FIRST FINANCIAL BANCORP.
CORPORATE GOVERNANCE PRINCIPLES

1. Introduction

The Board of Directors ("Board") of First Financial Bancorp. ("Company") believes that effective corporate governance is built on adherence to a number of "best practices." These practices are consistent with the Board's responsibilities to effectively oversee the Company's strategy, evaluate and compensate Company executives, and plan for management succession. Most importantly, these practices are believed to strengthen the Company and protect shareholders' interests. As such, the Board has developed and follows a program of corporate governance to set forth common procedures and standards.

2. Board Functions

The Board endeavors to provide effective governance over Company's business affairs for the benefit of its shareholders, and to balance such interests with the interest of its other stakeholders, including its clients, employees and local communities.

3. Board Composition

Size of Board

Notwithstanding the requirements of the Company's Regulations, Board size will be a function of the current needs of the Company and the ability to effectively staff standing Board committees. Board size will be, in part, a function of a purposeful desire to enhance Board member diversity. Diversity is accomplished through the inclusion of directors with varying background characteristics and knowledge bases.

Board Membership Criteria

Directors are selected for their ability to provide unique perspectives and skills in their service as Board members. Directors are re-evaluated annually as to their ability to meet independence requirements and Board member diversity goals, as well as their ability to effectively contribute to the Board in the event their primary occupation or employment status changes during their term. Consideration will be given to replacing directors not fulfilling these goals.

Director Independence

The Board shall be comprised of at least a majority of independent directors. Director independence, at a minimum, shall be consistent with applicable rules of Nasdaq ("Nasdaq Rules"). The Board has a responsibility to make an affirmative determination that individuals serving as independent directors do not have a relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

No independent director shall perform professional services for the Company or its affiliates in a manner that interferes with that director's independence under the Nasdaq Rules. Such prohibition shall apply to services provided (1) directly by the director (or by an immediate family member of the director) or (2) where the director (or an immediate family member of the director) is affiliated with the organization that provides the professional services to the Company. This prohibition shall not apply to professional services that are provided by the director to clients of the Company (or its affiliates) where the Company (or its affiliates) has not given instruction that the service be provided by the director and the Company (or its affiliates) is not the party responsible for payment for the professional services. This prohibition shall not apply to services initiated prior to January 1, 2011.

Professional services can be characterized as advisory in nature, generally involve access to sensitive company information or to strategic decision-making, and typically have a commission- or fee-based payment structure. For the purposes of these Principles, professional services generally include, but are not limited to the following: investment services; insurance services; accounting/auditing services; consulting services; marketing services; legal services; property management services; realtor services; lobbying services; executive search services; and IT consulting services. The term "immediate family member" of a director means that person's spouse, parents, stepparents, children, stepchildren, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone who shares such person's home.

Board member independence will be assessed and affirmed annually.

4. *Selection of Directors*

Nomination and Criteria

As set forth in its Committee Charter, the Corporate Governance and Nominating Committee is responsible for establishing procedures for the director nomination process and recommends nominees for election to the Board. The Committee evaluates the background and qualifications of director nominees, including those nominated by the Company's shareholders, as described in the Corporate Governance and Nominating Committee Charter.

Orientation and Continuing Education

Each new director participates in a Company orientation program designed to familiarize the director with the Company's businesses, including short and long-term strategy, the nature of its shareholder base, its senior management team, its values, including ethics policies, its internal control environment, systems for detecting, preventing and reporting infractions of policy and law, the structure of and processes employed by the Board and its committees, and the responsibilities of directors.

The Board recognizes the value of continuing education for directors both within and outside the Company. Accordingly, in addition to director education programs conducted in the context of or as an adjunct to Board or committee meetings (e.g., presentations by subject matter experts, visits to Company facilities, in-depth briefings by business unit heads, strategic planning sessions), the Company makes available to its directors information regarding externally conducted director education programs, and reimburses directors for the reasonable cost of participating in such programs upon review and approval of the Governance Committee. Committee Chairs are encouraged to attend at least one director continuing education program every two years.

Terms

Directors are to be elected by the shareholders annually. Except as set forth in the Regulations, the election of directors shall be held at the annual meeting of shareholders.

Policy on Majority Voting for Directors

In an uncontested election, any nominee for election as a director (including incumbent directors) who receives a greater number of "withhold" votes than votes "for" election (a "Majority Withhold Vote") shall promptly tender to the Board his or her offer of resignation following certification of the shareholder vote. For purposes of the preceding sentence, an "uncontested election" is an election in which the number of nominees is not greater than the number of directors being elected at the meeting. Each nominee for election as a director (including incumbent directors) must agree in advance to abide by this policy as a condition of his or her nomination for election as a director.

The Corporate Governance and Nominating Committee will consider the resignation offer and make a recommendation to the Board whether to accept or reject the resignation offer. In making its recommendation, the Corporate Governance and Nominating Committee will consider all factors it deems relevant, including the stated reasons, if any, why shareholders withheld their votes from the director, the length of service and qualifications of the director, the director's contributions to the Company and potential adverse consequences of the resignation (such as failure to comply with Nasdaq listing requirements and Securities and Exchange Commission ("SEC") rules and regulations).

The Board will act on the Corporate Governance and Nominating Committee's recommendation within 90 days following certification of the shareholder vote. The Board will promptly disclose its decision whether to accept or reject the director's resignation offer (and, if applicable, the reasons for rejecting the resignation offer) in a Form 8-K filed with the SEC. Any director who tenders an offer of resignation pursuant to this policy shall not participate in the Corporate Governance and Nominating Committee recommendation or Board action regarding the resignation offer.

If a majority of the members of the Corporate Governance and Nominating Committee receive a Majority Withhold Vote at the same election, then the independent directors who did not receive a Majority Withhold Vote shall appoint a special committee consisting of independent directors who did not receive a Majority Withhold Vote to consider the resignation offers and recommend to the Board whether to accept or reject all or any of them.

A summary of this policy will be included in each proxy statement by the Company relating to an election of directors.

5. Selection of Chairman of the Board

The Board believes that it is in the best interests of the Company for the positions of the Chief Executive Officer and Chairman of the Board to be separated, as this structure provides further independent oversight. The Chairman serves a critical role in establishing and maintaining effective communications with the Company's shareholders, clients, suppliers, employees, creditors, communities, governments, and other stakeholders. The Chairman also serves as an important liaison between the Board and management. A key role of the Chairman is to work closely with the corporate secretary so that Board members receive meeting agendas and related materials with sufficient time to effectively prepare for discussion at Board and/or committee meetings. The Chairman also serves a central role as liaison between the Board and external advisors retained by the Board. The Chairman serves a one year renewable term. The Chairman is evaluated on an annual basis.

6. Selection of Vice Chair

The Board shall select a Vice Chair to act in the absence of the Chairman and to act as the liaison between independent directors. The Vice Chair shall be independent as defined by the Nasdaq Rules.

7. Executive Sessions of the Independent Directors

The independent Board members shall meet in executive session at least twice a year. Non-independent Board members and management will not, as a rule, be present in these sessions. One of the independent Board members shall be appointed to set the executive session meeting agendas and to preside over these meetings.

8. Other Directorships and Committee Memberships

Board members are expected to devote sufficient time and attention to carrying out their director duties and responsibilities and ensure that their other responsibilities, including service on other boards, do not materially interfere with their responsibility as directors of the Company. To preserve independence and to avoid conflicts of interest, directors are to limit the number of other public company boards on which they serve to three or fewer, taking into account potential board attendance, participation and effectiveness on these boards. Directors should advise the Chairman of the Board and the Chair of the Corporate Governance and Nominating Committee before accepting an invitation to serve on another public company board. Members of the Audit, Risk and Compensation Committees should be discouraged from serving on such number of similar committees of other public companies that may affect their ability to function effectively on the Board, the Board of Directors of First Financial Bank, and the committees of these boards.

The Chief Executive Officer of the Company shall be limited to serving on the boards of no more than two additional public companies.

All Board members are expected to limit their board membership on non-public/charitable organizations to no more than five. In the event a director exceeds the expected board memberships, the Corporate Governance and Nominating Committee will review such matters on a case-by-case basis and make a determination that such added memberships do not impair the ability of that director to serve effectively as a member of the Board of the Company.

9. Director Change in Status

The Board and the Corporate Governance and Nominating Committee have determined that a significant influence towards a director's valued contribution to the Company is the director's status as an active participant in the general communities or in the business communities in which the Company operates. To this end, in the event of a change in the principal occupation, business association, or residence of a director, such director shall submit his/her resignation to the Chair of the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee shall determine if it is the best interest of the Company to accept the resignation or to allow for such director to continue to serve as a member of the board of directors.

10. Committees of the Board

Notwithstanding the requirements of the Company's Regulations, the Company shall have at least the committees required or encouraged by Nasdaq . Currently, these are the Audit Committee, Compensation Committee, and Corporate Governance and Nominating Committee. The Company has three additional committees: Risk Committee, Capital Markets Committee, and Mergers and Acquisition Executive Committee ("M&A Committee").

Assignment and Rotation of Committee Members

The Corporate Governance and Nominating Committee is responsible for making recommendations with respect to the assignment of directors to various committees and with respect to the chairs and vice-chairs of each committee. After reviewing the Corporate Governance and Nominating Committee's recommendations, the Board shall be responsible for appointing the chairs, vice-chairs, and members to the committees on an annual basis. The Board may also delegate this responsibility to the Corporate Governance and Nominating Committee.

The Corporate Governance and Nominating Committee shall annually review the committee assignments and shall consider the rotation of committee chairs and members with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and the viewpoints of the various directors. Committee chairs are expected to rotate at least once every five years.

The vice-chair of a committee shall act in the absence of the chair of the committee. The vice-chair of a committee is expected to succeed to the chair position of that committee.

Committee Independence

The Board is committed to Board committee independence. The Audit, Risk, Compensation and Corporate Governance and Nominating Committees shall each be comprised of independent directors who meet the criteria for independence under the Nasdaq Rules.

Audit Committee Expertise

Each member of the Audit Committee shall also meet the criteria for independence under the Sarbanes-Oxley Act of 2002. All members of the Audit Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and statement of cash flows, at the time of appointment to the Audit Committee. In addition, at least one member of the Audit Committee shall have the attributes of an "audit committee financial expert" as defined by Securities and Exchange Commission Rule 401, who shall also be presumed to qualify as possessing "financial sophistication" as described in the Nasdaq Rules.

Committee Charters

The Board will maintain and make publicly available the charters of the Audit Committee, Compensation Committee, Corporate Governance and Nominating Committee, and Risk Committee. Each charter addresses each committee's purpose, structure, duties, goals and responsibilities, and the criteria of membership. These charters, the Company's Corporate Governance Principles, and the Company's Code of Conduct, which may be modified as appropriate, are made available to the pubic via the Company's website at www.bankatfirst.com under "Investor Relations."

11. Operating Budget

In recognition of the Board's commitment to maintaining independence, the Board maintains an operating budget separate from Company funds. These funds will be made available by the Company based upon an annual budget to be submitted by the Board to the chief financial officer in the fourth quarter of each year. This enables the Board and Board Committees to engage in activities such as determining director compensation and hiring external experts such as the external auditors and compensation consultants without having to request such operating funds from management. The Board's budget is overseen by the Chairman of the Board and the Audit Committee Chair. To the extent that the Board's budget includes funding for the Audit Committee, the Audit Committee shall be solely responsible for determining that portion of the budget.

12. Director Compensation and Share Ownership

The Board believes that it is important to rely on director compensation practices that promote director independence. Directors' compensation is therefore in the form of a Board retainer and fees for Board or committee meeting attendance. The Chairman, Board committee chairs, and members of certain committees may receive additional compensation in recognition of their additional service responsibilities. A director who is also an employee of the Company shall not be entitled to receive a retainer or fees in connection with Board or committee meeting attendance.

The Board also believes that directors should make a meaningful investment in Company shares. Consistent with this guideline, the directors may elect to have all or a portion of their retainer fees paid in the form of restricted shares pursuant to the Company's Director Fee Stock Plan.

A director is required to own Company shares equal to at least three times the director's annual retainer with a minimum of at least 4,000 shares within three years of first becoming a director of the Company. Furthermore, federal law and First Financial Bank's bylaws require a director to own at least $1,000 of Company shares.

Any share transactions of a director will be posted on the Company's website, www.bankatfirst.com under "Investor Relations".

13. Executive Compensation

The Board believes that independent oversight of executive compensation will help assure that appropriate incentives are in place, consistent with the Board's responsibility to maximize shareholder value. Accordingly, the Compensation Committee shall be comprised of independent directors and shall determine the compensation of the Chief Executive Officer in executive session. The Chief Executive Officer may not be present during deliberations or voting concerning the Chief Executive Officer's compensation. The Compensation Committee shall also determine the compensation of other executive officers as required by the Nasdaq Rules.

14. Management Succession

At least annually, the Board shall review and concur in a succession plan, developed by management, addressing the policies and principles for selecting a successor to the Chief Executive Officer and certain key executives as identified by the Corporate Governance and Nominating Committee. The succession plan should include an assessment of the experience, performance, skills and planned career paths for possible successors to the Chief Executive Officer and certain key executives.

15. Board Meetings and Attendance

The Board is committed to open communication among Board members and between the Board and management. Consistent with this, the Board meets at least once a quarter and the Audit, Compensation, Corporate Governance and Nominating, Risk, Capital Markets, and M&A Committees meet as required by their respective charters. Board meeting dates are established on an annual basis. Additional Board and committee meetings are scheduled on an as-needed basis.

The Board believes that it is important for directors to participate in scheduled Board and committee meetings and to attend the Annual Meeting of Shareholders. Directors who participate in fewer than 75 percent of scheduled Board and committee meetings, or who do not attend the Annual Meeting, unless excused by the Board, are subject to not being re-nominated to the Board.

16. Director Access to Management

Consistent with the need for open communication channels between the Board and management, independent directors shall have direct access to Company management outside of formal Board and committee meetings.

17. Evaluation

The Board is also committed to evaluating the overall effectiveness of the Board and individual directors. Board and Board committee evaluations are conducted periodically by the Corporate Governance and Nominating Committee. Directors are formally evaluated by the Corporate Governance and Nominating Committee prior to their consideration for re-nomination to the Board.

18. Communicating with the Board of Directors

Shareholders may send communications to the Company's board of directors or individual board members by writing to:

Attn: Board of Directors (or name of individual board member)
First Financial Bancorp
P.O. Box 1242
Hamilton, OH 45012-1242

Letters mailed to this post office box will be received by the board member who serves as Chair of the Audit Committee or the board member who serves as Chair of the Corporate Governance and Nominating Committee or their designate, as alternate. A letter addressed to an individual board member will be forwarded unopened to that board member by the Chair of the Audit Committee or his/her delegate.

Adopted February 24, 2004
Last Reviewed/Revised: January 26, 2015