

Welcome Stockholders





First Midwest Bancorp, Inc.

2012 Stockholders Meeting

May 16, 2012

strong. trusted.



First Midwest

Welcome And Opening Remarks

Michael L. Scudder
President and CEO



Items Of Business

- I. Election of Directors
- II. Advisory Vote on Appointment of Independent Auditors
- III. Advisory Vote on Executive Compensation
- IV. Advisory Vote on Frequency of Advisory Approval of Executive Compensation

Matters Of Record

- March 23, 2012 Record Date
- Certified List of Stockholders
- No Stockholder Nominations or Proposals Filed

Items Of Business



Continuing Directors

Serving Until 2013

Brother James Gaffney, FSC

President
Lewis University
(Leading Catholic and Lasallian University)

Director Since: 1998
Committee(s): Advisory, Compensation
and Nominating and
Corporate Governance

Michael L. Scudder

President and CEO
First Midwest Bancorp, Inc.

Director Since: 2008

J. Stephen Vanderwoude

Retired Chairman and CEO

(Operator of Rural Telephone Companies)

Director Since: 1991
Committee(s): Advisory, Compensation
and Nominating and
Corporate Governance

Patrick J. McDonnell

President and CEO
The McDonnell Company LLC
(Business Consulting Company)

Director Since: 2002
Committee(s): Audit and Nominating and
Corporate Governance

John L. Sterling

President and Owner
Sterling Lumber Company
(Hardwood Lumber Supplier and Distributor)

Director Since: 1998
Committee(s): Compensation

Continuing Directors

Serving Until 2014

John F. Chlebowski, Jr.

Retired President and CEO
Lakeshore Operating Partners, LLC
(Bulk Liquid Distribution Firm)

Director Since: 2007

Committee(s): Advisory and Audit

Peter J. Henseler

Vice Chairman
TOMY International
(Designer and Marketer of Toys and
Infant Products)

Director Since: 2011

Committee(s): Compensation

Michael J. Small

President and CEO
Goao, Inc.
(Airborne Communications Service Provider)

Director Since: 2010

Committee(s): Audit and Nominating and
Corporate Governance

Phupinder S. Gill

CEO
CME Group, Inc.
(Global Derivatives Marketplace and Exchange)

Director Since: 2010

Committee(s): Compensation

Ellen A. Rudnick

Executive Director
Polivy Center for Entrepreneurship
University of Chicago Booth School of Business
(Graduate School of Business)

Director Since: 2005

Committee(s): Advisory, Audit and
Nominating and
Corporate Governance

Vote For Director Nominees To Serve Until 2015

Barbara A. Boigegrain

General Secretary and CEO

Of The United Methodist Church
(Pension, Health and Welfare Benefit Trustee
and Administrator)

Director Since: 2008

Committee(s): Compensation

Robert P. O'Meara

Chairman of the Board
First Midwest Bancorp. Inc.

Director Since: 1982

Committee(s): Advisory

Advisory Vote To Appoint Ernst & Young LLP As Independent Auditors



Advisory Vote To Approve Executive Compensation



Advisory Vote To Approve Frequency of Advisory Approval of Executive Compensation

Results

Adjournment



Management Presentation



Management Presentation

Michael L. Scudder

- Operating & Strategic Overview

Paul F. Clemens

- Operating Performance

Mark G. Sander

- Strategy Execution

Michael L. Scudder

- Closing Remarks

Forward Looking Statements

This presentation may contain, and during this presentation our management may make statements that may constitute “forward-looking statements” within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not historical facts but instead represent only our beliefs regarding future events, many of which, by their nature, are inherently uncertain and outside our control. Forward-looking statements include, among other things, statements regarding our financial performance, business prospects, future growth and operating strategies, objectives and results. Actual results, performance or developments could differ materially from those expressed or implied by these forward-looking statements. Important factors that could cause actual results to differ from those in the forward-looking statements include, among others, those discussed in our Annual Report on Form 10-K and other reports filed with the Securities and Exchange Commission, copies of which will be made available upon request. With the exception of fiscal year end information previously included in our Annual Report on Form 10-K, the information contained herein is unaudited. Except as required by law, we undertake no duty to update the contents of this presentation after the date of this presentation.

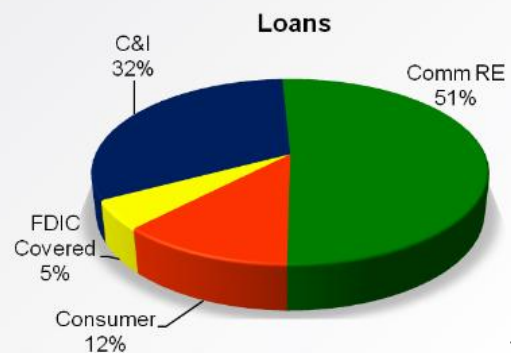
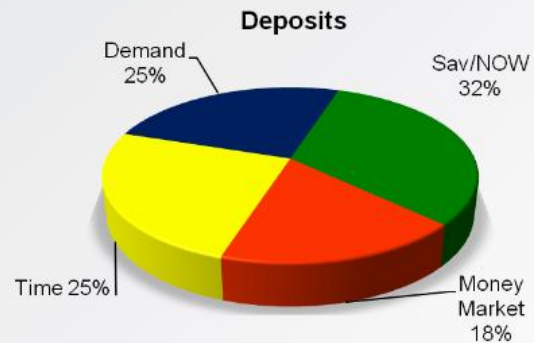
Non-GAAP Disclaimer

This presentation contains GAAP financial measures and, where management believes it to be helpful in understanding the Company's results of operations or financial position, non-GAAP financial measures. Where non-GAAP financial measures are used, the most directly comparable GAAP financial measure, as well as the reconciliation to the most directly comparable GAAP financial measure can be found in the Company's current quarter earnings release or Quarterly Report on Form 10-Q which can be found on the Company's website at www.firstmidwest.com/secfilings. Non-GAAP financial measures in this presentation include core operating earnings and pre-tax, pre-provision return on risk weighted average assets. Both of these measures are useful in understanding the performance and trends of the Company's core franchise over time without respect to investment securities gains/losses, taxes, provisions expense and OREO losses, each of which can significantly vary from quarter to quarter, and therefore may distort the Company's underlying performance.

A Premier Community Bank¹

- **\$8.0 Billion Assets**
 - = \$6.5 Billion Deposits
 - Strong, Low Cost Core Deposits
 - 75% Transactional
 - = \$5.4 Billion Loans
 - IL's Largest Ag Lender
 - = \$5.5 Billion Trust Assets
 - IL's 4th Largest Bank Asset Manager

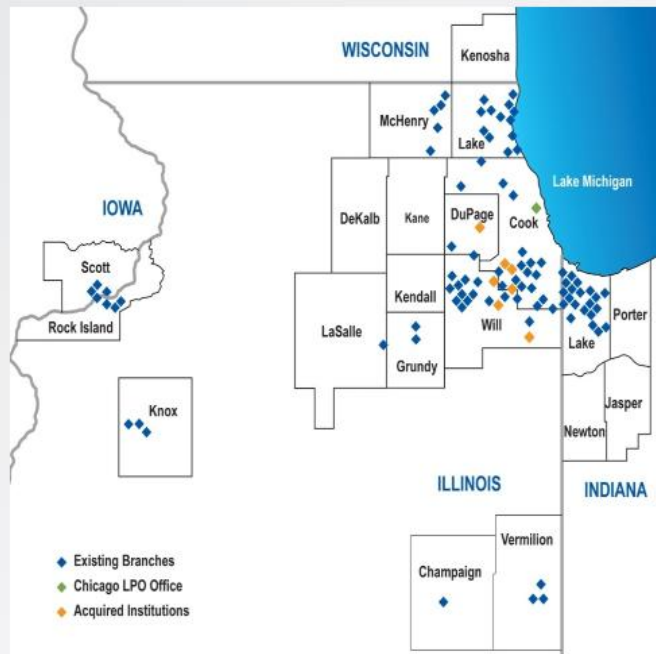
- **Full Retail And Commercial Product Line**
 - = Organized Around Clients And Markets
 - = 240,000 Retail And 26,000 Commercial Relationships



¹ Information as of 3/31/12

In Premier Markets

- 70 Plus Years Of Community Banking
- Headquartered In Suburban Chicago
 - #8 Suburban Market Share
- Retail Banking Platform ¹
 - Approximately 100 Locations
 - \$73 Million Average Deposits/Branch
 - Over 1,800 Employees



¹ As of 12/31/11

Mission Statement

We are in the business **of helping clients achieve financial success** throughout their economic life. We do so by focusing on the broad range of their financial needs and delivering quality services that truly fulfill those needs.

We believe that only if **each of us**, those dealing directly with clients as well as those who support client contact people, **assumes personal responsibility for the financial success of every client** we come in contact with, will their success be assured.

We further believe that in fulfilling clients' financial needs we are creating significant value for them while at the same time creating value for ourselves and the company.

The financial success of our clients, thusly, will define our success as well as the company.

Our Core Values Provide Direction

→ **strong, trusted
and honored**

Forbes

America's Most

TRUSTWORTHY

Companies

2012

**TOP
100**
WORKPLACES
2011

**TOP
WORK
PLACES
2010**

Chicago Tribune



First Midwest Bank

First Midwest Bank is a subsidiary of First Midwest Bancorp, Inc.

Member FDIC



Operating Environment & Strategic Overview

- Economy and Business Climate
- Banking Industry - Expectations & Perspectives
- Strategic & Performance Highlights

Economic Environment

- Positive Signs Emerging, Still Fragile
- Consumer Spending and Housing Stronger
- Employment Uneven
- European Instability, U.S. Elections Creating Uncertainty
- Concerns Remain as to Sustainability

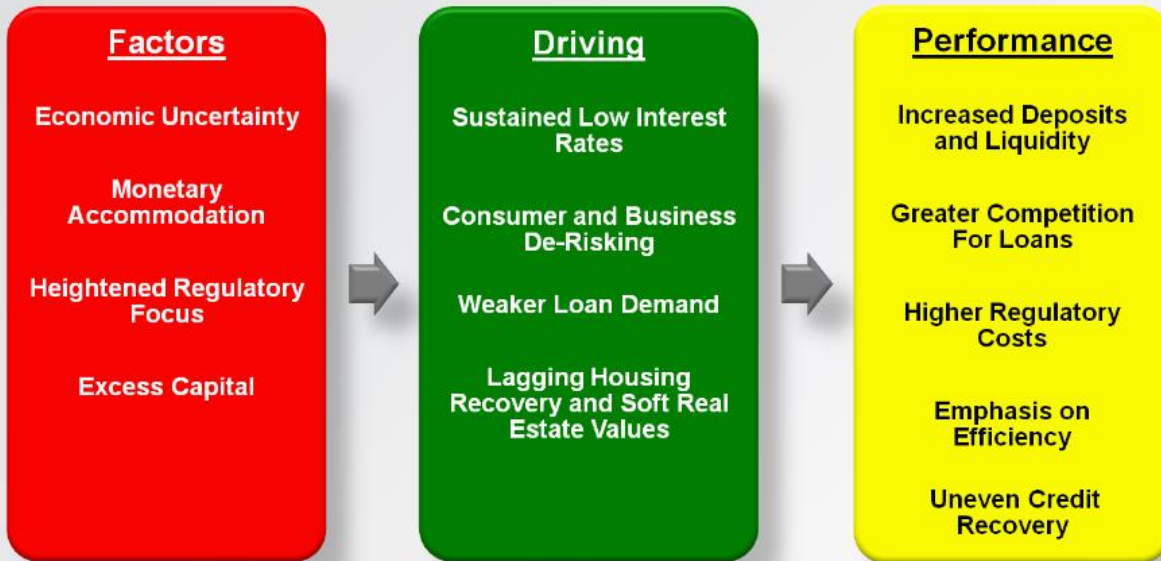
**Overall Economy on Better Footing
Continued Low Rate Environment**

Regulatory Environment

	Key Legislative Elements	Impact On Us
Consumer / Investor Protection	<ul style="list-style-type: none"> • Creation of CFPB • Fair Lending, Increased Scrutiny 	<ul style="list-style-type: none"> • Impact On >\$10 Billion • Trickle Down Regardless
Mortgage	<ul style="list-style-type: none"> • More Mortgage Rules • Simplify Standards 	<ul style="list-style-type: none"> • Higher Delivery Costs • Eliminates Brokers
Deposit Products	<ul style="list-style-type: none"> • Overdraft Processing • Interchange Fee Limits 	<ul style="list-style-type: none"> • Fee Pressures • Relook At Product Mix
Capital	<ul style="list-style-type: none"> • Basel III • Stress Testing • Risk Management 	<ul style="list-style-type: none"> • Elevated Capital

Increasing Industry Operating Costs

Impacting The Industry



Higher Cost and Lower Margin Pressuring Earnings As Credit Improves

Market Opportunities

- Environment Creates Opportunities
 - Expansion
 - Efficiency

- Within Chicago Market
 - 37 Failures Since Start Of 2009
 - 35 Institutions (\$24 Billion) With Texas Ratio > 100%

- Consolidation Expected

- Well Positioned To Benefit
 - Strong Capital, Solid Reputation
 - Experienced Team
 - 4 Transactions, \$1 Billion Since 2008

Our Priorities

2011 and Beyond

Credit Remediation & Liquidation

- Lower Nonperforming Assets
- Proactive, Responsible Liquidation

Strengthen Core Business

- Diversify and Strengthen Lending
- Grow Core Deposits and Revenue Sources
- Maximize Efficiency

Prudent Capital Management

- Returned TARP
- Strengthen Earnings, Dividend Capacity
- Assess Alternative Capital Uses, M&A

Path To Repayment of TARP

2008 to 2011

Improvement in Credit Quality

- Non-performing Assets Down 30% from Peak
- Construction Exposure Reduced by 72%

Active Capital Management

- Altered Balance Sheet Mix, Retained Earnings
- Subordinated and Trust Preferred Debt Repurchase
- Raised Common Equity and Senior Debt

Strengthened Our Business

- Acquired \$900 Million in Deposits
- Resources Aligned and Expanded Markets
- Maintained Customer and Employee Services

Actions Aligned with Shareholder Interests

Organizational Alignment

2011 and 2012

People

- Mark Sander, Chief Operating Officer
- Thomas Prame, Director of Retail Banking
- Kevin Moffitt, Chief Risk Officer

Alignment

- Sales and Support Teams
- Wealth Management, Commercial Sales

Product & Distribution

- Expanded Market Reach
- Mortgage and Niche Development
- Retail Product Design, Branch Delivery

**Enhancing and Allocating Resources
To Areas of Growth**

2012, A Year of Transition



Paul F. Clemens
First Midwest Bancorp, Inc.
Executive Vice President & CFO

Operating Performance



Performance Highlights

- Organizational Realignment (4Q11, 1Q12)
 - Elimination Of 140 Positions
 - Severance-Related Costs Of \$2.5 Million
 - Annualized Savings of \$7 Million
- Redeemed \$193 Million Of TARP Preferred (4Q11)
 - One-time Charge \$1.5 Million
 - Eliminates Preferred Dividends Of \$10.3 Million Annually
- Acquired \$107 Million In Deposits (4Q11)
 - \$70 Million Of Core Deposits
 - Gain Of \$1.1 Million

2011 Operating Results

December 31

<u>Key Operating Metrics</u>	<u>2011</u>	<u>2010</u>	<u>Improved</u>
Net Income (Loss)	\$ 25.4	\$ (19.7)	NM
Core Operating Earnings	\$129.9	\$136.4	(5%)
Loan Loss Provision	\$ 80.6	\$147.3	45%
Net Interest Margin	4.04%	4.13%	(2%)
Efficiency Ratio	62.1%	58.8%	(6%)

**Margin Pressure Offset by
Lower Credit Costs**

2011 Operating Results

December 31

<u>Other Key Metrics</u>	<u>2011</u>	<u>2010</u>	<u>Improved</u>
Transactional Deposits, Average	\$4,755	\$4,322	10%
Loans, Period End ¹	\$5,349	\$5,472	(2%)
Non-Performing Assets ²	\$248.4	\$269.5	8%
Loan Charge-Offs	\$103.7	\$147.1	30%
Tier 1 Common Capital	10.26%	9.81%	5%

**Stronger Liquidity and Capital,
Credit Improved, Sustained Lending**

¹ Includes covered loans and OREO
² Excludes covered loans

Operating Results, 1Q 2012

<u>Key Operating Metrics</u>	<u>First Quarter</u>		<u>Improved</u>
	<u>2012</u>	<u>2011</u>	
Net Income	\$7.8	\$7.3	7%
Core Operating Earnings	\$28.6	\$31.1	(8%)
Loan Loss Provision	\$18.2	\$19.5	7%
Net Interest Margin	3.88%	4.15%	(7%)
Efficiency Ratio	64.6%	62.7%	(3%)

**Net Income Up,
Margin Impacted By Debt and Liquidity**

Operating Results, 1Q 2012

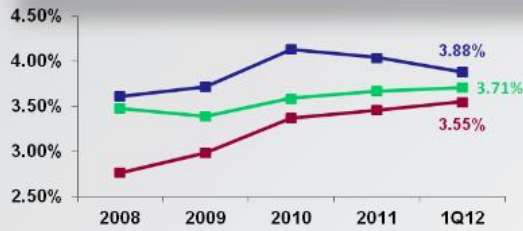
First Quarter

<u>Other Key Metrics</u>	<u>2012</u>	<u>2011</u>	<u>Improved</u>
Average Earning Assets	\$7,088	\$7,232	(2%)
Cash and Equivalents	\$486	\$526	(8%)
Transactional Deposits, Average	\$4,823	\$4,528	7%
Loans, Period End	\$5,389	\$5,445	(1%)
Tier 1 Common Capital	10.38%	9.96%	4%

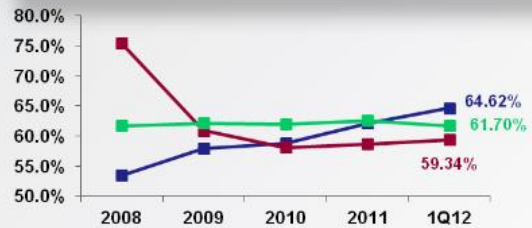
**Significant Liquidity And Capital,
Ability to Benefit as Conditions Stabilize**

Core Business Is Strong

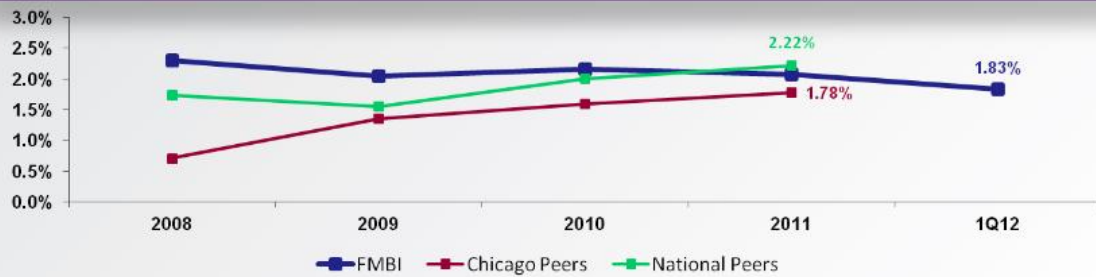
Net Interest Margin



Efficiency Ratio



Pre-Tax, Pre-Provision Earnings / RWA



Mark G. Sander

First Midwest Bancorp, Inc.
Senior Executive Vice President

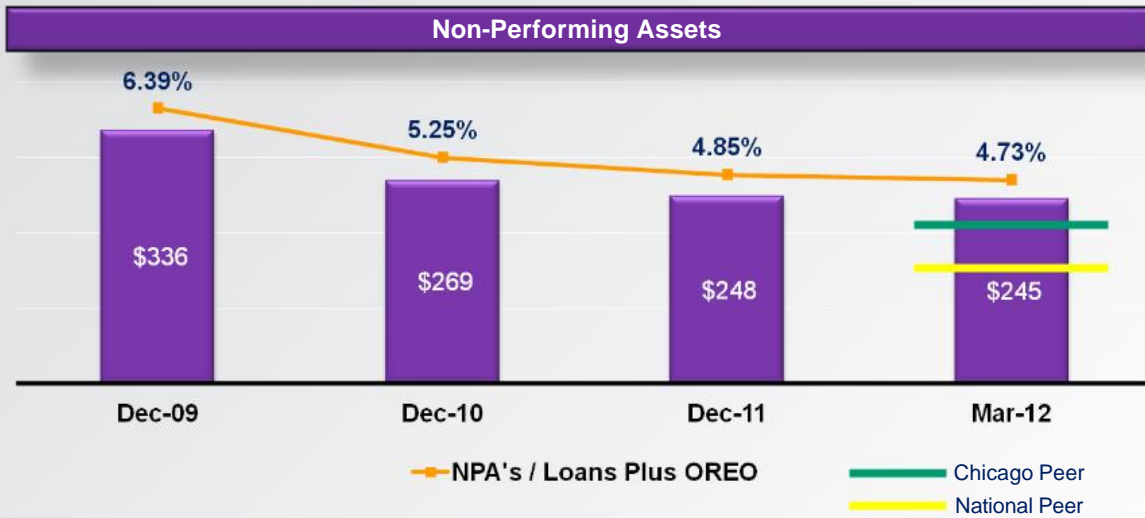
&

First Midwest Bank
President & COO

Strategy Execution

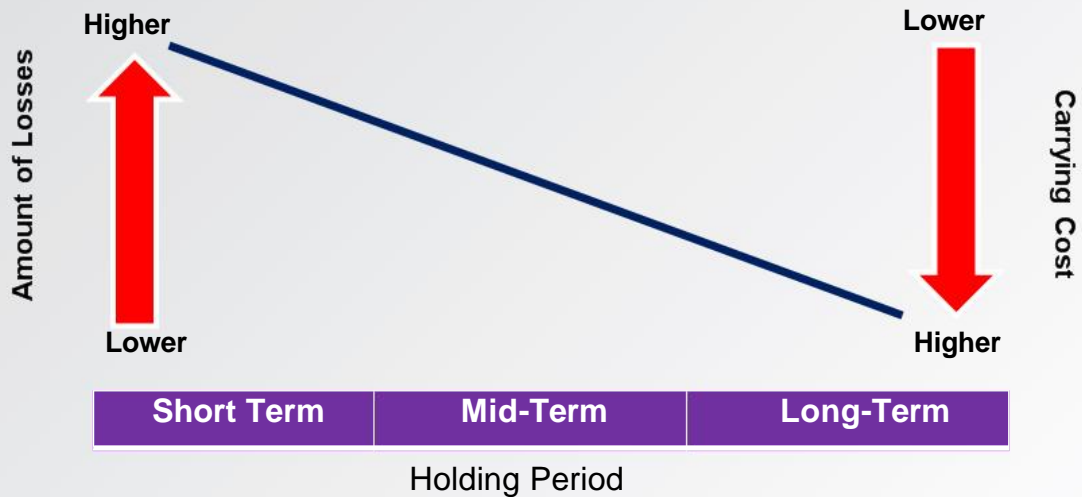


Credit Trends



Improved Metrics, Progress Impacted By Slow Recovery, Softened Real Estate Market

Focus Remains on Disposition of Problem Assets



- Actively Driving Problem Assets Lower
- Market Impacted by Illiquidity and Inventory
- Cycle to Date Losses in Line with Peers

Strengthening Our Business

1. Asset Formation

- Focused and Enhanced Sales
- New Mortgage Platform
- Asset-Based and Other Niches

2. Fee Income/Deposits

- Wealth and Treasury Management
- Core Deposit Growth

3. Efficiency

- Reduction in Costs
- Performance Management

4. Investment In Core

- Strategic Distribution
- Internet And ATM Platform
- Strengthen Brand

Delivering On Multiple Fronts

Loan Portfolio

	12/31/08		3/31/12		Change
	\$	%	\$	%	
Commercial and Industrial	\$ 1,707	32%	\$ 1,735	32%	2%
Construction	866	17%	242	5%	(72%)
Commercial Real Estate	2,041	38%	2,497	46%	22%
Consumer	746	13%	664	12%	(11%)
Covered	--	--	251	5%	NM
Total Loans	\$ 5,360	100%	\$ 5,389	100%	1%

**Serving Markets, Diversifying Mix
47% Owner Occupied Real Estate**

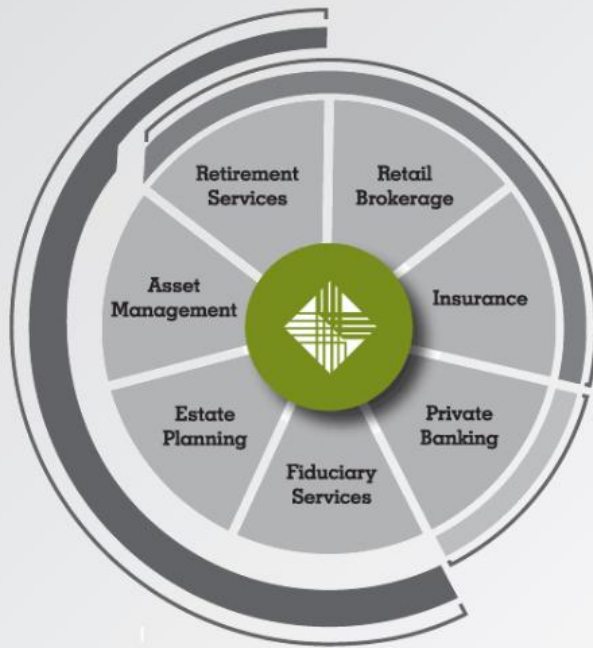
Changing Loan Trajectory

Expanding Our Sales and Footprint:

- Enhancing Existing Teams
- Chicago Loop, Du Page Markets
- Asset Based and Other Niches
- Mortgage Platform

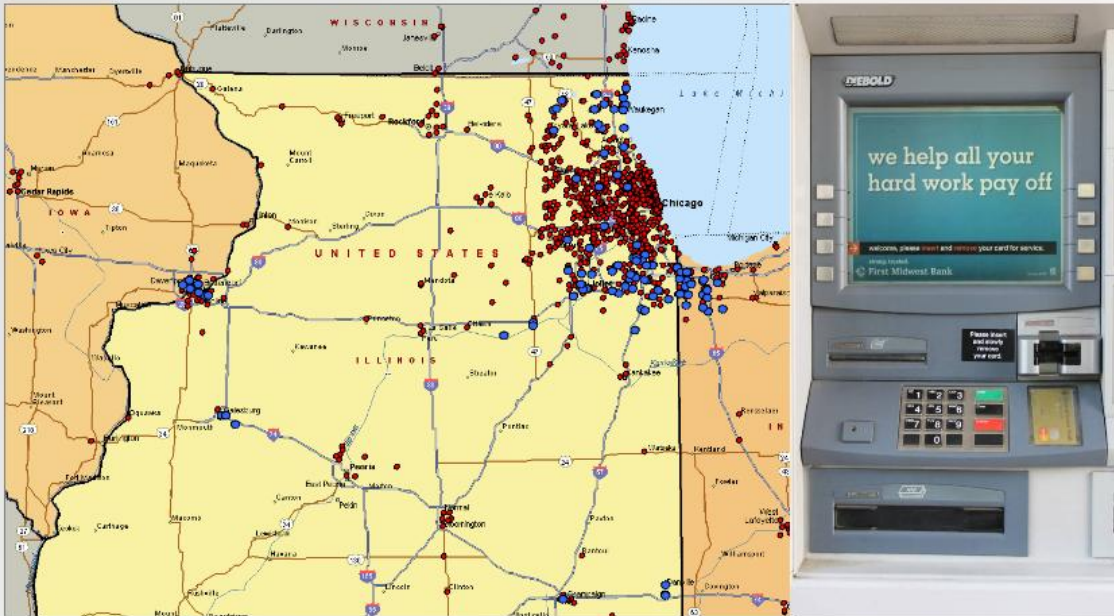


Wealth Management



- **Revenues Up 34% Since 2008**
- **\$5.5 Billion in Trust Assets**
- **4th Largest Bank Asset Manager in IL**

Expanding Our Reach



Over 1,000 ATMs Locally and 43,000 Nationally Available to Clients at No Cost

Building Our Business

- **Colleagues**
 - Enhanced Sales
 - Talent Development

- **Delivery Channels**
 - Retail Branch Network
 - Internet and Mobile Banking
 - Commercial, Treasury Management
 - Wealth Management

- **Client Relationships**

Michael L. Scudder
First Midwest Bancorp, Inc.
President & CEO

Closing Remarks

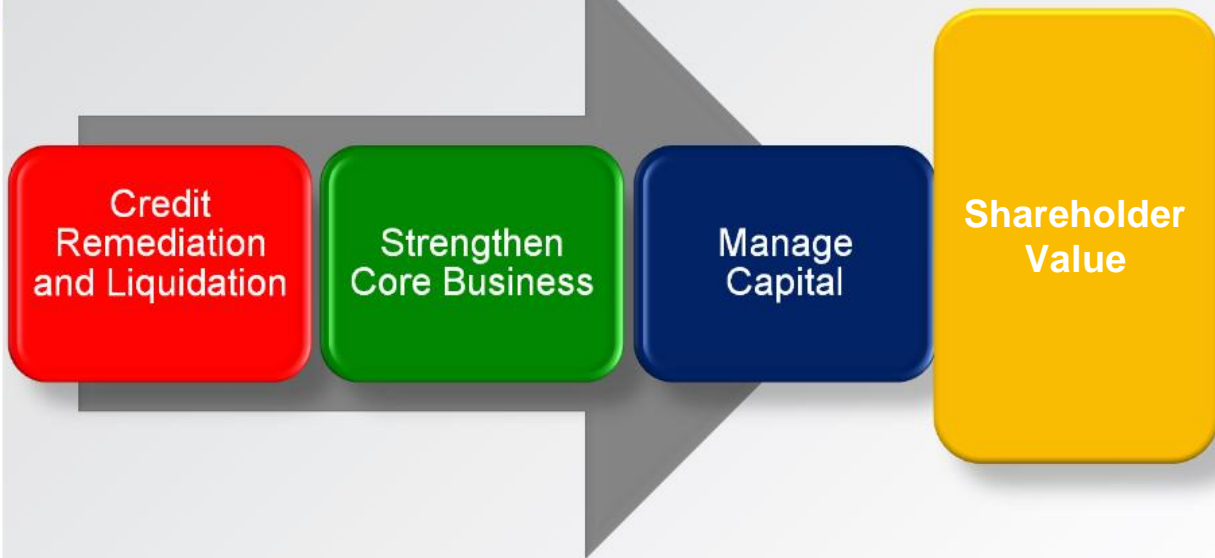


2012 Is A Year Of Transition

- Economic Conditions Improving, but Fragile
- Regulatory and Capital Requirements Evolving
- Credit Improving, Remediation Uneven
- Aligning Resources With Growth and Opportunity

Positioning For Long Term Success

Priorities Remain Same



As We Evolve to “New” Normal

Well Capitalized

First Midwest Ratios	FM Actual	Well Capitalized	Excess Capital	Excess %
Total Risk-Based Ratio	13.47%	10.00%	\$217,431	35%
Tier 1 Risk-Based	11.41%	6.00%	\$338,648	90%
Tier 1 Leverage Ratio	9.38%	5.00%	\$333,423	88%

Significant Capital, Provides Flexibility

Capital Management Priority

Requirements

- Stronger Earnings
- Reduced Credit Risk
- Regulatory Clarity

Uses

- Growth
- Dividend
- Repurchase
- M & A

Emphasis on Return to
“Normalized” Capital

Market Valuation

As of March 31, 2012

	Price Change %		Price to:		Market Value to:
	FY 2011	Jan- March 2012	2012 Estimate	Tang Book Value	Core Deposits
FMBI	(12.1)	2.7	16.0x	1.3x	3.5x
<u>Peers</u>					
Chicago	(14.2)	30.1	19.7x	1.2x	2.5
National	(5.9)	13.5	14.8x	1.5x	6.7
SNL Midwestern Banks (72)	(7.5)	14.0	13.1x	1.2x	2.2

**Markets Volatile, Valuing Growth and Credit Quality
Execution Drives Improvement**

In Closing

- Road to “New Normal” Uneven
- We Have Advantages That Create Opportunities
 - Strong Core Deposit
 - Engaged and Enhanced Workforce
 - Good Markets, Growing Opportunities
 - Significant Capital and Liquidity
- Execution on Our Priorities Will Enhance Value

**Well Positioned, Have to Stay Focused
and Invest In Ourselves**

→ **strong, trusted
and honored**

Forbes

America's Most

TRUSTWORTHY

Companies

2012

**TOP
100**
WORKPLACES
2011

**TOP
WORK
PLACES
2010**

Chicago Tribune



First Midwest Bank

First Midwest Bank is a subsidiary of First Midwest Bancorp, Inc.

Member FDIC



Certain Terms Used In this Presentation

Chicago Peers - Means collectively the companies with the ticker symbol MBFI, WTFC, PVTB, and TAYC.

Core Deposit - Includes demand, savings and NOW accounts.

Core Operating Earnings - Means the Company's pre-tax pre-provision operating earnings for the stated period, which reflect the Company's operating performance before the effects of credit-related charges and other unusual, infrequent, or non-recurring revenues and expenses. This is a non-GAAP financial measure.

Covered Loans or Assets - Means loans or assets which the Company acquired via an FDIC-assisted transaction.

National Peers - Means collectively the companies with the ticker symbol SRCE, CHFC, CRBC, FCF, FMER, MBFI, ONB, PNFP, PVTB, PFS, STSA, SUSQ, UMBF, UMPQ, VLY, TAYC, TCBI, TRMK, WSBC, WTFC.

Net Interest Income - Means the difference between interest income and fees earned on interest-earning assets and interest expense incurred on interest-bearing liabilities, presented on a tax-equivalent basis, assuming a federal income tax rate of 35%.

Non-Performing Assets - Means non-accrual loans (the majority of which are past due), loans 90 days or more past due and still accruing interest and OREO.

SNL Midwestern Banks - Means 72 Midwest based banks

Tier 1 Common Capital - Means tier 1 capital, less trust preferred securities, divided by risk based assets.

Note:

- Unless otherwise indicated, all dollar amounts used in this presentation are in millions except per share information.
- Unless otherwise indicated, all loan information includes Covered Loans.
- Peer information source for this presentation from SNL.