

**F.N.B. CORPORATION and
FIRST NATIONAL BANK OF PENNSYLVANIA
COMPENSATION COMMITTEE CHARTER
(As Amended February 17, 2016)**

I. Committee Members

The F.N.B. Corporation and First National Bank of Pennsylvania Compensation Committee (Committee) shall be appointed in accordance with Section 2.13 of the F.N.B. Corporation Bylaws, Section 3.01 of the First National Bank of Pennsylvania Bylaws and the process described in the F.N.B. Corporation Corporate Governance Guidelines and the Nominating and Corporate Governance Committee Charter. Each of the Committee members will be non-employee directors of F.N.B. Corporation and First National Bank of Pennsylvania (collectively, the “Company”), as defined by Rule 16b-3 under the Securities and Exchange Act of 1934, meet the independence requirements of the New York Stock Exchange (NYSE), the Company’s categorical director independence standards, Section 962 of the Dodd-Frank Act and qualify as “outside directors” under Section 162(m) of the Internal Revenue Code (Code). The Committee Chairperson shall be designated by a majority vote of the Company Board of Directors after consideration of the recommendation of the Company Nominating and Corporate Governance Committee. Desirable qualifications for Committee members include experience in business management, executive compensation, employee benefits and human resources. The members shall serve for such terms as the Board may determine and until their successors shall be duly qualified and appointed.

II. Purposes of the Committee

The Committee shall have the following responsibilities:

- a. oversight of the corporation’s compensation policies, including compensation of the Chief Executive Officer (CEO), other Company executives and the Corporation’s Board of Directors;
- b. administration of the Company’s equity incentive plans and non-qualified benefit plans; and
- c. preparation of an annual report on executive and director compensation for inclusion in the proxy statement relating to the Company’s annual meeting of shareholders in accordance with applicable rules and regulations of the NYSE and Securities and Exchange Commission (SEC).

III. Meetings

The Committee shall meet as frequently as the Committee deems necessary to carry out its duties under this charter. The Committee Chairperson, the Chairman of the Board or Chief Executive Officer may call special meetings of the Committee as needed. The Committee chairperson shall, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. The Committee may request any officer or employee of the Company or any representative of the Company’s advisors to attend a

meeting or to meet with any members of the Committee. Any member of the company's management whose performance or compensation is to be discussed at a Committee meeting should not attend such meeting or the portion of such meeting where such issues are discussed by the Committee.

IV. Duties, Responsibilities and Authority of the Committee

The Committee shall have the following duties, responsibilities and authority and the Committee members who qualify as "outside directors" under Section 162(m) of the Code shall be the only Committee members eligible to vote on these matters:

- a. in consultation with senior management, to approve the Company's executive compensation philosophy and to oversee and monitor the Company's executive compensation policies, plans and programs to insure that they are consistent with the Board's compensation philosophy and objectives, as well as the long term interests of the Company's shareholders.
- b. to review and recommend approval of corporate goals and objectives relevant to CEO compensation, to the Company Board, evaluate the CEO's performance in light of those goals and objectives and recommend the CEO's compensation level to the Board based on such evaluation.
- c. to review the Company's incentive compensation arrangements, considering the Company's business objectives, including avoidance of excessive risk-taking and promotion of appropriate governance practices.
- d. to determine and recommend the long term incentive component of CEO compensation subject to approval of the Board; in determining its recommendation concerning the long term incentive component, the Committee will consider the company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the company CEO in past years and such other factors as the Committee deems appropriate.
- e. to annually review, approve and recommend to the Board as appropriate, the compensation, including incentive compensation for other senior executives of the corporation.
- f. to make recommendations to the Board with respect to incentive compensation plans and equity based plans.
- g. to retain and terminate any compensation consultant to be used to assist in the evaluation of Director, CEO or senior executive compensation and shall have sole authority to approve the consultant's fees and other retention terms.
- h. to obtain advice and assistance from internal or external legal, accounting or other advisors.

- i. to adopt, administer, approve and ratify awards under incentive compensation and stock plans, including amendments to the awards made under any such plans and review and monitor awards under such plans.
- j. to approve amendments to the Company's defined benefit plan, 401(k) plan, supplemental executive retirement plan and other similar qualified and non-qualified plans.
- k. to review and evaluate, at least annually, the compensation of the Board, including cash and equity compensation and Committee chairperson compensation, and to recommend any changes in Board compensation.
- l. to oversee the administration and operation of and approve amendments to any of the director incentive plans.
- m. to receive information relative to all risk issues related to all aspects of the Company's compensation program and receive all risk assessments conducted on Company compensation plans.
- n. to adjust or recover incentive award payments consistent with the Company's Recoupment Policy.
- o. prepare an annual Committee report on executive compensation for inclusion in the proxy statement or annual report in accordance with applicable rules and regulations of the NYSE and Securities and Exchange Commission (SEC).
- p. the Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a sub-committee consisting of one or more members of the Committee, or to senior officers of the company. The Committee may only delegate to the extent permitted by the rules of the NYSE, SEC and applicable law. The Committee may not delegate any of its duties and responsibilities with regard to compensation arrangements, including salary and short term and long-term incentive awards, with respect to the CEO or any Section 16 officer.

V. Reporting of Committee Activities

The Committee shall report the information elicited by its activities to the Board and, where appropriate, its recommendations for action by the Board at the next meeting subsequent to that of the Committee. The Committee may similarly report certain action to the Board for approval, ratification and/or confirmation.

VI. Annual Performance Evaluation

The Committee shall conduct an annual evaluation of the Committee's performance, periodically assess the adequacy of its charter, review the assessments with the Board and recommend changes as needed.

VII. Resources

In order to carry out its duties, the Committee shall have the sole authority to and may, in its sole discretion, retain or obtain the advice of or terminate any compensation consultant, independent legal counsel, or other adviser to assist it in the evaluation of executive compensation. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee. The Committee may select a compensation consultant, legal counsel or other adviser only after taking into consideration, all factors relevant to that person's independence from management and from the Committee, including the factors identified by the SEC and NYSE. Nothing in this paragraph shall be construed: (A) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, independent legal counsel or other adviser; or (B) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.