

# Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

## Part I Reporting Issuer

<b>1 Issuer's name</b> F.N.B Corporation		<b>2 Issuer's employer identification number (EIN)</b> 25-1255406	
<b>3 Name of contact for additional information</b> Shareholder Services Coordinator	<b>4 Telephone No. of contact</b> 724-983-4944	<b>5 Email address of contact</b> shareholderservices@fnb-corp.com	
<b>6 Number and street (or P.O. box if mail is not delivered to street address) of contact</b> One North Shore Center, 12 Federal Street		<b>7 City, town, or post office, state, and Zip code of contact</b> Pittsburgh, PA 15212	
<b>8 Date of action</b> February 13, 2016		<b>9 Classification and description</b> See Attachment	
<b>10 CUSIP number</b> 302520101	<b>11 Serial number(s)</b>	<b>12 Ticker symbol</b> FNB	<b>13 Account number(s)</b>

## Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

**14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ See Attachment**

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**15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See Attachment**

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**16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See Attachment**

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**Part II Organizational Action (continued)**

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC sections 354, 356, 358 and 1001

18 Can any resulting loss be recognized? ▶ No loss can be recognized upon the exchange of the Metro common shares for shares of FNB common stock.

If a taxable loss is calculated on the deemed sale of a fractional share of FNB common stock deemed to have been received in the exchange, this loss can be recognized.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The transaction was consummated on February 13, 2016. Consequently, the reportable tax year of the Metro shareholders for reporting the tax effect of the share exchange is the tax year that includes the February 13, 2016 date. This is the 2016 calendar year for those who report taxable income on the basis of a calendar year.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Timothy G. Rubritz* Date ▶ 2/19/2016

Print your name ▶ TIMOTHY G. RUBRITZ Title ▶ CORPORATE CONTROLLER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶	Firm's EIN ▶		Phone no.	
Firm's address ▶				

**F.N.B. Corporation**  
**25-1255406**  
**Attachment to Form 8937**

**REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES**

**Form 8937 Part I, Box 9:**

The securities subject to reporting include all shares of F.N.B. Corporation ("FNB") common stock issued in exchange for the outstanding common stock of Metro Bancorp, Inc. ("Metro") as a result of the merger of Metro with and into FNB on February 13, 2016.

**Form 8937 Part II, Box 14:**

The reportable organizational action involves the merger of Metro with and into FNB on February 13, 2016. As a result of this merger, each share of METRO common stock was exchanged for 2.373 shares of FNB common stock. To the extent that the exchange would have resulted in the issuance of a fractional share of FNB common stock to a METRO shareholder, a cash payment equal to the market value equivalent of the fractional share was paid in lieu of issuing a fractional share of FNB common stock.

**Form 8937 Part II, Box 15:**

The merger of METRO with and into FNB qualifies as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. As a result, no taxable gain or loss will be recognized by any Metro shareholder upon the exchange of their Metro shares for shares of FNB common stock.

For each identifiable block of Metro common shares surrendered in the exchange having a common tax basis, the aggregate tax basis of the shares of FNB common stock received in the exchange will be equal to the tax basis of the Metro shares surrendered in the exchange. The tax basis of each individual share of FNB common stock within this identifiable block is determined by dividing this aggregate tax basis by the number of FNB common shares (including any fractional share deemed to have been distributed in the exchange – see below) that comprise this identifiable block.

Metro shareholders who receive cash in lieu of a fractional share of FNB common stock are, for purposes of determining the taxability of that cash, deemed to have received the fractional share in the exchange and then as having sold the fractional share for cash. These Metro shareholders will generally recognize a taxable gain or loss equal to the difference between the tax basis of the Metro common shares deemed to have been exchanged for the fractional share and the amount of cash received.

**Form 8937 Part II, Box 16:**

Refer to the description of the basis calculation in Part II, Box 15 above. The February 12, 2016 closing price of a single share of FNB common stock on the New York Stock Exchange was \$11.86.