

Eun Ah Choi

Vice President, Listing Qualifications

Deputy General Counsel

By Electronic Mail

February 15, 2022

Maureen Loviglio

Federal Deposit Insurance Corporation

550 17th Street, NW

Washington, D.C. 20429

Dear Ms. Loviglio:

This is to certify that on February 14, 2022 The Nasdaq Stock Market (the "Exchange") received from Old National Bancorp (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Depository Shares, each representing a 1/40th interest in a
share of Non-Cumulative Perpetual Preferred Stock, Series A

Depository Shares, each representing a 1/40th interest in a
share of Non-Cumulative Perpetual Preferred Stock, Series C

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

Sincerely,

