, commercial letters of credit, and standby letters of credit. The notional amount of these commitments is not reflected in the consolidated financial statements until they are funded. Old National maintains an allowance for credit losses on unfunded loan commitments to provide for the risk of loss inherent in these arrangements. The allowance is computed using a methodology similar to that used to determine the allowance for credit losses on loans, modified to take into account the probability of a drawdown on the commitment. The allowance for credit losses on unfunded loan commitments is classified as a liability account on the balance sheet and is adjusted as a provision for unfunded loan commitments included in the provision for credit losses.

Repossessed Collateral

Other real estate owned and repossessed personal property are initially recorded at the fair value of the property less estimated cost to sell and are included in other assets on the balance sheet. Physical possession of residential real estate property collateralizing a consumer mortgage loan occurs when legal title is obtained upon completion of foreclosure or when the borrower conveys all interest in the property to satisfy the loan through the completion of a deed in lieu of foreclosure or through a similar legal agreement. Any excess recorded investment over the fair value of the property received is charged to the allowance for credit losses. Any subsequent write-downs are recorded in noninterest expense, as are the costs of operating the properties. Gains or losses resulting from the sale of collateral are recognized in noninterest expense at the date of sale.

Securities Purchased Under Agreements to Resell and Securities Sold Under Agreements to Repurchase

We purchase certain securities, generally U.S. government-sponsored entity and agency securities, under agreements to resell. The amounts advanced under these agreements represent short-term secured loans and are reflected as assets in the accompanying consolidated balance sheets. We also sell certain securities under agreements to repurchase. These agreements are treated as collateralized financing transactions. These secured borrowings are reflected as liabilities in the accompanying consolidated balance sheets and are recorded at the amount of cash received in connection with the transaction. Short-term securities sold under agreements to repurchase generally mature within one to four days from the transaction date. Securities, generally U.S. government and federal agency securities, pledged as collateral under these financing arrangements can be repledged by the secured party. Additional collateral may be required based on the fair value of the underlying securities.

Share-Based Compensation

Compensation cost is recognized for stock options, stock appreciation rights, and restricted stock awards and units issued to employees based on the fair value of these awards at the date of grant. A Black-Scholes model is utilized to estimate the fair value of stock options and appreciation rights, while the market price of our Common Stock at the date of grant is used for restricted stock awards. The market price of our Common Stock at the date of grant less the present value of dividends expected to be paid during the performance period is used for restricted stock units where the performance measure is based on an internal performance measure. A third-party provider is used to value certain restricted stock units where the performance measure is based on total shareholder return. Compensation expense is recognized over the required service period. Forfeitures are recognized as they occur.

FDIC Special Assessment

On November 16, 2023, the FDIC finalized a rule that imposes special assessments to recover the losses to the Deposit Insurance Fund ("DIF") resulting from the FDIC's use, in March 2023, of the systemic risk exception to the least-cost resolution test under the Federal Deposit Insurance Act in connection with the receiverships of Silicon Valley Bank and Signature Bank. The FDIC estimated in approving the rule that those assessed losses total approximately $16.3 billion. The rule provides that this loss estimate will be periodically adjusted, which will affect the amount of the special assessment. Under the rule, the assessment base is the estimated uninsured deposits that an insured depository institution ("IDI") reported in its December 31, 2022 Call Report, excluding the first $5 billion in estimated uninsured deposits. The special assessments will be collected at an annual rate of approximately 13.4 basis points per year (3.36 basis points per quarter) over eight quarters in 2024 and 2025, with the first assessment period beginning January 1, 2024. Because the estimated loss pursuant to the systemic risk determination will be periodically adjusted, the FDIC retains the ability to cease collection early, extend the special assessment collection period and impose a final shortfall special assessment on a one-time basis. In its December 31, 2022 Call Report, Old National Bank reported estimated uninsured deposits of approximately $12.0 billion. The Company expects the special assessments to be tax deductible. The total of the special assessments for Old National Bank is estimated at $19.1 million, and such amount was recorded within FDIC assessment expense in the year ending December 31, 2023.

Income Taxes

Income tax expense is the total of the current year income tax due or refundable and the change in deferred tax assets and liabilities. Deferred tax assets and liabilities are the expected future tax amounts for the temporary differences between carrying amounts and tax bases of assets and liabilities, computed using enacted tax rates. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized.

We recognize a tax position as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

We recognize interest and/or penalties related to income tax matters in income tax expense.

Old National is a limited partner in several tax-advantaged limited partnerships whose purpose is to invest in approved qualified affordable housing, renewable energy, or other renovation or community revitalization projects. These investments are included in other assets on the balance sheet, with any unfunded commitments included with other liabilities. Certain of these assets qualify for the proportional amortization method and are amortized over the period that Old National expects to receive the tax credits, with the expense included within income tax expense on the consolidated statements of income. The other investments are accounted for under the equity method, with the expense included within noninterest expense on the consolidated statements of income. All of our tax credit investments are evaluated for impairment at the end of each reporting period.

Loss Contingencies

Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. See Note 20 to the consolidated financial statements for further disclosure.

Cash Equivalents and Cash Flows

For the purpose of presentation in the accompanying consolidated statement of cash flows, cash and cash equivalents are defined as cash, due from banks, federal funds sold and resell agreements, and money market investments, which have maturities less than 90 days. Cash flows from loans, either originated or acquired, are classified at that time according to management's intent to either sell or hold the loan for the foreseeable future. When management's intent is to sell the loan, the cash flows of that loan are presented as operating cash flows.

When management's intent is to hold the loan for the foreseeable future, the cash flows of that loan are presented as investing cash flows.

The following table summarizes supplemental cash flow information:

	Years Ended December 31,		
(dollars in thousands)	2023	2022	2021
Cash payments:			
Interest	**$ 666,121**	$ 118,165	$ 42,196
Income taxes, net of refunds	**190,303**	66,109	31,875
Noncash Investing and Financing Activities:			
Securities transferred from available-for-sale to held-to-maturity	—	2,986,736	—
Transfer of premises and equipment to assets held-for-sale	—	7,905	9,539
Operating lease right-of-use assets obtained in exchange for lease obligations	**20,260**	28,265	776
Finance lease right-of-use assets obtained in exchange for lease obligations	**10,019**	(966)	7,477

There were 129.4 million shares of Common Stock issued in conjunction with the merger with First Midwest in February of 2022 totaling $2.4 billion in shareholders' equity. In addition, Old National issued 108,000 shares of Old National Series A Preferred Stock and 122,500 shares of Old National Series C Preferred Stock totaling $243.7 million in shareholders' equity.

Business Combinations

Old National accounts for business combinations using the acquisition method of accounting. The accounts of an acquired entity are included as of the date of merger or acquisition, and any excess of purchase price over the fair value of the net assets acquired is capitalized as goodwill. Alternatively, a gain is recorded if the fair value of the net assets acquired exceeds the purchase price. Old National typically issues Common Stock and/or pays cash for a merger or acquisition, depending on the terms of the agreement. The value of Common Stock issued is determined based on the market price of the stock as of the closing of the merger or acquisition. Merger and acquisition costs are expensed when incurred.

Revenue From Contracts With Customers

Old National's revenue from contracts with customers in the scope of ASC 606 is recognized within noninterest income. A description of the Company's significant revenue streams accounted for under ASC 606 follows:

Wealth and investment services fees: Old National earns wealth management fees based upon asset custody and investment management services provided to individual and institutional customers. Most of these customers receive monthly or quarterly billings for services rendered based upon the market value of assets in custody. Fees that are transaction based are recognized at the point in time that the transaction is executed. Investment product fees are the commissions and fees received from third-party registered broker/dealers and investment advisers that provide those services to Old National customers. Old National acts as an agent in arranging the relationship between the customer and the third-party service provider. These fees are recognized monthly from the third-party broker based upon services already performed, net of the processing fees charged to Old National by the broker.

Service charges on deposit accounts: Old National earns fees from deposit customers for transaction-based, account maintenance, and overdraft services. Transaction-based fees and overdraft fees are recognized at a point in time, since the customer generally has a right to cancel the depository arrangement at any time. The arrangement is considered a day-to-day contract with ongoing renewals and optional purchases, so the duration of the contract does not extend beyond the services already performed. Account maintenance fees, which relate primarily to monthly maintenance, are earned over the course of a month, representing the period over which Old National satisfies its performance obligation.

Debit card and ATM fees: Debit card and ATM fees include ATM usage fees and debit card interchange income. As with the transaction-based fees on deposit accounts, the ATM fees are recognized at the point in time that Old National fulfills the customer's request. Old National earns interchange fees from cardholder transactions processed through card association networks. Interchange rates are generally set by the card associations based upon purchase volumes and other factors. Interchange fees represent a percentage of the underlying transaction value and are recognized daily, concurrently with the transaction processing services provided to the cardholder.

Impact of Accounting Changes

Accounting Guidance Adopted in 2023

FASB ASC 805 – In October 2021, the FASB issued ASU 2021-08, *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities From Contracts With Customers*, to address diversity in practice and inconsistency related to the accounting for revenue contracts with customers acquired in a business combination. The amendments require that the acquirer recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with Topic 606. At the acquisition date, an acquirer should account for the related revenue contracts in accordance with Topic 606 as if it had originated the contracts. The ASU also provides certain practical expedients for acquirers when recognizing and measuring acquired contract assets and liabilities. The amendments in this update are effective for fiscal years beginning after December 15, 2022, and interim periods within those fiscal years. Entities should apply the amendments prospectively to business combinations that occur after the effective date. The adoption of this guidance on January 1, 2023 did not have a material impact on the consolidated financial statements.

FASB ASC 815 – In March 2022, the FASB issued ASU 2022-01, *Derivatives and Hedging (Topic 815): Fair Value Hedging—Portfolio Layer Method*, to expand the current single-layer method of electing hedge accounting to allow multiple hedged layers of a single closed portfolio under the method and rename the last-of-layer method the portfolio layer method. The amendments in this update are effective for fiscal years beginning after December 15, 2022, and interim periods within those fiscal years. The adoption of this guidance on January 1, 2023 did not have a material impact on the consolidated financial statements.

FASB ASC 326 – In March 2022, the FASB issued ASU 2022-02, *Financial Instruments—Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures*, to eliminate the TDR recognition and measurement guidance and, instead, require that an entity evaluate (consistent with the accounting for other loan modifications) whether the modification represents a new loan or a continuation of an existing loan. The amendments also enhance existing disclosure requirements and introduce new requirements related to certain modifications of receivables made to borrowers experiencing financial difficulty. The amendments require that an entity disclose current-period gross charge-offs by year of origination for financing receivables and net investment in leases within the vintage disclosures required by ASC 326. The amendments in this update are effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. The adoption of the provision in ASU 2022-02 related to the recognition and measurement of TDRs on a prospective basis on January 1, 2023 did not have a material impact on the consolidated financial statements.

FASB ASC 848 – In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*, which provides temporary, optional guidance to ease the potential burden in accounting for, or recognizing the effects of, the transition away from LIBOR or other interbank offered rate on financial reporting. The guidance is applicable only to contracts or hedge accounting relationships that reference LIBOR or another reference rate expected to be discontinued.

In December 2022, the FASB issued ASU 2022-06, *Reference Rate Reform (Topic 848): Deferral of the Sunset Date of Topic 848*, which defers the sunset date of relief provisions within Topic 848 from December 31, 2022 to December 31, 2024. The objective of the guidance in Topic 848 is to provide relief during the transition period.

The amendments in this ASU are effective March 12, 2020 through December 31, 2024. As of December 31, 2023, substantially all of the Company's LIBOR exposure was remediated and remaining LIBOR-based contracts are expected to transition to alternate reference rates at their next index reset dates. Old National believes the adoption of this guidance on activities subsequent to December 31, 2023 will not have a material impact on the consolidated financial statements.

Accounting Guidance Pending Adoption

FASB ASC 820 – In June 2022, the FASB issued ASU 2022-03, *Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions*, to clarify that a contractual restriction on the sale of an equity security is not considered part of the unit of account of the equity security and, therefore, is not considered in measuring fair value. The amendments in this update are effective for fiscal years beginning after

December 15, 2023, and interim periods within those fiscal years. Early adoption is permitted. Old National does not expect the adoption of this guidance will have a material impact on the consolidated financial statements.

FASB ASC 323 – In March 2023, the FASB issued ASU 2023-02, *Investments—Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method*, which allows reporting entities to elect to account for qualifying tax equity investments using the proportional amortization method, regardless of the program giving rise to the related income tax credits. This ASU is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted for all entities in any interim period. Old National does not expect the adoption of this guidance will have a material impact on the consolidated financial statements.

FASB ASC 280 – In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures.* The amendments are intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. In addition, the amendments enhance interim disclosure requirements, clarify circumstances in which an entity can disclose multiple segment measures of profit or loss, provide new segment disclosure requirements for entities with a single reportable segment, and contain other disclosure requirements. The purpose of the amendments is to enable investors to better understand an entity's overall performance and assess potential future cash flows. A public entity should apply the amendments retrospectively to all prior periods presented in the financial statements. Upon transition, the segment expense categories and amounts disclosed in the prior periods should be based on the significant segment expense categories identified and disclosed in the period of adoption. This ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. Old National is currently evaluating the impact of adopting the new guidance on the consolidated financial statements.

FASB ASC 740 – In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. Among other things, these amendments require that public business entities on an annual basis disclose additional information in specified categories with respect to the reconciliation of the effective tax rate to the statutory rate for federal, state, and foreign income taxes. It also requires greater detail about individual reconciling items in the rate reconciliation to the extent the impact of those items exceeds a quantitative threshold (if the effect of those reconciling items is equal to or greater than 5 percent of the amount computed by multiplying pretax income (loss) by the applicable statutory income tax rate). In addition, the ASU requires information pertaining to taxes paid (net of refunds received) to be disaggregated for federal, state, and foreign taxes and further disaggregated for specific jurisdictions to the extent the related amounts are equal to or greater than 5 percent of total income taxes paid (net of refunds received). The amendments in this ASU are effective for annual periods beginning after December 15, 2024. Early adoption is permitted. Old National is currently evaluating the impact of adopting the new guidance on the consolidated financial statements.

NOTE 2 – MERGER, ACQUISITION, AND DIVESTITURE ACTIVITY

Merger

First Midwest Bancorp, Inc.

On February 15, 2022, Old National completed its previously announced merger of equals transaction with First Midwest pursuant to an agreement and plan of merger, dated as of May 30, 2021, to combine in an all-stock transaction. The combined organization has a presence in additional Midwestern markets, strong commercial banking capabilities, a robust retail footprint, a significant wealth management platform, and an enhanced ability to attract talent. The combined organization also creates the scale and profitability to accelerate digital and technology capabilities to drive future investments in consumer and commercial banking, as well as wealth management services.

As of December 31, 2022, Old National finalized its valuation of all assets acquired and liabilities assumed. The following table presents a summary of the assets acquired and liabilities assumed, net of the fair value adjustments and the fair value of consideration as of the merger date:

(dollars and shares in thousands)		**February 15, 2022**
Assets		
Cash and cash equivalents	$	1,912,629
Investment securities		3,526,278
FHLB/Federal Reserve Bank stock		106,097
Loans held-for-sale		13,809
Loans, net of allowance for credit losses		14,298,873
Premises and equipment		111,867
Operating lease right-of-use assets		129,698
Accrued interest receivable		53,502
Goodwill		961,722
Other intangible assets		117,584
Company-owned life insurance		301,025
Other assets		317,258
Total assets	$	21,850,342
Liabilities		
Deposits	$	17,249,404
Securities sold under agreements to repurchase		135,194
Federal Home Loan Bank advances		1,158,623
Other borrowings		274,569
Accrued expenses and other liabilities		342,369
Total liabilities	$	19,160,159
Fair value of consideration		
Preferred stock	$	243,870
Common stock (129,365 shares issued at $18.92 per share)		2,446,312
Total consideration	$	2,690,182

Transaction and integrations costs totaling $28.7 million associated with the merger have been expensed in 2023, compared to $120.9 million of merger-related costs, $11.0 million of provision for credit losses on unfunded commitments, and $96.3 million of provision for credit losses on non-PCD loans acquired in the transaction in 2022. Additional transaction and integration costs will be expensed in future periods as incurred.

As a result of the merger, Old National assumed sponsorship of First Midwest's defined benefit pension plan (the "Pension Plan") under which both plan participation and benefit accruals had been previously frozen. The Pension Plan was terminated in November 2022, which included the settlement of benefit obligations associated with the Pension Plan. At December 31, 2023, there were no remaining Pension Plan assets. The fair value of Pension Plan assets was $16.6 million at December 31, 2022. Pension costs were not material in 2023 or 2022.

Pending Acquisition

CapStar Financial Holdings, Inc.

On October 26, 2023, Old National announced that it entered into a definitive merger agreement pursuant to which Old National will acquire CapStar Financial Holdings, Inc. ("CapStar") and its wholly-owned subsidiary, CapStar Bank, in an all-stock transaction. This partnership transaction will strengthen Old National's recently formed Nashville presence and add several new high-growth markets. As of September 30, 2023, CapStar had approximately $3.3 billion of total assets, $2.3 billion of total loans, and $2.8 billion of deposits. Under the terms of the merger agreement, each outstanding share of CapStar common stock will be converted into the right to receive 1.155 shares of Old National common stock, valuing the transaction at approximately $344.4 million, or $16.64 per share, based on Old National's 30-day volume weighted average closing stock price ending October 25, 2023, the day prior to execution of the merger agreement. The transaction value is likely to change until closing due to fluctuations in the price of Old National common stock. The definitive merger agreement has been approved by the

Board of Directors of each company. The transaction is anticipated to close in the second quarter of 2024 subject to the approval of CapStar shareholders.

Divestitures

On November 18, 2022, Old National sold its business of acting as a qualified custodian for, and administering, health savings accounts. Old National served as custodian for health savings accounts comprised of both investment accounts and deposit accounts. At closing, the health savings accounts held in deposit accounts that were transferred totaled approximately $382 million and resulted in a $90.7 million pre-tax gain.

During the fourth quarter of 2022, Old National initiated certain property optimization actions that included the closure and consolidation of certain branches as well as other real estate repositioning across our footprint. These actions resulted in pre-tax charges of $26.8 million that are associated with valuation adjustments related to these locations and were recorded in noninterest expense.

NOTE 3 – INVESTMENT SECURITIES

The following table summarizes the amortized cost and fair value of the available-for-sale and held-to-maturity investment securities portfolios and the corresponding amounts of gross unrealized gains, unrealized losses, and basis adjustments in AOCI and gross unrecognized gains and losses.

(dollars in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Basis Adjustments (1)	Fair Value
December 31, 2023					
Available-for-Sale					
U.S. Treasury	**$ 449,817**	**$ 154**	**$ (11,941)**	**$ (41,297)**	**$ 396,733**
U.S. government-sponsored entities and agencies	**1,487,879**	**33**	**(192,717)**	**(63,931)**	**1,231,264**
Mortgage-backed securities - Agency	**4,835,319**	**3,093**	**(621,852)**	**—**	**4,216,560**
States and political subdivisions	**554,509**	**878**	**(23,057)**	**2,930**	**535,260**
Pooled trust preferred securities	**13,797**	**—**	**(2,460)**	**—**	**11,337**
Other securities	**343,568**	**449**	**(22,116)**	**—**	**321,901**
Total available-for-sale securities	**$ 7,684,889**	**$ 4,607**	**$ (874,143)**	**$ (102,298)**	**$ 6,713,055**
Held-to-Maturity					
U.S. government-sponsored entities and agencies	**$ 825,953**	**$ —**	**$ (154,827)**	**$ —**	**$ 671,126**
Mortgage-backed securities - Agency	**1,029,131**	**—**	**(147,137)**	**—**	**881,994**
States and political subdivisions	**1,158,559**	**1,800**	**(112,141)**	**—**	**1,048,218**
Allowance for securities held-to-maturity	**(150)**	**—**	**—**	**—**	**(150)**
Total held-to-maturity securities	**$ 3,013,493**	**$ 1,800**	**$ (414,105)**	**$ —**	**$ 2,601,188**
December 31, 2022					
Available-for-Sale					
U.S. Treasury	$ 253,148	$ 5	$ (5,189)	$ (47,037)	$ 200,927
U.S. government-sponsored entities and agencies	1,451,736	—	(169,248)	(107,408)	1,175,080
Mortgage-backed securities - Agency	4,986,354	976	(617,428)	—	4,369,902
States and political subdivisions	688,159	1,789	(26,096)	—	663,852
Pooled trust preferred securities	13,783	—	(2,972)	—	10,811
Other securities	379,423	258	(26,541)	—	353,140
Total available-for-sale securities	$ 7,772,603	$ 3,028	$ (847,474)	$ (154,445)	$ 6,773,712
Held-to-Maturity					
U.S. government-sponsored entities and agencies	$ 819,168	$ —	$ (162,810)	$ —	$ 656,358
Mortgage-backed securities - Agency	1,106,817	—	(123,854)	—	982,963
States and political subdivisions	1,163,312	221	(159,022)	—	1,004,511
Allowance for securities held-to-maturity	(150)	—	—	—	(150)
Total held-to-maturity securities	$ 3,089,147	$ 221	$ (445,686)	$ —	$ 2,643,682

(1) Basis adjustments represent the amount of fair value hedging adjustments included in the carrying amounts of fixed-rate investment securities assets designated in fair value hedging arrangements. See Note 19 to the consolidated financial statements for additional information regarding these derivative financial instruments.

Substantially all of the mortgage-backed securities in the investment portfolio are residential mortgage-backed securities.

Proceeds from sales or calls of available-for-sale investment securities and the resulting realized gains and realized losses were as follows:

	Years Ended December 31,		
(dollars in thousands)	**2023**	**2022**	**2021**
Proceeds	**$ 154,339**	$ 90,840	$ 357,704
Realized gains	**1,006**	531	4,505
Realized losses	**(7,271)**	(619)	(178)

Investment securities pledged to secure public and other funds had a carrying value of $8.4 billion at December 31, 2023 and $6.1 billion at December 31, 2022.

At December 31, 2023, Old National had a concentration of investment securities issued by Indiana and its political subdivisions. The only aggregate market value of the Company's investment securities greater than 10% of shareholders' equity were issued by Indiana and its political subdivisions totaling $600.9 million, which represented 10.8% of shareholders' equity. Of the bonds issued by Indiana, 99.6% are rated "BBB+" or better, and the remaining 0.4% generally represent pre-refunded positions.

The table below shows the amortized cost and fair value of the investment securities portfolio by contractual maturity. Expected maturities may differ from contractual maturities if borrowers have the right to call or prepay obligations with or without call or prepayment penalties. Weighted average yield is based on amortized cost.

	At December 31, 2023		
(dollars in thousands) **Maturity**	**Amortized Cost**	**Fair Value**	**Weighted Average Yield**
Available-for-Sale			
Within one year	**$ 378,992**	**$ 375,976**	**4.37 %**
One to five years	**1,875,152**	**1,736,452**	**3.14 %**
Five to ten years	**3,944,940**	**3,408,082**	**2.39 %**
Beyond ten years	**1,485,805**	**1,192,545**	**2.60 %**
Total	**$ 7,684,889**	**$ 6,713,055**	**2.71 %**
Held-to-Maturity			
One to five years	**$ 161,440**	**$ 134,333**	**2.65 %**
Five to ten years	**1,183,893**	**1,040,925**	**2.66 %**
Beyond ten years	**1,668,160**	**1,425,930**	**2.72 %**
Total	**$ 3,013,493**	**$ 2,601,188**	**2.69 %**

The following table summarizes the available-for-sale investment securities with unrealized losses for which an allowance for credit losses has not been recorded by aggregated major security type and length of time in a continuous unrealized loss position:

(dollars in thousands)	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
December 31, 2023						
Available-for-Sale						
U.S. Treasury	**$ 8,937**	**$ (42)**	**$ 191,027**	**$ (11,899)**	**$ 199,964**	**$ (11,941)**
U.S. government-sponsored entities and agencies	**—**	**—**	**1,189,314**	**(192,717)**	**1,189,314**	**(192,717)**
Mortgage-backed securities - Agency	**90,145**	**(710)**	**3,835,552**	**(621,142)**	**3,925,697**	**(621,852)**
States and political subdivisions	**86,865**	**(495)**	**259,767**	**(22,562)**	**346,632**	**(23,057)**
Pooled trust preferred securities	**—**	**—**	**11,337**	**(2,460)**	**11,337**	**(2,460)**
Other securities	**39,032**	**(229)**	**255,888**	**(21,887)**	**294,920**	**(22,116)**
Total available-for-sale	**$ 224,979**	**$ (1,476)**	**$ 5,742,885**	**$ (872,667)**	**$ 5,967,864**	**$ (874,143)**
December 31, 2022						
Available-for-Sale						
U.S. Treasury	$ 130,967	$ (3,264)	$ 66,992	$ (1,925)	$ 197,959	$ (5,189)
U.S. government-sponsored entities and agencies	454,854	(75,795)	720,226	(93,453)	1,175,080	(169,248)
Mortgage-backed securities - Agency	3,207,319	(358,507)	1,116,205	(258,921)	4,323,524	(617,428)
States and political subdivisions	414,813	(25,555)	2,703	(541)	417,516	(26,096)
Pooled trust preferred securities	—	—	10,811	(2,972)	10,811	(2,972)
Other securities	257,775	(17,045)	75,309	(9,496)	333,084	(26,541)
Total available-for-sale	$ 4,465,728	$ (480,166)	$ 1,992,246	$ (367,308)	$ 6,457,974	$ (847,474)

The following table summarizes the held-to-maturity investment securities with unrecognized losses aggregated by major security type and length of time in a continuous loss position:

(dollars in thousands)	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrecognized Losses	Fair Value	Unrecognized Losses	Fair Value	Unrecognized Losses
December 31, 2023						
Held-to-Maturity						
U.S. government-sponsored entities and agencies	**$ —**	**$ —**	**$ 671,126**	**$ (154,827)**	**$ 671,126**	**$ (154,827)**
Mortgage-backed securities - Agency	**—**	**—**	**881,994**	**(147,137)**	**881,994**	**(147,137)**
States and political subdivisions	**—**	**—**	**977,154**	**(112,141)**	**977,154**	**(112,141)**
Total held-to-maturity	**$ —**	**$ —**	**$ 2,530,274**	**$ (414,105)**	**$ 2,530,274**	**$ (414,105)**
December 31, 2022						
Held-to-Maturity						
U.S. government-sponsored entities and agencies	$ 354,293	$ (110,523)	$ 302,066	$ (52,287)	$ 656,359	$ (162,810)
Mortgage-backed securities - Agency	367,849	(42,438)	615,114	(81,416)	982,963	(123,854)
States and political subdivisions	838,689	(127,355)	135,573	(31,667)	974,262	(159,022)
Total held-to-maturity	$ 1,560,831	$ (280,316)	$ 1,052,753	$ (165,370)	$ 2,613,584	$ (445,686)

The unrecognized losses on held-to-maturity investment securities presented in the table above do not include unrecognized losses on securities that were transferred from available-for-sale to held-for-maturity totaling $127.6 million at December 31, 2023 and $148.9 million at December 31, 2022. These unrecognized losses are included as a separate component of shareholders’ equity and are being amortized over the remaining term of the securities.

No allowance for credit losses for available-for-sale debt securities was needed at December 31, 2023 or December 31, 2022.

An allowance on held-to-maturity debt securities is maintained for certain municipal bonds to account for expected lifetime credit losses. Substantially all of the U.S. government-sponsored entities and agencies and agency mortgage-backed securities are either explicitly or implicitly guaranteed by the U.S. government, are highly rated by major credit rating agencies, and have a long history of no credit losses. Therefore, for those securities, we do not record expected credit losses. The allowance for credit losses on held-to-maturity debt securities was $0.2 million at December 31, 2023 and December 31, 2022. Accrued interest receivable on securities portfolio is excluded from the estimate of credit losses and totaled $50.3 million at December 31, 2023 and $50.9 million at December 31, 2022.

At December 31, 2023, Old National's securities portfolio consisted of 2,920 securities, 2,588 of which were in an unrealized loss position. The unrealized losses attributable to our U.S. Treasury, U.S. government-sponsored entities and agencies, agency mortgage-backed securities, states and political subdivisions, and other securities are the result of fluctuations in interest rates and market movements. Old National's pooled trust preferred securities are evaluated using collateral-specific assumptions to estimate the expected future interest and principal cash flows. At December 31, 2023, we had no intent to sell any securities that were in an unrealized loss position nor is it expected that we would be required to sell the securities prior to their anticipated recovery.

Old National's pooled trust preferred securities have experienced credit defaults. However, we believe that the value of the instruments lies in the full and timely interest payments that will be received through maturity, the steady amortization that will be experienced until maturity, and the full return of principal by the final maturity of the collateralized debt obligations. Old National did not recognize any losses on these securities for the years ended December 31, 2023 or December 31, 2022.

Equity Securities

Equity securities consist of mutual funds for Community Reinvestment Act qualified investments and diversified investment securities held in a grantor trust for participants in the Company's nonqualified deferred compensation plan. Old National's equity securities with readily determinable fair values totaled $80.4 million at December 31, 2023 and $52.5 million at December 31, 2022. There were gains on equity securities of $21.5 million during 2023, losses on equity securities of $4.9 million during 2022, and gains on equity securities of $0.2 million during 2021.

Alternative Investments

Old National has alternative investments without readily determinable fair values that are included in other assets totaling $449.3 million at December 31, 2023, consisting of $252.2 million of illiquid investments of partnerships, limited liability companies, and other ownership interests that support affordable housing and $197.1 million of economic development and community revitalization initiatives in low-to-moderate income neighborhoods. These alternative investments totaled $396.8 million at December 31, 2022. There were no impairments or adjustments on equity securities without readily determinable fair values, except for amortization of tax credit investments during 2023, 2022, and 2021.

NOTE 4 – LOANS AND ALLOWANCE FOR CREDIT LOSSES

Loans

Old National's loans consist primarily of loans made to consumers and commercial clients in many diverse industries, including real estate rental and leasing, manufacturing, healthcare, wholesale trade, construction, and agriculture, among others. Most of Old National's lending activity occurs within our principal geographic markets in the Midwest region. Old National manages concentrations of credit exposure by industry, product, geography, client relationship, and loan size.

In the ordinary course of business, Old National grants loans to certain executive officers and directors (collectively referred to as "related parties"). The aggregate amount of loans to related parties was not greater than 5% of the Company's shareholders' equity at December 31, 2023 or 2022.

Old National has loan participations, which qualify as participating interests, with other financial institutions. At December 31, 2023, these loans totaled $2.8 billion, of which $1.2 billion had been sold to other financial institutions and $1.6 billion was retained by Old National. The loan participations convey proportionate ownership rights with equal priority to each participating interest holder; involve no recourse (other than ordinary representations and warranties) to, or subordination by, any participating interest holder; all cash flows are divided among the participating interest holders in proportion to each holder's share of ownership; and no holder has the right to pledge the entire financial asset unless all participating interest holders agree.

The loan categories used to monitor and analyze interest income and yields are different than the portfolio segments used to determine the allowance for credit losses on loans. The allowance for credit losses was calculated by pooling loans of similar credit risk characteristics and credit monitoring procedures. The four loan portfolios used to monitor and analyze interest income and yields – commercial, commercial real estate, residential real estate, and consumer – are reclassified into seven segments of loans – commercial, commercial real estate, BBCC, residential real estate, indirect, direct, and home equity for purposes of determining the allowance for credit losses on loans. The commercial and commercial real estate loan categories shown on the balance sheet include the same pool of loans as the commercial, commercial real estate, and BBCC portfolio segments. The consumer loan category shown on the balance sheet is comprised of the same loans in the indirect, direct, and home equity portfolio segments. The portfolio segment reclassifications follow:

(dollars in thousands)	Balance Sheet Line Item	Portfolio Segment Reclassifications	Portfolio Segment After Reclassifications
December 31, 2023			
Commercial [1]	**$ 9,512,230**	**$ (232,764)**	**$ 9,279,466**
Commercial real estate	**14,140,629**	**(169,058)**	**13,971,571**
BBCC	**N/A**	**401,822**	**401,822**
Residential real estate	**6,699,443**	**—**	**6,699,443**
Consumer	**2,639,625**	**(2,639,625)**	**N/A**
Indirect	**N/A**	**1,050,982**	**1,050,982**
Direct	**N/A**	**523,172**	**523,172**
Home equity	**N/A**	**1,065,471**	**1,065,471**
Total loans [2]	**32,991,927**	**—**	**32,991,927**
Allowance for credit losses on loans	**(307,610)**	**—**	**(307,610)**
Net loans	**$ 32,684,317**	**$ —**	**$ 32,684,317**
December 31, 2022			
Commercial [1]	$ 9,508,904	$ (210,280)	$ 9,298,624
Commercial real estate	12,457,070	(158,322)	12,298,748
BBCC	N/A	368,602	368,602
Residential real estate	6,460,441	—	6,460,441
Consumer	2,697,226	(2,697,226)	N/A
Indirect	N/A	1,034,257	1,034,257
Direct	N/A	629,186	629,186
Home equity	N/A	1,033,783	1,033,783
Total loans [2]	31,123,641	—	31,123,641
Allowance for credit losses on loans	(303,671)	—	(303,671)
Net loans	$ 30,819,970	$ —	$ 30,819,970

(1) Includes direct finance leases of $169.7 million at December 31, 2023 and $188.1 million at December 31, 2022.
(2) Includes unearned income of $93.7 million at December 31, 2023 and $126.7 million at December 31, 2022.

The risk characteristics of each loan portfolio segment are as follows:

Commercial

Commercial loans are classified primarily on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected and the collateral securing these loans may fluctuate in value. Most commercial loans are secured by the assets being financed or other business assets such as accounts receivable or inventory and may incorporate a personal guarantee; however, some loans may be made on an unsecured basis. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its clients.

Commercial Real Estate

Commercial real estate loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts, and the repayment of these loans is generally dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be adversely affected by conditions in the real estate markets or in the general economy. The properties securing Old National's commercial real estate portfolio are diverse in terms of type and geographic location. Management monitors and evaluates commercial real estate loans based on collateral, geography, and risk grade criteria. In addition, management tracks the level of owner-occupied commercial real estate loans versus non-owner-occupied loans.

Included with commercial real estate are construction loans, which are underwritten utilizing independent appraisal reviews, sensitivity analysis of absorption and lease rates, financial analysis of the developers and property owners, and feasibility studies, if available. Construction loans are generally based on estimates of costs and value associated with the complete project. These estimates may be inaccurate. Construction loans often involve the disbursement of substantial funds with repayment substantially dependent on the success of the ultimate project. Sources of repayment for these types of loans may be pre-committed permanent loans from approved long-term lenders (including Old National), sales of developed property, or an interim loan commitment from Old National until permanent financing is obtained. These loans are closely monitored by on-site inspections and are considered to have higher risks than other real estate loans due to their ultimate repayment being sensitive to interest rate changes, governmental regulation of real property, general economic conditions, and the availability of long-term financing.

At 244%, Old National Bank's applicable investor commercial real estate loans as a percentage of its risk-based capital remained below the regulatory guideline limit of 300% at December 31, 2023.

BBCC

BBCC loans are typically granted to small businesses with gross revenues of less than $5 million and aggregate debt of less than $1 million. Old National has established minimum debt service coverage ratios, minimum FICO scores for owners and guarantors, and the ability to show relatively stable earnings as criteria to help mitigate risk. Repayment of these loans depends on the personal income of the borrowers and the cash flows of the business. These factors can be affected by factors such as changes in economic conditions and unemployment levels.

Residential

With respect to residential loans that are secured by 1 - 4 family residences and are generally owner occupied, Old National typically establishes a maximum loan-to-value ratio and generally requires private mortgage insurance if that ratio is exceeded. Repayment of these loans is primarily dependent on the personal income of the borrowers, which can be impacted by economic conditions in their market areas such as unemployment levels. Repayment can also be impacted by changes in residential property values. Portfolio risk is mitigated by the fact that the loans are of smaller individual amounts and spread over a large number of borrowers.

Indirect

Indirect loans are secured by automobile collateral, generally new and used cars and trucks from auto dealers that operate within our footprint. Old National typically mitigates the risk of indirect loans by establishing minimum FICO scores, maximum loan-to-value ratios, and maximum debt-to-income ratios. Repayment of these loans depends largely on the personal income of the borrowers, which can be affected by changes in economic conditions such as unemployment levels. Portfolio risk is mitigated by the fact that the loans are of smaller amounts spread over many borrowers and ongoing reviews of dealer relationships.

Direct

Direct loans are typically secured by collateral such as auto or real estate or are unsecured. Old National has established underwriting standards such as minimum FICO scores, maximum loan-to-value ratios, and maximum debt-to-income ratios. Repayment of these loans depends largely on the personal income of the borrowers, which can be affected by changes in economic conditions such as unemployment levels. Portfolio risk is mitigated by the fact that the loans are of smaller amounts spread over many borrowers.

Home Equity

Home equity loans are generally secured by 1-4 family residences that are owner-occupied. Old National has established underwriting standards such as minimum FICO scores, maximum loan-to-value ratios, and maximum debt-to-income ratios. Repayment of these loans depends largely on the personal income of the borrowers, which can be affected by changes in economic conditions such as unemployment levels. Portfolio risk is mitigated by the fact that the loans are of smaller amounts spread over many borrowers, along with monitoring of updated borrower credit scores.

Allowance for Credit Losses

Loans

Credit loss assumptions used when computing the level of expected credit losses are estimated using a model that categorizes loan pools based on loss history, delinquency status, and other credit trends and risk characteristics, including current conditions and reasonable and supportable forecasts about the future. The base forecast scenario considers unemployment, gross domestic product, and the BBB ratio (BBB spread to the 10-year U.S. Treasury rate). In addition to the quantitative inputs, several qualitative factors are considered. These factors include the risk that unemployment, gross domestic product, housing product index, and the BBB ratio prove to be more severe and/or prolonged than our baseline forecast due to a variety of factors including monetary actions to control inflation, recent instability in the banking sector, global military conflicts, and global supply chain issues. Old National's activity in the allowance for credit losses on loans by portfolio segment was as follows:

(dollars in thousands)	Balance at Beginning of Period	Allowance Established for Acquired PCD Loans	Charge-offs	Recoveries	Provision (Release) for Loan Losses	Balance at End of Period
Year Ended December 31, 2023						
Commercial	**$ 120,612**	**$ —**	**$ (41,451)**	**$ 4,172**	**$ 35,000**	**$ 118,333**
Commercial real estate	**138,244**	**—**	**(11,198)**	**2,417**	**25,636**	**155,099**
BBCC	**2,431**	**—**	**(1,650)**	**275**	**1,831**	**2,887**
Residential real estate	**21,916**	**—**	**(256)**	**1,268**	**(2,091)**	**20,837**
Indirect	**1,532**	**—**	**(2,948)**	**1,559**	**1,093**	**1,236**
Direct	**12,116**	**—**	**(10,517)**	**2,331**	**(761)**	**3,169**
Home equity	**6,820**	**—**	**(443)**	**531**	**(859)**	**6,049**
Total	**$ 303,671**	**$ —**	**$ (68,463)**	**$ 12,553**	**$ 59,849**	**$ 307,610**
Year Ended December 31, 2022						
Commercial	$ 27,232	$ 38,780	$ (6,885)	$ 4,610	$ 56,875	$ 120,612
Commercial real estate	64,004	49,419	(6,519)	1,095	30,245	138,244
BBCC	2,458	—	(85)	281	(223)	2,431
Residential real estate	9,347	136	(344)	760	12,017	21,916
Indirect	1,743	—	(2,525)	1,263	1,051	1,532
Direct	528	31	(10,799)	2,557	19,799	12,116
Home equity	2,029	723	(124)	616	3,576	6,820
Total	$ 107,341	$ 89,089	$ (27,281)	$ 11,182	$ 123,340	$ 303,671
Year Ended December 31, 2021						
Commercial	$ 30,567	$ —	$ (1,228)	$ 791	$ (2,898)	$ 27,232
Commercial real estate	75,810	—	(264)	4,403	(15,945)	64,004
BBCC	6,120	—	(144)	105	(3,623)	2,458
Residential real estate	12,608	—	(346)	339	(3,254)	9,347
Indirect	3,580	—	(1,087)	1,682	(2,432)	1,743
Direct	855	—	(1,159)	777	55	528
Home equity	1,848	—	(82)	978	(715)	2,029
Total	$ 131,388	$ —	$ (4,310)	$ 9,075	$ (28,812)	$ 107,341

Accrued interest receivable on loans is excluded from the estimate of credit losses and totaled $169.8 million at December 31, 2023 and $137.7 million at December 31, 2022.

Unfunded Loan Commitments

Old National maintains an allowance for credit losses on unfunded loan commitments to provide for the risk of loss inherent in these arrangements. The allowance is computed using a methodology similar to that used to determine the allowance for credit losses on loans, modified to take into account the probability of a drawdown on the commitment. The allowance for credit losses on unfunded loan commitments is classified as a liability account on the balance sheet within accrued expenses and other liabilities, while the corresponding provision for unfunded loan commitments is included in the provision for credit losses. Old National's activity in the allowance for credit losses on unfunded loan commitments was as follows:

	Years Ended December 31,		
(dollars in thousands)	**2023**	**2022**	**2021**
Balance at beginning of period	**$ 32,188**	$ 10,879	$ 11,689
Provision for credit losses on unfunded loan commitments acquired during the period	**—**	11,013	—
Provision (release) for credit losses on unfunded loan commitments	**(962)**	10,296	(810)
Balance at end of period	**$ 31,226**	$ 32,188	$ 10,879

Credit Quality

Old National's management monitors the credit quality of its loans on an ongoing basis with the AQR for commercial loans reviewed annually or at renewal and the performance of its residential and consumer loans based upon the accrual status refreshed at least quarterly. Internally, management assigns an AQR to each non-homogeneous commercial, commercial real estate, and BBCC loan in the portfolio. The primary determinants of the AQR are the reliability of the primary source of repayment and the past, present, and projected financial condition of the borrower. The AQR will also consider current industry conditions. Major factors used in determining the AQR can vary based on the nature of the loan, but commonly include factors such as debt service coverage, internal cash flow, liquidity, leverage, operating performance, debt burden, FICO scores, occupancy, interest rate sensitivity, and expense burden. Old National uses the following definitions for risk ratings:

Criticized. Special mention loans that have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution's credit position at some future date.

Classified – Substandard. Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Classified – Nonaccrual. Loans classified as nonaccrual have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection in full, on the basis of currently existing facts, conditions, and values, in doubt.

Classified – Doubtful. Loans classified as doubtful have all the weaknesses inherent in those classified as nonaccrual, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Pass rated loans are those loans that are other than criticized, classified – substandard, classified – nonaccrual, or classified – doubtful.

The following table summarizes the amortized cost of term loans by risk category of commercial, commercial real estate, and BBCC loans by loan portfolio segment, class of loan, and origination year:

	Origination Year								
(dollars in thousands)	2023	2022	2021	2020	2019	Prior	Revolving	Revolving to Term	Total
December 31, 2023									
Commercial:									
Risk Rating:									
Pass	**$1,826,289**	**$1,573,669**	**$ 985,964**	**$ 520,883**	**$ 450,911**	**$ 495,979**	**$2,051,985**	**$ 651,953**	**$ 8,557,633**
Criticized	**20,038**	**90,031**	**19,953**	**36,906**	**25,756**	**47,357**	**89,765**	**44,348**	**374,154**
Classified:									
Substandard	**27,271**	**41,164**	**27,990**	**37,618**	**10,461**	**29,981**	**72,703**	**56,716**	**303,904**
Nonaccrual	**32**	**7,034**	**—**	**—**	**823**	**3,411**	**—**	**5,461**	**16,761**
Doubtful	**—**	**7,261**	**5,925**	**4,875**	**1,742**	**7,211**	**—**	**—**	**27,014**
Total	**$1,873,630**	**$1,719,159**	**$1,039,832**	**$ 600,282**	**$ 489,693**	**$ 583,939**	**$2,214,453**	**$ 758,478**	**$ 9,279,466**
Commercial real estate:									
Risk Rating:									
Pass	**$2,177,841**	**$3,515,702**	**$2,563,638**	**$1,576,044**	**$1,010,351**	**$1,161,119**	**$ 103,332**	**$ 960,386**	**$13,068,413**
Criticized	**69,648**	**69,946**	**68,708**	**27,059**	**52,107**	**95,896**	**3,893**	**64,730**	**451,987**
Classified:									
Substandard	**26,638**	**56,423**	**21,401**	**28,983**	**61,186**	**49,558**	**—**	**48,760**	**292,949**
Nonaccrual	**—**	**21,919**	**10,706**	**1,975**	**1,634**	**8,632**	**—**	**1,400**	**46,266**
Doubtful	**5,360**	**429**	**30,897**	**2,306**	**37,777**	**35,187**	**—**	**—**	**111,956**
Total	**$2,279,487**	**$3,664,419**	**$2,695,350**	**$1,636,367**	**$1,163,055**	**$1,350,392**	**$ 107,225**	**$1,075,276**	**$13,971,571**
BBCC:									
Risk Rating:									
Pass	**$ 81,102**	**$ 64,583**	**$ 44,307**	**$ 38,086**	**$ 27,557**	**$ 19,028**	**$ 68,807**	**$ 33,361**	**$ 376,831**
Criticized	**—**	**—**	**857**	**700**	**1,001**	**349**	**2,144**	**12,728**	**17,779**
Classified:									
Substandard	**436**	**193**	**252**	**—**	**—**	**604**	**15**	**1,006**	**2,506**
Nonaccrual	**—**	**—**	**482**	**—**	**4**	**1,105**	**—**	**1,402**	**2,993**
Doubtful	**302**	**727**	**254**	**286**	**60**	**84**	**—**	**—**	**1,713**
Total	**$ 81,840**	**$ 65,503**	**$ 46,152**	**$ 39,072**	**$ 28,622**	**$ 21,170**	**$ 70,966**	**$ 48,497**	**$ 401,822**

(dollars in thousands)	Origination Year 2022	2021	2020	2019	2018	Prior	Revolving	Revolving to Term	Total
December 31, 2022									
Commercial:									
Risk Rating:									
Pass	$2,388,618	$1,754,364	$ 796,340	$ 738,208	$ 362,986	$ 388,617	$1,988,763	$ 329,119	$ 8,747,015
Criticized	40,856	30,661	63,557	33,490	9,195	5,312	61,036	4,327	248,434
Classified:									
Substandard	37,223	47,522	16,540	22,925	4,844	21,204	67,402	25,143	242,803
Nonaccrual	3,627	1,453	566	—	—	—	1,634	6,623	13,903
Doubtful	2,821	17,604	3,720	8,005	5,968	8,351	—	—	46,469
Total	$2,473,145	$1,851,604	$ 880,723	$ 802,628	$ 382,993	$ 423,484	$2,118,835	$ 365,212	$ 9,298,624
Commercial real estate:									
Risk Rating:									
Pass	$3,066,960	$2,828,758	$1,989,000	$1,219,025	$ 675,572	$1,018,719	$ 57,818	$ 689,553	$11,545,405
Criticized	75,306	34,422	22,569	82,637	86,504	56,864	—	23,282	381,584
Classified:									
Substandard	46,231	16,928	24,319	78,468	57,824	21,591	—	4,108	249,469
Nonaccrual	3,151	9,541	5,014	—	2,312	22,155	—	3,257	45,430
Doubtful	1,934	38,386	10,011	4,605	1,523	20,401	—	—	76,860
Total	$3,193,582	$2,928,035	$2,050,913	$1,384,735	$ 823,735	$1,139,730	$ 57,818	$ 720,200	$12,298,748
BBCC:									
Risk Rating:									
Pass	$ 90,341	$ 64,161	$ 52,304	$ 36,868	$ 23,618	$ 11,333	$ 60,016	$ 18,881	$ 357,522
Criticized	1,504	525	368	692	353	—	1,006	1,603	6,051
Classified:									
Substandard	811	143	—	421	—	—	543	682	2,600
Nonaccrual	42	37	118	—	429	284	—	639	1,549
Doubtful	40	107	439	157	64	73	—	—	880
Total	$ 92,738	$ 64,973	$ 53,229	$ 38,138	$ 24,464	$ 11,690	$ 61,565	$ 21,805	$ 368,602

For residential real estate and consumer loan classes, Old National evaluates credit quality based on the aging status of the loan and by payment activity. The performing or nonperforming status is updated on an on-going basis dependent upon improvement and deterioration in credit quality. The following table presents the amortized cost of term residential real estate and consumer loans based on payment activity and origination year:

	Origination Year								
(dollars in thousands)	2023	2022	2021	2020	2019	Prior	Revolving	Revolving to Term	Total
December 31, 2023									
Residential real estate:									
Performing	**$ 453,743**	**$1,508,671**	**$1,836,078**	**$1,705,131**	**$ 430,783**	**$ 722,987**	**$ —**	**$ 279**	**$6,657,672**
Nonperforming	**116**	**4,563**	**4,004**	**3,375**	**4,078**	**25,635**	**—**	**—**	**41,771**
Total	**$ 453,859**	**$1,513,234**	**$1,840,082**	**$1,708,506**	**$ 434,861**	**$ 748,622**	**$ —**	**$ 279**	**$6,699,443**
Indirect:									
Performing	**$ 393,369**	**$ 355,822**	**$ 162,735**	**$ 82,871**	**$ 37,967**	**$ 13,815**	**$ —**	**$ 196**	**$1,046,775**
Nonperforming	**372**	**1,472**	**1,207**	**547**	**318**	**291**	**—**	**—**	**4,207**
Total	**$ 393,741**	**$ 357,294**	**$ 163,942**	**$ 83,418**	**$ 38,285**	**$ 14,106**	**$ —**	**$ 196**	**$1,050,982**
Direct:									
Performing	**$ 109,372**	**$ 90,310**	**$ 92,491**	**$ 48,387**	**$ 29,659**	**$ 67,129**	**$ 75,080**	**$ 4,852**	**$ 517,280**
Nonperforming	**67**	**531**	**517**	**560**	**210**	**3,872**	**124**	**11**	**5,892**
Total	**$ 109,439**	**$ 90,841**	**$ 93,008**	**$ 48,947**	**$ 29,869**	**$ 71,001**	**$ 75,204**	**$ 4,863**	**$ 523,172**
Home equity:									
Performing	**$ 290**	**$ 164**	**$ 160**	**$ 140**	**$ 679**	**$ 4,483**	**$1,019,389**	**$ 23,918**	**$1,049,223**
Nonperforming	**—**	**310**	**328**	**404**	**741**	**4,327**	**2,844**	**7,294**	**16,248**
Total	**$ 290**	**$ 474**	**$ 488**	**$ 544**	**$ 1,420**	**$ 8,810**	**$1,022,233**	**$ 31,212**	**$1,065,471**

	Origination Year								
	2022	2021	2020	2019	2018	Prior	Revolving	Revolving to Term	Total
December 31, 2022									
Residential real estate:									
Performing	$1,327,168	$1,945,792	$1,825,762	$ 478,529	$ 136,260	$ 712,175	$ 7	$ 88	$6,425,781
Nonperforming	59	529	861	873	1,826	30,512	—	—	34,660
Total	$1,327,227	$1,946,321	$1,826,623	$ 479,402	$ 138,086	$ 742,687	$ 7	$ 88	$6,460,441
Indirect:									
Performing	$ 504,410	$ 249,407	$ 144,265	$ 82,304	$ 31,484	$ 19,095	$ —	$ 62	$1,031,027
Nonperforming	348	1,074	645	531	304	328	—	—	3,230
Total	$ 504,758	$ 250,481	$ 144,910	$ 82,835	$ 31,788	$ 19,423	$ —	$ 62	$1,034,257
Direct:									
Performing	$ 132,934	$ 164,126	$ 77,406	$ 57,919	$ 45,299	$ 59,212	$ 87,622	$ 671	$ 625,189
Nonperforming	115	851	614	205	327	1,526	5	354	3,997
Total	$ 133,049	$ 164,977	$ 78,020	$ 58,124	$ 45,626	$ 60,738	$ 87,627	$ 1,025	$ 629,186
Home equity:									
Performing	$ 919	$ 896	$ 1,849	$ 1,497	$ 983	$ 11,646	$ 990,001	$ 14,792	$1,022,583
Nonperforming	166	160	166	446	794	4,308	1,698	3,462	11,200
Total	$ 1,085	$ 1,056	$ 2,015	$ 1,943	$ 1,777	$ 15,954	$ 991,699	$ 18,254	$1,033,783

The following table summarizes the gross charge-offs of loans by loan portfolio segment and origination year:

	Origination Year							
(dollars in thousands)	2023	2022	2021	2020	2019	Prior	Revolving	Total
Year Ended December 31, 2023								
Commercial	$ —	$ 6,475	$ 24,022	$ 120	$ 7,245	$ 2,880	$ 709	$ 41,451
Commercial real estate	—	54	2,808	2,144	—	6,192	—	11,198
BBCC	670	548	362	70	—	—	—	1,650
Residential real estate	—	—	—	—	—	256	—	256
Indirect	271	1,447	787	159	152	132	—	2,948
Direct	173	1,899	2,367	746	1,207	543	3,582	10,517
Home equity	—	—	—	35	—	408	—	443
Total gross charge-offs	$ 1,114	$ 10,423	$ 30,346	$ 3,274	$ 8,604	$ 10,411	$ 4,291	$ 68,463

Nonaccrual and Past Due Loans

Old National does not record interest on nonaccrual loans until principal is recovered. For all loan classes, a loan is generally placed on nonaccrual status when principal or interest becomes 90 days past due unless it is well secured and in the process of collection, or earlier when concern exists as to the ultimate collectability of principal or interest. Interest accrued but not received is reversed against earnings. Cash interest received on these loans is applied to the principal balance until the principal is recovered or until the loan returns to accrual status. Loans may be returned to accrual status when all the principal and interest amounts contractually due are brought current, remain current for a prescribed period, and future payments are reasonably assured.

The following table presents the aging of the amortized cost basis in past due loans by class of loans:

(dollars in thousands)	30-59 Days Past Due	60-89 Days Past Due	Past Due 90 Days or More	Total Past Due	Current	Total Loans
December 31, 2023						
Commercial	$ 16,128	$ 1,332	$ 4,861	$ 22,321	$ 9,257,145	$ 9,279,466
Commercial real estate	9,081	5,254	30,660	44,995	13,926,576	13,971,571
BBCC	1,368	134	977	2,479	399,343	401,822
Residential	12,358	367	15,249	27,974	6,671,469	6,699,443
Indirect	7,025	1,854	1,342	10,221	1,040,761	1,050,982
Direct	5,436	1,455	1,787	8,678	514,494	523,172
Home equity	7,791	2,347	6,659	16,797	1,048,674	1,065,471
Total	$ 59,187	$ 12,743	$ 61,535	$ 133,465	$ 32,858,462	$ 32,991,927
December 31, 2022						
Commercial	$ 14,147	$ 4,801	$ 11,080	$ 30,028	$ 9,268,596	$ 9,298,624
Commercial real estate	47,240	1,312	32,892	81,444	12,217,304	12,298,748
BBCC	730	365	603	1,698	366,904	368,602
Residential	24,181	5,033	11,753	40,967	6,419,474	6,460,441
Indirect	6,302	2,118	958	9,378	1,024,879	1,034,257
Direct	5,404	2,118	1,928	9,450	619,736	629,186
Home equity	6,585	1,966	4,707	13,258	1,020,525	1,033,783
Total	$ 104,589	$ 17,713	$ 63,921	$ 186,223	$ 30,937,418	$ 31,123,641

The following table presents the amortized cost basis of loans on nonaccrual status and loans past due 90 days or more and still accruing by class of loan:

	December 31, 2023			December 31, 2022		
(dollars in thousands)	Nonaccrual Amortized Cost	Nonaccrual With No Related Allowance	Past Due 90 Days or More and Accruing	Nonaccrual Amortized Cost	Nonaccrual With No Related Allowance	Past Due 90 Days or More and Accruing
Commercial	**$ 43,775**	**$ 13,143**	**$ 242**	$ 60,372	$ 7,873	$ 152
Commercial real estate	**158,222**	**24,507**	**585**	122,290	33,445	—
BBCC	**4,706**	—	**95**	2,429	—	—
Residential	**41,771**	—	—	34,660	—	1,808
Indirect	**4,207**	—	**8**	3,230	—	28
Direct	**5,892**	—	**31**	3,997	—	133
Home equity	**16,248**	—	—	11,200	—	529
Total	**$ 274,821**	**$ 37,650**	**$ 961**	$ 238,178	$ 41,318	$ 2,650

Interest income recognized on nonaccrual loans was insignificant during the years ended December 31, 2023 and 2022.

When management determines that foreclosure is probable, expected credit losses for collateral dependent loans are based on the fair value of the collateral at the reporting date, adjusted for selling costs as appropriate. A loan is considered collateral dependent when the borrower is experiencing financial difficulty, and the loan is expected to be repaid substantially through the operation or sale of the collateral. The class of loan represents the primary collateral type associated with the loan. Significant quarter-over-quarter changes are reflective of changes in nonaccrual status and not necessarily associated with credit quality indicators like appraisal value. The following table presents the amortized cost basis of collateral dependent loans by class of loan:

	Type of Collateral				
(dollars in thousands)	Real Estate	Blanket Lien	Investment Securities/Cash	Auto	Other
December 31, 2023					
Commercial	**$ 14,303**	**$ 24,729**	**$ 2,577**	**$ 280**	**$ 328**
Commercial Real Estate	**146,425**	—	**1,167**	—	**6,107**
BBCC	**3,522**	**794**	—	**390**	—
Residential	**41,771**	—	—	—	—
Indirect	—	—	—	**4,207**	—
Direct	**4,727**	**1**	**3**	**366**	**29**
Home equity	**16,248**	—	—	—	—
Total	**$ 226,996**	**$ 25,524**	**$ 3,747**	**$ 5,243**	**$ 6,464**
December 31, 2022					
Commercial	$ 8,962	$ 42,754	$ 2,690	$ 1,611	$ 980
Commercial Real Estate	108,871	—	1,718	—	6,411
BBCC	1,939	478	—	12	—
Residential	34,660	—	—	—	—
Indirect	—	—	—	3,230	—
Direct	2,991	13	—	232	23
Home equity	11,200	—	—	—	—
Total	$ 168,623	$ 43,245	$ 4,408	$ 5,085	$ 7,414

Financial Difficulty Modifications

Occasionally, Old National modifies loans to borrowers experiencing financial difficulty in the form of principal forgiveness, term extension, an other-than-insignificant payment delay, or interest rate reduction (or a combination thereof). When principal forgiveness is provided, the amount of forgiveness is charged-off against the allowance for credit losses on loans.

The following table presents the amortized cost basis of financial difficulty modifications at December 31, 2023 that were modified during the year ended December 31, 2023 by class of loans and type of modification:

(dollars in thousands)	Term Extension	Total Class of Loans
Year Ended December 31, 2023		
Commercial	**$ 21,631**	**0.2 %**
Commercial real estate	**121,529**	**0.9 %**
Total	**$ 143,160**	**0.4 %**

Old National monitors the performance of financial difficulty modifications to understand the effectiveness of its efforts. The following table presents the performance of loans identified as financial difficulty modifications at December 31, 2023:

(dollars in thousands)	30-59 Days Past Due	60-89 Days Past Due	Past Due 90 Days or More	Total Past Due	Current	Total Loans
December 31, 2023						
Commercial	**$ —**	**$ —**	**$ —**	**$ —**	**$ 21,631**	**$ 21,631**
Commercial real estate	**5,287**	**—**	**—**	**5,287**	**116,242**	**121,529**
Total	**$ 5,287**	**$ —**	**$ —**	**$ 5,287**	**$ 137,873**	**$ 143,160**

The following table summarizes the nature of the financial difficulty modifications during the year ended December 31, 2023 by class of loans:

(dollars in thousands)	Weighted-Average Term Extension (in months)
Year Ended December 31, 2023	
Commercial	**6.1**
Commercial real estate	**8.6**
Total	**8.2**

There were no material payment defaults on these loans subsequent to their modifications during the year ended December 31, 2023. At December 31, 2023, Old National had not committed to lend any material additional funds to the borrowers whose loans were modified due to financial difficulties.

NOTE 5 – PREMISES AND EQUIPMENT

The composition of premises and equipment was as follows:

	December 31,	
(dollars in thousands)	2023	2022
Land	**$ 91,568**	$ 91,568
Buildings	**453,234**	419,596
Furniture, fixtures, and equipment	**148,134**	154,719
Leasehold improvements	**85,187**	69,412
Total	**778,123**	735,295
Accumulated depreciation	**(212,727)**	(177,988)
Premises and equipment, net	**$ 565,396**	$ 557,307

Depreciation expense was $38.2 million in 2023, $36.4 million in 2022, and $27.3 million in 2021.

Finance Leases

Old National leases certain banking center buildings and equipment under finance leases that are included in premises and equipment. See Notes 6 and 13 to the consolidated financial statements for detail regarding these leases.

NOTE 6 – LEASES

Old National determines if an arrangement is or contains a lease at contract inception. Operating leases are included in other assets and other liabilities in our consolidated balance sheets. Finance leases are included in premises and equipment and other borrowings in our consolidated balance sheets.

Right-of-use assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Right-of-use assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. In determining the present value of lease payments, we use the implicit lease rate when readily determinable. As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date. The incremental borrowing rate is the rate of interest that we would have to pay to borrow on a collateralized basis over a similar term in an amount equal to the lease payments in a similar economic environment.

Old National has operating and finance leases for land, office space, banking centers, and equipment. These leases are generally for periods of 5 to 20 years with various renewal options. We include certain renewal options in the measurement of our right-of-use assets and lease liabilities if they are reasonably certain to be exercised. Variable lease payments that are dependent on an index or a rate are initially measured using the index or rate at the commencement date and are included in the measurement of the lease liability. Variable lease payments that are not dependent on an index or a rate are excluded from the measurement of the lease liability and are recognized in profit and loss when incurred. Variable lease payments are defined as payments made for the right to use an asset that vary because of changes in facts or circumstances occurring after the commencement date, other than the passage of time.

Old National has lease agreements with lease and non-lease components, which are generally accounted for separately. For real estate leases, non-lease components and other non-components, such as common area maintenance charges, real estate taxes, and insurance are not included in the measurement of the lease liability since they are generally able to be segregated. For certain equipment leases, Old National accounts for the lease and non-lease components as a single lease component using the practical expedient available for that class of assets. Old National does not have any material sub-lease agreements.

The components of lease expense were as follows:

(dollars in thousands)	Affected Line Item in the Statement of Income	Years Ended December 31, 2023	2022	2021
Operating lease cost	Occupancy/Equipment expense	**$ 31,175**	$ 29,368	$ 12,336
Finance lease cost:				
Amortization of right-of-use assets	Occupancy expense	**2,921**	2,672	2,356
Interest on lease liabilities	Interest expense	**722**	415	431
Sub-lease income	Occupancy expense	**(387)**	(448)	(438)
Total		**$ 34,431**	$ 32,007	$ 14,685

Supplemental balance sheet information related to leases was as follows:

	December 31,	
(dollars in thousands)	2023	2022
Operating Leases		
Operating lease right-of-use assets	**$ 185,506**	$ 189,714
Operating lease liabilities	**204,960**	211,964
Finance Leases		
Premises and equipment, net	**19,820**	10,799
Other borrowings	**20,955**	13,469
Weighted-Average Remaining Lease Term (in Years)		
Operating leases	**8.5**	9.1
Finance leases	**10.5**	7.2
Weighted-Average Discount Rate		
Operating leases	**3.04 %**	2.88 %
Finance leases	**3.90 %**	3.30 %

Supplemental cash flow information related to leases was as follows:

	Years Ended December 31,		
(dollars in thousands)	2023	2022	2021
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	**$ 31,720**	$ 30,340	$ 13,823
Operating cash flows from finance leases	**722**	415	431
Financing cash flows from finance leases	**2,533**	2,475	2,057

The following table presents a maturity analysis of the Company's lease liability by lease classification at December 31, 2023:

(dollars in thousands)	Operating Leases	Finance Leases
2024	$ 31,199	$ 3,357
2025	30,703	3,380
2026	29,972	2,154
2027	29,038	2,158
2028	25,392	2,056
Thereafter	87,940	12,752
Total undiscounted lease payments	234,244	25,857
Amounts representing interest	(29,284)	(4,902)
Lease liability	$ 204,960	$ 20,955

NOTE 7 – GOODWILL AND OTHER INTANGIBLE ASSETS

The following table presents the changes in the carrying amount of goodwill:

	Years Ended December 31,		
(dollars in thousands)	2023	2022	2021
Balance at beginning of period	**$ 1,998,716**	$ 1,036,994	$ 1,036,994
Acquisitions and adjustments	**—**	961,722	—
Balance at end of period	**$ 1,998,716**	$ 1,998,716	$ 1,036,994

During 2022, Old National recorded $961.7 million of goodwill associated with the First Midwest merger. See Note 2 to the consolidated financial statements for additional detail regarding this transaction.

Old National performed the required annual goodwill impairment test as of August 31, 2023 and there was no impairment. No events or circumstances since the August 31, 2023 annual impairment test were noted that would indicate it was more likely than not a goodwill impairment exists.

The gross carrying amounts and accumulated amortization of other intangible assets were as follows:

(dollars in thousands)	Gross Carrying Amount	Accumulated Amortization and Impairment	Net Carrying Amount
December 31, 2023			
Core deposit	**$ 143,511**	**$ (72,940)**	**$ 70,571**
Customer trust relationships	**52,621**	**(20,942)**	**31,679**
Total intangible assets	**$ 196,132**	**$ (93,882)**	**$ 102,250**
December 31, 2022			
Core deposit	$ 170,642	$ (80,951)	$ 89,691
Customer trust relationships	56,243	(19,529)	36,714
Total intangible assets	$ 226,885	$ (100,480)	$ 126,405

Other intangible assets consist of core deposit intangibles and customer relationship intangibles and are being amortized primarily on an accelerated basis over their estimated useful lives, generally over a period of 5 to 15 years. During 2022, Old National recorded $77.9 million of core deposit intangibles and $39.7 million of customer trust relationships intangible associated with the First Midwest merger.

Old National reviews other intangible assets for possible impairment whenever events or changes in circumstances indicate that carrying amounts may not be recoverable. No impairment charges were recorded in 2023, 2022, or 2021. Total amortization expense associated with intangible assets was $24.2 million in 2023, $25.9 million in 2022, and $11.3 million in 2021.

Estimated amortization expense for future years is as follows:

(dollars in thousands)	
2024	$ 21,239
2025	18,358
2026	15,555
2027	12,867
2028	10,356
Thereafter	23,875
Total	$ 102,250

NOTE 8 – LOAN SERVICING RIGHTS

Loan servicing rights are included in other assets on the balance sheet. At December 31, 2023, loan servicing rights derived from mortgage loans sold with servicing retained totaled $35.8 million, compared to $37.3 million at December 31, 2022. Loans serviced for others are not reported as assets. The principal balance of mortgage loans serviced for others totaled $4.3 billion at both December 31, 2023 and December 31, 2022. Custodial escrow balances maintained in connection with serviced loans totaled $27.0 million at both December 31, 2023 and December 31, 2022.

The following table summarizes the carrying values and activity related to loan servicing rights and the related valuation allowance:

	Years Ended December 31,		
(dollars in thousands)	2023	2022	2021
Balance at beginning of period	**$ 37,267**	$ 30,085	$ 28,124
Additions [1]	**3,657**	13,080	11,759
Amortization	**(5,135)**	(5,898)	(9,798)
Balance before valuation allowance at end of period	**35,789**	37,267	30,085
Valuation allowance:			
Balance at beginning of period	**—**	(46)	(1,407)
(Additions)/recoveries	**—**	46	1,361
Balance at end of period	**—**	—	(46)
Loan servicing rights, net	**$ 35,789**	$ 37,267	$ 30,039

(1) Additions in 2022 included loan servicing rights of $7.7 million acquired in the First Midwest merger on February 15, 2022.

At December 31, 2023, the fair value of servicing rights was $47.1 million, which was determined using a discount rate of 9% and a conditional prepayment rate of 10%. At December 31, 2022, the fair value of servicing rights was $48.4 million, which was determined using a discount rate of 9% and a conditional prepayment rate of 9%.

NOTE 9 – QUALIFIED AFFORDABLE HOUSING PROJECTS AND OTHER TAX CREDIT INVESTMENTS

Old National is a limited partner in several tax-advantaged limited partnerships whose purpose is to invest in approved qualified affordable housing, renewable energy, or other renovation or community revitalization projects. These investments are included in other assets on the balance sheet, with any unfunded commitments included with other liabilities. As of December 31, 2023, Old National expects to recover its remaining investments through the use of the tax credits that are generated by the investments.

The following table summarizes Old National's investments in qualified affordable housing projects and other tax credit investments:

(dollars in thousands)		December 31, 2023		December 31, 2022	
Investment	Accounting Method	Investment	Unfunded Commitment (1)	Investment	Unfunded Commitment
LIHTC	Proportional amortization	**$ 114,991**	**$ 75,981**	$ 84,428	$ 55,754
FHTC	Equity	**34,220**	**27,421**	19,316	9,588
NMTC	Consolidation	**47,727**	**—**	51,912	—
Renewable Energy	Equity	**201**	**—**	1,099	—
Total		**$ 197,139**	**$ 103,402**	$ 156,755	$ 65,342

(1) All commitments will be paid by Old National by December 31, 2027.

The following table summarizes the amortization expense and tax benefit recognized for Old National's qualified affordable housing projects and other tax credit investments:

(dollars in thousands)	Amortization Expense (1)	Tax Expense (Benefit) Recognized (2)
Year Ended December 31, 2023		
LIHTC	**$ 9,343**	**$ (10,980)**
FHTC	**5,487**	**(6,186)**
NMTC	**8,982**	**(11,195)**
Renewable Energy	**898**	**—**
Total	**$ 24,710**	**$ (28,361)**
Year Ended December 31, 2022		
LIHTC	$ 4,974	$ (6,613)
FHTC	1,925	(2,227)
NMTC	8,197	(10,225)
Renewable Energy	839	—
Total	$ 15,935	$ (19,065)
Year Ended December 31, 2021		
LIHTC	$ 3,450	$ (4,543)
FHTC	2,557	(2,884)
NMTC	2,887	(3,625)
Renewable Energy	1,326	(562)
Total	$ 10,220	$ (11,614)

(1) The amortization expense for the LIHTC investments is included in our income tax expense. The amortization expense for the FHTC, NMTC, and Renewable Energy tax credits is included in noninterest expense.

(2) All of the tax benefits recognized are included in our income tax expense. The tax benefit recognized for the FHTC, NMTC, and Renewable Energy investments primarily reflects the tax credits generated from the investments and excludes the net tax expense (benefit) and deferred tax liability of the investments' income (loss).

NOTE 10 – DEPOSITS

At December 31, 2023, the scheduled maturities of total time deposits were as follows:

(dollars in thousands)	
Due in 2024	$ 5,081,013
Due in 2025	376,189
Due in 2026	66,853
Due in 2027	33,864
Due in 2028	14,416
Thereafter	6,809
Total	$ 5,579,144

The aggregate amount of time deposits in denominations that met or exceeded the FDIC insurance limit of $250,000 totaled $1.5 billion at December 31, 2023 and $793.4 million at December 31, 2022.

NOTE 11 – SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

Securities sold under agreements to repurchase are secured borrowings. Old National pledges investment securities to secure these borrowings. The following table presents securities sold under agreements to repurchase and related weighted-average interest rates for each of the years ended December 31:

(dollars in thousands)	2023	2022
Outstanding at year-end	**$ 285,206**	$ 432,804
Average amount outstanding	**332,853**	440,619
Maximum amount outstanding at any month-end	**430,537**	509,275
Weighted-average interest rate:		
During year	**0.99 %**	0.19 %
End of year	**3.64**	1.31

The following table presents the contractual maturity of our secured borrowings and class of collateral pledged:

	At December 31, 2023				
	Remaining Contractual Maturity of the Agreements				
(dollars in thousands)	**Overnight and Continuous**	**Up to 30 Days**	**30-90 Days**	**Greater Than 90 days**	**Total**
Repurchase Agreements:					
U.S. Treasury and agency securities	**$ 285,206**	**$ —**	**$ —**	**$ —**	**$ 285,206**
Total	**$ 285,206**	**$ —**	**$ —**	**$ —**	**$ 285,206**

The fair value of securities pledged to secure repurchase agreements may decline. Old National has pledged securities valued at 115% of the gross outstanding balance of repurchase agreements at December 31, 2023 to manage this risk.

NOTE 12 – FEDERAL HOME LOAN BANK ADVANCES

The following table summarizes Old National Bank's FHLB advances:

	December 31,	
(dollars in thousands)	2023	2022
FHLB advances (fixed rates 2.19% to 5.51% and variable rates 5.34% to 5.36%) maturing January 2024 to December 2043	**$ 4,300,528**	$ 3,850,677
Fair value hedge basis adjustments and unamortized prepayment fees	**(19,847)**	(21,659)
Total other borrowings	**$ 4,280,681**	$ 3,829,018

FHLB advances had weighted-average rates of 3.45% at December 31, 2023 and 3.15% at December 31, 2022. FHLB advances are collateralized by designated assets that may include qualifying commercial real estate loans, residential and multifamily mortgages, home equity loans, and certain investment securities.

At December 31, 2023, total unamortized prepayment fees related to all FHLB advance debt modifications completed in prior years totaled $14.2 million, compared to $20.2 million at December 31, 2022.

Contractual maturities of FHLB advances at December 31, 2023 were as follows:

(dollars in thousands)		
Due in 2024	$	125,243
Due in 2025		550,285
Due in 2026		100,000
Due in 2028		850,000
Thereafter		2,675,000
Fair value hedge basis adjustments and unamortized prepayment fees		(19,847)
Total	$	4,280,681

NOTE 13 – OTHER BORROWINGS

The following table summarizes Old National's other borrowings:

	December 31,			
(dollars in thousands)		**2023**		**2022**
Old National Bancorp:				
Senior unsecured notes (fixed rate 4.125%) maturing August 2024	**$**	**175,000**	$	175,000
Unamortized debt issuance costs related to senior unsecured notes		**(91)**		(247)
Subordinated debentures (fixed rate 5.875%) maturing September 2026		**150,000**		150,000
Junior subordinated debentures (rates of 6.95% to 9.22%) maturing July 2031 to September 2037		**136,643**		136,643
Other basis adjustments		**18,207**		23,363
Old National Bank:				
Finance lease liabilities		**20,955**		13,469
Subordinated debentures (3-month SOFR plus 4.618%; variable rate 10.01%) maturing October 2025		**12,000**		12,000
Leveraged loans for NMTC (fixed rates of 1.00% to 1.43%) maturing December 2046 to June 2060		**154,284**		143,187
Other (1)		**97,872**		89,588
Total other borrowings	**$**	**764,870**	$	743,003

(1) Includes overnight borrowings to collateralize certain derivative positions totaling $97.6 million at December 31, 2023 and $88.0 million at December 31, 2022.

Contractual maturities of other borrowings at December 31, 2023 were as follows:

(dollars in thousands)		
Due in 2024	$	275,263
Due in 2025		14,740
Due in 2026		151,576
Due in 2027		1,636
Due in 2028		1,594
Thereafter		301,683
Unamortized debt issuance costs and other basis adjustments		18,378
Total	$	764,870

Junior Subordinated Debentures

Junior subordinated debentures related to trust preferred securities are classified in "other borrowings." Junior subordinated debentures qualify as Tier 2 capital for regulatory purposes, subject to certain limitations.

Through various mergers and acquisitions, Old National assumed junior subordinated debenture obligations related to various trusts that issued trust preferred securities. Old National guarantees the payment of distributions on the trust preferred securities issued by the trusts. Proceeds from the issuance of each of these securities were used to purchase junior subordinated debentures with the same financial terms as the securities issued by the trusts.

Old National, at any time, may redeem the junior subordinated debentures at par and, thereby cause a redemption of the trust preferred securities in whole or in part.

The following table summarizes the terms of our outstanding junior subordinated debentures as of December 31, 2023:

(dollars in thousands) **Name of Trust**	**Issuance Date**	**Issuance Amount**	**Rate**	**Rate at December 31, 2023**	**Maturity Date**
Bridgeview Statutory Trust I	July 2001	$ 15,464	3-month SOFR plus 3.58%	9.22 %	July 31, 2031
Bridgeview Capital Trust II	December 2002	15,464	3-month SOFR plus 3.35%	9.01 %	January 7, 2033
First Midwest Capital Trust I	November 2003	37,825	6.95% fixed	6.95 %	December 1, 2033
St. Joseph Capital Trust II	March 2005	5,155	3-month SOFR plus 1.75%	7.39 %	March 17, 2035
Northern States Statutory Trust I	September 2005	10,310	3-month SOFR plus 1.80%	7.45 %	September 15, 2035
Anchor Capital Trust III	August 2005	5,000	3-month SOFR plus 1.55%	7.14 %	September 30, 2035
Great Lakes Statutory Trust II	December 2005	6,186	3-month SOFR plus 1.40%	7.05 %	December 15, 2035
Home Federal Statutory Trust I	September 2006	15,464	3-month SOFR plus 1.65%	7.30 %	September 15, 2036
Monroe Bancorp Capital Trust I	July 2006	3,093	3-month SOFR plus 1.60%	7.26 %	October 7, 2036
Tower Capital Trust 3	December 2006	9,279	3-month SOFR plus 1.69%	7.33 %	March 1, 2037
Monroe Bancorp Statutory Trust II	March 2007	5,155	3-month SOFR plus 1.60%	7.25 %	June 15, 2037
Great Lakes Statutory Trust III	June 2007	8,248	3-month SOFR plus 1.70%	7.35 %	September 15, 2037
Total		$ 136,643			

Leveraged Loans

The leveraged loans are directly related to the NMTC structure. As part of the transaction structure, Old National has the right to sell its interest in the entity that received the leveraged loans at an agreed upon price to the leveraged lender at the end of the NMTC seven-year compliance period. See Note 9 to the consolidated financial statements for additional information on the Company's NMTC investments.

Finance Lease Liabilities

Old National has long-term finance lease liabilities for certain banking centers and equipment totaling $21.0 million at December 31, 2023. See Note 6 to the consolidated financial statements for a maturity analysis of the Company's finance lease liabilities.

NOTE 14 – ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table summarizes the changes within each classification of AOCI, net of tax:

(dollars in thousands)	Unrealized Gains and Losses on Available-for-Sale Debt Securities	Unrealized Gains and Losses on Held-to-Maturity Securities	Gains and Losses on Hedges	Defined Benefit Pension Plans	Total
Year Ended December 31, 2023					
Balance at beginning of period	**$ (642,346)**	**$ (112,664)**	**$ (31,549)**	**$ 137**	**$ (786,422)**
Other comprehensive income (loss) before reclassifications	**(14,817)**	**1,325**	**51,871**	**—**	**38,379**
Amounts reclassified from AOCI to income (1)	**4,645**	**15,867**	**(11,141)**	**(137)**	**9,234**
Balance at end of period	**$ (652,518)**	**$ (95,472)**	**$ 9,181**	**$ —**	**$ (738,809)**
Year Ended December 31, 2022					
Balance at beginning of period	$ (2,950)	$ —	$ 543	$ 32	$ (2,375)
Other comprehensive income (loss) before reclassifications	(639,463)	(125,229)	(34,043)	—	(798,735)
Amounts reclassified from AOCI to income (1)	67	12,565	1,951	105	14,688
Balance at end of period	$ (642,346)	$ (112,664)	$ (31,549)	$ 137	$ (786,422)
Year Ended December 31, 2021					
Balance at beginning of period	$ 145,335	$ —	$ 2,584	$ (148)	$ 147,771
Other comprehensive income (loss) before reclassifications	(144,948)	—	1,433	—	(143,515)
Amounts reclassified from AOCI to income (1)	(3,337)	—	(3,474)	180	(6,631)
Balance at end of period	$ (2,950)	$ —	$ 543	$ 32	$ (2,375)

(1) See table below for details about reclassifications to income.

The following table summarizes the significant amounts reclassified out of each component of AOCI:

(dollars in thousands)	Years Ended December 31, 2023	2022	2021	
Details about AOCI Components	**Amount Reclassified from AOCI**			**Affected Line Item in the Statement of Income**
Unrealized gains and losses on available-for-sale debt securities	**$ (6,265)**	$ (88)	$ 4,327	Debt securities gains (losses), net
	1,620	21	(990)	Income tax (expense) benefit
	$ (4,645)	$ (67)	$ 3,337	Net income
Amortization of unrealized losses on held-to-maturity securities transferred from available-for-sale	**$ (21,239)**	$ (16,612)	$ —	Interest income (expense)
	5,372	4,047	—	Income tax (expense) benefit
	$ (15,867)	$ (12,565)	$ —	Net income
Gains and losses on hedges Interest rate contracts	**$ 15,067**	$ (2,587)	$ 4,605	Interest income (expense)
	(3,926)	636	(1,131)	Income tax (expense) benefit
	$ 11,141	$ (1,951)	$ 3,474	Net income
Amortization of defined benefit pension items				
Actuarial gains (losses)	**$ 182**	$ (139)	$ (239)	Salaries and employee benefits
	(45)	34	59	Income tax (expense) benefit
	$ 137	$ (105)	$ (180)	Net income
Total reclassifications for the period	**$ (9,234)**	$ (14,688)	$ 6,631	Net income

NOTE 15 – INCOME TAXES

Following is a summary of the major items comprising the differences in taxes from continuing operations computed at the federal statutory rate and as recorded in the consolidated statement of income:

	Years Ended December 31,		
(dollars in thousands)	**2023**	2022	2021
Provision at statutory rate of 21%	**$ 157,774**	$ 114,394	$ 71,161
Tax-exempt income:			
Tax-exempt interest	**(18,582)**	(14,588)	(11,066)
Section 291/265 interest disallowance	**2,392**	363	114
Company-owned life insurance income	**(3,125)**	(2,891)	(2,138)
Tax-exempt income	**(19,315)**	(17,116)	(13,090)
State income taxes	**31,164**	20,837	9,308
Tax credit investments - federal	**(12,190)**	(9,140)	(5,212)
Officer compensation limitation	**4,685**	5,903	564
Non-deductible FDIC premiums	**7,912**	3,805	438
Other, net	**(720)**	(2,237)	(1,845)
Income tax expense	**$ 169,310**	$ 116,446	$ 61,324
Effective tax rate	**22.5 %**	21.4 %	18.1 %

The provision for income taxes consisted of the following components:

	Years Ended December 31,		
(dollars in thousands)	**2023**	2022	2021
Current expense:			
Federal	**$ 121,428**	$ 106,918	$ 31,943
State	**37,331**	32,898	8,461
Deferred expense:			
Federal	**7,941**	(16,216)	17,514
State	**2,610**	(7,154)	3,406
Deferred income tax expense	**10,551**	(23,370)	20,920
Income tax expense	**$ 169,310**	$ 116,446	$ 61,324

Net Deferred Tax Assets

Net deferred tax assets are included in other assets on the balance sheet. Significant components of net deferred tax assets (liabilities) were as follows:

	December 31,	
(dollars in thousands)	2023	2022
Deferred Tax Assets		
Unrealized losses on available-for-sale investment securities	**$ 217,018**	$ 202,101
Allowance for credit losses on loans, net of recapture	**86,224**	85,619
Operating lease liabilities	**57,996**	58,288
Unrealized losses on held-to-maturity investment securities	**32,150**	36,197
Acquired loans	**32,011**	40,723
Benefit plan accruals	**31,679**	38,038
Purchase accounting	**22,473**	20,063
Net operating loss carryforwards	**21,004**	25,135
FDIC deductible premiums	**4,891**	—
Unrealized losses on hedges	—	10,277
Other, net	**4,860**	4,962
Total deferred tax assets	**510,306**	521,403
Deferred Tax Liabilities		
Operating lease right-of-use assets	**(52,710)**	(51,845)
Premises and equipment	**(12,141)**	(14,844)
Loan servicing rights	**(9,188)**	(9,636)
Prepaid expenses	**(3,856)**	(2,774)
Unrealized gains on hedges	**(3,202)**	—
Deferred loan origination fees	**(2,361)**	(3,566)
Other, net	**(3,588)**	(2,983)
Total deferred tax liabilities	**(87,046)**	(85,648)
Net deferred tax assets	**$ 423,260**	$ 435,755

The Company’s retained earnings at December 31, 2023 included an appropriation for acquired thrifts’ tax bad debt allowances totaling $58.6 million for which no provision for federal or state income taxes has been made. If in the future, this portion of retained earnings were distributed as a result of the liquidation of the Company or its subsidiaries, federal and state income taxes would be imposed at the then applicable rates.

No valuation allowance was required on the Company’s deferred tax assets at December 31, 2023 or 2022. Old National has federal net operating loss carryforwards totaling $63.6 million at December 31, 2023 and $81.5 million at December 31, 2022. This federal net operating loss was acquired from the acquisition of Anchor BanCorp Wisconsin Inc. in 2016 and First Midwest in 2022. If not used, the federal net operating loss carryforwards will begin expiring in 2030 and later. Old National has recorded state net operating loss carryforwards totaling $116.9 million at December 31, 2023 and $124.4 million at December 31, 2022. If not used, the state net operating loss carryforwards will expire from 2027 to 2036.

The federal and recorded state net operating loss carryforwards are subject to an annual limitation under Internal Revenue Code section 382. Old National believes that all of the federal and recorded state net operating loss carryforwards will be used prior to expiration.

Unrecognized Tax Benefits

Old National has unrecognized tax benefits due to the merger with First Midwest. The following table presents the changes in the carrying amount of unrecognized tax benefits:

	Years Ended December 31,		
(dollars in thousands)	2023	2022	2021
Balance at beginning of period	**$ 11,007**	$ —	$ —
Additions for acquired uncertain tax positions	**—**	14,897	—
Additions based on tax positions related to prior years	**60**	—	—
Reductions for tax positions relating to prior years	**—**	(2,751)	—
Reductions due to statute of limitations expiring	**(1,112)**	(1,139)	—
Balance at end of period	**$ 9,955**	$ 11,007	$ —

If recognized, approximately $8.0 million of unrecognized tax benefits, net of interest, would favorably affect the effective income tax rate in future periods. Old National expects the $8.0 million of unrecognized tax benefits to be reduced to $5.6 million in the next twelve months.

It is our policy to recognize interest and penalties accrued relative to unrecognized tax benefits in their respective federal or state income tax accounts. Interest and penalties recorded and accrued in 2023 and 2022 were immaterial.

Old National and its subsidiaries file a consolidated U.S. federal income tax return, as well as filing various state returns. The 2020 through 2023 tax years are open and subject to examination.

NOTE 16 – SHARE-BASED COMPENSATION AND OTHER EMPLOYEE BENEFIT PLANS

Our Amended and Restated 2008 Incentive Compensation Plan (the "ICP"), which was approved by shareholders, permits the grant of share-based awards to our employees. At December 31, 2023, 7.6 million shares were available for issuance. The granting of awards to key employees is typically in the form of restricted stock awards or units. We believe that such awards better align the interests of our employees with those of our shareholders. Total compensation cost included in salaries and employee benefits for the ICP was $27.9 million in 2023, $28.7 million in 2022, and $7.5 million in 2021. The total income tax benefit was $6.9 million in 2023, $7.1 million in 2022, and $1.8 million in 2021.

Restricted Stock Awards

Restricted stock awards require certain service requirements and shares generally vest, depending on the award terms, annually over a three-year period, cliff vest in three years from the grant date, or vest 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date. Compensation expense is recognized on a straight-line basis over the vesting period. Shares are subject to certain restrictions and risk of forfeiture by the participants.

A summary of changes in our unvested shares follows:

	Years Ended December 31,			
	2023		2022	
(shares in thousands)	Shares	Weighted Average Grant-Date Fair Value	Shares	Weighted Average Grant-Date Fair Value
Unvested balance at beginning of period	**1,869**	**$17.76**	554	$16.16
Granted during the year	**1,042**	**15.43**	1,916	18.12
Vested during the year	**(924)**	**17.80**	(453)	17.29
Forfeited during the year	**(55)**	**16.84**	(148)	17.88
Unvested balance at end of period	**1,932**	**$16.51**	1,869	$17.76

As of December 31, 2023, there was $18.1 million of total unrecognized compensation cost related to unvested restricted stock awards. The cost is expected to be recognized over a weighted-average period of 1.9 years. The total fair value of the shares vested was $15.1 million in 2023, $7.9 million in 2022, and $4.3 million in 2021.

Performance-Based Restricted Stock Units

Restricted stock units require certain performance goals to be achieved and shares vest at the end of a 36 month period based on the achievement of certain targets. Compensation expense is recognized on a straight-line basis over the performance period of the award. For certain awards, the level of performance could increase or decrease the number of shares earned. Shares are subject to certain restrictions and risk of forfeiture by the participants.

A summary of changes in our unvested shares follows:

	Years Ended December 31,			
	2023		2022	
(shares in thousands)	Shares	Weighted Average Grant-Date Fair Value	Shares	Weighted Average Grant-Date Fair Value
Unvested balance at beginning of period	**2,081**	**$17.23**	886	$14.80
Granted during the year	**355**	**18.01**	1,935	17.66
Vested during the year	**(1,286)**	**16.29**	(720)	15.41
Forfeited during the year	**(8)**	**17.82**	(73)	16.73
Dividend equivalents adjustment	**35**	**17.21**	53	16.82
Unvested balance at end of period	**1,177**	**$17.50**	2,081	$17.23

As of December 31, 2023, there was $6.2 million of total unrecognized compensation cost related to unvested restricted stock units. The cost is expected to be recognized over a weighted-average period of 1.7 years.

Stock Options and Appreciation Rights

Old National has not granted stock options since 2009. However, Old National did acquire stock options and stock appreciation rights through its prior acquisitions. Old National recorded no incremental expense associated with the conversion of these options and stock appreciation rights.

As of December 31, 2023, all options were fully vested, and all compensation costs had been expensed. At December 31, 2023, no stock appreciation rights were outstanding as the remaining awards were exercised during 2023.

Information related to stock option and appreciation rights follows:

	Year Ended December 31,		
(dollars in thousands)	2023	2022	2021
Intrinsic value of options/appreciation rights exercised	**$ 70**	$ 331	$ 171
Tax benefit realized from options/appreciation rights exercises	**28**	132	68

Non-employee Director Stock Compensation

Compensation paid to Old National's non-employee directors includes a stock component. Compensation shares are earned annually. Any shares awarded to directors are anticipated to be issued from the ICP. In 2023, 41 thousand shares were issued to directors, compared to 19 thousand shares in 2022, and 25 thousand shares in 2021.

Employee Stock Ownership Plan

The Employee Stock Ownership and Savings Plan (the "401(k) Plan") allows employees to make pre-tax and Roth 401(k) contributions. Subject to the conditions and limitations of the 401(k) Plan, new employees are automatically enrolled in the 401(k) Plan with an automatic deferral of 5% of eligible compensation, unless participation is changed or declined. All active participants receive a Company match of 100% of the first 5% contributed into the 401(k) Plan. In addition to matching contributions, Old National may make discretionary contributions to the 401(k) Plan in the form of Old National stock or cash. There were no designated discretionary profit sharing contributions in 2023, 2022, or 2021. All contributions vest immediately, and plan participants may elect to redirect funds among any of the investment options provided under the 401(k) Plan. The number of Old National shares in the 401(k) Plan were 1.1 million at December 31, 2023 and 1.2 million at December 31, 2022. All shares owned through the 401(k)

Plan are included in the calculation of weighted-average shares outstanding for purposes of calculating diluted and basic earnings per share. Contribution expense under the 401(k) Plan was $20.3 million in 2023, $17.9 million in 2022, and $9.8 million in 2021.

NOTE 17 – SHAREHOLDERS' EQUITY

Stock Purchase and Dividend Reinvestment Plan

Old National has a stock purchase and dividend reinvestment plan under which common shares issued may be either repurchased shares or authorized and previously unissued shares. A new plan became effective on August 12, 2021, with total authorized and unissued common shares reserved for issuance of 3.3 million. At December 31, 2023, 3.3 million authorized and unissued common shares were available for issuance under the plan.

Employee Stock Purchase Plan

Old National has an employee stock purchase plan under which eligible employees can purchase common shares at a discount to the market price. Currently, the discount under the plan is set at 5% of the fair value of the common shares on the purchase date (i.e., at a purchase price of 95%). No participant may purchase common shares with a fair value in excess of $25,000 in any calendar year. In 2023, 75,000 shares were issued related to this plan with proceeds of approximately $1.1 million. In 2022, 52,000 shares were issued related to this plan with proceeds of approximately $0.8 million.

Share Repurchase Program

In the first quarter of 2023, the Board of Directors approved a stock repurchase program that authorized the Company to repurchase up to $200 million of the Company's outstanding shares of Common Stock, as conditions warrant, through February 29, 2024. During 2023, 1.8 million common shares were repurchased under the plan, which reduced equity by $29.5 million. On February 21, 2024, the Board of Directors approved a new stock repurchase program, under which the Company is authorized to repurchase up to $200 million of its outstanding common stock through February 28, 2025. This new stock repurchase program replaces the prior $200 million program, which was scheduled to expire February 29, 2024.

Net Income per Common Share

Basic and diluted net income per common share are calculated using the two-class method. Net income applicable to common shares is divided by the weighted-average number of common shares outstanding during the period. Adjustments to the weighted-average number of common shares outstanding are made only when such adjustments will dilute net income per common share. Net income applicable to common shares is then divided by the weighted-average number of common shares and common share equivalents during the period.

The following table presents the calculation of basic and diluted net income per common share:

(dollars and shares in thousands, except per share data)	Years Ended December 31, 2023	2022	2021
Net income	**$ 581,992**	$ 428,287	$ 277,538
Preferred dividends	**(16,135)**	(14,118)	—
Net income applicable to common shares	**$ 565,857**	$ 414,169	$ 277,538
Weighted average common shares outstanding:			
Weighted average common shares outstanding (basic)	**290,748**	275,179	165,178
Effect of dilutive securities:			
Restricted stock	**1,107**	1,502	729
Stock appreciation rights	—	7	22
Weighted average diluted shares outstanding	**291,855**	276,688	165,929
Basic Net Income Per Common Share	**$ 1.95**	$ 1.51	$ 1.68
Diluted Net Income Per Common Share	**$ 1.94**	$ 1.50	$ 1.67

NOTE 18 – FAIR VALUE

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair values:

- Level 1 – Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.
- Level 2 – Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3 – Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

Old National used the following methods and significant assumptions to estimate the fair value of each type of financial instrument:

<u>Investment securities and equity securities</u>: The fair values for investment securities and equity securities are determined by quoted market prices, if available (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2). For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3). Discounted cash flows are calculated using swap and SOFR curves plus spreads that adjust for loss severities, volatility, credit risk, and optionality. During times when trading is more liquid, broker quotes are used (if available) to validate the model. Rating agency and industry research reports as well as defaults and deferrals on individual securities are reviewed and incorporated into the calculations.

<u>Loans held-for-sale</u>: The fair value of loans held-for-sale is determined using quoted prices for a similar asset, adjusted for specific attributes of that loan (Level 2).

<u>Derivative financial instruments</u>: The fair values of derivative financial instruments are based on market quotes developed using observable inputs as of the valuation date (Level 2).

Recurring Basis

Assets and liabilities measured at fair value on a recurring basis, including financial assets and liabilities for which we have elected the fair value option, are summarized below:

		Fair Value Measurements at December 31, 2023 Using		
(dollars in thousands)	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets				
Equity securities	**$ 80,372**	**$ 80,372**	**$ —**	**$ —**
Investment securities available-for-sale:				
U.S. Treasury	**396,733**	**396,733**	**—**	**—**
U.S. government-sponsored entities and agencies	**1,231,264**	**—**	**1,231,264**	**—**
Mortgage-backed securities - Agency	**4,216,560**	**—**	**4,216,560**	**—**
States and political subdivisions	**535,260**	**—**	**535,260**	**—**
Pooled trust preferred securities	**11,337**	**—**	**11,337**	**—**
Other securities	**321,901**	**—**	**321,901**	**—**
Loans held-for-sale	**32,006**	**—**	**32,006**	**—**
Derivative assets	**166,302**	**—**	**166,302**	**—**
Financial Liabilities				
Derivative liabilities	**268,916**	**—**	**268,916**	**—**

		Fair Value Measurements at December 31, 2022 Using		
(dollars in thousands)	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets				
Equity securities	$ 52,507	$ 52,507	$ —	$ —
Investment securities available-for-sale:				
U.S. Treasury	200,927	200,927	—	—
U.S. government-sponsored entities and agencies	1,175,080	—	1,175,080	—
Mortgage-backed securities - Agency	4,369,902	—	4,369,902	—
States and political subdivisions	663,852	—	663,852	—
Pooled trust preferred securities	10,811	—	10,811	—
Other securities	353,140	—	353,140	—
Loans held-for-sale	11,926	—	11,926	—
Derivative assets	169,001	—	169,001	—
Financial Liabilities				
Derivative liabilities	380,704	—	380,704	—

Non-Recurring Basis

Assets measured at fair value on a non-recurring basis at December 31, 2023 are summarized below:

		Fair Value Measurements at December 31, 2023 Using		
(dollars in thousands)	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Collateral Dependent Loans:				
Commercial loans	**$ 11,017**	**$ —**	**$ —**	**$ 11,017**
Commercial real estate loans	**95,457**	**—**	**—**	**95,457**
Foreclosed Assets:				
Commercial real estate	**1,669**	**—**	**—**	**1,669**

Commercial and commercial real estate loans that are deemed collateral dependent are valued using the discounted cash flows. The liquidation amounts are based on the fair value of the underlying collateral using the most recently available appraisals with certain adjustments made based on the type of property, age of appraisal, current status of the property, and other related factors to estimate the current value of the collateral. These commercial and commercial real estate loans had a principal amount of $134.3 million, with a valuation allowance of $27.9 million at December 31, 2023. Old National recorded provision expense associated with commercial and commercial real estate loans that were deemed collateral dependent totaling $20.5 million in 2023.

Other real estate owned and other repossessed property is measured at fair value less costs to sell on a non-recurring basis. Old National did not have any other real estate owned or repossessed property measured at fair value on a non-recurring basis at December 31, 2023. There were write-downs of other real estate owned of $0.1 million in 2023.

Assets measured at fair value on a non-recurring basis at December 31, 2022 are summarized below:

		Fair Value Measurements at December 31, 2022 Using		
(dollars in thousands)	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Collateral Dependent Loans:				
Commercial loans	$ 22,562	$ —	$ —	$ 22,562
Commercial real estate loans	48,026	—	—	48,026

At December 31, 2022, commercial and commercial real estate loans that were deemed collateral dependent had a principal amount of $92.0 million, with a valuation allowance of $21.5 million. Old National recorded provision expense associated with these loans totaling $20.3 million in 2022.

Old National did not have any other real estate owned or repossessed property measured at fair value on a non-recurring basis at December 31, 2022. There were write-downs of other real estate owned of $0.6 million in 2022.

The table below provides quantitative information about significant unobservable inputs used in fair value measurements within Level 3 of the fair value hierarchy:

(dollars in thousands)	Fair Value	Valuation Techniques	Unobservable Input	Range (Weighted Average)[1]
December 31, 2023				
Collateral Dependent Loans				
Commercial loans	**$ 11,017**	Discounted cash flow	Discount for type of property, age of appraisal, and current status	5% - 37% (27%)
Commercial real estate loans	**95,457**	Discounted cash flow	Discount for type of property, age of appraisal, and current status	2% - 38% (16%)
Foreclosed Assets				
Commercial real estate (1)	**1,669**	Fair value of collateral	Discount for type of property, age of appraisal, and current status	4% - 8% (4%)
December 31, 2022				
Collateral Dependent Loans				
Commercial loans	$ 22,562	Discounted cash flow	Discount for type of property, age of appraisal, and current status	10% - 47% (28%)
Commercial real estate loans	48,026	Discounted cash flow	Discount for type of property, age of appraisal, and current status	1% - 26% (11%)

(1) Unobservable inputs were weighted by the relative fair value of the instruments.

Fair Value Option

Old National may elect to report most financial instruments and certain other items at fair value on an instrument-by-instrument basis with changes in fair value reported in net income. After the initial adoption, the election is made at the acquisition of an eligible financial asset, financial liability, or firm commitment or when certain specified reconsideration events occur. The fair value election may not be revoked once an election is made.

Loans Held-For-Sale

Old National has elected the fair value option for loans held-for-sale. For these loans, interest income is recorded in the consolidated statements of income based on the contractual amount of interest income earned on the financial assets (except any that are on nonaccrual status). None of these loans are 90 days or more past due, nor are any on nonaccrual status. Included in the income statement is interest income for loans held-for-sale totaling $1.2 million in 2023, $1.8 million in 2022, and $1.5 million in 2021.

Newly originated conforming fixed-rate and adjustable-rate first mortgage loans are intended for sale and are hedged with derivative instruments. Old National has elected the fair value option to mitigate accounting mismatches in cases where hedge accounting is complex and to achieve operational simplification. The fair value option was not elected for loans held for investment.

The difference between the aggregate fair value and the aggregate remaining principal balance for loans for which the fair value option has been elected was as follows:

(dollars in thousands)	Aggregate Fair Value	Difference	Contractual Principal
December 31, 2023			
Loans held-for-sale	**$ 32,006**	**$ 621**	**$ 31,385**
December 31, 2022			
Loans held-for-sale	$ 11,926	$ 221	$ 11,705

Accrued interest at period end is included in the fair value of the instruments.

The following table presents the amount of gains and losses from fair value changes included in income before income taxes for financial assets carried at fair value:

(dollars in thousands)	Other Gains and (Losses)	Interest Income	Interest (Expense)	Total Changes in Fair Values Included in Current Period Earnings
Year Ended December 31, 2023				
Loans held-for-sale	**$ 402**	**$ 12**	**$ (14)**	**$ 400**
Year Ended December 31, 2022				
Loans held-for-sale	$ (1,127)	$ 10	$ (4)	$ (1,121)

Financial Instruments Not Carried at Fair Value

The carrying amounts and estimated fair values of financial instruments not carried at fair value were as follows:

		Fair Value Measurements at December 31, 2023 Using		
(dollars in thousands)	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets				
Cash, due from banks, money market, and other interest-earning investments	$ 1,175,058	$ 1,175,058	$ —	$ —
Investment securities held-to-maturity:				
U.S. government-sponsored entities and agencies	825,953	—	671,126	—
Mortgage-backed securities - Agency	1,029,131	—	881,994	—
State and political subdivisions	1,158,409	—	1,048,068	—
Loans, net:				
Commercial	9,392,267	—	—	9,258,193
Commercial real estate	13,984,273	—	—	13,640,868
Residential real estate	6,678,606	—	—	5,579,999
Consumer	2,629,171	—	—	2,555,121
Accrued interest receivable	225,159	859	54,465	169,835
Financial Liabilities				
Deposits:				
Noninterest-bearing demand deposits	$ 9,664,247	$ 9,664,247	$ —	$ —
Checking, NOW, savings, and money market interest-bearing deposits	21,991,789	21,991,789	—	—
Time deposits	5,579,144	—	5,552,538	—
Federal funds purchased and interbank borrowings	390	390	—	—
Securities sold under agreements to repurchase	285,206	285,206	—	—
FHLB advances	4,280,681	—	4,090,954	—
Other borrowings	764,870	—	755,592	—
Accrued interest payable	57,094	—	57,094	—
Standby letters of credit	1,318	—	—	1,318
Off-Balance Sheet Financial Instruments				
Commitments to extend credit	$ —	$ —	$ —	$ 3,839

(dollars in thousands)	Carrying Value	Fair Value Measurements at December 31, 2022 Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets				
Cash, due from banks, money market, and other interest-earning investments	$ 728,412	$ 728,412	$ —	$ —
Investment securities held-to-maturity:				
U.S. government-sponsored entities and agencies	819,168	—	656,358	—
Mortgage-backed securities - Agency	1,106,817	—	982,963	—
State and political subdivisions	1,163,162	—	1,004,361	—
Loans, net:				
Commercial	9,386,862	—	—	9,066,583
Commercial real estate	12,317,825	—	—	11,867,851
Residential real estate	6,438,525	—	—	5,372,491
Consumer	2,676,758	—	—	2,557,115
Accrued interest receivable	190,521	758	52,081	137,682
Financial Liabilities				
Deposits:				
Noninterest-bearing demand deposits	$ 11,930,798	$ 11,930,798	$ —	$ —
Checking, NOW, savings, and money market interest-bearing deposits	20,056,252	20,056,252	—	—
Time deposits	3,013,780	—	2,976,389	—
Federal funds purchased and interbank borrowings	581,489	581,489	—	—
Securities sold under agreements to repurchase	432,804	432,804	—	—
FHLB advances	3,829,018	—	3,739,780	—
Other borrowings	743,003	—	703,156	—
Accrued interest payable	19,547	—	19,547	—
Standby letters of credit	755	—	—	755
Off-Balance Sheet Financial Instruments				
Commitments to extend credit	$ —	$ —	$ —	$ 3,666

The methods utilized to measure the fair value of financial instruments at December 31, 2023 and 2022 represent an approximation of exit price, however, an actual exit price may differ.

NOTE 19 – DERIVATIVE FINANCIAL INSTRUMENTS

As part of our overall interest rate risk management, Old National uses derivative instruments, including interest rate swaps, collars, caps, and floors. The notional amount does not represent amounts exchanged by the parties. The amount exchanged is determined by reference to the notional amount and the other terms of the individual agreements. Derivative instruments are recognized on the balance sheet at their fair value and are not reported on a net basis.

Credit risk arises from the possible inability of counterparties to meet the terms of their contracts. Old National's exposure is limited to the termination value of the contracts rather than the notional, principal, or contract amounts. There are provisions in our agreements with the counterparties that allow for certain unsecured credit exposure up to an agreed threshold. Exposures in excess of the agreed thresholds are collateralized. In addition, we minimize credit risk through credit approvals, limits, and monitoring procedures.

Derivatives Designated as Hedges

Subsequent changes in fair value for a hedging instrument that has been designated and qualifies as part of a hedging relationship are accounted for in the following manner:

> *Cash flow hedges*: changes in fair value are recognized as a component in other comprehensive income (loss).
> *Fair value hedges*: changes in fair value are recognized concurrently in earnings.

As long as a hedging instrument is designated and the results of the effectiveness testing support that the instrument qualifies for hedge accounting treatment, 100% of the periodic changes in fair value of the hedging instrument are accounted for as outlined above. This is the case whether or not economic mismatches exist in the hedging relationship. As a result, there is no periodic measurement or recognition of ineffectiveness. Rather, the full impact of hedge gains and losses is recognized in the period in which the hedged transactions impact earnings.

The change in fair value of the hedging instrument that is included in the assessment of hedge effectiveness is presented in the same income statement line item that is used to present the earnings effect of the hedged item.

Cash Flow Hedges

Interest rate swaps of certain borrowings were designated as cash flow hedges totaling $150.0 million notional amount at both December 31, 2023 and December 31, 2022. Interest rate collars and floors related to variable-rate commercial loan pools were designated as cash flow hedges totaling $1.6 billion notional amount at December 31, 2023 and $1.9 billion notional amount at December 31, 2022. The hedges were determined to be effective during all periods presented and we expect them to remain effective during the remaining terms.

Old National has designated its interest rate collars as cash flow hedges. The structure of these instruments is such that Old National pays the counterparty an incremental amount if the collar index exceeds the cap rate. Conversely, Old National receives an incremental amount if the index falls below the floor rate. No payments are required if the collar index falls between the cap and floor rates.

Old National has designated its interest rate floor transactions as cash flow hedges. The structure of these instruments is such that Old National receives an incremental amount if the index falls below the floor strike rate. No payments are required if the index remains above the floor strike rate.

Fair Value Hedges

Interest rate swaps of certain borrowings were designated as fair value hedges totaling $900.0 million notional amount at December 31, 2023 and $300.0 million notional amount at December 31, 2022. Interest rate swaps of certain available-for-sale investment securities were designated as fair value hedges totaling $998.1 million notional amount at December 31, 2023 and $910.0 million notional amount at December 31, 2022. The hedges were determined to be effective during all periods presented and we expect them to remain effective during the remaining terms.

The following table summarizes Old National's derivatives designated as hedges:

	December 31, 2023			**December 31, 2022**		
		Fair Value			**Fair Value**	
(dollars in thousands)	**Notional**	**Assets (1)**	**Liabilities (2)**	**Notional**	**Assets (1)**	**Liabilities (2)**
Cash flow hedges:						
Interest rate collars and floors on loan pools	**$ 1,600,000**	**$ 10,472**	**$ 6,014**	$ 1,900,000	$ 11,764	$ 47,859
Interest rate swaps on borrowings (3)	**150,000**	**—**	**—**	150,000	—	—
Fair value hedges:						
Interest rate swaps on investment securities (3)	**998,107**	**—**	**—**	909,957	—	—
Interest rate swaps on borrowings (3)	**900,000**	**—**	**—**	300,000	—	—
Total		**$ 10,472**	**$ 6,014**		$ 11,764	$ 47,859

(1) Derivative assets are included in other assets on the balance sheet.
(2) Derivative liabilities are included in other liabilities on the balance sheet.
(3) The fair values of certain counterparty interest rate swaps are zero due to the settlement of centrally cleared variation margin rules.

The effect of derivative instruments in fair value hedging relationships on the consolidated statements of income were as follows:

(dollars in thousands) Derivatives in Fair Value Hedging Relationships	Location of Gain or (Loss) Recognized in Income on Derivative	Gain (Loss) Recognized in Income on Derivative	Hedged Items in Fair Value Hedging Relationships	Location of Gain or (Loss) Recognized in in Income on Related Hedged Item	Gain (Loss) Recognized in Income on Related Hedged Items
Year Ended December 31, 2023					
Interest rate contracts	Interest income/(expense)	**$ (1,769)**	Fixed-rate debt	Interest income/(expense)	**$ 1,684**
Interest rate contracts	Interest income/(expense)	**(52,625)**	Fixed-rate investment securities	Interest income/(expense)	**52,148**
Total		**$ (54,394)**			**$ 53,832**
Year Ended December 31, 2022					
Interest rate contracts	Interest income/(expense)	$ (6,245)	Fixed-rate debt	Interest income/(expense)	$ 6,585
Interest rate contracts	Interest income/(expense)	157,741	Fixed-rate investment securities	Interest income/(expense)	(158,431)
Total		$ 151,496			$ (151,846)
Year Ended December 31, 2021					
Interest rate contracts	Interest income/(expense)	$ (6,413)	Fixed-rate debt	Interest income/(expense)	$ 6,296
Interest rate contracts	Interest income/(expense)	(4,656)	Fixed-rate investment securities	Interest income/(expense)	4,954
Total		$ (11,069)			$ 11,250

The effect of derivative instruments in cash flow hedging relationships on the consolidated statements of income were as follows:

		Years Ended December 31,			Years Ended December 31,		
		2023	2022	2021	2023	2022	2021
Derivatives in Cash Flow Hedging Relationships	Location of Gain or (Loss) Reclassified from AOCI into Income	Gain (Loss) Recognized in Other Comprehensive Income on Derivative			Gain (Loss) Reclassified from AOCI into Income		
Interest rate contracts	Interest income/(expense)	**$ 28,029**	$ (45,132)	$ 1,898	**$ 11,621**	$ (2,587)	$ 4,605

Amounts reported in AOCI related to cash flow hedges will be reclassified to interest income or interest expense as interest payments are received or paid on Old National's derivative instruments. During the next 12 months, we estimate that $6.1 million will be reclassified to interest income and $20.6 million will be reclassified to interest expense.

Derivatives Not Designated as Hedges

Commitments to fund certain mortgage loans (interest rate lock commitments) and forward commitments for the future delivery of mortgage loans to third party investors are considered derivatives. These derivative contracts do not qualify for hedge accounting. At December 31, 2023, the notional amounts of the interest rate lock commitments were $25.2 million and forward commitments were $39.5 million. At December 31, 2022, the notional amounts of the interest rate lock commitments were $21.4 million and forward commitments were $30.3 million. It is our practice to enter into forward commitments for the future delivery of residential mortgage loans to third party investors when interest rate lock commitments are entered into in order to economically hedge the effect of changes in interest rates resulting from our commitment to fund the loans.

Old National also enters into derivative instruments for the benefit of its clients. The notional amounts of these customer derivative instruments and the offsetting counterparty derivative instruments were $6.0 billion at December 31, 2023 and $5.2 billion at December 31, 2022. These derivative contracts do not qualify for hedge accounting. These instruments include interest rate swaps, caps, and collars. Commonly, Old National will economically hedge significant exposures related to these derivative contracts entered into for the benefit of clients by entering into offsetting contracts with approved, reputable, independent counterparties with substantially matching terms.

Old National enters into derivative financial instruments as part of its foreign currency risk management strategies. These derivative instruments consist of foreign currency forward contracts to accommodate the business needs of its clients. Old National does not designate these foreign currency forward contracts for hedge accounting treatment.

The following table summarizes Old National's derivatives not designated as hedges:

	December 31, 2023			December 31, 2022		
		Fair Value			Fair Value	
(dollars in thousands)	Notional	Assets [1]	Liabilities [2]	Notional	Assets [1]	Liabilities [2]
Interest rate lock commitments	**$ 25,151**	**$ 291**	**$ —**	$ 21,401	$ 93	$ —
Forward mortgage loan contracts	**39,529**	**—**	**566**	30,330	32	—
Customer interest rate swaps	**5,954,216**	**33,182**	**228,750**	5,220,363	5,676	326,924
Counterparty interest rate swaps [3]	**5,954,216**	**121,969**	**33,346**	5,220,363	151,111	5,711
Customer foreign currency forward contracts	**12,455**	**320**	**59**	8,341	253	42
Counterparty foreign currency forward contracts	**12,308**	**68**	**181**	8,297	72	168
Total		**$ 155,830**	**$ 262,902**		$ 157,237	$ 332,845

(1) Derivative assets are included in other assets on the balance sheet.
(2) Derivative liabilities are included in other liabilities on the balance sheet.
(3) The fair values of certain counterparty interest rate swaps are zero due to the settlement of centrally-cleared variation margin rules.

The effect of derivatives not designated as hedging instruments on the consolidated statements of income were as follows:

		Years Ended December 31,		
(dollars in thousands)		2023	2022	2021
Derivatives Not Designated as Hedging Instruments	**Location of Gain or (Loss) Recognized in Income on Derivative**	**Gain (Loss) Recognized in Income on Derivative**		
Interest rate contracts [1]	Other income/(expense)	**$ 457**	$ 883	$ 279
Mortgage contracts	Mortgage banking revenue	**(401)**	(2,468)	(4,446)
Foreign currency contracts	Other income/(expense)	**(45)**	98	(104)
Total		**$ 11**	$ (1,487)	$ (4,271)

(1) Includes the valuation differences between the customer and offsetting swaps.

Fair Value of Offsetting Derivatives

Certain derivative instruments are subject to master netting agreements with counterparties that provide rights of setoff. The Company records these transactions at their gross fair values and does not offset derivative assets and liabilities in the Consolidated Balance Sheet. The following table presents the fair value of the Company's derivatives and offsetting positions:

	December 31,			
	2023		2022	
(dollars in thousands)	Assets	Liabilities	Assets	Liabilities
Gross amounts recognized	**$ 166,302**	**$ 268,916**	$ 169,001	$ 380,704
Less: amounts offset in the Consolidated Balance Sheet	**—**	**—**	—	—
Net amount presented in the Consolidated Balance Sheet	**166,302**	**268,916**	169,001	380,704
Gross amounts not offset in the Consolidated Balance Sheet				
Offsetting derivative positions	**(39,360)**	**(39,360)**	(54,054)	(54,054)
Cash collateral pledged	**—**	**(97,840)**	(418)	(88,860)
Net credit exposure	**$ 126,942**	**$ 131,716**	$ 114,529	$ 237,790

NOTE 20 – COMMITMENTS, CONTINGENCIES, AND FINANCIAL GUARANTEES

Litigation

At December 31, 2023, there were certain legal proceedings pending against the Company and its subsidiaries in the ordinary course of business. While the outcome of any legal proceeding is inherently uncertain, based on information currently available, the Company's management does not expect that any potential liabilities arising from pending legal matters will have a material adverse effect on the Company's business, financial position, or results of operations.

Credit-Related Financial Instruments

Old National holds instruments, in the normal course of business with clients, that are considered financial guarantees and are recorded at fair value. Standby letters of credit guarantees are issued in connection with agreements made by clients to counterparties. Standby letters of credit are contingent upon failure of the client to perform the terms of the underlying contract. Credit risk associated with standby letters of credit is essentially the same as that associated with extending loans to clients and is subject to normal credit policies. The term of these standby letters of credit is typically one year or less. These commitments are not recorded in the consolidated financial statements.

The following table summarizes Old National Bank's unfunded loan commitments and standby letters of credit:

	December 31,	
(dollars in thousands)	**2023**	**2022**
Unfunded loan commitments	**$ 8,912,587**	$ 8,979,334
Standby letters of credit [1]	**192,237**	174,070

(1) Notional amount, which represents the maximum amount of future funding requirements. The carrying value was $1.3 million at December 31, 2023 and $0.8 million at December 31, 2022.

At December 31, 2023, approximately 4% of the unfunded loan commitments had fixed rates, with the remainder having floating rates ranging from 2.10% to 22.49%. The allowance for unfunded loan commitments totaled $31.2 million at December 31, 2023 and $32.2 million at December 31, 2022.

Old National is a party in risk participation transactions of interest rate swaps, which had total notional amounts of $557.8 million at December 31, 2023 and $398.9 million at December 31, 2022.

Visa Class B Restricted Shares

In 2008, Old National received Visa Class B restricted shares as part of Visa's initial public offering. During the fourth quarter of 2023, Old National sold the 65,466 Class B shares and recognized a $21.6 million pre-tax gain. Prior to the sale, the shares were carried at a zero cost basis due to uncertainty surrounding the ability of the Company to transfer or otherwise liquidate the shares. At December 31, 2023, the Company does not hold any remaining Visa Class B restricted shares.

NOTE 21 – REGULATORY RESTRICTIONS

Restrictions on Cash and Due from Banks

Old National had cash and due from banks which was held as collateral for collateralized swap positions totaling $0.3 million at December 31, 2023 and $0.1 million at December 31, 2022.

Restrictions on Transfers from Bank Subsidiary

Regulations limit the amount of dividends a bank subsidiary can declare in any calendar year without obtaining prior regulatory approval. Prior regulatory approval is required if dividends to be declared in any calendar year would exceed the total of net income of the current year combined with retained net income for the preceding two years. Prior regulatory approval to pay dividends was not required in 2021, 2022, or 2023 and is not currently required. A bank subsidiary is prohibited from paying a dividend, if, after making the dividend, the bank would be considered "undercapitalized" (as defined by reference to the OCC's capital regulations). At December 31, 2023, Old National

Bank could pay dividends of $670.4 million without prior regulatory approval and while maintaining capital levels above regulatory minima and well-capitalized guidelines.

Restrictions on the Payment of Dividends

Old National has traditionally paid a quarterly dividend to common shareholders. The payment of dividends is subject to legal and regulatory restrictions, as well as approval by our Board of Directors. Any payment of dividends in the future will depend, in large part, on Old National's earnings, capital requirements, financial condition, and other factors considered relevant by our Board of Directors.

Capital Adequacy

Old National and Old National Bank are subject to various regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can elicit certain mandatory actions by regulators that, if undertaken, could have a direct material effect on Old National's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, Old National and Old National Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weightings, and other factors. Prompt corrective action provisions are not applicable to bank holding companies. Quantitative measures established by regulation to ensure capital adequacy require Old National and Old National Bank to maintain minimum amounts and ratios as set forth in the following tables.

At December 31, 2023, Old National and Old National Bank each exceeded the capital ratios required to be considered "well-capitalized" under applicable regulations.

The following table summarizes capital ratios for Old National and Old National Bank:

	Actual		Regulatory Minimum (1)		Prompt Corrective Action "Well Capitalized" Guidelines (2)	
(dollars in thousands)	**Amount**	**Ratio**	**Amount**	**Ratio**	**Amount**	**Ratio**
December 31, 2023						
Total capital to risk-weighted assets						
Old National Bancorp	**$ 4,727,216**	**12.64 %**	**$ 3,927,771**	**10.50 %**	**$ 3,740,735**	**10.00 %**
Old National Bank	**4,591,734**	**12.33**	**3,911,089**	**10.50**	**3,724,847**	**10.00**
Common equity Tier 1 capital to risk-weighted assets						
Old National Bancorp	**4,003,694**	**10.70**	**2,618,514**	**7.00**	**N/A**	**N/A**
Old National Bank	**4,308,574**	**11.57**	**2,607,393**	**7.00**	**2,421,150**	**6.50**
Tier 1 capital to risk-weighted assets						
Old National Bancorp	**4,247,413**	**11.35**	**3,179,625**	**8.50**	**2,244,441**	**6.00**
Old National Bank	**4,308,574**	**11.57**	**3,166,120**	**8.50**	**2,979,878**	**8.00**
Tier 1 capital to average assets						
Old National Bancorp	**4,247,413**	**8.83**	**1,923,360**	**4.00**	**N/A**	**N/A**
Old National Bank	**4,308,574**	**8.99**	**1,916,002**	**4.00**	**2,395,003**	**5.00**
December 31, 2022						
Total capital to risk-weighted assets						
Old National Bancorp	$ 4,321,716	12.02 %	$ 3,774,845	10.50 %	$ 3,595,090	10.00 %
Old National Bank	4,063,363	11.35	3,759,671	10.50	3,580,639	10.00
Common equity Tier 1 capital to risk-weighted assets						
Old National Bancorp	3,605,393	10.03	2,516,563	7.00	N/A	N/A
Old National Bank	3,817,402	10.66	2,506,448	7.00	2,327,416	6.50
Tier 1 capital to risk-weighted assets						
Old National Bancorp	3,849,112	10.71	3,055,827	8.50	2,157,054	6.00
Old National Bank	3,817,402	10.66	3,043,544	8.50	2,864,512	8.00
Tier 1 capital to average assets						
Old National Bancorp	3,849,112	8.52	1,808,108	4.00	N/A	N/A
Old National Bank	3,817,402	8.47	1,803,426	4.00	2,254,282	5.00

(1) "Regulatory Minimum" capital ratios include the 2.5% "capital conservation buffer" required under the Basel III Capital Rules.

(2) "Well-capitalized" minimum common equity Tier 1 capital to risk-weighted assets and Tier 1 capital to average assets ratios are not formally defined under applicable banking regulations for bank holding companies.

During 2020, the OCC, the Board of Governors of the Federal Reserve System, and the FDIC issued final rules to delay the estimated impact on regulatory capital stemming from the implementation of CECL. The final rules provide banking organizations the option to delay for two years an estimate of CECL's effect on regulatory capital, relative to the incurred loss methodology's effect on regulatory capital, followed by a three-year transition period (five-year transition option). Old National adopted the capital transition relief over the permissible five-year period.

NOTE 22 – PARENT COMPANY FINANCIAL STATEMENTS

The following are the condensed parent company only financial statements of Old National:

OLD NATIONAL BANCORP (PARENT COMPANY ONLY)
CONDENSED BALANCE SHEETS

	December 31,	
(dollars in thousands)	2023	2022
Assets		
Deposits in affiliate bank	$ 284,294	$ 418,959
Equity securities	51,241	30,717
Investment securities - available-for-sale	15,886	16,814
Investment in affiliates:		
Banking subsidiaries	5,530,637	5,000,153
Non-banks	44,395	44,938
Goodwill	59,506	59,506
Other assets	127,540	135,025
Total assets	$ 6,113,499	$ 5,706,112
Liabilities and Shareholders' Equity		
Other liabilities	$ 70,840	$ 92,758
Other borrowings	479,759	484,759
Shareholders' equity	5,562,900	5,128,595
Total liabilities and shareholders' equity	$ 6,113,499	$ 5,706,112

OLD NATIONAL BANCORP (PARENT COMPANY ONLY)
CONDENSED STATEMENTS OF INCOME

	Years Ended December 31,		
(dollars in thousands)	2023	2022	2021
Income			
Dividends from affiliates	$ 150,000	$ —	$ 125,000
Other income	2,919	1,733	3,364
Other income from affiliates	5	5	5
Total income	152,924	1,738	128,369
Expense			
Interest on borrowings	20,700	16,662	8,285
Other expenses	43,185	37,629	13,951
Total expense	63,885	54,291	22,236
Income (loss) before income taxes and equity in undistributed earnings of affiliates	89,039	(52,553)	106,133
Income tax expense (benefit)	(11,325)	(9,901)	(5,113)
Income (loss) before equity in undistributed earnings of affiliates	100,364	(42,652)	111,246
Equity in undistributed earnings of affiliates	481,628	470,939	166,292
Net income	581,992	428,287	277,538
Preferred dividends	(16,135)	(14,118)	—
Net income applicable to common shareholders	$ 565,857	$ 414,169	$ 277,538

OLD NATIONAL BANCORP (PARENT COMPANY ONLY)
CONDENSED STATEMENT OF CASH FLOWS

	Years Ended December 31,		
(dollars in thousands)	**2023**	**2022**	**2021**
Cash Flows From Operating Activities			
Net income	**$ 581,992**	$ 428,287	$ 277,538
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation	**18**	26	30
Share-based compensation expense	**27,910**	28,656	7,497
(Increase) decrease in other assets	**(19,353)**	(40,620)	10,213
Increase (decrease) in other liabilities	**(2,561)**	10,455	(4,918)
Equity in undistributed earnings of affiliates	**(481,628)**	(470,939)	(166,292)
Net cash flows provided by (used in) operating activities	**106,378**	(44,135)	124,068
Cash Flows From Investing Activities			
Net cash and cash equivalents of acquisitions	**—**	573,099	—
Proceeds from sales of investment securities	**—**	—	1,000
Proceeds from sales of equity securities	**—**	44,038	540
Purchase of equity securities	**(17,773)**	—	—
Purchases of investment securities	**—**	(9,000)	(15)
Purchases of premises and equipment	**(8)**	—	(3)
Net cash flows provided by (used in) investing activities	**(17,781)**	608,137	1,522
Cash Flows From Financing Activities			
Cash dividends paid	**(180,030)**	(177,623)	(92,829)
Common stock repurchased	**(44,308)**	(71,182)	(3,731)
Common stock issued	**1,076**	809	583
Net cash flows provided by (used in) financing activities	**(223,262)**	(247,996)	(95,977)
Net increase (decrease) in cash and cash equivalents	**(134,665)**	316,006	29,613
Cash and cash equivalents at beginning of period	**418,959**	102,953	73,340
Cash and cash equivalents at end of period	**$ 284,294**	$ 418,959	$ 102,953

NOTE 23 – SEGMENT INFORMATION

Operating segments are components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The chief operating decision maker managed operations and evaluated financial performance on a Company-wide basis. As a result, the Company has determined that it has only one reportable segment.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

1. Financial Statements:

   The following consolidated financial statements of the registrant and its subsidiaries are filed as part of this report under "Item 8. Financial Statements and Supplementary Data."

   - Report of Independent Registered Public Accounting Firm
   - Consolidated Balance Sheets – December 31, 2023 and 2022
   - Consolidated Statements of Income – Years Ended December 31, 2023, 2022, and 2021
   - Consolidated Statements of Comprehensive Income (Loss) – Years Ended December 31, 2023, 2022, and 2021
   - Consolidated Statements of Changes in Shareholders' Equity – Years Ended December 31, 2023, 2022, and 2021
   - Consolidated Statements of Cash Flows – Years Ended December 31, 2023, 2022, and 2021
   - Notes to Consolidated Financial Statements

2. Financial Statements Schedules

   The schedules for Old National and its subsidiaries are omitted because of the absence of conditions under which they are required, or because the information is set forth in the consolidated financial statements or the notes thereto.

3. Exhibits

   The exhibits filed as part of this report and exhibits incorporated herein by reference to other documents are as follows:

Exhibit Number	
2.1	Agreement and Plan of Merger dated as of May 30, 2021 by and between Old National and First Midwest Bancorp, Inc. (the schedules have been omitted pursuant to Item 601(a)(5) of Regulation S-K) (incorporated by reference to Exhibit 2.1 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 2, 2021).
2.2	Agreement and Plan of Merger dated as of October 26, 2023 by and between Old National and CapStar Financial Holdings, Inc. (the schedules have been omitted pursuant to Item 601(a)(5) of Regulation S-K) (incorporated by reference to Exhibit 2.1 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 31, 2023).
3.1	Fifth Amended and Restated Articles of Incorporation of Old National, amended April 30, 2020 (incorporated by reference to Exhibit 3.1 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 18, 2020).
3.2	Articles of Amendment to the Fifth Amended and Restated Articles of Incorporation of Old National authorizing additional shares of Old National capital stock (incorporated by reference to Exhibit 3.2 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 16, 2022).
3.3	Articles of Amendment to the Fifth Amended and Restated Articles of Incorporation of Old National designating the New Old National Series A Preferred Stock (incorporated by reference to Exhibit 3.3 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 16, 2022).
3.4	Articles of Amendment to the Fifth Amended and Restated Articles of Incorporation of Old National designating the New Old National Series C Preferred Stock (incorporated by reference to Exhibit 3.4 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 16, 2022).

3.5	Amended and Restated By-Laws of Old National, amended April 30, 2020 (incorporated by reference to Exhibit 3.2 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 18, 2020).
3.6	By-Laws Amendment to Amended and Restated By-Laws of Old National (incorporated by reference to Exhibit 3.6 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 16, 2022).
4.1	Description of Old National Bancorp capital stock (incorporated by reference to Exhibit 4.1 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).
4.2	Description of Old National Bancorp debt securities (incorporated by reference to Exhibit 4.2 of Old National's Annual Report on Form 10-K for the year ended December 31, 2019).
4.3	Deposit Agreement (Series A), dated February 15, 2022, among Old National, Continental Stock Transfer & Trust Company, acting as depositary, and the holders from time to time of the depositary receipts described therein (incorporated by reference to Exhibit 4.1 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 16, 2022).
4.4	Deposit Agreement (Series C), dated February 15, 2022, among Old National, Continental Stock Transfer & Trust Company, acting as depositary, and the holders from time to time of the depositary receipts described therein (incorporated by reference to Exhibit 4.2 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 16, 2022).
4.5	Form of Depositary Receipt-Series A (incorporated by reference to Exhibit 4.3 (included as part of Exhibit 4.1) of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 16, 2022).
4.6	Form of Depositary Receipt-Series C (incorporated by reference to Exhibit 4.4 (included as part of Exhibit 4.2) of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 16, 2022).
4.7	Certain instruments defining the rights of holders of long-term debt securities of Old National and its subsidiaries are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K. The Registrant hereby undertakes to furnish to the SEC, upon request, copies of any such instruments.
10.1(1)	Form of 2020 Internal Performance Units Award Agreement between Old National and certain key associates (incorporated by reference to Exhibit 10.20 of Old National's Annual Report on Form 10-K for the year ended December 31, 2019).
10.2(1)	Form of 2020 Relative Performance Units Award Agreement between Old National and certain key associates (incorporated by reference to Exhibit 10.21 of Old National's Annual Report on Form 10-K for the year ended December 31, 2019).
10.3(1)	Form of 2020 Restricted Stock Award Agreement between Old National and certain key associates (incorporated by reference to Exhibit 10.22 of Old National's Annual Report on Form 10-K for the year ended December 31, 2019).
10.4(1)	Old National Bancorp Amended and Restated 2020 Directors Deferred Compensation Plan (incorporated by reference to Exhibit 10.23 of Old National's Annual Report on Form 10-K for the year ended December 31, 2019).
10.5(1)	First Amendment of the Old National Bancorp Amended and Restated 2020 Directors Deferred Compensation Plan (incorporated by reference to Exhibit 10.8 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).
10.6(1)	Second Amendment of the Old National Bancorp Amended and Restated 2020 Directors Deferred Compensation Plan (incorporated by reference to Exhibit 10.9 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).
10.7(1)	Old National Bancorp Amended and Restated 2020 Executive Deferred Compensation Plan (incorporated by reference to Exhibit 10.24 of Old National's Annual Report on Form 10-K for the year ended December 31, 2019).

10.8[1]	First Amendment of the Old National Bancorp Amended and Restated 2020 Executive Deferred Compensation Plan (incorporated by reference to Exhibit 10.11 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).
10.9[1]	Second Amendment of the Old National Bancorp Amended and Restated 2020 Executive Deferred Compensation Plan (incorporated by reference to Exhibit 10.12 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).
10.10[1]	Third Amendment of the Old National Bancorp Amended and Restated 2020 Executive Deferred Compensation Plan (incorporated by reference to Exhibit 10.13 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).
10.11[1]	First Midwest Bancorp, Inc. Deferred Compensation Plan for Nonemployee Directors (incorporated by reference to Exhibit 10.14 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).
10.12[1]	Amendment of the First Midwest Bancorp, Inc. Deferred Compensation Plan for Nonemployee Directors (incorporated by reference to Exhibit 10.15 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).
10.13[1]	First Midwest Bancorp, Inc. Nonqualified Retirement Plan (incorporated by reference to Exhibit 10.16 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).
10.14[1]	Amendment of the First Midwest Bancorp, Inc. Nonqualified Retirement Plan (incorporated by reference to Exhibit 10.17 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).
10.15[1]	First Midwest Bancorp, Inc. Nonqualified Stock Option Gain Deferral Plan (incorporated by reference to Exhibit 10.18 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).
10.16[1]	Old National Bancorp Amended and Restated 2008 Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 27, 2017).
10.17[1]	Amendment of the Old National Bancorp Amended and Restated 2008 Incentive Compensation Plan (incorporated by reference to Appendix I of Old National's Definitive Proxy Statement filed with the Securities and Exchange Commission on March 8, 2021).
10.18[1]	Second Amendment of the Old National Bancorp Amended and Restated 2008 Incentive Compensation Plan (incorporated by reference to Appendix III of Old National's Definitive Proxy Statement filed with the Securities and Exchange Commission on April 8, 2022).
10.19[1]	Old National Bancorp Annual Incentive Compensation Plan (incorporated by reference to Exhibit 10.22 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).
10.20[1]	Form of 2021 Internal Performance Units Award Agreement between Old National and certain key associates (incorporated by reference to Exhibit 10.1 of Old National's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 28, 2021).
10.21[1]	Form of 2021 Relative Performance Units Award Agreement between Old National and certain key associates (incorporated by reference to Exhibit 10.2 of Old National's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 28, 2021).
10.22[1]	Form of 2021 Restricted Stock Award Agreement between Old National and certain key associates (incorporated by reference to Exhibit 10.3 of Old National's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 28, 2021).
10.23[1]	Stock Purchase and Dividend Reinvestment Plan (incorporated by reference to Old National's Registration Statement on Form S-3, Registration No. 333-258774 filed with the Securities and Exchange Commission on August 13, 2021).

10.24[(1)]	Form of 2022 Relative TSR Performance Units Award Agreement between Old National and certain key associates pursuant to the Old National Bancorp Amended and Restated 2008 Incentive Compensation Plan, as further amended (incorporated by reference to Exhibit 10.1 of Old National's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 4, 2022).
10.25[(1)]	Form of 2022 ROATCE Performance Units Award Agreement between Old National and certain key associates pursuant to the Old National Bancorp Amended and Restated 2008 Incentive Compensation Plan, as further amended (incorporated by reference to Exhibit 10.2 of Old National's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 4, 2022).
10.26[(1)]	Form of 2022 Restricted Stock Award Agreements between Old National and certain key associates pursuant to the Old National Bancorp Amended and Restated 2008 Incentive Compensation Plan, as further amended (incorporated by reference to Exhibit 10.3 of Old National's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 4, 2022).
10.27[(1)]	Form of 2022 Performance Units Integration Award Agreement between Old National and certain key associates pursuant to the Old National Bancorp Amended and Restated 2008 Incentive Compensation Plan, as further amended (incorporated by reference to Exhibit 10.4 of Old National's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 4, 2022).
10.28[(1)]	Form of 2022 Letter Agreement between Old National and certain key employees providing for a cash retention and integration award (incorporated by reference to Exhibit 10.5 of Old National's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 4, 2022).
10.29[(1)]	Letter Agreement, dated May 30, 2021, by and between Old National Bancorp and James C. Ryan III (incorporated by reference to Exhibit 10.1 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 2, 2021).
10.30[(1)]	Letter Agreement, dated May 30, 2021, by and between Old National Bancorp and James A. Sandgren (incorporated by reference to Exhibit 10.2 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 2, 2021).
10.31[(1)]	Employment Agreement, amended and restated as of January 18, 2019, by and between First Midwest Bancorp, Inc. (as predecessor to Old National Bancorp) and Michael L. Scudder (incorporated by reference to Exhibit 10.35 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).
10.32[(1)]	Confidentiality and Restrictive Covenants Agreement, dated as of June 18, 2018, by and between the First Midwest Bancorp, Inc. (as predecessor to Old National Bancorp) and Michael L. Scudder (incorporated by reference to Exhibit 10.36 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).
10.33[(1)]	Letter Agreement, dated May 30, 2021, by and between First Midwest Bancorp, Inc. (as predecessor to Old National Bancorp) and Michael L. Scudder (incorporated by reference to Exhibit 10.37 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).
10.34[(1)]	Employment Agreement, dated as of January 18, 2019, by and between First Midwest Bancorp, Inc. (as predecessor to Old National Bancorp) and Mark G. Sander (incorporated by reference to Exhibit 10.38 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).
10.35[(1)]	Confidentiality and Restrictive Covenants Agreement, dated as of January 18, 2019, by and between the First Midwest Bancorp, Inc. (as predecessor to Old National Bancorp) and Mark G. Sander (incorporated by reference to Exhibit 10.39 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).
10.36[(1)]	Letter Agreement, dated May 30, 2021, by and between First Midwest Bancorp, Inc. (as predecessor to Old National Bancorp) and Mark G. Sander (incorporated by reference to Exhibit 10.40 of Old National's Annual Report on Form 10-K for the year ended December 31, 2022).

10.37[1]	Form of Employment Agreement dated as of June 28, 2023 between Old National and each of its named executive officers, James C. Ryan III; Mark G. Sander, Brendon B. Falconer; James A. Sandgren; and Kendra L. Vanzo (incorporated by reference to Exhibit 10.1 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 3, 2023).
10.38[1]	Form of Confidentiality and Restrictive Covenants Agreement, dated as of June 28, 2023, by and between Old National and each of its named executive officers, James C. Ryan III; Mark G. Sander, Brendon B. Falconer; James A. Sandgren; and Kendra L. Vanzo (incorporated by reference to Exhibit 10.2 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 3, 2023).
21	Subsidiaries of Old National Bancorp (incorporated by reference to Exhibit 21 of Old National's Annual Report on Form 10-K for the year ended December 31, 2023).
23.1*	Consent of Deloitte & Touche LLP
23.2*	Consent of Crowe LLP
31.1*	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
97	Old National Bancorp Clawback Policy (incorporated by reference to Exhibit 97 of Old National's Annual Report on Form 10-K for the year ended December 31, 2023).
101*	The following materials from Old National Bancorp's Annual Report on Form 10-K/A for the year ended December 31, 2023, formatted in inline XBRL: (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income (Loss), (iv) the Consolidated Statements of Changes in Shareholders' Equity, (v) the Consolidated Statements of Cash Flows, and (vi) the Notes to Consolidated Financial Statements.
104*	The cover page from Old National's Annual Report on Form 10-K/A for the year ended December 31, 2023, formatted in inline XBRL and contained in Exhibit 101.

* Filed herewith

** Furnished herewith

(1) Management contract or compensatory plan or arrangement

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Old National has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OLD NATIONAL BANCORP

By: /s/ James C. Ryan, III

James C. Ryan, III,

Chairman and Chief Executive Officer

(Principal Executive Officer)

Date: August 15, 2024