

As of August 20, 2019

FIRST MIDWEST BANCORP, INC.

ENTERPRISE RISK COMMITTEE CHARTER

Purpose of Committee

The purpose of the Enterprise Risk Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of First Midwest Bancorp, Inc. (the “**Company**”) is to assist the Board in its oversight and assessment of management in connection with the operation of the Company’s enterprise-wide risk-management (“**ERM**”) framework. In fulfilling the foregoing purpose, the enterprise-wide risks include Credit, Market, Liquidity, Operational, Compliance and Regulatory, Legal, Strategic and Reputational.

Membership of Committee

The Committee shall consist of three or more members of the Board, each of whom the Board has determined are “independent” under the rules of the Nasdaq Stock Market, the Board of Governors of the Federal Reserve System and other applicable laws and regulations. All members shall have a general understanding of risk management principles and practices relevant to bank holding companies. At least one member shall have experience in identifying, assessing and managing risk exposures of large, complex firms.

Members shall be appointed by the Board based on nominations recommended by the Company’s Nominating and Corporate Governance Committee and shall serve at the pleasure of the Board and for such term or terms as the Board may determine. A Committee member may resign from the Committee at any time by giving written notice to the Board without resigning as a director, but a Committee member shall automatically cease to be a member of the Committee upon either ceasing to be a member of the Board or ceasing to be “independent” as defined above.

Committee Structure and Operations

The Board shall designate one member of the Committee to serve as the Committee’s chairperson. The chairperson will be a director who (a) is not an officer or employee of the Company; (b) has not been an officer or employee of the Company during the past three (3) years; (c) is not a member of the “immediate family” (as defined by Regulation Y) of a person who is, or has been within the last three (3) years, an “executive officer” of the Company (as defined by applicable rules of the Securities and Exchange Commission); and (d) qualifies as an independent director under the applicable rules of the Nasdaq Stock Market and the Securities and Exchange Commission. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), quorum, action without meetings, notice, waiver of notice and voting requirements as are applicable to the Board.

Any communications between the Committee and counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Meetings

The Committee shall meet in person or telephonically at least four times per year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The Committee shall meet privately in executive session as needed. The Committee shall meet separately periodically with management to discuss matters warranting Committee attention. The Committee may request any director, officer or employee of the Company, the Company's outside counsel, independent auditor or other person to attend a meeting of the Committee or to meet with any members of the Committee.

The Committee shall document and maintain records of its proceedings, including maintaining minutes of each Committee meeting and shall provide regular reports (written or oral) of its meetings to the Board, including any significant risk management matters identified and reported to the Committee.

Committee Duties and Responsibilities

The Committee shall have and carry out the following duties and responsibilities:

1. Review and recommend annually to the Board for approval the Enterprise Risk Management Policy and Risk Appetite Statement.
2. Review and approve annually the Enterprise Risk Management Framework establishing the risk management procedures and risk control infrastructure for the Company's enterprise-wide operations.
3. Oversee management in its efforts to manage the processes and systems for implementing and monitoring compliance with the Company's ERM framework, which should be commensurate with the Company's structure, risk profile, complexity, activities and size, including:
 - a. Identify, measure, monitor and report risks and risk management deficiencies, including emerging risks;
 - b. Ensure effective and timely implementation of actions to address emerging risks and risk management deficiencies for the Company's enterprise-wide operations;
 - c. Establish managerial and employee responsibility for risk management;
 - d. Ensure the independence of the risk management function; and
 - e. Integrate risk management and associated controls with management goals and its compensation structure for the Company's enterprise-wide operations.
4. Review reports from management to evaluate and provide oversight regarding the Company's assessment and management of enterprise-wide risks identified through the ERM program, including the risk tolerances and thresholds, resulting risk profiles and risk metrics, and any out-of-tolerance residual risks and associated mitigation strategies.

5. Review and recommend annually to the Board for approval the Capital Management Policy of the Company.
6. Review and recommend annually to the Board for approval the capital plan of the Company, and monitor management's adherence to the capital plan.
7. Review annually a report from management relative to director, management, property and casualty insurance coverages maintained by the Company.
8. Review regulatory examination reports and management's responses relating to examination results.
9. Perform any other duties or responsibilities consistent with this Charter as the Committee deems necessary or appropriate, or as may be expressly delegated to the Committee by the Board from time to time.
10. Perform annually a self-assessment of the Committee's performance.
11. Review and assess annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to another committee, to a subcommittee of the Committee or to the board of directors of First Midwest Bank. The Committee shall receive reports or communications from those bodies to whom delegation was made, as deemed appropriate.

Resources and Authority of Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of consultants, legal counsel or other advisors, as it deems appropriate, without seeking approval of the Board or management.

The Committee shall be provided with appropriate funding, as determined by the Committee, for payment of compensation to the Committee's advisors, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

Notwithstanding the duties and responsibilities of the Committee set forth herein, it is the responsibility of management to operate the Company's ERM framework. In performing its duties and responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by officers and employees of the Company, Committee advisors and other persons whom the Committee members reasonably believe to be reliable and competent in the matters presented.

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