




**First Midwest Bancorp, Inc.****FMBI NASDAQ****Banks**

Market Capitalization USD:

\$545.17 mm**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years. 
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Michael L. Scudder**Age: 51****CEO Since: 2008**

	2009	2010	2011
Base Salary	\$623,077	\$1,008,884	\$1,008,884
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$97,471	\$181,870	\$212,594
TOTAL ANNUAL COMPENSATION	\$720,548	\$1,190,754	\$1,221,478
Increase in Post-Retirement Benefits	\$43,122	\$66,560	\$103,449
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$360,450	\$525,105	\$566,627
TOTAL COMPENSATION	\$1,124,120	\$1,782,419	\$1,891,554
Median of Other Named Executive Officers Total Compensation	\$501,404	\$756,326	\$805,387
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$32,438	\$17,898	\$236,599
TOTAL REALIZED EQUITY COMPENSATION	\$32,438	\$17,898	\$236,599

Proxy Date: 6 Apr 2012

Annual Meeting Date: 16 May 2012

Equity Reserves: 6.09%

Stock Option Run Rate: 0.06%

First Midwest Bancorp, Inc.

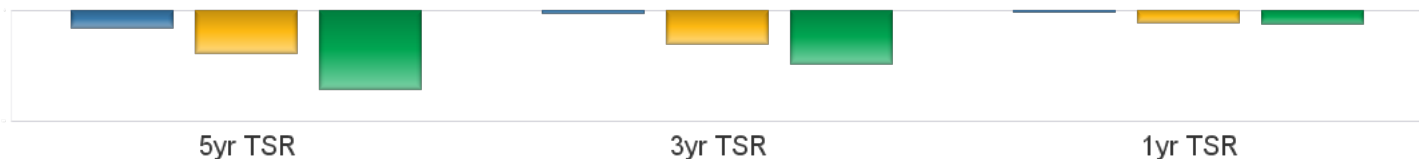
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Performance Comparison

■ S&P500 ■ Industry ■ FMBI



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
FMBI	First Midwest Bancorp, Inc.	\$1,124,120	\$1,782,419	\$1,891,554	\$545,166,955
ASBC	Associated Banc-Corp	\$2,416,079	\$5,030,802	\$5,015,067	\$1,612,618,623
SIVB	SVB Financial Group	\$1,870,484	\$3,784,540	\$4,593,815	\$1,599,150,841
FHN	First Horizon National Corporation	\$5,098,828	\$3,573,270	\$4,102,375	\$1,570,582,245
BPOP	Popular, Inc.	\$1,076,508	\$1,795,728	\$2,552,311	\$1,536,205,530
PB	Prosperity Bancshares, Inc.	\$3,382,801	\$1,028,415	\$1,687,609	\$1,532,396,049
FULT	Fulton Financial Corporation	\$1,217,606	\$1,512,993	\$2,329,504	\$1,529,166,150

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Peer Group not disclosed.

Performance Peer Group

Cathay General Bancorp, Fulton Financial Corporation, UMPQUA Holdings Corporation, Commerce Bancshares, Inc., MB Financial, Inc., Valley National Bancorp, Cullen/Frost Bankers, Inc., Old National Bancorp, Trustmark Corporation, First Commonwealth Financial Corporation, Private Bancorp, Inc., Wintrust Financial Corporation, FirstMerit Corporation, Susquehanna Bancshares, Inc.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
J. Stephen Vanderwoude	Chairman	68	Male	21	Outside Related
Barbara A. Boiegrain	Member	54	Female	4	Outside
James Gaffnev	Member	69	Male	14	Outside Related
John L. Sterlina	Member	68	Male	14	Outside Related
Peter J. Henseler	Member	53	Male	1	Outside
Phupinder S. Gill	Member	51	Male	2	Outside

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