

FIRST MIDWEST BANCORP, INC.

CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS

Introduction

This Code of Ethics for Senior Financial Officers (the “*Code*”) has been adopted by the Board of Directors of First Midwest Bancorp, Inc. (the “*Company*”). The Code is intended to promote: (1) honest and ethical conduct; (2) full and proper disclosure of financial information; and (3) compliance with applicable laws, rules, and regulations.

Application

The Code applies to all Senior Financial Officers, which, for the purposes of the Code, means the Chief Executive Officer, Chief Financial Officer, Controller, and any Executive or Senior Vice President of the Company or First Midwest Bank with financial responsibilities.

Basic Principles and Practices

In carrying out their duties and responsibilities, each Senior Financial Officer will:

1. act with honesty and integrity, and avoid actual or apparent conflicts of interest (as defined in the Company *Code of Ethics and Standards of Conduct*) in personal and professional relationships;
2. report to the Nominating and Corporate Governance Committee of the Board of Directors any conflict of interest that arises and any material transaction or relationship that could reasonably give rise to a conflict;
3. promote full, fair, accurate, timely, and understandable disclosure in the Company’s public communications, including reports filed with, or submitted to, the Securities and Exchange Commission (the “*SEC*”);
4. report to the Chair of the Audit Committee, the Chief Executive Officer and the Company’s Disclosure and Certification Committee: (a) any material information of which he or she becomes aware that affects the disclosures made by the Company in public filings or otherwise; (b) significant deficiencies in the design or operation of internal controls that could adversely affect the Company’s ability to record, process, summarize, and report financial data; or (c) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s financial reporting, disclosures, or internal controls;
5. comply with, and take reasonable action to cause others to comply with, applicable laws, rules, and regulations; and
6. promptly report any violation of the Code to the Audit Committee.

Senior Financial Officers must also comply with the Company's *Code of Ethics and Standards of Conduct* applicable to all directors, officers, and other employees.

Waivers and Amendments

The Board of Directors has the sole authority to approve any waiver or deviation from the Code and any amendments or changes to the Code. Any request for a waiver of any provision of the Code must be submitted in writing to the Board. Any waiver of the Code and the grounds for such waiver will be promptly disclosed on a Form 8-K or in such other manner as required by the SEC or NASDAQ.

Compliance and Accountability

Senior Financial Officers are required to adhere to the Code. Violation of the Code will result in disciplinary action reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code. In addition, the Audit Committee will promptly report any violation of the Code to the Board.

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