

**FIRST MIDWEST BANCORP, INC.  
CODE OF ETHICS AND  
STANDARDS OF CONDUCT**

**INTRODUCTION**

This Code of Ethics and Standards of Conduct (the “Code”) has been adopted by the Board of Directors (the “Board”) of First Midwest Bancorp, Inc. The purpose of the Code is to provide guidance to the employees, officers, and directors of First Midwest Bancorp, Inc. and its subsidiaries and affiliates (collectively “First Midwest” or the “Corporation”) in an effort to promote honest and ethical conduct and compliance with applicable laws, rules, and regulations. For purposes of the Code, the term “employees” includes officers, and, when they are acting on behalf of the Corporation, directors.

Because this Code cannot cover every situation or circumstance each employee or director will face during his or her career with First Midwest, the policies outlined in this Code should be viewed as the baseline of expected behavior. The Code should be used as a resource when questions of legal or ethical appropriateness arise on the job. In all circumstances First Midwest employees and directors are expected to be committed to, and exhibit trust, integrity and ethical behavior.

In administering the Code, each manager shall be responsible for seeing that all employees under his or her supervision are familiar with the Code, understand its importance and meaning, and are applying it consistently in all of their business dealings. Each employee and director must comply with the provisions of the Code, and direct others to do so. Employees and directors failing to comply with the Code will be subject to disciplinary action, possibly including termination. With respect to members of the Board, the Corporate Secretary shall administer the Code including making sure each member is familiar with and understands the Code.

Questions regarding the interpretation or application of the Code should be directed to the Corporate Secretary or to an Employee Resources manager, or any executive vice president.

**BASIC PRINCIPLES AND PRACTICES**

**COMPLIANCE WITH LAWS**

It is First Midwest’s policy to conduct its business in accordance with sound ethical standards and in compliance with all applicable laws, rules and regulations. While various policies, procedures, systems, and functions exist that promote the Corporation’s adherence to applicable laws and regulations, it remains the responsibility of each employee and director to adhere to the standards and restrictions imposed by such laws and regulations.

Where applicable laws, rules, and regulations are ambiguous, management shall obtain legal advice from the Corporate Secretary to clarify their meaning and assure compliance. If you are unsure about how to comply with any applicable law, you should discuss the matter promptly with the Corporate Secretary.

## **PUBLIC DISCLOSURE**

### *General*

First Midwest has developed and maintains a *First Midwest Bancorp, Inc. Communications and Disclosure Policy* (“*Disclosure Policy*”) that outlines the manner in which First Midwest will disclose information to the public. All employees and directors are expected to read, be familiar with and adhere to the *Disclosure Policy*.

### *Financial and Operational Disclosures*

First Midwest is committed to full, fair, accurate, timely and understandable disclosure in its public communications, including filings with the Securities and Exchange Commission (“SEC”) and banking regulators. Employees and directors are prohibited from knowingly misrepresenting, or causing others to misrepresent, information about First Midwest in public disclosures and government filings. All employees and directors are responsible for acting in furtherance of this policy.

In particular, employees shall use their best efforts to:

- Ensure that all transactions are properly recorded and supported by adequate documentation to provide a complete, accurate, and auditable record.
- Provide accurate and complete information to the Corporation’s officers, legal counsel, internal auditors, independent auditors, banking regulators and any other person authorized to receive the information.
- Report to the Chief Financial Officer, Chief Executive Officer or Chair of the Audit Committee of the Board: (1) any information of which he or she may become aware that affects the disclosures made by the Corporation in public disclosures or government filings or otherwise; (2) deficiencies in the design or operation of internal controls which could adversely affect the Corporation’s ability to record, process, summarize and report financial data; or (3) any fraud, whether or not material, that involves management or other employees who have a role in the Corporation’s financial reporting, disclosures or internal controls.

## **CONFIDENTIALITY**

Employees and directors should maintain the confidentiality of information entrusted to them by First Midwest, its customers or other third parties, except when disclosure is authorized or is legally mandated. Confidential information includes all non-public information about First Midwest and any non-public information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed. All employees and directors must be careful not to disclose non-public information to unauthorized persons, either within or outside of First Midwest, and must exercise care to protect the confidentiality of such information received from another party.

In accordance with federal and state regulations, First Midwest has developed and maintains a *Consumer Privacy Policy* (“*Privacy Policy*”) which outlines the Corporation’s policies regarding the use and sharing of customer information and which limits how employees may use or share customer information. All employees are expected to read, be familiar with and adhere to the *Privacy Policy* and use and share customer information only in the manner permitted by the *Privacy Policy*. If employees are unsure whether information may be disclosed, they should consult with the Compliance Department or the Corporate Secretary.

## **CONFLICTS OF INTEREST**

A conflict of interest occurs when an individual’s private interest improperly interferes with the interests of First Midwest. This includes circumstance where the individual is in a position to influence First Midwest’s relationship with an employee, competitor, supplier, or customer and where the individual’s judgment could be affected, or could appear to be affected, as it relates to the employee, competitor, supplier or customer because of the significance of the individual’s personal interest. Actions or relationships that create an actual or apparent conflict of interest are prohibited, unless approved or waived by First Midwest.

Without limiting the general scope of this policy, the following relationships and courses of conduct will be considered to involve a conflict of interest unless they are specifically approved or waived by First Midwest:

- Concurrent employment by First Midwest and another entity or person, if the employment encroaches materially on time or attention that should be devoted to the affairs of First Midwest.
- Concurrent employment of employees by First Midwest and by a current or potential competitor, supplier, or customer of First Midwest.
- Direct or indirect holding of a significant financial interest in any current or potential competitor, supplier, or customer of First Midwest. The term “financial interest” refers to any form of ownership or amount of ownership. Generally, an employee’s financial interest will not be considered “significant” if the employee and the employee’s immediate relatives own less than 1% of a publicly held company.
- Direct or indirect acceptance of membership on the board of directors, of a current or potential competitor, supplier, or customer of First Midwest.
- Acting as a consultant or advisor to a current or potential competitor of First Midwest.
- Participation in any charitable organization, or nomination or appointment to any public office, where the individual may be expected to divulge privileged or confidential information or trade secrets of First Midwest, or take any other action that may subvert the Corporation’s interest, reputation, or goodwill or where the participation encroaches materially on time or attention that should be devoted to the affairs of First Midwest.

While First Midwest respects the privacy of its employees and directors in the conduct of their personal affairs, it is expected that all employees and directors will fully discharge their

obligations to the Corporation. It is important that you carefully consider whether any of your activities or relationships, including business or volunteer positions outside First Midwest, could cause a conflict (or the appearance of a conflict) with the interests of the Corporation.

It is not possible to list all cases in which a conflict of interest may exist. Accordingly, First Midwest relies on integrity and sound judgment of its employees and directors to avoid situations that may create a conflict of interest. If you are unsure about a particular situation or if you are aware of a transaction or relationship that could reasonably be expected to give rise to a conflict of interest or perceived conflict of interest, you should discuss the matter promptly with the Corporate Secretary.

In addition all employees and directors must read, be familiar with and adhere to First Midwest's *Related Person Transaction Policies and Procedures*. Each employee and director must report to the Corporate Secretary any proposed transaction that may be subject to such policies and procedures. The Corporate Secretary shall refer any such transaction to the Nominating and Corporate Governance Committee for consideration pursuant to such policies and procedures.

## **FIDUCIARY ACTIVITIES AND CONFLICTS OF INTEREST**

To assist employees in identifying and avoiding an actual or apparent conflict of interest, no employee may acceptance a fiduciary obligation involving a First Midwest account (including deposit, trust or investment) for any third party other than the employee's spouse, children, step children, parents or in-laws, unless the employee notifies his or her regional Employee Resources manager and receives the prior consent of the Corporate Secretary.

## **CORPORATE OPPORTUNITY**

Personal gain and advantage must never take precedence over employees' obligations to First Midwest. Employees and directors must never use or attempt to use their position at First Midwest to obtain any improper personal benefit (including loans or guarantees of obligations or gifts, from any person or entity) for themselves, their family members or any other individual or group.

Employees and directors are prohibited from taking for their own advantage opportunities that could reasonably be available to First Midwest. Employees and directors are prohibited from directly or indirectly: (1) selling, or otherwise using for personal gain, information to which a person has access because of his/her position with First Midwest; (2) acquiring rights to any property that the individual knows First Midwest may also be interested in acquiring; (3) receiving compensation, including any commission or fee, which would otherwise accrue to First Midwest; and (4) diverting business or personnel from First Midwest. Employees and directors should advance the legitimate interests of First Midwest when the opportunity to do so arises.

If you are in doubt as to whether an activity would result in self-dealing, you should discuss the matter promptly with the Corporate Secretary.

## **HONESTY AND FAIR DEALING**

When interacting with the Corporation's employees, competitors, suppliers, or customers, each employee and director should strive to act with integrity and honesty and shall be prohibited from engaging in any illegal, unfair, unethical practice, including, but not limited to, the following:

- Entering into arrangements with competitors for the purpose of setting or controlling prices, rates, trade practices, or marketing policies or otherwise engaging in restraint of competition.
- Offering or giving, to any individual, organization, government, political party, or other entity or representative thereof, a bribe, kickback, or similar unlawful remuneration or consideration.
- Deliberately withholding any knowledge of illegal or unethical practices by an employee or director of the Corporation.
- Soliciting or accepting competitive information that such person believes to be confidential that may have been obtained through improper means.
- Otherwise taking advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practices.

## **GIFTS, GRATUITIES, AND ENTERTAINMENT - PROHIBITION ON BRIBERY AND KICKBACKS**

Employees and directors are prohibited from soliciting for themselves, or for any third party, anything of value or personal benefit in return for any business, service, or confidential information of the Corporation. Receiving business gifts, including the acceptance of meals and transportation, of nominal value is permissible where customary. Receiving cash or gifts of significant value is strictly prohibited.

Customary business entertainment, including meals or transportation, is proper unless the value, cost, or frequency of the business entertainment is such that it could be interpreted as affecting an otherwise objective business decision. When determining if a gift could be interpreted as affecting an individual's otherwise objective business decision, the position of the individual and whether the individual is or could be in a position to influence the Corporation's relationship with the competitor, supplier, or customer will be taken into account. Sometimes it can be difficult to determine the line between customary benefits and inappropriate benefits. If you are unsure whether gifts, gratuities or entertainment are appropriate, you should discuss the matter promptly with the Corporate Secretary.

Many state and local governments where First Midwest does business have anti-bribery laws under which it is unlawful for any employee or director to directly or indirectly (including through a conduit) solicit, demand or accept any gifts or other items of value (including meals and entertainment) intended to influence or reward that person in connection with any aspect of

First Midwest business. Similarly, under such laws, no employee or director may directly or indirectly (including through a conduit) give a bribe, kickback or other payment, consideration or benefit to government officials (including meals and entertainment) in order to obtain business for First Midwest or secure an improper advantage.

In addition, such state and local governments also have expansive definitions of what constitutes an improper benefit or gift under their conflict of interest laws. Employees and directors are expected to adhere to local law at all times and always conforming to the most stringent requirement where multiple laws may apply. If you are unsure about how to comply with conflict of interest laws, you should discuss the matter promptly with the Corporate Secretary.

## **MONEY LAUNDERING AND OTHER FINANCIAL CRIMES**

Anti-money laundering (“AML”) laws and regulations are intended to safeguard the global financial system and the financial institutions that make up that system from the abuses of financial crime, including money laundering, terrorist financing, and other illicit financial transactions. First Midwest is committed to complying with applicable AML laws and regulations of all countries in which it does business, as well as applicable U.S. government sanctions laws, including orders and regulations issued by the U.S. Treasury’s Office of Foreign Assets Control, and all other applicable government sanctions laws and regulations of the jurisdictions in which First Midwest does business. Employees and directors are expected to adhere to all such laws, rules and regulations at all times.

Additionally, under the U.S. Foreign Corrupt Practices Act (“FCPA”) it is a crime for an employee, director or any agent, representative, or business partner of or consultant for First Midwest, to give or offer to give money or anything of value with the intent to improperly influence the business decisions of officials or employees of a foreign government or its entities who have discretionary authority, including officials of public international organizations. Providing gifts, travel, entertainment or other items of value (for example, favorable loan terms or debt forgiveness), or directing business directly or indirectly to particular vendors may constitute FCPA violations.

## **INSIDER TRADING**

Employees and directors may not trade in First Midwest securities or the securities of other companies, including customers, suppliers, and others, on the basis of material non-public information the employee or director learned as a result of his or her position at First Midwest. Information is material if it is reasonably likely to influence or affect an investor’s decision to buy, sell, or hold securities of a company.

In accordance with federal and state regulations, First Midwest has developed and maintains a *Policy On Trading In Public Securities (“Insider Trading Policy”)* which addresses: (1) those aspects of the securities laws that relate to employees and directors; (2) the restrictions, including permanent and special trading blackout periods applicable to employees and directors when dealing in First Midwest securities; (3) the reporting requirements of certain executive employees and directors when dealing in First Midwest securities; and (4) the guidelines to be followed by employees and directors when they come into possession of material undisclosed information regarding First Midwest and its business prospects.

All employees and directors must read, be familiar with and adhere to the *Insider Trading Policy*. If you are unsure if and when you are permitted to buy or sell First Midwest securities, or if an activity is permitted under the *Insider Trading Policy*, you should discuss the matter promptly with the Corporate Secretary.

## **POLITICAL ACTIVITY**

Certain state and local laws, prohibit certain executive officers and directors of the Corporation (and their immediate family members) from making individual political contributions to certain local, state and federal candidates for political office (i.e. Governor, Lieutenant Governor, Attorney General, Secretary of State, Comptroller, and Treasurer), if First Midwest does business with the government entity. As a result, the Corporate Secretary shall maintain a list of all prohibited contributions applicable to the Corporation and its officers and directors and their family members. At least annually the Corporate Secretary shall distribute the list of prohibited contributions to the Chief Executive Officer, Chief Financial Officer, directors and the parties affected by the prohibitions.

A political contribution means more than just a cash donation. The use of First Midwest resources (equipment, supplies, time, facilities, computing or communications networks, administrative support or similar resources) and/or the assistance of First Midwest personnel in connection with a candidate, political party, political action committee, political event, a referendum or a ballot initiative are also considered "political contributions".

If you are in doubt as to whether an individual political contribution is permitted, you should discuss the matter promptly with the Corporate Secretary. Compliance with these laws is essential, as failure to do so could have a material adverse impact on First Midwest and its business.

## **PROTECTION AND PROPER USE OF CORPORATE PROPERTY**

Employees and directors should protect the Corporation's assets and ensure their efficient use. The theft, embezzlement or misuse, including unauthorized personal use, of any of the Corporation's premises, assets, information, and influence is strictly prohibited.

## **REPORTING VIOLATIONS OF THE CODE**

An employee or director who becomes aware of a violation of the Code, or believes that a violation may take place in the future, must report the matter to the Corporate Secretary or to the employee's immediate supervisor who, in turn, must report it to the Corporate Secretary. Employees also may report the violation through the Corporation's "In Touch" hotline. To ensure that a reporting employee is protected from reprisal, a request for anonymity will be respected to the extent that it does not result in the violation of the rights of another employee.

A person making a good-faith report of a possible violation of the Code will not be subject to retaliation. In addition, individuals may have certain rights in connection with reporting legal, compliance, ethical or other issues to regulatory, administrative or other governmental or self-

regulatory bodies. Nothing in this Code is intended to limit those rights or any protections that may be applicable in connection with reporting potential violations. Any attempt at reprisal against the reporting person will result in disciplinary action, possibly including termination.

### **CONSEQUENCES**

First Midwest's commitment to honest and ethical conduct and compliance with applicable laws is very serious and important to the organization. Employees and directors cannot directly or indirectly use a third party to engage in any activity that is prohibited by or contrary to this Code or the law. The penalties for violating certain sections of this Code can be severe and may include monetary damages, governmental sanctions and/or civil and criminal actions against First Midwest or an employee. Consequently, First Midwest may take any disciplinary or preventive action deemed appropriate to address existing or potential violations of the Code, up to and including termination of service to the Corporation.

### **WAIVERS**

If an employee (other than a director) believes that a waiver of the Code is necessary or appropriate, a request for a waiver and the reasons for the request must be submitted in writing to the Corporate Secretary of the Corporation. Any waiver for an executive officer will be disclosed promptly to the Chairman of the Nominating and Corporate Governance Committee (the "NCG Chairman"). A director must submit the request for a waiver to the NCG Chairman. Any waiver of the Code for an executive officer or director will be disclosed as required by SEC and NASDAQ Stock Market, Inc. rules.

### **OTHER POLICIES**

Copies of the other policies referenced in this Code (*First Midwest Bancorp, Inc. Communications and Disclosure Policy, Consumer Privacy Policy, Related Person Transaction Policies and Procedures* and *Policy On Trading In Public Securities*) are available to all employees via First Midwest's Intranet, or from the Corporate Secretary's office upon request.

### **ANNUAL REPORTING**

In order to promote effective administration of the Code, the following annual reporting will be required:

- Each employee must certify that they have reviewed, are familiar with, and are in compliance with the Code.
- Each officer must disclose outside employment, board memberships, public offices held, significant financial interests in current or potential competitors, suppliers, or customers, and aggregate gifts in excess of \$500.

The Corporate Secretary shall have the authority to establish procedures to implement the required annual reporting, including to whom reporting shall be made as well as any other processes or procedures for monitoring compliance with the Code.

**Approved by the Board of Directors May 20, 2014**