

# WELCOME

Annual Shareholders' Meeting  
May 21, 2014



# STEPHEN GURGOVITS

Chairman  
F.N.B. Corporation



# CALL TO ORDER



# FORWARD-LOOKING STATEMENTS

FORWARD-LOOKING STATEMENTS: This presentation contains certain “forward-looking statements” relating to present or future trends or factors affecting the financial services industry and specifically the operations, markets and products of F.N.B. Corporation. These statements identified by words such as “believes”, “expects”, “projects”, “anticipates”, and similar expressions, are forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act. Actual results could differ from those projected. F.N.B. undertakes no obligation to release revisions to these statements or to reflect events or circumstances after the date of this presentation.

# VINCENT DELIE

President & C.E.O.  
F.N.B. Corporation



# DAVID MOGLE

Corporate Secretary  
F.N.B. Corporation



# AGENDA

- Official Business Matters
- C.E.O. Comments
- Questions & Answers
- Refreshments

# SECRETARY'S REPORT

- Notice Mailed April 2, 2014
- Quorum
- 2013 Annual Meeting Minutes



# ELECTION OF DIRECTORS



# NOMINEES

William Campbell

James Chiafullo

Vincent Delie

Laura Ellsworth

Robert Goldstein

Stephen Gurgovits

David Malone

# NOMINEES

Stephen Martz

Robert McCarthy

David Motley

Arthur Rooney, II

John Rose

John Stanik

William Strimbu

Earl Wahl

# ADVISORY PROPOSAL

## Named Executive Officer Compensation

# ACCOUNTING FIRM

## Ratification of Ernst & Young LLP Appointment

# JUDGES OF ELECTION

Cynthia Christopher

Tammy Daniello

Debbie Yuran

# VOTING



# C.E.O. COMMENTS





# INTRODUCTIONS



# VINCE CALABRESE

Chief Financial Officer  
F.N.B. Corporation



# GARY GUERRIERI

Chief Credit Officer  
F.N.B. Corporation



# JOHN WILLIAMS

President  
First National Bank  
of Pennsylvania



Focused on Delivering  
Long-Term Shareholder Value

**150<sup>th</sup> Anniversary**

**2013 Financial Results**

**Shareholder Returns**



# CELEBRATING 150 YEARS

		<b>Assets</b>
<b>1864</b>	First National Bank of West Greenville chartered	\$60,000
<b>1946</b>	Norman P. Mortensen named President	\$2,000,000
<b>1961</b>	Stephen J. Gurgovits joins FNB	\$30,000,000
<b>1972</b>	Peter Mortensen named President	\$80,000,000
<b>1975</b>	F.N.B. Corporation formed as a BHC	\$120,000,000
<b>1988</b>	Stephen J. Gurgovits named President of Bank	\$900,000,000
<b>1992</b>	First National Bank of Pennsylvania name adopted	\$1,400,000,000
<b>1997</b>	Merged with two Florida banks	\$2,700,000,000
<b>2003</b>	NYSE listed as FNB	\$8,300,000,000
<b>2004</b>	Divided Corporation from Florida operations	\$4,600,000,000
	Stephen J. Gurgovits named President and CEO of FNB	
<b>2009</b>	Vincent J. Delie, Jr. named President and CEO of Bank	\$8,700,000,000
<b>2011</b>	John C. Williams named President of Bank	\$9,000,000,000
<b>2012</b>	Vincent J. Delie, Jr. named President and CEO of FNB	\$11,700,000,000
	Stephen J. Gurgovits becomes Chairman	

**Today**

**Market Capitalization of Over \$2.0 Billion, Total Assets of \$14.5 Billion  
and Over 3,000 Employees Serving Over 1.2 Million Customers**

# 2013 FINANCIAL RESULTS

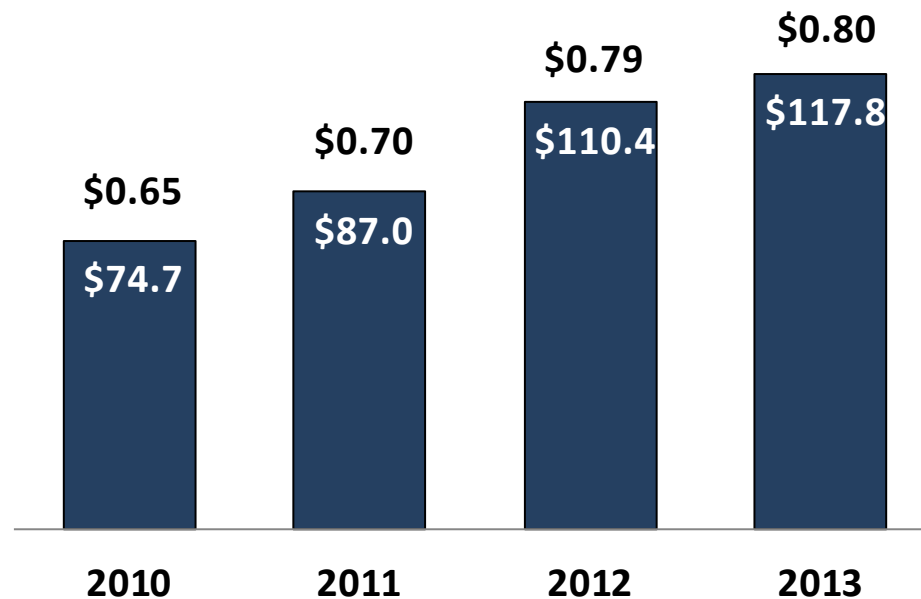
## Record Net Income

Net income available to common shareholders

**\$117.8 million**

Earnings per diluted common share

**\$0.80**



■ Net Income Available to Common Shareholders  
■ Earnings per Diluted Common Share

# 2013 FINANCIAL RESULTS

## 2013 Operating Performance Relative to Peers

		<u>FNB</u> <u>2013</u> <u>Results</u>	<u>Percentile</u> <u>Rank</u> <u>Relative to</u> <u>Peers</u>
<b>Profitability</b>	Return on Average Tangible Common Equity	17.35%	98 <sup>th</sup>
	Return on Average Tangible Assets	1.09%	66 <sup>th</sup>
	Efficiency Ratio	59%	73 <sup>rd</sup>
	Net Interest Margin	3.65%	70 <sup>th</sup>
<b>Revenue</b>	Revenue Growth	5.3%	79 <sup>th</sup>
<b>Asset Quality</b>	Net Charge-Offs to Average Loans	0.28%	54 <sup>th</sup>
	Non-Performing Assets to Total Assets	0.88%	62 <sup>nd</sup>

Return on average tangible common equity, return on average tangible assets, revenue growth on an operating basis



# LOAN GROWTH

## Total Loans At Period-End

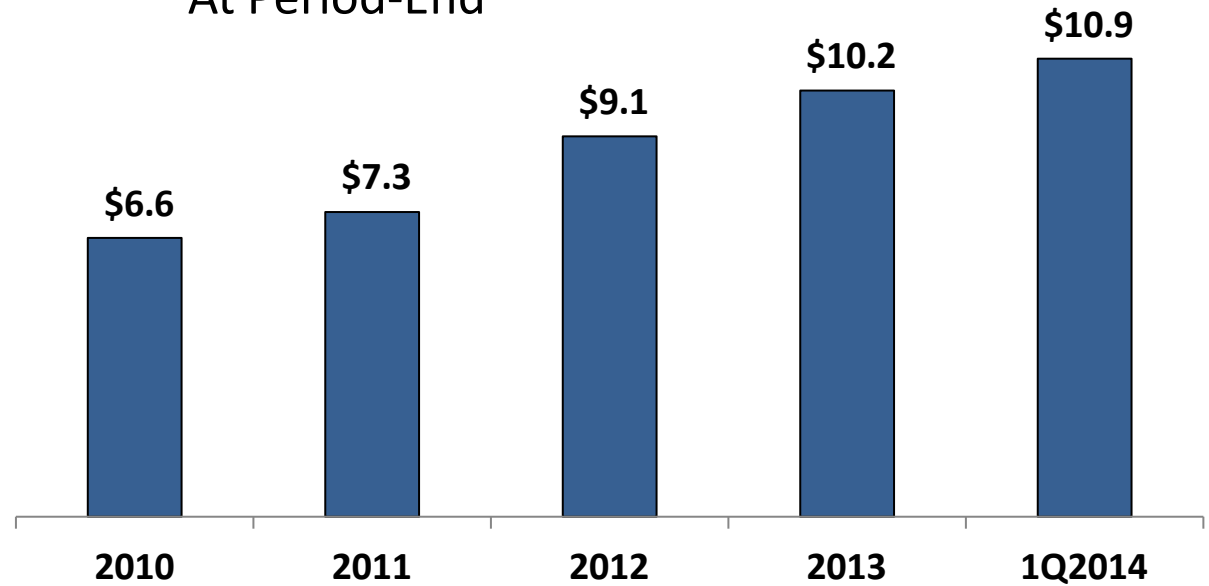


2010 – 1Q14 Loan Growth CAGR	
FNB	16%
Peer Median	7%

	2011	2012	2013	1Q2014
<b>FNB Loan Growth</b>	<b>13%</b>	<b>19%</b>	<b>17%</b>	<b>5%</b>
Peer Median Loan Growth	2%	9%	5%	2%
<b>FNB % Ranking Relative to Peers</b>	<b>77%</b>	<b>86%</b>	<b>89%</b>	<b>94%</b>

# DEPOSIT GROWTH

## Total Deposits At Period-End

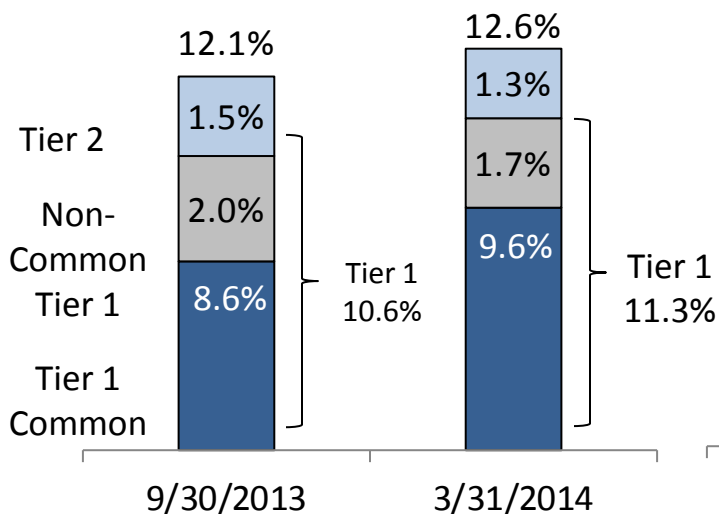


2010 – 1Q14 Deposit Growth CAGR	
FNB	17%
Peer Median	8%

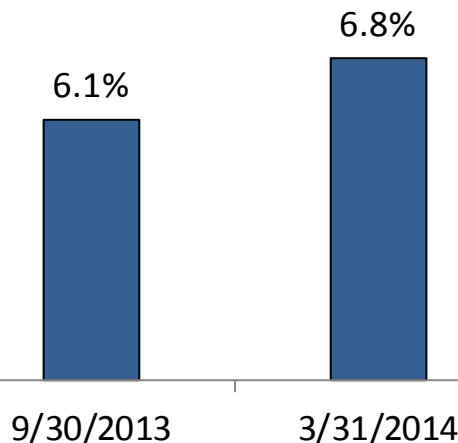
	2011	2012	2013	1Q2014
<b>FNB Deposit Growth</b>	<b>10%</b>	<b>25%</b>	<b>12%</b>	<b>7%</b>
Peer Median Deposit Growth	7%	10%	1%	1%
<b>FNB % Ranking Relative to Peers</b>	<b>62%</b>	<b>93%</b>	<b>79%</b>	<b>96%</b>

# CAPITAL POSITION

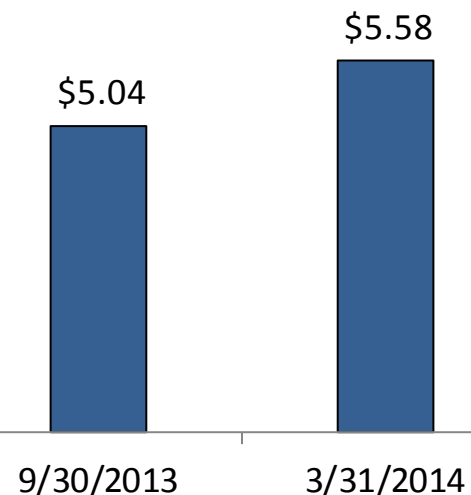
## Total Risk-Based Capital



## Tangible Common Equity/ Tangible Assets



## Tangible Book Value Per Share



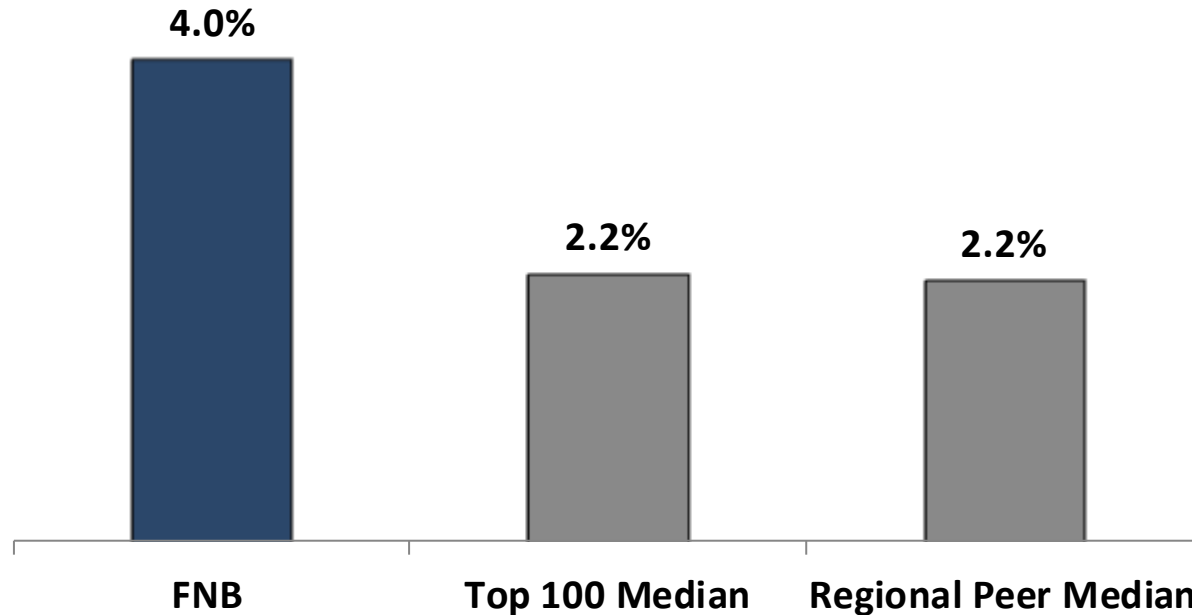
### Capital Position Strengthened

#### March 31, 2014 Capital Levels Compared to September 30, 2013:

- ✓ 11% increase in tangible common equity to tangible assets ratio
- ✓ 11% increase in tangible book value per share

# CURRENT DIVIDEND YIELD

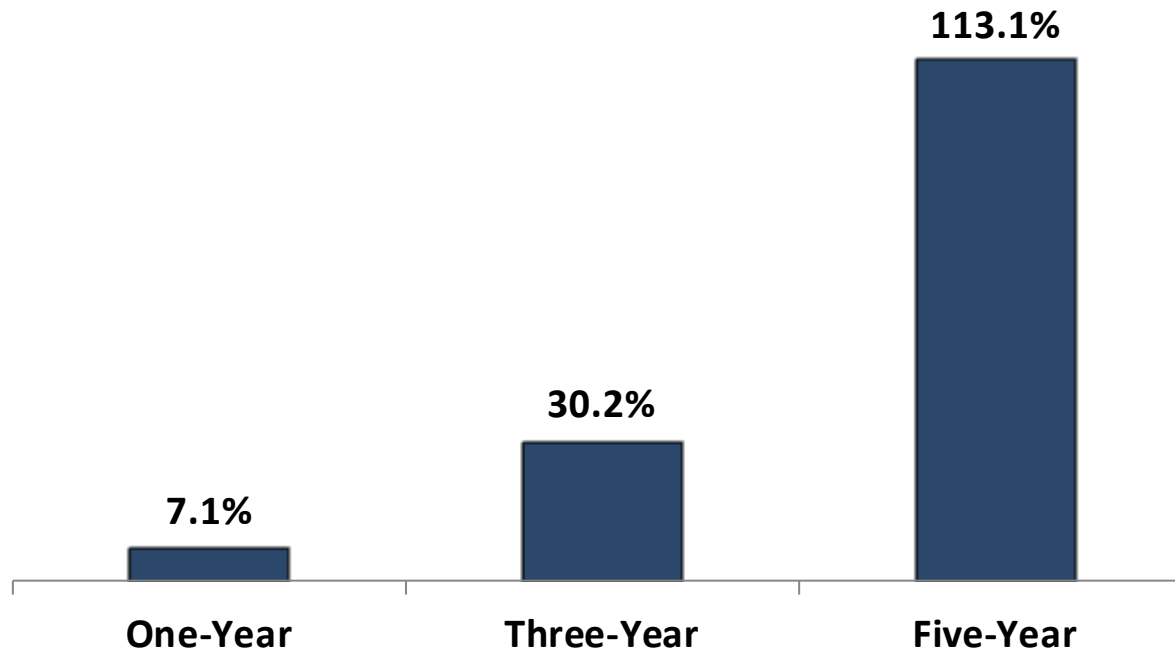
**FNB and Peers Current Dividend Yield**  
As of May 16, 2014



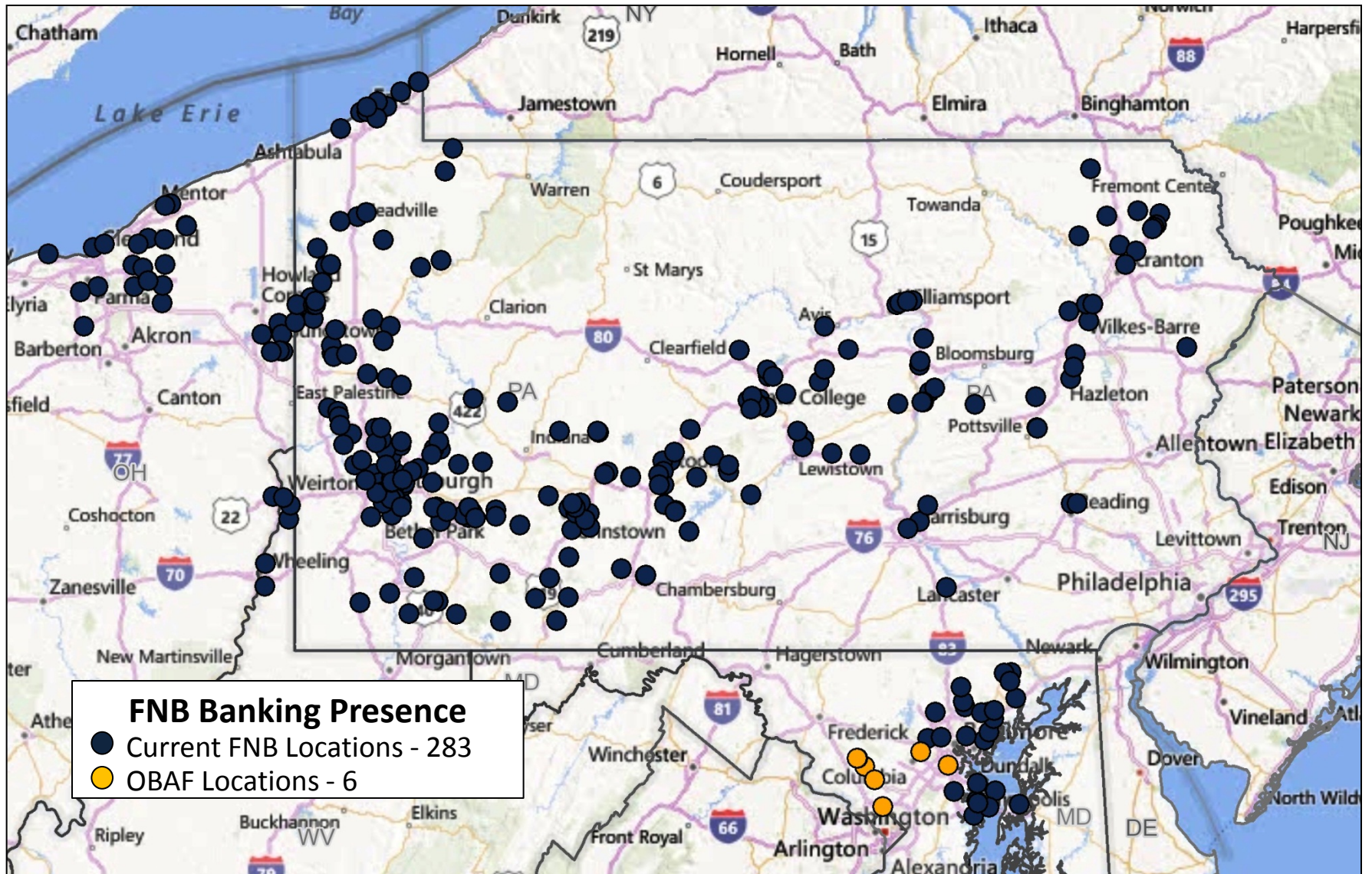
- ✓ **8<sup>th</sup> highest dividend yield among the largest 100 banks and thrifts in the nation**
- ✓ **5<sup>th</sup> highest dividend yield among regional bank peer group**

# TOTAL SHAREHOLDER RETURN

## FNB Total Shareholder Return As of May 16, 2014



# BANKING FOOTPRINT



# VOTING RESULTS



# CONGRATULATIONS

William Campbell

James Chiafullo

Vincent Delie

Laura Ellsworth

Robert Goldstein

Stephen Gurgovits

David Malone



# CONGRATULATIONS

Stephen Martz  
Robert McCarthy  
David Motley  
Arthur Rooney, II  
John Rose  
John Stanik  
William Strimbu  
Earl Wahl

# ADVISORY PROPOSAL

## Named Executive Officer Compensation

# ACCOUNTING FIRM

## Ratification of Ernst & Young LLP Appointment

# BUSINESS CONCLUDED



# VINCENT DELIE

President & C.E.O.  
F.N.B. Corporation



# QUESTIONS AND ANSWERS



THANK YOU  
FOR ATTENDING



# GAAP to Non-GAAP Reconciliation

	<u>Year Ended December 31, 2013</u>	
<b>Operating net income</b>		
Net income	\$	117,804
Add: Merger and severance costs, net of tax		5,336
Add: Debt redemption costs, net of tax		1,412
Less: Gain on extinguishment of debt, net of tax		(1,013)
Operating net income	\$	<u>123,540</u>
<b>Operating return on average tangible common equity</b>		
Operating net income (annualized)	\$	123,539
Amortization of intangibles, net of tax (annualized)		5,465
	\$	<u>129,004</u>
Average shareholders' common equity	\$	1,496,544
Less: Average intangible assets		752,894
Average tangible common equity	\$	<u>743,651</u>
Operating return on average tangible common equity		<u>17.35%</u>
<b>Operating return on average tangible assets</b>		
Operating net income (annualized)	\$	123,539
Amortization of intangibles, net of tax (annualized)		5,465
	\$	<u>129,004</u>
Average total assets	\$	12,640,685
Less: Average intangible assets		752,894
Average tangible assets	\$	<u>11,887,792</u>
Operating return on average tangible assets		<u>1.09%</u>