

F.N.B. Corporation


Third Quarter 2013

Investor Presentation

Guggenheim Partners – New York, NY
November 6, 2013



F.N.B. Corporation



Cautionary Statement Regarding Forward-Looking Information and Non-GAAP Financial Information

This presentation and the reports F.N.B. Corporation files with the Securities and Exchange Commission often contain “forward-looking statements” relating to present or future trends or factors affecting the banking industry and, specifically, the financial operations, markets and products of F.N.B. Corporation. These forward-looking statements involve certain risks and uncertainties. There are a number of important factors that could cause F.N.B. Corporation’s future results to differ materially from historical performance or projected performance. These factors include, but are not limited to: (1) a significant increase in competitive pressures among financial institutions; (2) changes in the interest rate environment that may reduce interest margins; (3) changes in prepayment speeds, loan sale volumes, charge-offs and loan loss provisions; (4) general economic conditions; (5) various monetary and fiscal policies and regulations of the U.S. government that may adversely affect the businesses in which F.N.B. Corporation is engaged; (6) technological issues which may adversely affect F.N.B. Corporation’s financial operations or customers; (7) changes in the securities markets; (8) risk factors mentioned in the reports and registration statements F.N.B. Corporation files with the Securities and Exchange Commission; (9) housing prices; (10) job market; (11) consumer confidence and spending habits; (12) estimates of fair value of certain F.N.B. Corporation assets and liabilities; (13) transaction risks associated with the pending merger of BCSB Bancorp, Inc., and integration challenges related to the recently completed mergers with PVF Capital Corp. and Annapolis Bancorp, Inc. and the difficulties encountered in expanding into a new market and (14) the effects of current, pending and future legislation, regulation and regulatory actions. F.N.B. Corporation undertakes no obligation to revise these forward-looking statements or to reflect events or circumstances after the date of this presentation.

To supplement its consolidated financial statements presented in accordance with Generally Accepted Accounting Principles (GAAP), the Corporation provides additional measures of operating results, net income and earnings per share (EPS) adjusted to exclude certain costs, expenses, and gains and losses. The Corporation believes that these non-GAAP financial measures are appropriate to enhance the understanding of its past performance as well as prospects for its future performance. In the event of such a disclosure or release, the Securities and Exchange Commission’s Regulation G requires: (i) the presentation of the most directly comparable financial measure calculated and presented in accordance with GAAP and (ii) a reconciliation of the differences between the non-GAAP financial measure presented and the most directly comparable financial measure calculated and presented in accordance with GAAP.

The Appendix to this presentation contains non-GAAP financial measures used by the Corporation to provide information useful to investors in understanding the Corporation’s operating performance and trends, and facilitate comparisons with the performance of the Corporation’s peers. While the Corporation believes that these non-GAAP financial measures are useful in evaluating the Corporation, the information should be considered supplemental in nature and not as a substitute for or superior to the relevant financial information prepared in accordance with GAAP. The non-GAAP financial measures used by the Corporation may differ from the non-GAAP financial measures other financial institutions use to measure their results of operations. This information should be reviewed in conjunction with the Corporation’s financial results disclosed on October 17, 2013 and in its periodic filings with the Securities and Exchange Commission.



Important Information About the Pending Mergers

Merger of F.N.B. and BCSB Bancorp. In connection with the proposed merger between F.N.B. and BCSB Bancorp, a definitive proxy statement of BCSB Bancorp and prospectus of F.N.B. will be filed with the SEC. SHAREHOLDERS OF BCSB BANCORP, INC. ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS THAT ARE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. F.N.B. and BCSB Bancorp and certain of their directors and executive officers may be deemed to be participants in the solicitation of proxies from BCSB Bancorp shareholders in connection with the proposed merger. Information concerning such participants' ownership of BCSB Bancorp common stock will be set forth in the definitive proxy statement/prospectus.

Where to Find Additional Information. A free copy of the definitive proxy statement/prospectus for each pending merger (when it is available), as well as other documents containing information about F.N.B. Corporation and BCSB Bancorp, Inc., may be obtained at the SEC's Internet site (<http://www.sec.gov>). In addition, investors and security holders may obtain free copies of the documents that F.N.B. and BCSB Bancorp have filed with the SEC by contacting the following persons at each corporation:

F.N.B.: James G. Orié, Chief Legal Officer, F.N.B. Corporation, One F.N.B. Boulevard, Hermitage, PA 16148, telephone: (724) 983-3317

BCSB Bancorp: Joseph J. Bouffard, President and Chief Executive Officer, BCSB Bancorp, Inc., 4111 East Joppa Road, Baltimore, MD 21236, telephone: (410) 256-5000



F.N.B. Corporation

Key Investment Considerations

About F.N.B. Corporation

Experienced Leadership Team

Reposition and Reinvest Strategy Drives Growth

Strong Operating Trends



Key Investment Considerations

KEY INVESTMENT CONSIDERATIONS – Differentiating Factors

Consistent Strategy Focused on Long-Term Perspective

Achieved organic growth throughout the recent economic cycle, largely driven by growth in loans and low-cost deposits

Consistent and high-quality operating results

Continuous investments in People, Process, Products and Productivity

Maintain lower-risk profile with significant investments in enterprise-wide risk management

Strong culture focused on people, talent management, cross-sell and sophisticated product offerings

Proven success achieving top market position in major markets and across footprint

Proven ability to compete effectively against much larger peers

Disciplined acquisition and expansion strategy focused on organic growth potential

Long-term investment thesis centered on efficient capital management and generating shareholder value

Attractive relative valuation with consistent and supported P/TBV, modest P/E and strong dividend yield



About F.N.B. Corporation

Fourth Largest Pennsylvania-Based Bank

- Assets:\$14.1 billion⁽¹⁾
- Loans:\$9.6 billion⁽¹⁾
- Deposits:\$11.8 billion⁽¹⁾
- Banking locations:282⁽¹⁾
- Consumer finance locations:72

Positioned for Sustained Growth

- Attractive and expanding footprint: PA/OH/MD/WV: Banking locations span 56 counties and four states⁽¹⁾
- Leading market position (Pro-Forma)⁽²⁾
 - #3 market share in the Pittsburgh MSA
 - #10 market share in the Baltimore MSA
 - #6 overall market position for all counties of operation

Consistent, Strong Operating Results

- Top quartile profitability performance
- Deliver consistent, solid results
- Industry-leading, consistent loan growth through recent economic cycle
- Strong performance:3-year total shareholder return of 73%⁽³⁾

Operating Strategy

- Reposition and reinvest for sustained growth; maintain low risk profile
 - Reposition and reinvest for sustained growth
 - Maintain disciplined expense control
 - Expanding market share potential and growth opportunities
 - Maintain low-risk profile

(1) Pro-forma for the recently completed PVFC acquisition, which closed October 12, 2013 with assets of approximately \$0.7 billion, loans of \$0.5 billion, deposits of \$0.6 billion and 16 banking locations and the pending acquisition of BCSB Bancorp, expected to close 1Q14 with assets of approximately \$0.6 billion, loans of \$0.3 billion, deposits of \$0.6 billion and 16 banking locations (2) SNL Financial, Pro-forma for PVFC & BCSB, excludes custodian bank; (3) As of November 1, 2013



Experienced Leadership Team

Experienced and respected executive management team has guided FNB through the cycle

	Years of Banking Experience	Joined FNB	Prior Experience
President and CEO			
Vincent J. Delie, Jr.	26	2005	National City
President, First National Bank			
John C. Williams, Jr.	42	2008	Huntington National City Mellon Bank
Chief Financial Officer			
Vincent J. Calabrese, Jr.	25	2007	People's United
Chief Credit Officer			
Gary L. Guerrieri	27	2002	FNB Promistar



Reposition and Reinvest Strategy

Strategic Focus Drives Long-Term Growth and Performance

Actions

- Talent Management
- Geographic Segmentation
- Sales Management/Cross-Sell
- Product Development
- Branch Optimization
- Electronic Delivery Investment
- Utilize Acquisitions to Enhance Growth Opportunities

Results

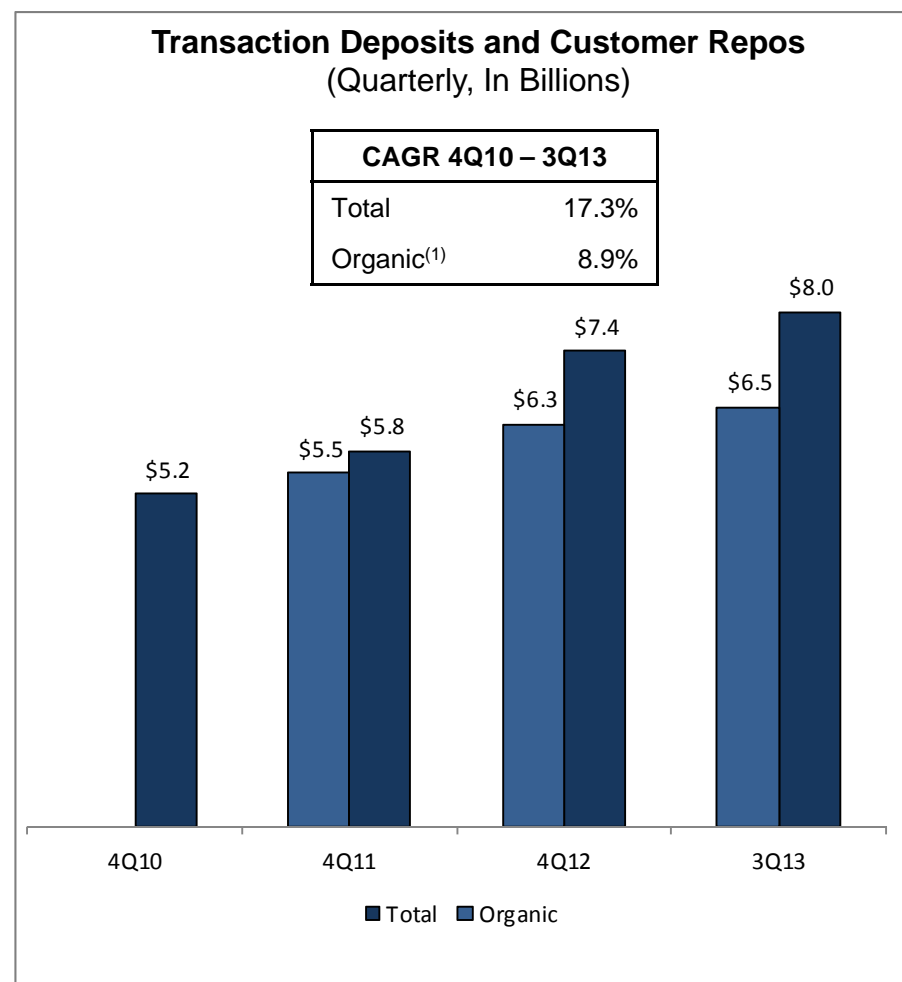
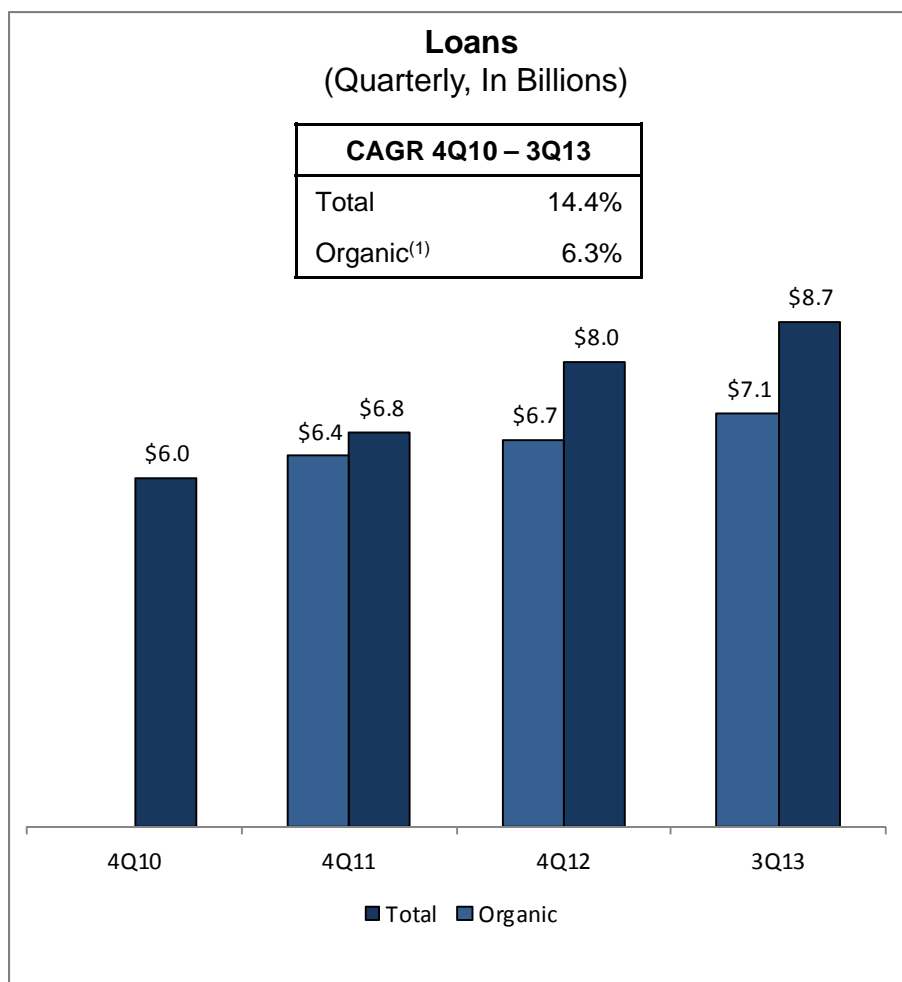
- ✓ Proven ability to attract talent
- ✓ Consistent, strong operating results
- ✓ Revenue growth
- ✓ Consistent organic loan growth
- ✓ Continued organic transaction deposit growth
- ✓ Attractive market position
- ✓ Expanded market share potential via entry and expansion in attractive markets
- ✓ Strong 3-year total shareholder return

Reposition and Reinvest – Actions Drive Long-Term Performance

		2009	2010	2011	2012	2013 YTD
PEOPLE	Talent Management <i>Strengthened team through key hires; Continuous team development</i>	Attract, retain, develop best talent				
	Geographic Segmentation <i>Regional model</i>	Regional Realignment				Created 5 th & 6 th Regions
PROCESS	Sales Management/Cross Sell <i>Proprietary sales management system developed and implemented: Balanced scorecards, cross-functional alignment</i>	Consumer Banking Scorecards	Consumer Banking Refinement/Daily Monitoring			Continued Utilization
		Commercial Banking Sales Management		Expansion to additional lines of business		Private Banking, Insurance, Wealth Management
PRODUCT	Product Development <i>Deepened product set and niche areas allow FNB to successfully compete with larger banks and gain share</i>	Private Banking	Capital Markets	Online and mobile banking investment /implementation – Online banking enhancements, mobile banking and app		Online/mobile banking infrastructure complete with mobile remote deposit capture and online budgeting tools
		Asset Based Lending	Small Business Realignment			
		Treasury Management				
PRODUCTIVITY	Branch Optimization <i>Continuous evolution of branch network to optimize profitability and growth prospects</i>	De-Novo Expansion 11 Locations				
			Consolidate 2 Locations	Consolidate 6 Locations	Consolidate 37 Locations	Consolidate 6 Locations
	Acquisitions <i>Opportunistically expand presence in attractive markets</i>			CB&T	Parkvale	ANNB Closed 4/13 PVFC Closed 10/13 BCSB 1Q14

Consistent Loan and Transaction Deposit Growth

Consistent Growth in Loans and Transaction Deposits

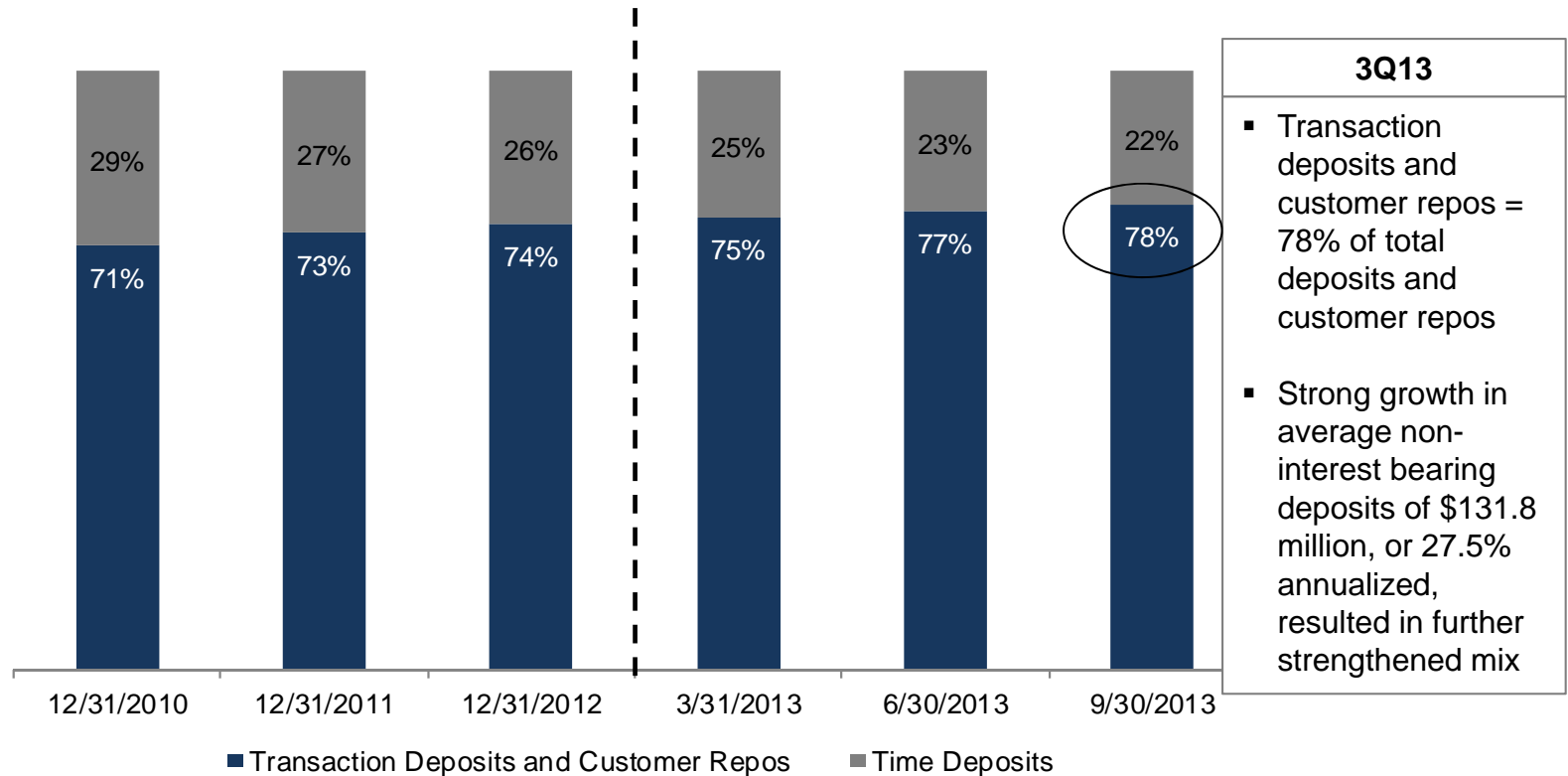


(1) Organic balances exclude initial respective balances acquired upon transaction close for ANNB (4/2013), PVSA (1/2012) and CBT (1/2011)

Transaction Deposit Growth - Strengthened Funding Mix

Consistent Transaction Deposit Growth Results in Strengthened Deposit Mix

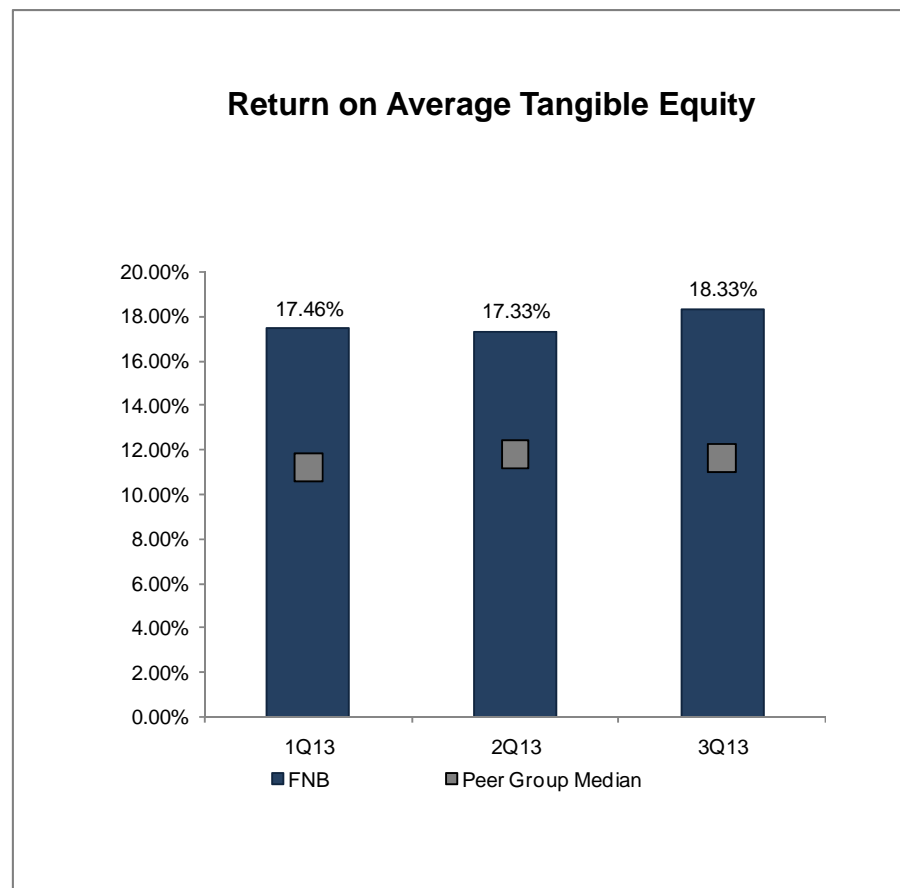
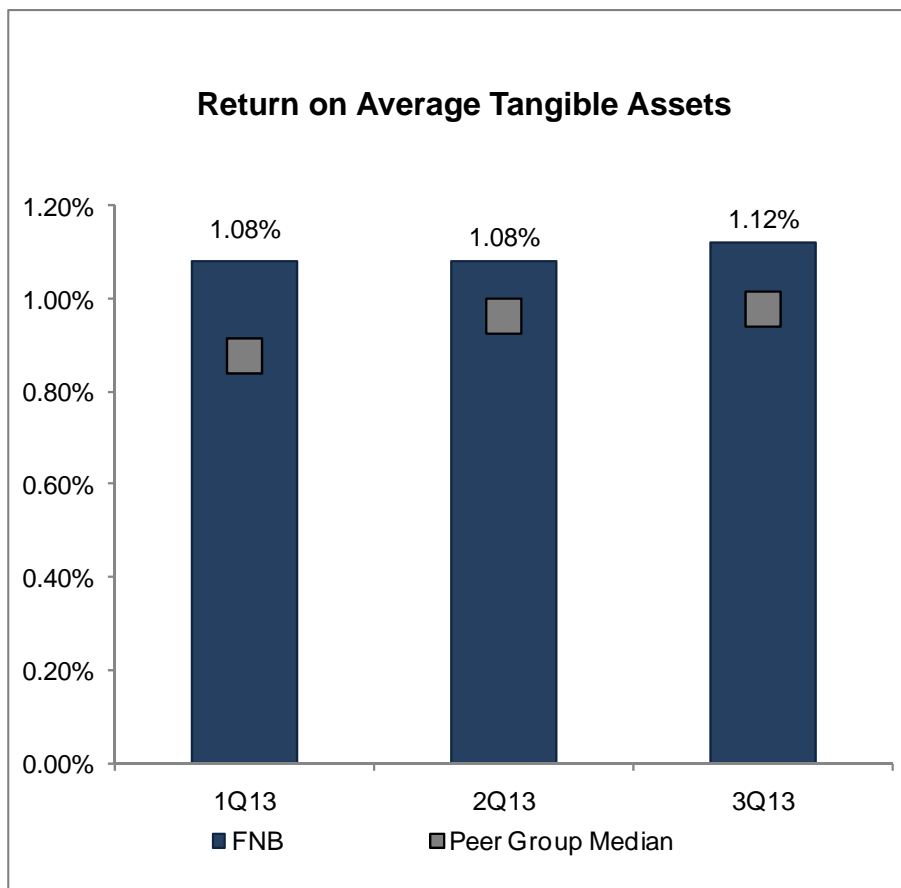
Total Transaction Deposits and Customer Repos Mix



(1) Based on period-end balances

Peer Leading ROTA and ROTE

ROTA and ROTE Exceed Peer Results



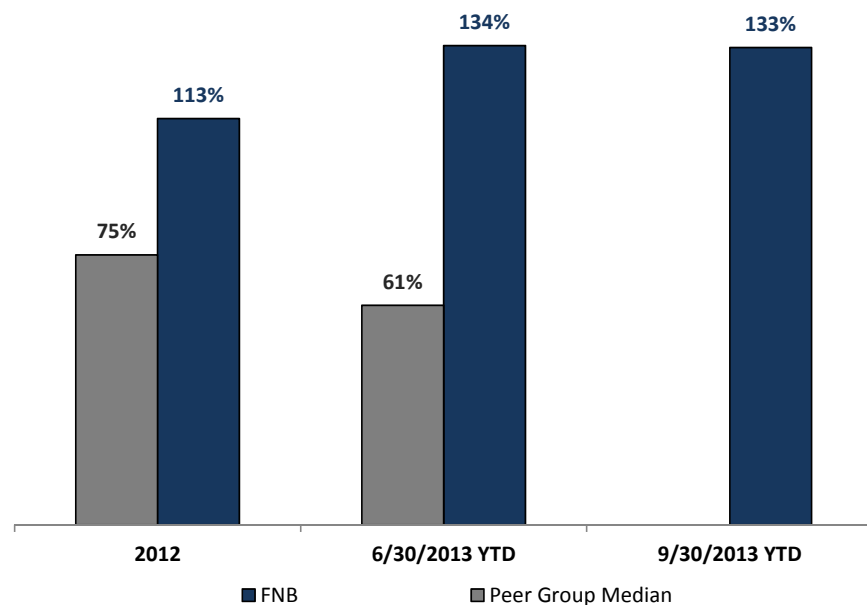
Return on tangible assets and return on tangible equity are non-GAAP measures and FNB ROTE and ROTA exclude merger costs, refer to Appendix for GAAP to Non-GAAP Reconciliation details. Peer data per SNL Financial.

High-Quality Earnings

FNB Continues to Deliver High-Quality Earnings

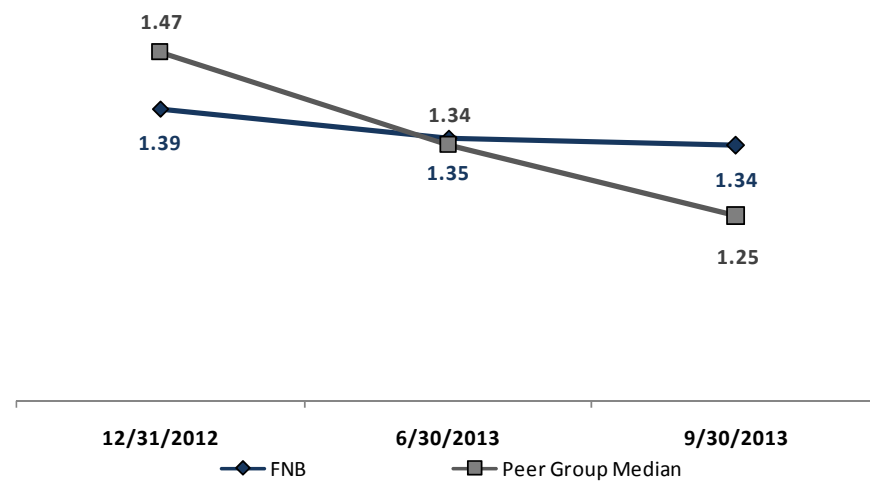
Provision for Loan Losses as % of Net Charge-Offs (\$)

FNB provision for loan losses exceeds net charge-offs to support consistent, solid loan growth results



Allowance for Loan Losses/Total Loans (%)⁽¹⁾

FNB allowance for loan losses to total loans (originated portfolio) has remained relatively stable



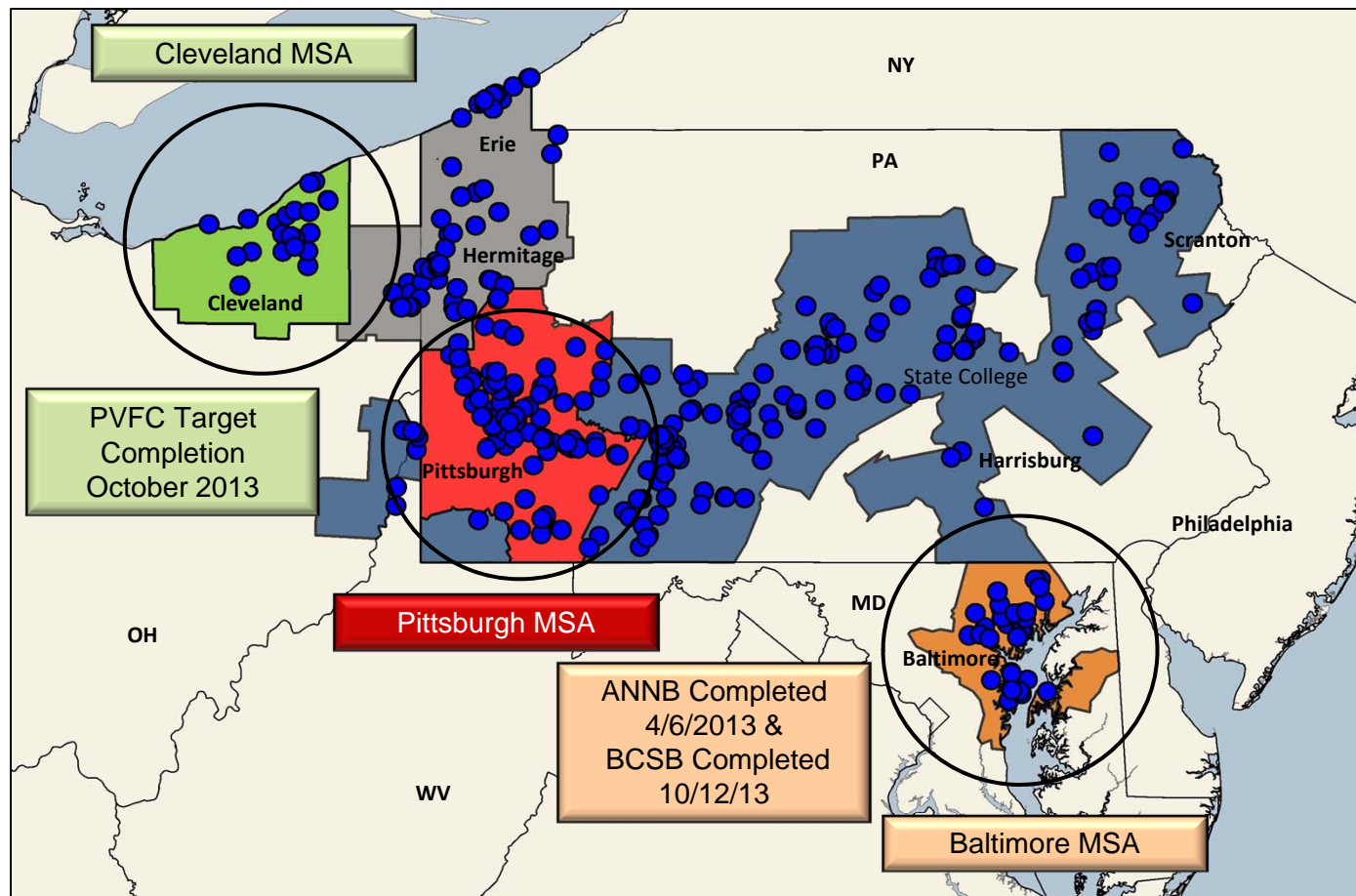
(1) At respective period-end. FNB levels represents allowance for loan losses to total originated loans. Peer data per SNL Financial and based on availability.






Market Position

Top Overall and MSA Market Position
Regional Alignment
Presence in Major Markets
Significant Commercial Prospects

FNB Banking Footprint - Regional Alignment



Top 30 MSA Presence	
MSA	Population
 Baltimore, MD	2.7 million #20 MSA
 Pittsburgh, PA	2.4 million #22 MSA
 Cleveland, OH	2.1 million #29 MSA

FNB's model utilizes six regions, including three in top 30 MSA markets, with each having a regional headquarters housing cross-functional teams.

Source: SNL Financial, Pro-Forma for PVFC and BCSB

Top Overall Market Position

FNB holds the #3 overall retail market position for Pennsylvania counties of operation and #6 position for all counties

FNB Pennsylvania Counties of Operation				
Rank	Institution	Branch Count	Total Market Deposits (\$ 000)	Total Market Share (%)
1	PNC Financial Services	399	58,855,363	35.3
2	Royal Bank of Scotland	202	10,073,477	6.4
3	F.N.B. Corporation	224	8,884,922	5.6
4	M&T Bank Corp.	141	7,393,569	4.7
5	Wells Fargo & Co.	65	4,905,156	3.1
6	First Commonwealth	99	4,225,821	2.7
7	Banco Santander	72	4,056,694	2.6
8	Dollar Bank	37	3,556,646	2.2
9	Susquehanna Bancshares	80	3,105,908	2.0
10	First Niagara Financial	73	3,060,621	1.9
Total (1-138)		2,449	158,109,555	100.0

FNB All Counties of Operation				
Rank	Institution	Branch Count	Total Market Deposits (\$ 000)	Total Market Share (%)
1	PNC Financial Services	515	70,806,498	24.2
2	M&T Bank Corp.	247	21,368,411	7.3
3	Bank of America	91	15,886,192	5.4
4	Royal Bank of Scotland	289	14,902,081	5.1
5	KeyCorp	98	12,538,370	4.3
6	F.N.B. Corporation	281	10,995,883	3.8
7	Wells Fargo & Co	124	10,776,383	3.7
8	Huntington	224	10,569,758	3.6
9	FirstMerit Corp.	104	6,941,093	2.4
10	TFS Financial	22	5,950,561	2.0
Total (1-233)		4,346	292,676,461	100.0

Source: SNL Financial, deposit data as of June 30, 2013, pro-forma as of October 21, 2013, excludes custodial bank.

MSA Market Share - Proven Success, Opportunity For Growth

Established MSA Markets – Proven Success, Leading Share Position Achieved

Pittsburgh, PA MSA		
Rank Institution	Total Deposits (\$000)	Market Share (%)
1 PNC Financial Services Group Inc.	47,062,720	56.5
2 Royal Bank of Scotland Group Plc	7,129,530	8.6
3 F.N.B. Corporation	3,867,847	4.6
4 Dollar Bank Federal Savings Bank	3,556,646	4.3
5 First Niagara Financial Group Inc.	2,762,262	3.3
6 Huntington Bancshares Inc.	2,512,422	3.0
7 First Commonwealth Financial Corp.	2,465,101	3.0
8 TriState Capital Holdings Inc.	1,940,243	2.3
9 S&T Bancorp Inc.	1,685,131	2.0
10 Northwest Bancshares Inc.	1,045,914	1.3

All Other FNB MSA's (excludes Pittsburgh, Baltimore, Cleveland)		
Rank Institution	Total Deposits (\$000)	Market Share (%)
1 PNC Financial Services Group Inc.	11,180,309	11.7
2 M&T Bank Corp.	7,288,461	7.6
3 F.N.B. Corporation	5,175,196	5.4
4 Wells Fargo & Co.	4,861,113	5.1
5 Banco Santander SA	4,056,694	4.2
6 Huntington Bancshares Inc.	3,875,653	4.0
7 Royal Bank of Scotland Group Plc	3,667,677	3.8
8 FirstMerit Corp.	3,419,084	3.6
9 Susquehanna Bancshares Inc.	2,947,480	3.1
10 JPMorgan Chase & Co.	2,631,476	2.7


Recent Expansion MSA Markets – Opportunity for Growth

Baltimore-Towson, MD MSA		
Rank Institution	Total Deposits (\$000)	Market Share (%)
1 Bank of America Corp.	16,078,490	25.1
2 M&T Bank Corp.	14,292,887	22.3
3 PNC Financial Services Group Inc.	6,789,660	10.6
4 Wells Fargo & Co.	6,049,235	9.5
5 BB&T Corp.	3,909,353	6.1
6 SunTrust Banks Inc.	2,094,589	3.3
7 Susquehanna Bancshares Inc.	1,258,598	2.0
8 First Mariner Bancorp	1,109,454	1.7
9 Capital One Financial Corp.	976,432	1.5
10 F.N.B. Corporation	914,733	1.4

Cleveland-Elyria-Mentor, OH MSA		
Rank Institution	Total Deposits (\$000)	Market Share (%)
1 KeyCorp	11,363,682	21.8
2 PNC Financial Services Group Inc.	6,382,510	12.2
3 TFS Financial Corp. (MHC)	5,425,587	10.4
4 Huntington Bancshares Inc.	4,261,126	8.2
5 Royal Bank of Scotland Group Plc	4,104,874	7.9
6 FirstMerit Corp.	3,522,009	6.8
7 Fifth Third Bancorp	3,384,743	6.5
8 JPMorgan Chase & Co.	2,939,452	5.6
9 U.S. Bancorp	2,032,321	3.9
10 Dollar Bank Federal Savings Bank	1,701,264	3.3
14 F.N.B. Corporation	623,947	1.2

Source: SNL Financial, deposit data as of June 30, 2013, pro-forma as of October 22, 2013, excludes custodial bank (Pittsburgh MSA). All Other MSA's represent MSA's with FNB presence excluding Pittsburgh, Cleveland and Baltimore MSA's.

Unique #3 Position in a Major Market

Rank	MSA	Population (000's)	Top 3 Banks in MSA by Deposit Market Share		
			#1	#2	#3
1	New York ⁽¹⁾	19,567	JPM	BofA	Citi
2	Los Angeles	12,829	BofA	Wells Fargo	Mitsubishi UFJ
3	Chicago	9,461	JPM	BMO	BofA
4	Dallas	6,426	BofA	JPM	Wells Fargo
5	Philadelphia	5,965	BofA	Capital One	TD
6	Houston	5,920	JPM	Wells Fargo	BofA
7	Washington ⁽¹⁾	5,636	Wells Fargo	Capital One	BofA
8	Miami	5,565	Wells Fargo	BofA	Citi
9	Atlanta	5,287	SunTrust	Wells Fargo	BofA
10	Boston ⁽¹⁾	4,552	BofA	RBS	Banco Santander
11	San Francisco	4,335	BofA	Wells Fargo	Citi
12	Detroit	4,296	JPM	Comerica	BofA
13	Riverside	4,225	BofA	Wells Fargo	JPM
14	Phoenix	4,193	JPM	Wells Fargo	BofA
15	Seattle	3,440	BofA	Wells Fargo	U.S. Bancorp
16	Minneapolis	3,349	Wells Fargo	U.S. Bancorp	TCF
17	San Diego	3,095	Wells Fargo	Mitsubishi UFJ	BofA
18	St. Louis ⁽¹⁾	2,788	U.S. Bancorp	BofA	Commerce
19	Tampa ⁽¹⁾	2,783	BofA	Wells Fargo	SunTrust
20	Baltimore	2,710	BofA	M&T	PNC
21	Denver	2,543	Wells Fargo	JPM	FirstBank
22	Pittsburgh⁽¹⁾	2,356	PNC	RBS	 F.N.B. Corporation
23	Portland	2,226	BofA	U.S. Bancorp	Wells Fargo
24	Charlotte	2,217	BofA	Wells Fargo	BB&T
25	Sacramento	2,149	Wells Fargo	BofA	U.S. Bancorp

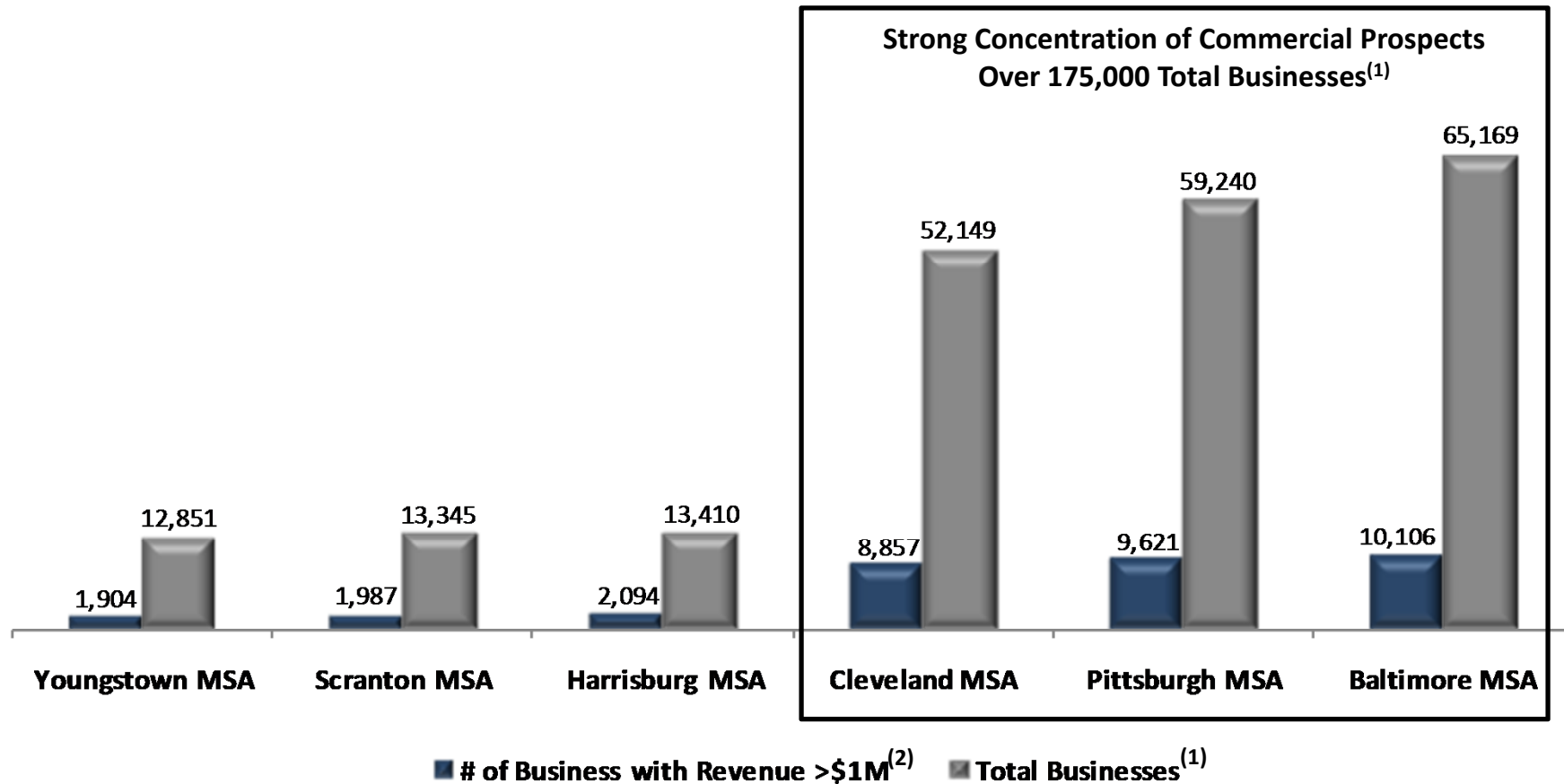
FNB is uniquely positioned as one of only very few community banks to hold a Top 3 deposit market rank in one of the nation's 25 largest metropolitan statistical areas.

Source: MSA population per U.S. Census Bureau 2010 data; Deposit market share per SNL Financial as of June 30, 2013, pro-forma as of October 22, 2013

(1) Excludes custodial bank

Significant Commercial Prospects

**Significant Commercial Prospects Concentrated in Pittsburgh, Baltimore & Cleveland
Opportunity to Leverage Core Competency and Drive Sustained Organic Growth**



Note: Above metrics at the MSA level

(1) Data per U.S. Census Bureau

(2) Data per Hoover's as of October 21, 2013



Acquisition Strategy

Disciplined and Consistent Strategy
Significant Expansion
Enhanced Organic Growth Prospects

Acquisition Strategy

Disciplined and Consistent Acquisition Strategy

- **Strategy**
 - Disciplined identification and focus on markets that offer potential to leverage core competencies and growth opportunities
- **Criteria**
 - Create shareholder value
 - Meet strategic vision
 - Fit culturally
- **Evaluation**
 - Targeted financial and capital recoupment hurdles
 - Proficient and experienced due diligence team
 - Extensive and detailed due diligence process
- **Execution**
 - Superior post-acquisition execution
 - Execute FNB's proven, scalable, business model
 - Proven success assimilating FNB's strong sales culture
- **Experienced Acquirer**
 - 12th bank acquisition since 2002 announced June 2013 (BCSB)
 - Fourth consecutive acquisition in a major MSA
 - Five acquisitions since 2010
 - Ten acquisitions since 2005



Recent Acquisitions – Positioning for Sustained Organic Growth

Baltimore, MD MSA

Annapolis Bancorp, Inc - Closed April 6, 2013

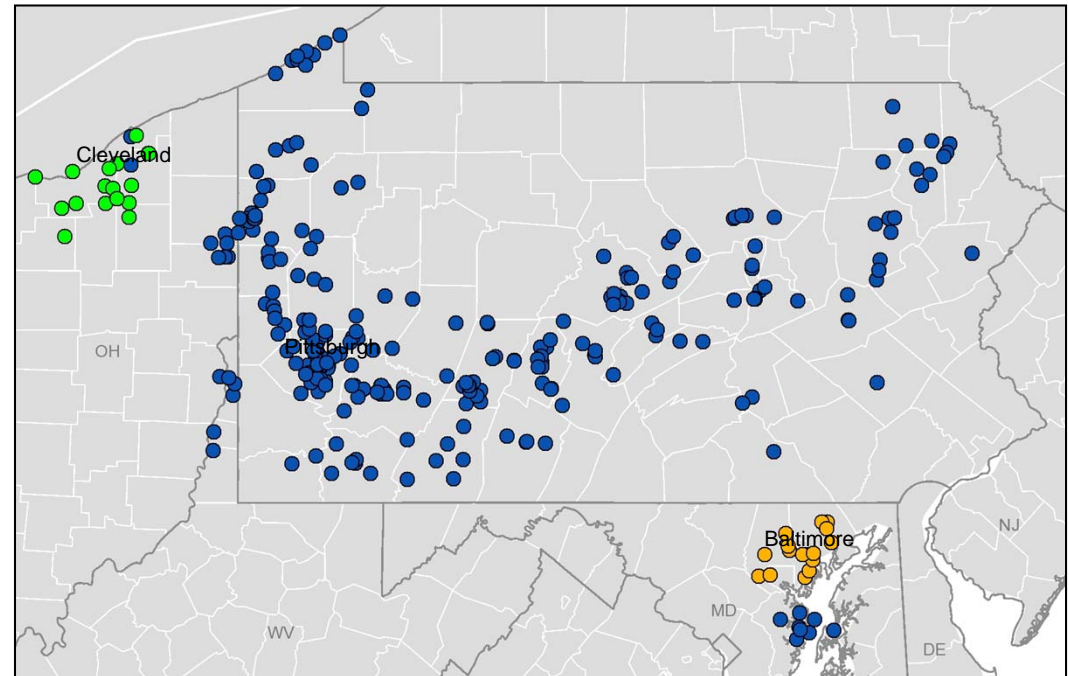
BCSB Bancorp, Inc. - Target close February, 2014

- Talent established
 - ✓ Team and leadership in place
- Presence anchored
 - ✓ Downtown Baltimore headquarters announced
- Performance tracking well
 - ✓ Loan production on target, pipelines healthy
 - ✓ Sales management processes fully deployed

Cleveland, Ohio MSA

PVF Capital Corp. – Closed October 12, 2013

- Talent established
 - ✓ Team and leadership in place
- Presence anchored
 - ✓ Downtown Cleveland headquarters announced
- Performance goals established
 - ✓ Sales management process deployed

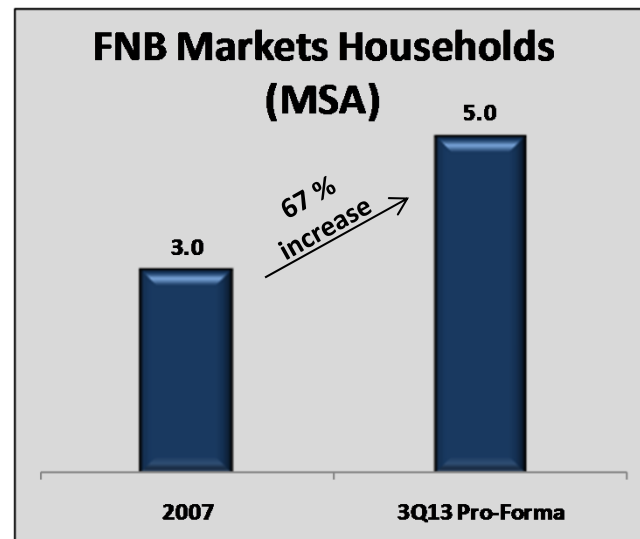
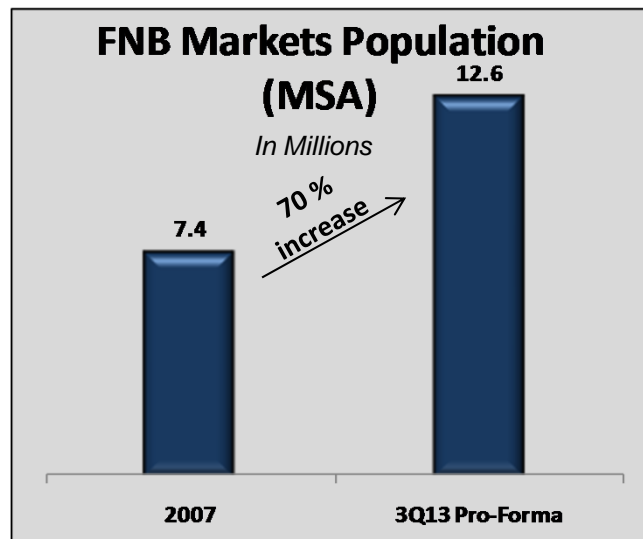
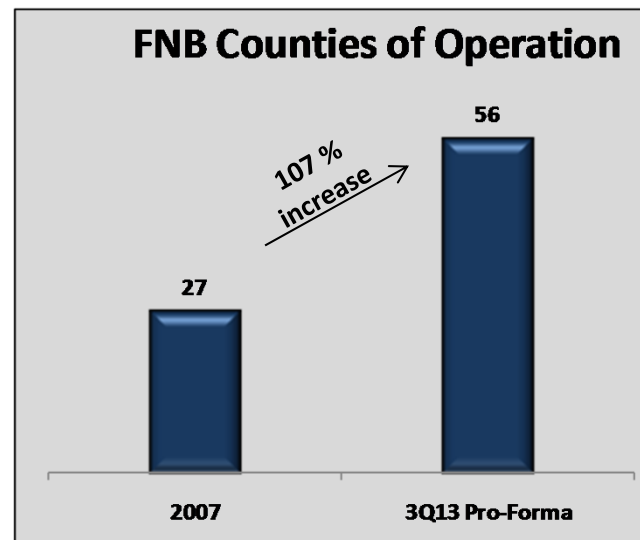
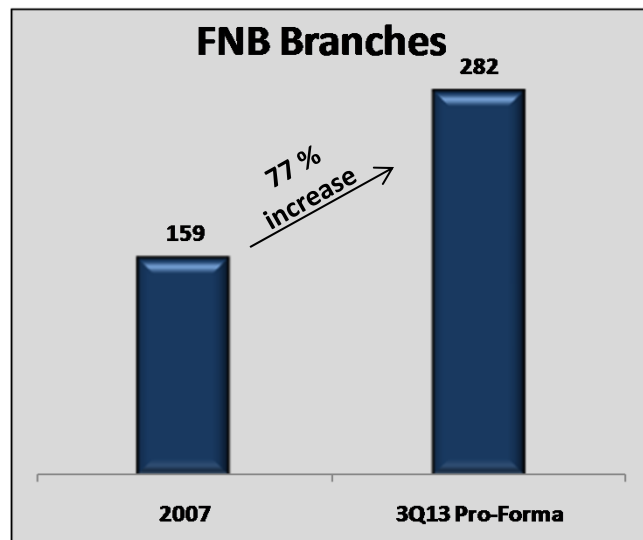


- FNB Locations (including ANNB)
- BCSB Locations
- PVFC Locations

**Continued Positive Progress Integrating Acquisitions
Team and Leadership Established
Regional Headquarters in Both Markets Announced
Results Tracking Well**

Expanded Franchise = Enhanced Organic Growth Prospects

Acquisition-Related Expansion in Higher Growth Markets Enhances Organic Growth Opportunities



Note: Market population and market businesses represent current metrics based on respective FNB MSA presence
Data per FNB, SNL Financial and/or U.S. Census Bureau (Businesses)



Strong Operating Results

3Q13 Highlights and Trends

3Q13 Financial Highlights – Quarterly Trends

		Current Quarter 3Q13	Prior Quarter 2Q13	Prior Year Quarter 3Q12
Operating Earnings⁽¹⁾	Net income (\$ millions)	\$32.2	\$30.1	\$29.9
	Earnings per diluted share	\$0.22	\$0.21	\$0.21
Profitability Performance	ROTE ⁽¹⁾	18.33%	17.33%	18.57%
	ROTA ⁽¹⁾	1.12%	1.08%	1.12%
	Net interest margin	3.64%	3.63%	3.70%
	Efficiency ratio	59.7%	58.6%	57.4%
Strong Balance Sheet Trends⁽²⁾	Total loan growth	9.3%	5.6%	4.7%
	Commercial loan growth	4.2%	5.8%	5.0%
	Consumer loan growth	25.3%	11.8%	12.0%
	Transaction deposits and customer repo growth ⁽³⁾	7.0%	7.4%	8.7%

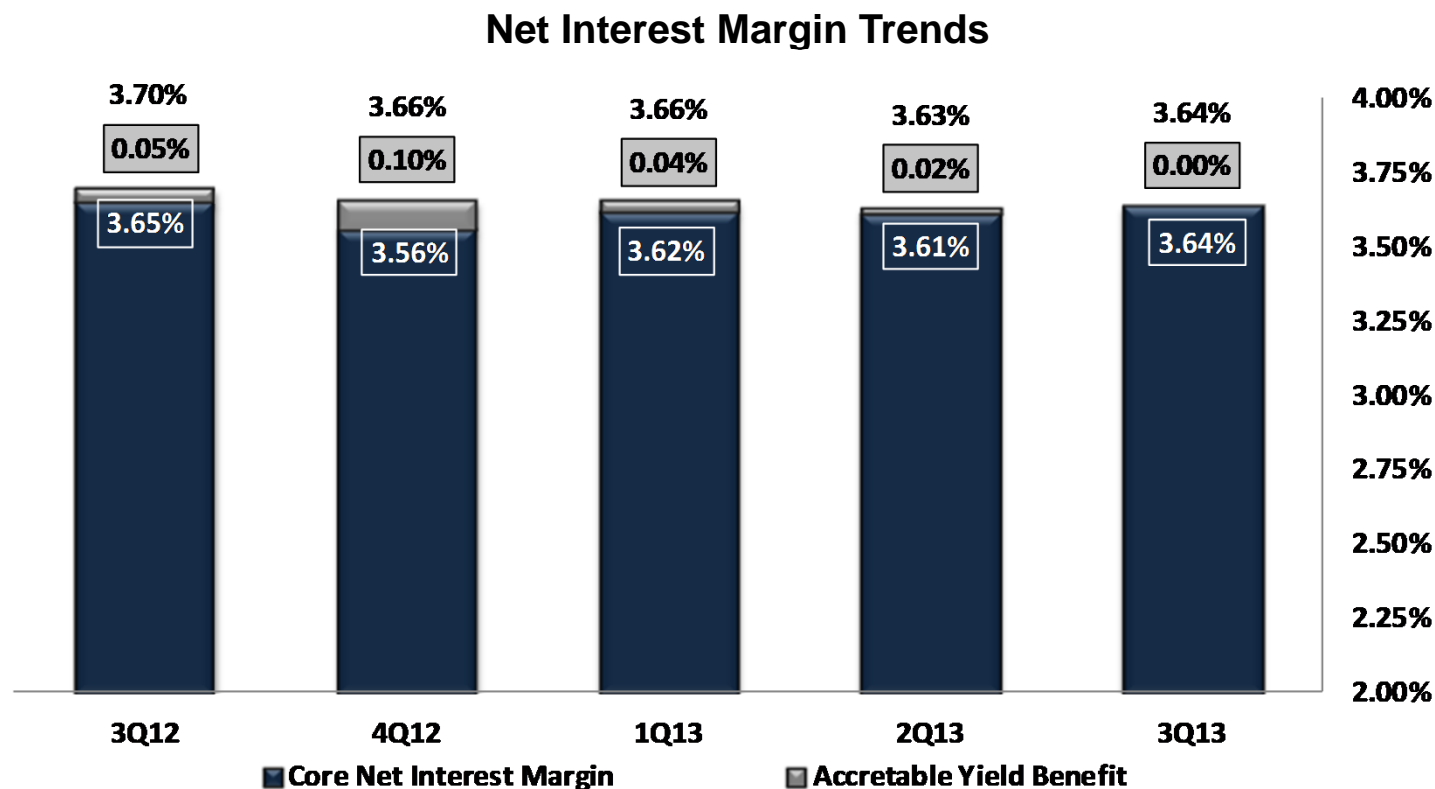
(1) Non-GAAP measure, refer to Appendix for GAAP to Non-GAAP Reconciliation details; (2) Average, annualized linked quarter organic growth results. Organic growth results exclude balances acquired in the ANNB acquisition 2Q13; (3) Total deposits excluding time deposits

Balance Sheet Highlights

Average Balances, \$ in Millions	3Q13	Linked-Quarter Growth ⁽¹⁾		3Q13 Highlights
	Balance	\$	%	
Securities	\$2,275	-\$20.7	-3.6%	<ul style="list-style-type: none"> Strong balance sheet growth, with continued momentum growing loans and transaction deposits
Total loans	\$8,730	\$200.2	9.3%	<ul style="list-style-type: none"> Growth in average total loans of \$200.2 million or 9.3% annualized
Commercial loans	\$4,783	\$49.6	4.2%	<ul style="list-style-type: none"> Growth in average transaction deposits and customer repurchase agreements of \$138.6 million or 7.0% annualized <ul style="list-style-type: none"> ✓ Growth driven by strong growth in average non-interest bearing deposits of \$131.8 million or 27.5% annualized
Consumer loans ⁽²⁾	\$2,860	\$171.5	25.3%	
Residential mortgage loans	\$1,043	-\$22.2	-8.3%	
Earning assets	\$11,048	\$161.6	5.9%	<ul style="list-style-type: none"> Transaction deposit growth further enhanced attractive deposit mix <ul style="list-style-type: none"> ✓ Lower cost, relationship-based transaction deposits and customer repurchase agreements represent 78% of total deposits and customer repurchase agreements compared to 74% at September 30, 2012⁽⁴⁾
Total deposits and customer repos	\$10,403	\$68.9	2.6%	
Transaction deposits and customer repos ⁽³⁾	\$8,011	\$138.6	7.0%	
Time deposits	\$2,392	-\$69.7	-11.2%	

(1) % growth annualized; (2) Includes Direct Installment, Indirect Installment and Consumer LOC portfolios; (3) Excludes time deposits; (4) Period-end as of September 30, 2013

Net Interest Margin Trends



- Relatively stable core net interest margin
- The net interest margin has benefited from the consistent growth in loans and transaction deposits
- Active net interest management through Pricing Committee and Asset/Liability Committee effective through focused efforts on managing interest rate risk strategy and margin preservation
- 3Q13 net interest income (FTE) totaled \$101.0 million, growing \$2.5 million, or 2.6%, linked quarter, and \$5.7 million, or 5.9%, compared to the prior year quarter

Asset Quality Results⁽¹⁾

<i>\$ in Thousands</i>	3Q13	2Q13	3Q12	3Q13 Highlights
NPL's+OREO/Total loans+OREO	1.49%	1.59%	1.69%	<ul style="list-style-type: none"> ▪ Solid performance with metrics remaining at good, consistent levels ▪ Net charge-offs very low at 0.26% annualized for the originated portfolio ▪ Provision for loan losses of \$7.3 million exceeds net charge-offs in support of the strong loan growth ▪ Reserve position consistent with prior quarter levels ▪ NPL's+OREO/Total loans +OREO improved from the prior quarter and the year-ago quarter ▪ Delinquency remained stable compared to the prior quarter and improved from the year-ago quarter
Total delinquency	1.44%	1.44%	1.66%	
Provision for loan losses ⁽²⁾	\$7,280	\$7,903	\$8,429	
Net charge-offs (NCO's) ⁽²⁾	\$5,507	\$7,325	\$7,362	
NCO's/Total average loans ⁽²⁾	0.25%	0.34%	0.37%	
NCO's/Total average originated loans	0.26%	0.33%	0.42%	
Allowance for loan losses/ Total loans	1.34%	1.35%	1.43%	
Allowance for loan losses/ Total non-performing loans	127.37%	121.68%	120.23%	

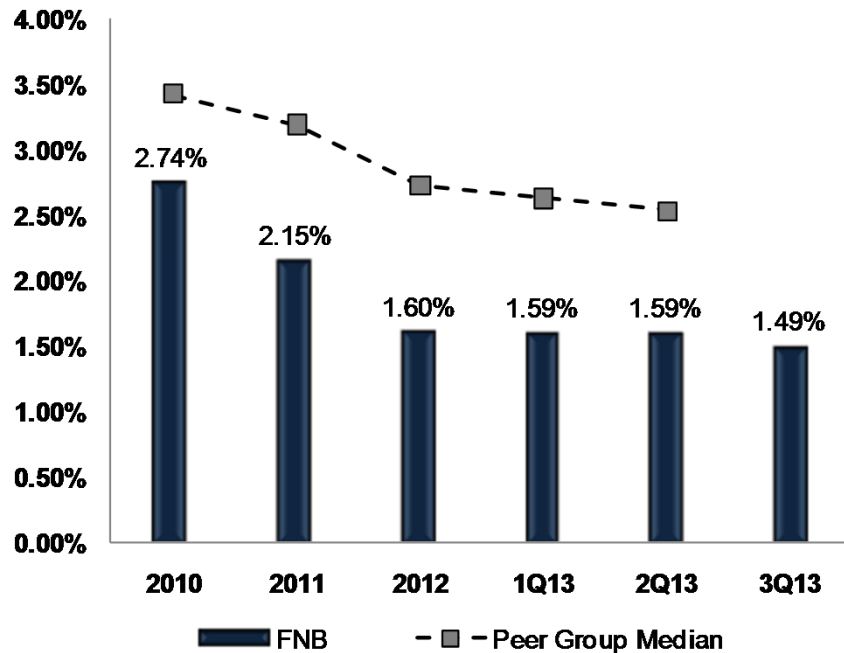
(1) Metrics shown are originated portfolio metrics unless noted as a total portfolio metric. "Originated portfolio" or "Originated loans" excludes loans acquired at fair value and accounted for in accordance with ASC 805 (effective January 1, 2009), as the risk of credit loss has been considered by virtue of the Corporation's estimate of fair value.

(2) Total portfolio metric

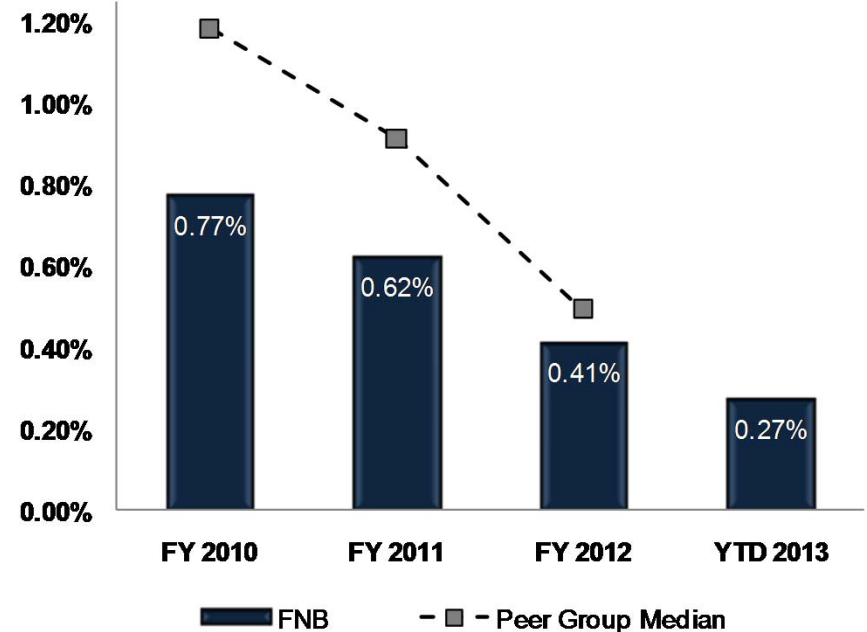
Asset Quality Trends

Asset Quality Trends Compare Favorably to Peer Results

NPL's+OREO/ Total Originated Loans+OREO⁽¹⁾⁽²⁾



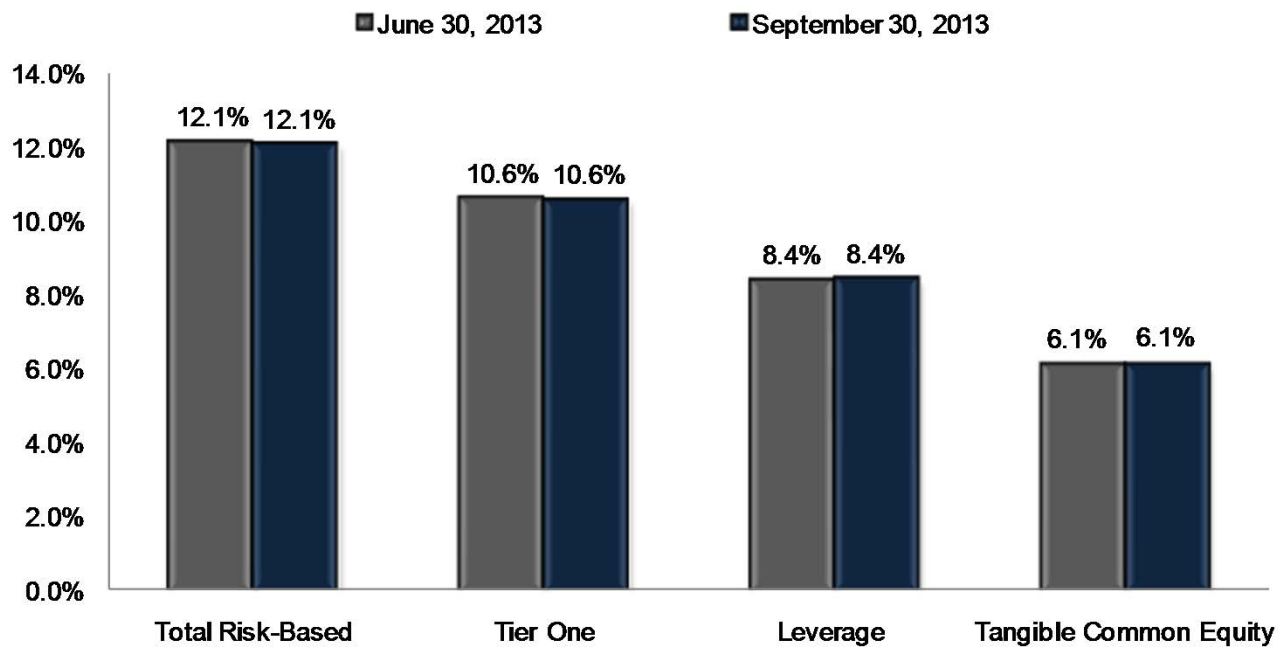
NCO's Originated Loans/ Total Originated Loans⁽¹⁾⁽³⁾



Peer data per SNL Financial, refer to Appendix for peer listing; (1) Metrics shown are originated portfolio. "Originated portfolio" or "Originated loans" excludes loans acquired at fair value and accounted for in accordance with ASC 805 (effective January 1, 2009), as the risk of credit loss has been considered by virtue of the Corporation's estimate of fair value; (2) Based on balances at quarter end for each period presented; (3) Full year or quarterly results annualized.

Capital Position

Capital Position as of September 30, 2013⁽¹⁾



(1) Regulatory risk-based ratios estimated as of September 30, 2013.



Investment Thesis

Long-Term Investment Thesis



Long-Term Investment Thesis - Return Focused

FNB's long-term investment thesis reflects a commitment to efficient capital management and creating value for our shareholders

Long-Term Investment Thesis

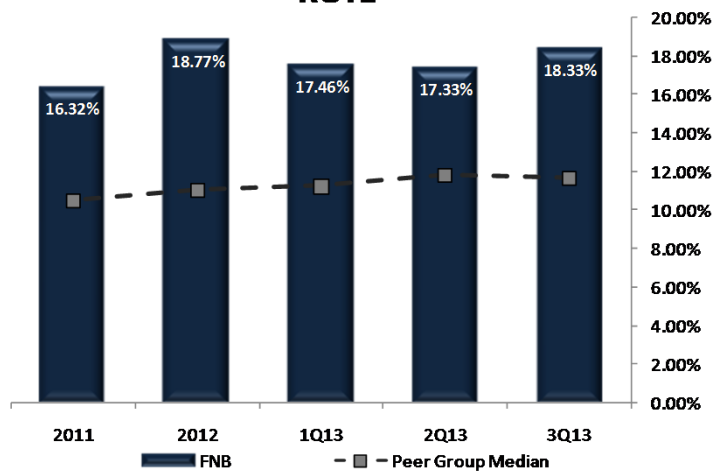
Targeted EPS Growth 5-6%

Targeted Dividend Yield 4-6%
(Targeted Payout Ratio 60-70%)

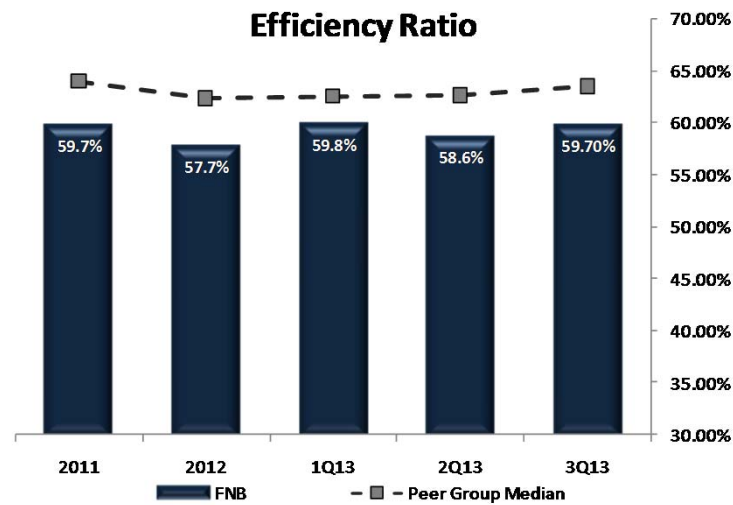
Implied Total Shareholder Return 9-12%

Operating Results Outperform Peers

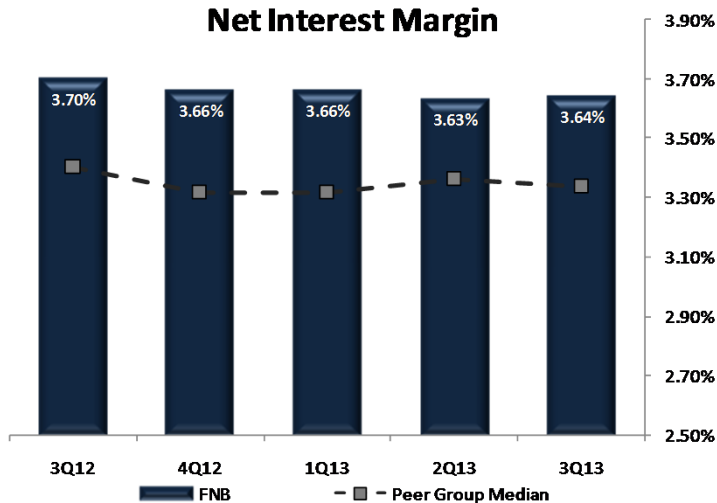
ROTE⁽¹⁾



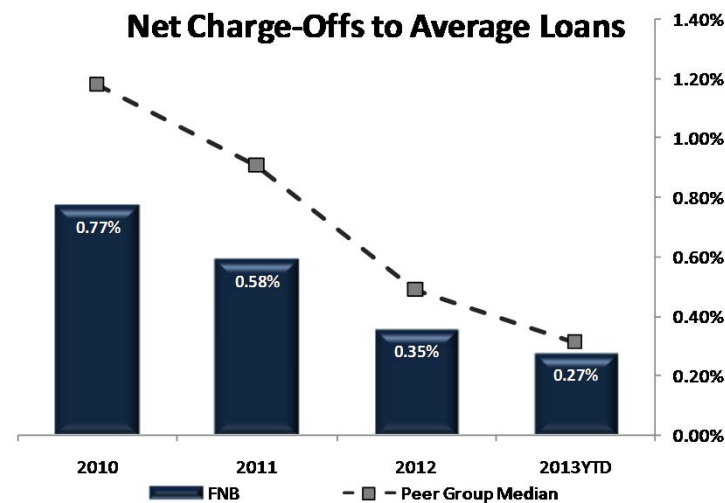
Efficiency Ratio



Net Interest Margin



Net Charge-Offs to Average Loans



The above represents full-year 2010, 2011, 2012 and/or quarterly, year-to-date results where noted. Refer to Supplemental Information for peer group listing.

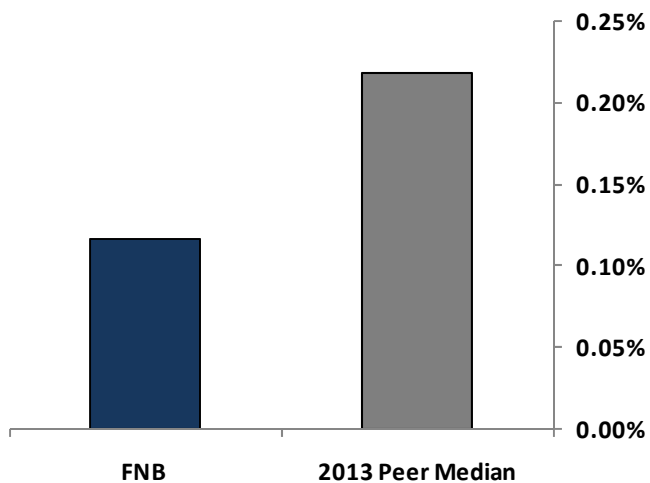
(1) Operating results, refer to Supplemental Information for details

Consistent Operating Results

FNB's ability to deliver consistent operating results exceeds peer results

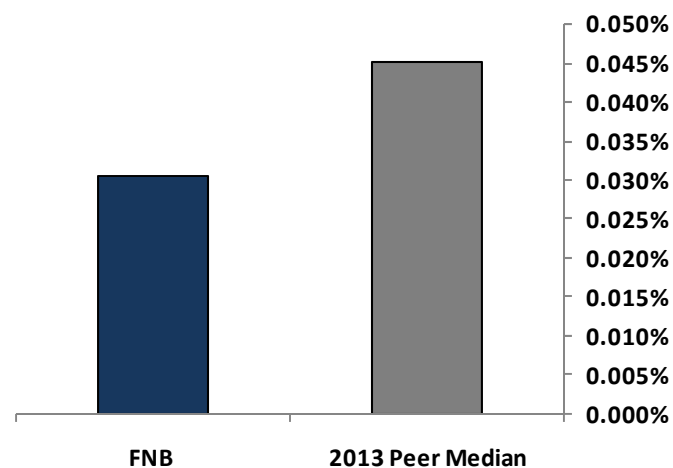
FNB and Peer Volatility (Standard Deviation 1Q10 – 3Q13)

ROAA Volatility



FNB = 85% Percentile

Revenue/Avg Assets Volatility

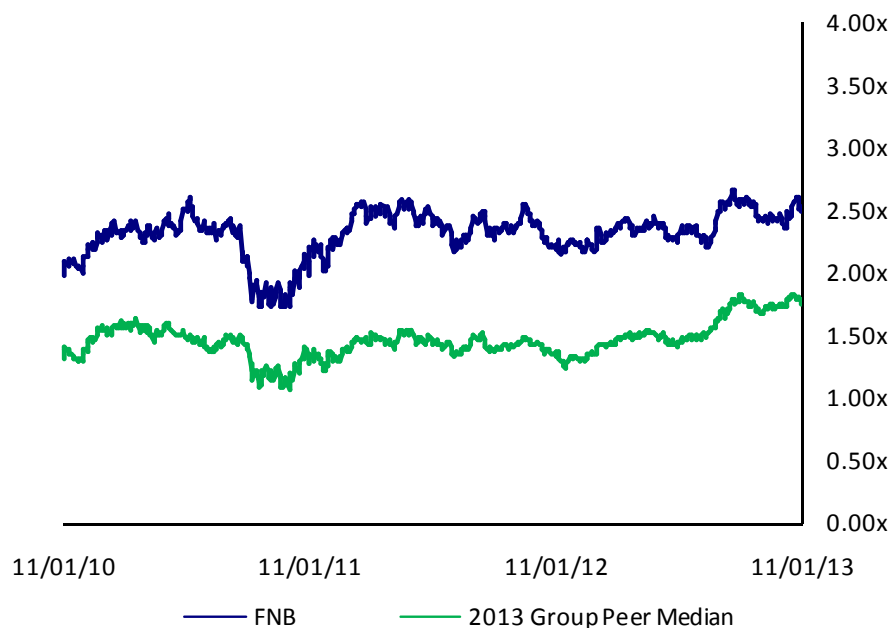


FNB = 94% Percentile

Attractive P/E Valuation Highlights Potential Upside

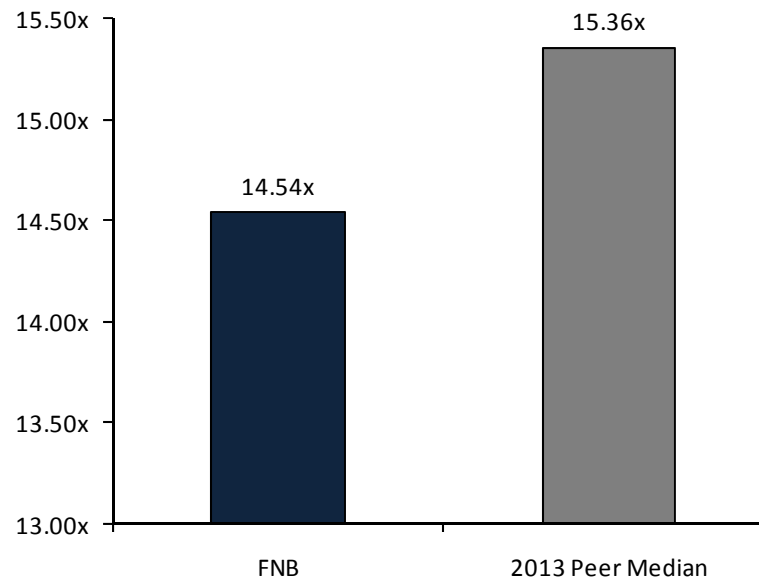
Historical Price / TBV Per Share (x)

Consistent premium to peers based on price to tangible book value per share



Price / 2014 EPS Estimate (x)

FNB currently reflects an attractive valuation based on future earnings



Market data per SNL Financial as of November 1, 2013. Refer to Supplemental Information for regional peer listing.

October 2013 Capital Actions – Proactive Capital Management

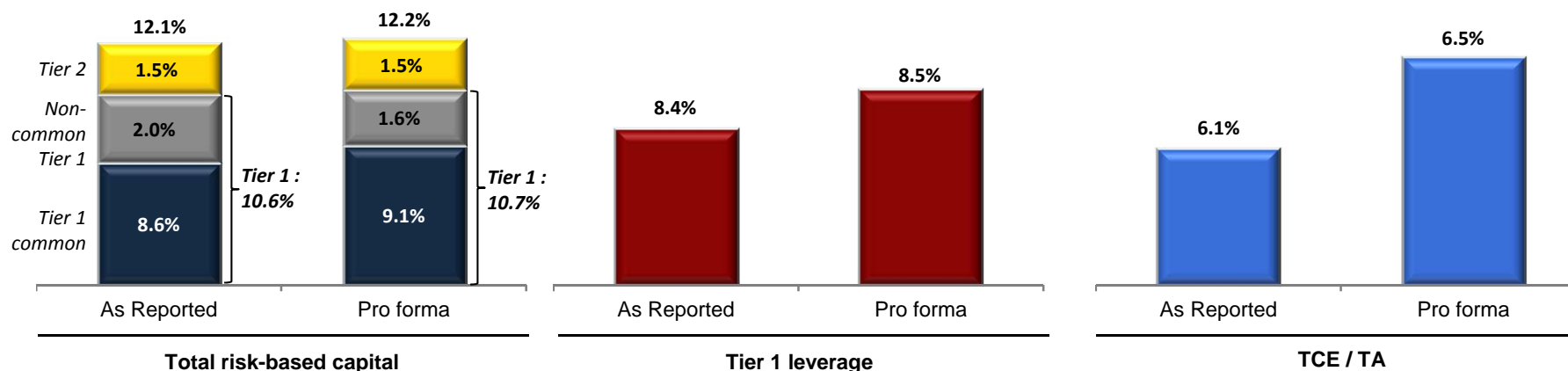
Transaction Overview

- ✓ Successfully raised \$151.2 million through a combination of common equity (4.7 million shares, \$54.5 million net proceeds, including over-allotment option exercised) and preferred equity (4.0 million shares, \$96.7 million net proceeds).

Proactive Capital Management Action

- ✓ Supports future growth opportunities and proactively positions F.N.B. for Basel III implementation¹, including the redemption of certain trust preferred securities
 - Demonstrated track record of robust loan growth (17 consecutive quarters of organic growth)
 - Positions FNB to redeem \$131.5mm of existing trust preferred securities at a weighted average cost of 4.33%² and potential repayment of BCSB's \$16.5mm of trust preferred securities upon anticipated closing of pending acquisition
 - Adds \$151mm of fully Basel III-compliant capital to support future balance sheet growth
 - Strengthens/improves quality of capital under Basel III; Tier 1 common improves ~50bps to 9.1%
- ✓ Current rate environment presented opportunity to access permanent capital at historically attractive levels
- ✓ Use of proceeds consistent with FNB's proactive and efficient capital management strategy

Reported and Pro-Forma Capital Ratios as of September 30, 2013³



¹Under Basel III Final rules, if a depository institution holding company under \$15 billion makes an acquisition and the resulting organization has total consolidated assets of \$15 billion or more, its non-qualifying capital instruments also will be subject to the phase-out schedule (25% includable in Tier 1 in 2015 and 0% includable in Tier 1 in 2016); ² Weighted average cost of redeemed trust preferred securities assumes 3 month LIBOR of 0.24%; ³ Pro forma capital ratios do not include impacts from PVF Capital and BCSB transactions; capital ratios shown on a Basel I basis



Supplemental Information



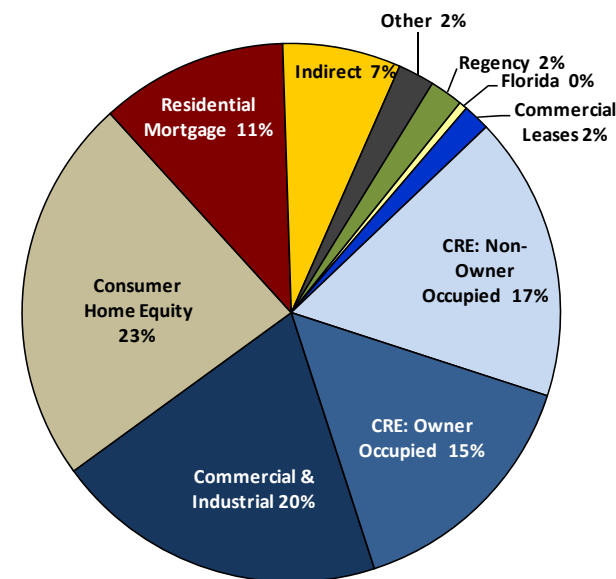
Supplemental Information Index

- Diversified Loan Portfolio
- Deposits and Customer Repurchase Agreements
- Investment Portfolio
- Loan Risk Profile
- Marcellus and Utica Shale Exposure
- Regency Finance Company Profile
- Regional Peer Group Listing
- GAAP to Non-GAAP Reconciliation

Diversified Loan Portfolio

(\$ in millions)	9/30/2013	CAGR	% of Portfolio	
	Balance	12/08-9/30/13	12/31/08	9/30/13
C&I	\$1,755	13.9%	16%	20%
CRE: Non-Owner Occupied	1,555	11.4%	16%	17%
CRE: Owner Occupied	1,317	5.9%	17%	15%
Commercial Leases	142	32.7%	1%	2%
Total Commercial	\$4,769	10.9%	50%	54%
Consumer Home Equity	2,042	11.6%	21%	23%
Residential Mortgage	987	12.0%	10%	11%
Indirect	624	4.4%	9%	7%
Other	192	4.5%	3%	2%
Regency	175	2.2%	2%	2%
Florida	49	-31.4%	5%	<1%
Total Loan Portfolio	\$8,837	9.2%	100%	100%

**\$8.8 Billion Loan Portfolio
September 30, 2013**



*C&I + Owner Occupied CRE =
35% of Total Loan Portfolio*

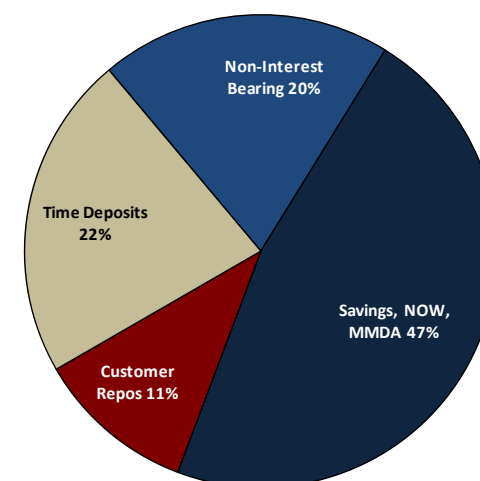
- Well diversified portfolio
- Strong growth results driven by commercial loan growth

Note: Balance, CAGR and % of Portfolio based on period-end balances

Deposits and Customer Repurchase Agreements

(\$ in millions)	9/30/2013	CAGR	Mix %	
	Balance	12/08-9/13	12/31/08	9/30/13
Savings, NOW, MMDA	\$4,981	12.8%	44%	47%
Time Deposits	2,360	0.4%	36%	22%
Non-Interest Bearing	2,116	19.2%	14%	20%
Customer Repos	1,101	22.8%	6%	11%
Total Deposits and Customer Repo Agreements	\$10,558	10.9%	100%	100%
Transaction Deposits⁽¹⁾ and Customer Repo Agreements	\$8,198	15.4%	64%	78%

**\$10.6 Billion Deposits and
Customer Repo Agreements
September 30, 2013**



**Loans to Deposits and Customer Repo Agreements Ratio =
84% at September 30, 2013**

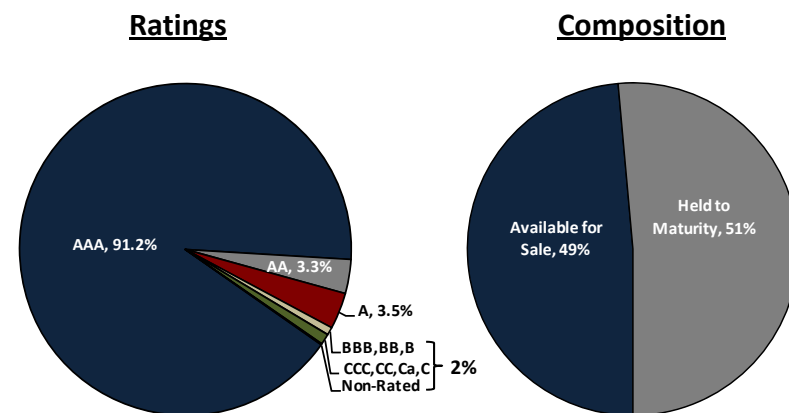
- New client acquisition and relationship-based focus reflected in favorable deposit mix
 - 15.4% average growth for transaction deposits and customer repo agreements⁽²⁾
 - 78% of total deposits and customer repo agreements are transaction-based deposits⁽¹⁾

Note: Balance, CAGR and % of Portfolio based on period-end balances; (1) Transaction deposits include savings, NOW, MMDA and non-interest bearing deposits; (2) December 31, 2008 through September 30, 2013

Investment Portfolio

(\$ in millions ⁽¹⁾)	%		Ratings	
	Portfolio	Investment %		
Agency MBS	\$878	37%	AAA	100%
CMO Agency	831	35%	AAA	100%
Agency Senior Notes	376	16%	AAA	100%
Municipals	153	7%	AAA	2%
			AA	50%
			A	47%
			BBB	1%
Trust Preferred ⁽²⁾	35	1%	BBB	5%
			BB	13%
			B	12%
			CCC	8%
			Ca	2%
			C	60%
Short Term	49	2%	AAA	100%
CMO Private Label	9	1%	AA	23%
			A	12%
			BBB	34%
			BB	31%
Corporate	10	1%	A	100%
Bank Stocks	2	-	Non-Rated	
Commercial MBS	2	-	AAA	100%
US Treasury	1	-	AAA	100%
Total Investment Portfolio	\$2,346	100%		

Highly Rated \$2.3 Billion Investment Portfolio September 30, 2013



- 95% of total portfolio rated AA or better, 98% rated A or better
- Relatively low duration of 3.4
- Portfolio comprised of 49% AFS and 51% HTM
- Municipal bond portfolio
 - Highly rated with an average rating of AA and 99% of the portfolio rated A or better
 - General obligation bonds = 99.0% of portfolio
 - 78.0% from municipalities located throughout Pennsylvania

(1) Amounts reflect GAAP; (2) Original cost of \$ 104 million, adjusted cost of \$43 million, fair value of \$35 million

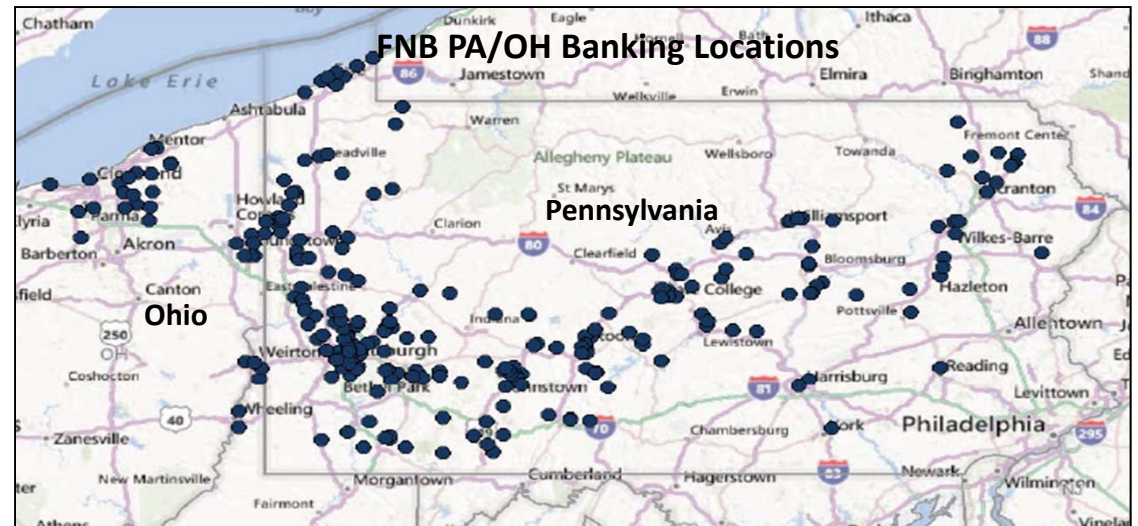
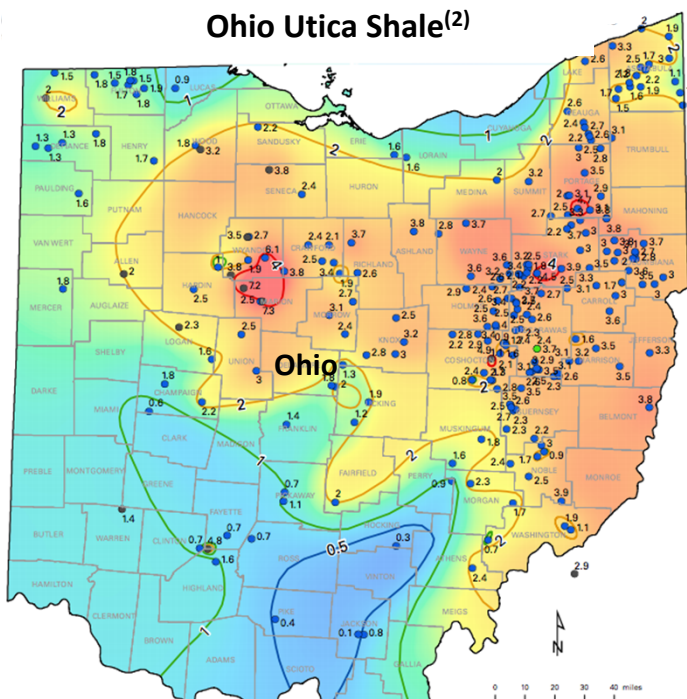
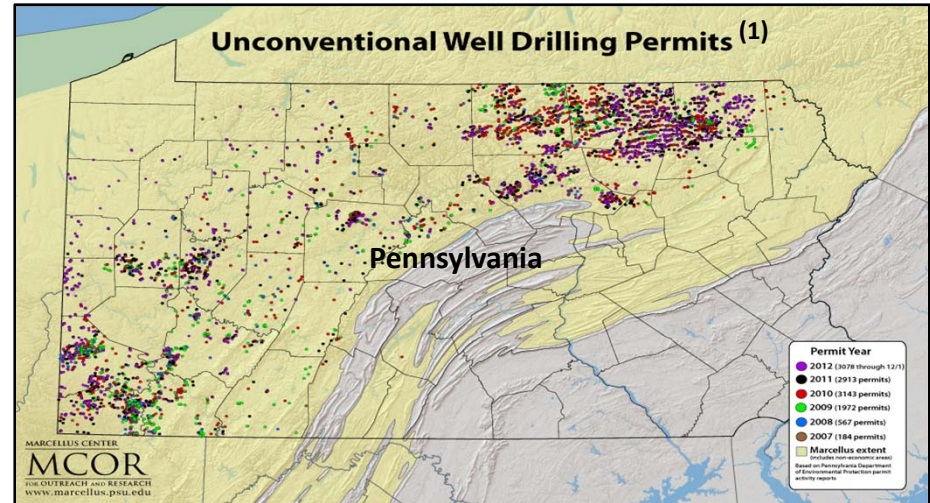
Loan Risk Profile

<i>\$ in millions</i>	Balance 9/30/2013	% of Loans	NPL's/Loans ⁽¹⁾	YTD Net Charge- Offs/Loans ⁽¹⁾	Total Past Due/Loans ⁽¹⁾
Commercial and Industrial	\$1,755	19.9%	0.48%	0.22%	0.75%
CRE: Non-Owner Occupied	1,555	17.6%	1.04%	0.24%	1.25%
CRE: Owner Occupied	1,317	14.9%	2.02%	0.08%	2.32%
Home Equity and Other Consumer	2,181	24.7%	0.48%	0.20%	0.88%
Residential Mortgage	987	11.2%	1.22%	0.11%	2.63%
Indirect Consumer	624	7.1%	0.16%	0.35%	1.00%
Regency Finance	175	2.0%	4.09%	3.72%	3.75%
Commercial Leases	142	1.6%	0.55%	0.16%	1.14%
Florida	49	0.6%	22.14%	-2.17%	22.14%
Other	53	0.6%	0.00%	2.31%	0.11%
Total	\$8,837	100.0%	1.05%	0.27%	1.44%

(1) Originated portfolio metric

Marcellus and Utica Shale Exposure

- ✓ FNB is well-positioned in the Marcellus Shale and Utica Shale regions with a Pennsylvania footprint that closely aligns with the Marcellus Shale concentration and exposure to the Utica Shale region in Ohio.
- ✓ FNB has been noted by analysts as being one of the best geographically positioned banks to benefit from the Marcellus Shale.⁽³⁾

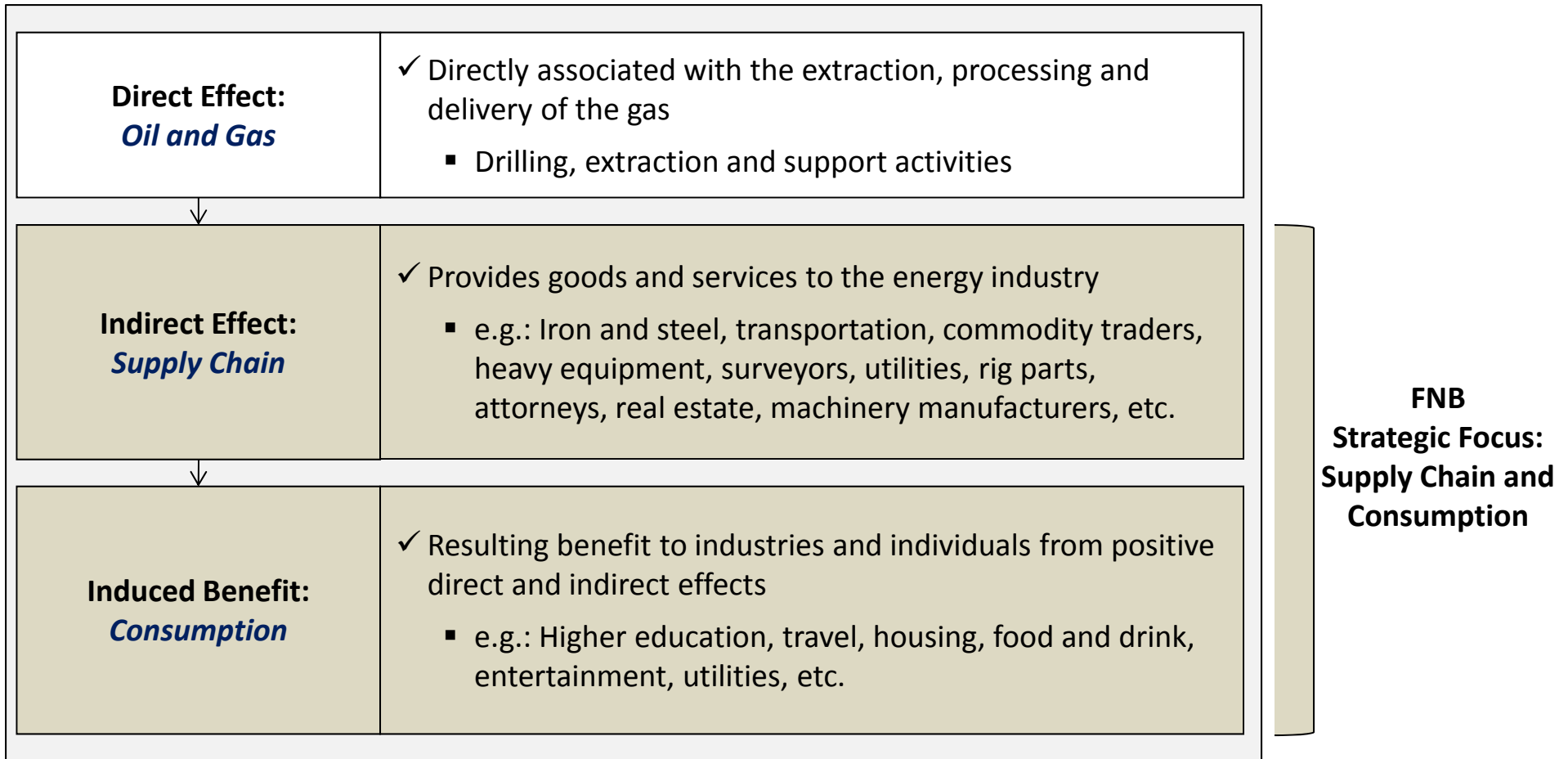


(1) Sources: www.marcellus.psu.edu, retrieved May 3, 2013; (2) www.dnr.state.oh.us, retrieved June 5, 2013; (3) Sterne Agee June 7, 2010 and FBR Capital Markets, March 2, 2011.



Marcellus and Utica Shale FNB Strategic Focus

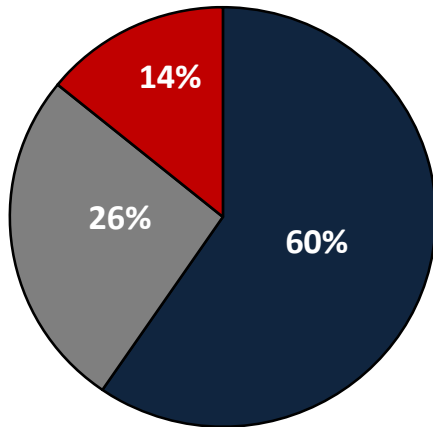
Opportunity for FNB relates to potential indirect and induced economic benefits across footprint



Regency Finance Company Profile

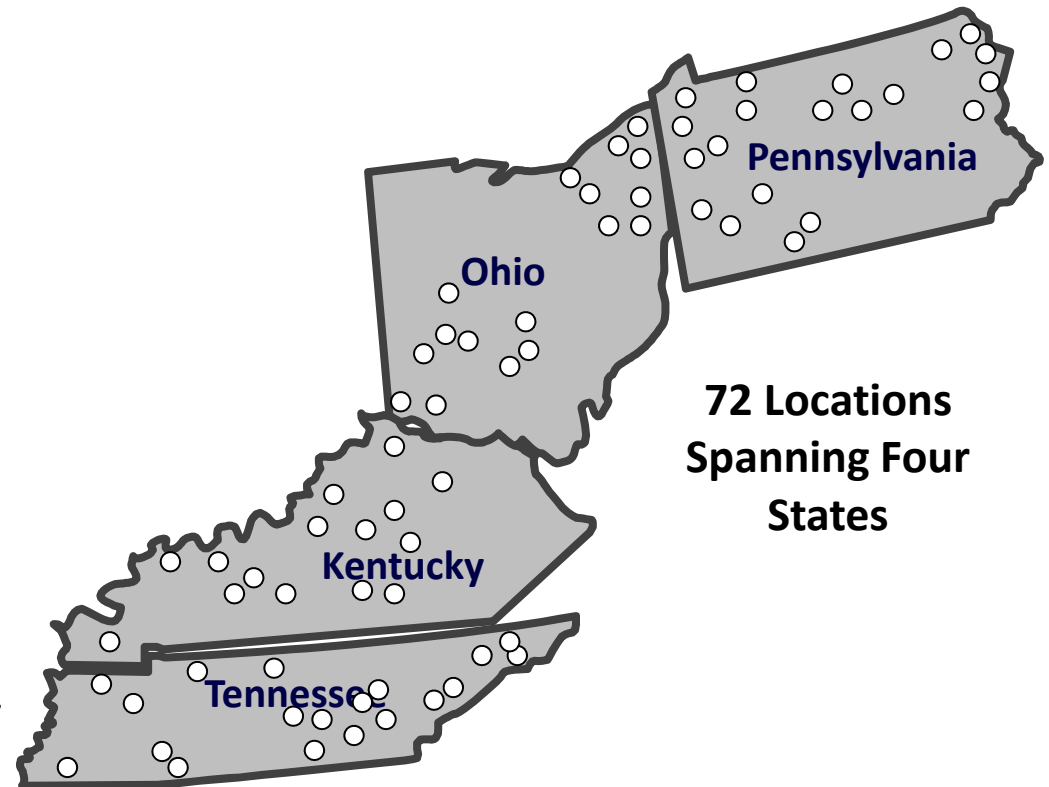
- Consumer finance business with over 80 years of consumer lending experience
- Credit quality: 3Q13 YTD net charge-offs to average loans of 3.71%
- Returns: 3Q13 YTD: ROA 3.89%, ROE 42.00%, ROTE 47.16%

Regency Finance Company \$175 Million Loan Portfolio



■ Direct ■ Real Estate ■ Sales Finance

86% of Real Estate Loans are First Mortgages





Regional Peer Group Listing

Ticker	Institution
ASBC	Associated Bancorp
AF	Astoria Financial Corporation
CBSH	Commerce Bancshares, Inc.
FMER	First Merit Corp.
FULT	Fulton Financial Corporation
MBFI	MB Financial, Inc
NPBC	National Penn Bancshares, Inc.

Ticker	Institution
ONB	Old National Bancorp
PVTB	Private Bancorp, Inc.
SUSQ	Susquehanna Bancshares, Inc.
UMBF	UMB Financial Corp.
VLY	Valley National Bancorp
WBS	Webster Financial Corporation
WTFC	Wintrust Financial Corporation

GAAP to Non-GAAP Reconciliation

Operating: Earnings, Return on Avg Tangible Equity, Return on Avg Tangible Assets

	For the Quarter Ended			September 30, 2012	For the Year Ended		
	September 30, 2013	June 30, 2013	March 31, 2013		2012	2011	2010
Operating net income							
Net income	\$31,634	\$29,193	\$28,538	\$30,743	\$110,410	\$87,047	\$74,652
Add: Merger and severance costs, net of tax	593	1,915	229	57	5,203	3,238	402
Add: Litigation settlement accrual, net of tax	-	-	-	-	1,950	-	-
Add: Branch consolidation costs, net of tax	-	-	-	-	1,214	-	-
Less: Gain on extinguishment of debt, net of tax	-	(1,013)	-	-	-	-	-
Less: Gain on sale of building, net of tax	-	-	-	(942)	(942)	-	-
Less: One-time pension expense credit	-	-	-	-	-	-	(6,853)
Operating net income	<u>\$32,227</u>	<u>\$30,095</u>	<u>\$28,767</u>	<u>\$29,858</u>	<u>\$117,835</u>	<u>\$90,285</u>	<u>\$68,201</u>
Operating diluted earnings per share							
Diluted earnings per share	\$0.22	\$0.20	\$0.20	\$0.22	\$0.79	\$0.70	\$0.65
Add: Merger and severance costs, net of tax	0.00	0.02	0.00	0.00	0.04	0.02	0.00
Add: Litigation settlement accrual, net of tax	-	-	-	-	0.01	-	-
Add: Branch consolidation costs, net of tax	-	-	-	-	0.01	-	-
Less: Gain on extinguishment of debt, net of tax	-	(0.01)	-	-	-	-	-
Less: Gain on sale of building	-	-	-	(0.01)	(0.01)	-	-
Less: One-time pension expense credit	-	-	-	-	-	-	(0.05)
Operating diluted earnings per share	<u>\$0.22</u>	<u>\$0.21</u>	<u>\$0.20</u>	<u>\$0.21</u>	<u>\$0.84</u>	<u>\$0.72</u>	<u>\$0.60</u>
Operating return on average tangible equity							
Operating net income (annualized)	\$127,858	\$120,706	\$116,668	\$118,784	\$117,835	\$90,285	\$68,201
Amortization of intangibles, net of tax (annualized)	5,455	5,538	5,237	5,798	5,938	4,698	4,364
	<u>\$133,313</u>	<u>\$126,244</u>	<u>\$121,904</u>	<u>\$124,582</u>	<u>\$123,773</u>	<u>\$94,983</u>	<u>\$72,565</u>
Average shareholders' equity	\$1,475,751	\$1,473,945	\$1,410,827	\$1,385,282	\$1,376,493	\$1,181,941	\$1,057,732
Less: Average intangible assets	748,592	745,458	712,466	714,501	717,031	599,851	564,448
Average tangible equity	<u>\$727,159</u>	<u>\$728,487</u>	<u>\$698,361</u>	<u>\$670,781</u>	<u>\$659,462</u>	<u>\$582,089</u>	<u>\$493,284</u>
Operating return on average tangible equity	<u>18.33%</u>	<u>17.33%</u>	<u>17.46%</u>	<u>18.57%</u>	<u>18.77%</u>	<u>16.32%</u>	<u>14.71%</u>
Operating return on average tangible assets							
Operating net income (annualized)	\$127,858	\$120,706	\$116,668	\$118,784	\$117,834	\$90,285	\$68,201
Amortization of intangibles, net of tax (annualized)	5,455	5,538	5,237	5,798	5,938	4,698	4,364
	<u>\$133,313</u>	<u>\$126,244</u>	<u>\$121,904</u>	<u>\$124,582</u>	<u>\$123,772</u>	<u>\$94,983</u>	<u>\$72,565</u>
Average total assets	\$12,615,338	\$12,470,029	\$12,004,759	\$11,842,204	\$11,782,821	\$9,871,164	\$8,906,734
Less: Average intangible assets	748,592	745,458	712,466	714,501	717,031	599,851	564,448
Average tangible assets	<u>\$ 11,866,746</u>	<u>\$ 11,724,570</u>	<u>\$ 11,292,292</u>	<u>\$ 11,127,704</u>	<u>\$ 11,065,789</u>	<u>\$ 9,271,313</u>	<u>\$ 8,342,286</u>
Operating return on average tangible assets	<u>1.12%</u>	<u>1.08%</u>	<u>1.08%</u>	<u>1.12%</u>	<u>1.12%</u>	<u>1.02%</u>	<u>0.87%</u>