

F.N.B. CORPORATION
CORPORATE GOVERNANCE GUIDELINES
OF THE BOARD

Amended as of October 17, 2018

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F.N.B. Corporation
Corporate Governance Guidelines of the Board

I. BOARD MISSION

A. Director Responsibilities

Directors should exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders in a manner consistent with their fiduciary duties. Directors are expected to devote the time and effort necessary to fulfill their Board responsibilities, including, but not limited to, reviewing the materials sent to them in advance of meetings and being prepared to participate in the meetings. Directors should regularly attend meetings of the Board of Directors and of all Board committees upon which they serve. Directors are expected to attend the Company's Annual Meeting of Shareholders.

B. Director Qualifications

Director candidates may be proposed by the Nominating and Corporate Governance Committee of the Board, or by any individual member of the Board, or by shareholders in accordance with the Bylaws. Director candidate recommendations shall be submitted to the Board Chair and the Independent Lead Director. These two directors shall conduct a preliminary interview of each proposed director candidate for the purpose of determining whether such director candidate satisfies the Board eligibility and qualifications requirements set forth in the Company Bylaws and Corporate Governance Guidelines. Following the director candidate interview process, these two directors shall consult with the Nominating and Corporate Governance Committee regarding each interviewed director candidate for the purpose of presenting such director candidate for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall review each qualified director candidate in accordance with the Board qualifications and composition guidelines set forth in the Bylaws and these Corporate Governance Guidelines. Such review shall consider the director candidate's judgment, experience, temperament, independence, compatibility with the Company's culture, understanding of the Company's finances, business and operations and those of other related industries, attendance at meetings (pertains only to incumbent director candidates), and such other factors as the Nominating and Corporate Governance Committee concludes are pertinent in light of the current needs of the Board, considerations such as the Board's existing competencies and gaps, diversity, credit and business relationship with the Company's affiliates, and representation within its market areas. The Nominating and Corporate Governance Committee shall recommend qualified nominees and review its recommendations with the Board. The Board shall approve nominees for election to the Board and shall recommend that the Company's shareholders vote for the election of such nominees to the Company Board. The Chairperson should extend the Board's invitation to join the Board. The Board will require that nominees become shareholders of the Company prior to the solicitation of proxies for their election.

A majority of the Company's directors will be independent in accordance with the standards described under "Definitions of Independence" in Section III.B. The Board will observe all additional criteria for independence established by The New York Stock Exchange ("NYSE")

or other governing laws and regulations. No director will be deemed independent unless the Board affirmatively determines that the director satisfies applicable independence criteria.

II. FUNCTIONS OF THE BOARD

A. Criteria for Composition of the Board; Selection of New Directors

The Board empowers the Nominating and Corporate Governance Committee to periodically review the criteria for composition of the Board. Likewise, the Board has delegated to this committee the responsibility to evaluate potential new candidates for Board membership in accordance with the Board's qualifications and composition standards and to make recommendations to the Board. See discussion at "Director Qualifications" above.

B. Assessing the Board's Performance

The Company's Nominating and Corporate Governance Committee annually reviews and reports to the Board on the effectiveness of the Company's governance processes. The Nominating and Corporate Governance Committee will receive comments from all Directors and report annually to the Board with an assessment of the effectiveness of the Company's corporate governance practices and recommendations for improvement of such practices. This assessment will be discussed with the full Board annually.

C. Formal Evaluation of the Chief Executive Officer

The Lead Director (if one is designated) and Board Chair, if independent, will annually coordinate an evaluation by each of the non-management directors of the performance of the Chief Executive Officer ("CEO") and report to the Board the results of the evaluation in an executive session without the CEO present. The evaluation may be based on qualitative and quantitative factors, as well as objective criteria and subjective factors, which may include, but not be limited to: (1) the Company's financial performance; (2) accomplishment of the Company's long- and short-term strategic objectives; (3) leadership skills; (4) development of Company's executive and senior management team; and (5) interactions and relationship with the Company Board. The CEO evaluation may be used by the Company Compensation Committee in its deliberations when determining compensation of the CEO.

D. Succession Planning and Management Development

Succession planning is considered periodically by the Executive Committee. Generally, the Executive Committee will make management succession planning recommendations to the Board.

E. Board and Management Compensation Review

The Compensation Committee makes periodic recommendations to the Board regarding compensation of Company directors based on comparisons with relevant peer groups and industry practices. The Board believes it is desirable that the Board's total compensation includes a combination of cash and stock-based compensation.

Officer-directors receive no separate compensation for Board service.

III. BOARD COMPOSITION

A. Size and Composition of the Board.

The Company Bylaws provide that the Board shall be comprised of between five (5) and twenty-five (25) members as determined by the Board in consideration of the recommendation of the Company's Nominating and Corporate Governance Committee.

B. Definition of Independence

1. Independence Determinations. The Board may determine a Company director to be independent if the Board has affirmatively determined that the director or the director's "immediate family member" or an "affiliated entity" of the director or of the director's immediate family member, has no material relationship with the Company. A relationship is material if, in the judgment of the Board, it would interfere with the director's independent judgment. Independence determinations will be made on an annual basis for inclusion in the proxy statement and, if a director joins the Board between annual meetings, at such time. For these purposes, a director will not be deemed independent if the director's relationship with the Company is of the type that would expressly preclude an independence determination under the rules of the New York Stock Exchange or the categorical independence standards set forth in these Guidelines.

For purposes of the independence standards set forth in these Guidelines the following are defined terms:

a. "Affiliated Entity of a Director" means any entity (i) where the director is a director, officer or employee or (ii) owns more than 10% of the equity of such entity, or (iii) is a general partner of such entity;

b. "Affiliated Entity of an Immediate Family Member" means any entity (i) where the Immediate Family Member is an executive officer or (ii) owns more than 10% of the entity, or (iii) is a general partner of such entity;

c. "Immediate Family Member" means a director's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and any person who resides in the director's home; and

d. The "Company" means F.N.B. Corporation or any of its subsidiaries or affiliates.

2. Categorical Independence Standards. The Board shall use the following categorical standards to assess the independence of the Company's directors:

a. Relationship to an Affiliated Entity. The business relationship between the Company and the director, immediate family member or affiliated entity of the director or an immediate family member will be considered in

determining director independence. Such relationships will not be deemed relevant or material to the independence of a director if the director, immediate family member, or affiliated entity of the director or the immediate family member has made payments to, or received payments from, the Company for property or services in an amount that, in any of the last five fiscal years, does not exceed the greater of \$1,000,000 or 2% of such entity's consolidated gross revenues.

b. For-Profit Entities. Where a Company director, immediate family member or affiliated entity of the director or the immediate family member has a business or financial relationship with the Company, or any of its affiliates, whether as a provider of services or products or is a client of the Company's affiliates, such as borrower of Company's subsidiary, First National Bank of Pennsylvania ("FNBPA"), or customer who obtains services or products from Company's trust, insurance, investment, merchant banking or other affiliates, the financial relationship between Company and the director, immediate family member or affiliated entity of the director or the immediate family member will not be deemed material to a director's independence; provided (i) the relationship was entered into in the ordinary courses of business and on terms substantially similar to those prevailing at the time for comparable transactions with other non-affiliated person(s), or in the case of a loan, complies with Regulation O of the Board of Governors of the Federal Reserve System ("Regulation O"), (See III. B.(e)), and (ii) termination of the relationship in the ordinary course of business would not reasonably be expected to have a material and adverse effect on the financial condition, results of operations or business of the borrower or other customer.

c. Law Firms. Where a director or immediate family member is associated as a partner or associate of, or of counsel to, a law firm that provides services to the Company or its affiliates, the relationship will not be deemed material if neither the director nor an immediate family member provides such services to the Company or its affiliates and the payments from the Company and its affiliates do not exceed 2% or \$1,000,000, whichever is greater, of the law firm's revenues in each of the past five years.

d. Relationships with Charitable Organizations and Not-For-Profit Entities. The Company supports not-for-profit entities through grants and other support. A contribution made or pledged by the Company, its subsidiaries, or by any foundation sponsored by or associated with the Company or its subsidiaries to a charitable organization of which a director or an immediate family member is an executive officer, director, or trustee will not be considered a material relationship if the following conditions are satisfied:

- (1) within the past three years, the aggregate amount of all such contributions during any single fiscal year of the charitable organization did not exceed the greater of \$250,000 or 2% of the charitable organization's consolidated gross receipts for that fiscal year; and

(2) the charitable organization is not a family foundation created by the director or an immediate family member.

e. Personal Banking and Other Financial Services. Where the Company's banking and financial affiliates provide services to a director, immediate family member or affiliated entity of a director or immediate family member, such relationship will be deemed to be independent in the following circumstances:

(1) The Company's subsidiary bank, FNBPA, provides personal banking and other financial services to individuals in the ordinary course of its business. The Sarbanes-Oxley Act prohibits loans to directors, executive officers and Immediate Family Members, except certain loans in the ordinary course of business by an insured depository institution in accordance with the requirements of Regulation O from its subsidiary bank. All such loans that:

(a) are made on substantially the same terms, including interest rates and collateral, as, and following credit underwriting procedures and standards that were not less stringent than, those prevailing at the time for comparable transactions with other non-affiliated persons; and

(b) do not involve more than the normal risk of collectability or, from FNBPA's perspective, present other unfavorable features,

will not be deemed material for director independence determinations unless a director has an extension of credit that is disclosed in the most recent federal bank examination as non-accrual, past due, restructured or potential problems.

f. Facts and Circumstances. The Company's Corporate Governance Guidelines acknowledge that the NYSE and above-stated Company independence standards cannot anticipate or explicitly provide for all circumstances that may indicate a potential conflict of interest or that may signal a material relationship between Company and the director. Accordingly, in assessing the materiality of a director's relationship with the Company and in making the resulting "independence" determination, the Corporate Governance Guidelines require that the Board broadly consider all relevant facts and circumstances not only from the perspective of the director but also from the standpoint of persons, organizations, businesses or other entities with which the director has an affiliation or business, financial or other relationship.

g. Audit Committee Requirements. Director members of the Company's Audit Committee shall also satisfy the "independence" requirements of Rule 10A-3(b)(1) of the Securities and Exchange Commission ("SEC"). In

addition, director members of the Company's Audit Committee shall also satisfy "independence" criteria and standards as may be established from time to time by the federal bank regulatory agencies.

C. Former Officer-Directors

As a general rule, an officer-director is not restricted from serving on the Board beyond the date he or she retires or resigns as a full-time officer.

D. Retirement Age

Non-management directors shall not stand for re-election to the Board after they reach the age of 75, except for those directors who are grandfathered under the Company's policies. Each Director who reaches the age of 75 during his or her directorship term is expected to resign by the next Annual Meeting of the Company Shareholders.

E. Board and Audit Committee Memberships

The Board committee structure and the composition of each Board committee, along with the designation of each Board committee chair, shall be determined by a majority vote of the Board in consideration of the recommendation of the Board's Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall consult with the Company Chairperson, the Lead Director and the Chief Executive Officer in making its recommendation to the Board.

Each person serving as a director must devote the time and attention necessary to fulfill the obligations of a director. Key obligations include appropriate attendance at Board and committee meetings and appropriate review of preparatory material. Directors will review proposed service on the Board of any additional public company or any governmental position with the Committee.

No Company director shall serve on more than three (3) public company boards. In addition, no member of the Company Audit Committee may serve on the audit committees of more than two (2) public companies at the same time. Service on the Company's Board or Audit Committee is included as one of the companies for purposes of this limitation.

F. Director Stock Ownership

An equity ownership stake in the Company enhances the alignment of the interest between Company directors and Company shareholders. Accordingly, each Company director shall have beneficial ownership of the lesser of 40,000 shares of Company common stock (or common stock equivalent) or \$400,000 in value of shares of Company common stock within the compliance deadline described in this director stock ownership requirement. For purposes of this guideline, the value of the Company common stock shall be determined based on the closing price of Company common stock listed on the NYSE on the relevant Compliance Date or, if a common stock is not traded on the NYSE, the next succeeding day on which the NYSE is open for business and the Company common stock is traded on the NYSE.

Each Company director first elected or appointed to the Company Board (“New Director”) shall own the lesser of 10,000 shares of Company common stock (or common stock equivalent) or \$100,000 in value of the Company’s common stock within one (1) year of such person’s election or appointment to the Company Board and the minimum stock ownership requirement will progressively increase annually thereafter until such New Director owns the lesser of 40,000 shares of Company common stock or \$400,000 in value of Company common stock by the sixth anniversary of such New Director’s election or appointment to the Company Board. In order to ensure progressive compliance toward the minimum Company director stock ownership requirement by the sixth anniversary of a New Director’s election/appointment to the Company Board, the New Director shall own the lesser of the minimum number of Company common stock or Company common stock share value set forth in the following stock ownership requirements:

<u>Shares of Company Common Stock Owned</u>		<u>Value of Company Common Stock Owned</u>	<u>Compliance Dates</u>
10,000	or	\$100,000	First Anniversary of Election/Appointment
16,250	or	\$162,500	Second Anniversary of Election/Appointment
22,500	or	\$225,000	Third Anniversary of Election/Appointment
28,750	or	\$287,500	Fourth Anniversary of Election/Appointment
35,000	or	\$350,000	Fifth Anniversary of Election/Appointment
40,000	or	\$400,000	Sixth Anniversary of Election/Appointment

The failure of an Incumbent Director whose tenure exceeds six (6) years on the Company Board to maintain ownership of Company stock in accordance with the minimum stock ownership requirement or the failure of a New Director to attain and maintain each of the above-described minimum stock ownership requirements by the relevant Compliance Dates described in this policy will necessitate the following:

- (i) The Nominating and Corporate Governance Committee shall consider such non-compliance in determining whether to re-nominate such director; and,
- (ii) Thereinafter the cash portion of such director’s Board compensation shall be paid exclusively in Company common stock until such director complies with the minimum stock ownership requirement specified herein. Moreover, such director shall not be permitted to sell, transfer, or donate such Company common stock without the consent of the Nominating and Corporate Governance Committee.

However, if any particular Compliance Date for a New Director should fall within a trading blackout period of the Company (whether established in connection with the Company’s Insider Trading Policy, periodic release of financial results or due to a specific event), a substitute Compliance Date will automatically be established for the New Director. The substitute Compliance Date will be the last day of the next available window period (under the Company’s Insider Trading Policy) following such Director’s Compliance Date. The New Director will then be required to attain the minimum applicable level of stock ownership on or before the substitute Compliance Date (instead of on or before the original Compliance Date).

Upon request by any Company director, the Nominating and Corporate Governance Committee will evaluate whether an exception should be made for such director on whom this guideline would impose an undue financial hardship.

Company directors shall not engage in hedging strategies using puts, calls or other derivative securities based on the value of Company Stock. However, Company directors are permitted to pledge their stock and any pledged stock shall not count towards the minimum director stock ownership guideline.

IV. BOARD COMMITTEES

A. Committee Responsibilities

The Board as a whole is responsible for the oversight of management on behalf of the Company's stockholders. The Board is assisted in its oversight function by various Board committees.

The Board has the following committees: Audit, Compensation, Nominating and Corporate Governance, Risk and Executive Committee.

1. The Board has allocated oversight of the Company's internal and external audit processes to the Audit Committee. The director members of the Audit Committee shall satisfy the criteria for composition set forth in SEC Rule 10A-3(b)(1) and the Federal Deposit Insurance Corporation Improvement Act of 1991 and regulations promulgated pursuant thereto.
2. The Nominating and Corporate Governance Committee is responsible for selecting and recommending nominees for election to the Company's and FNBPA's Boards of Directors. The nomination and election of directors to the Boards of Directors of the Company's subsidiaries and affiliates shall be done in accordance with the process described in the Nominating and Corporate Governance Committee Charter.
3. The Executive Committee provides an efficient means of considering such matters and taking such actions as may require Board attention or action in the intervals between regular meetings of the Board.
4. The Compensation Committee reviews performance of senior management and reviews and implements compensation and benefit matters having corporate-wide significance.
5. The Board has allocated oversight of corporate-wide risk matters of the Risk Committee. The Risk Committee shall have primary oversight of the Company's risk management and assessment processes as well as review and approval authority of the Company's risk management policies, procedures and practices. Also, from time to time, the Risk Committee may review and offer counsel regarding the Company's investor relationship practices.

The number and responsibilities of committees are reviewed periodically. Each Company Board Committee will report to the Board at the next regularly scheduled Board meeting following a Committee meeting.

B. Composition of Committees

Membership on the committees shall be determined in accordance with the process described in the Company's Bylaws. There is no strict committee rotation policy. Changes in committee assignments are made based on committee needs, director experience, interest and availability, and evolving legal and regulatory considerations. Additionally, in the reviewing of the composition of the Board committees, the Board will also consider any listing and/or applicable regulatory qualifications as may be applicable to specific committees.

Each of the members of the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee ("NYSE Required Committees"), will be directors for whom the Board has made an affirmative independence determination under the independence standards described in these Guidelines. Additionally, with respect to the Audit Committee members, the Board shall make an affirmative independence determination under the independence requirements set forth in SEC Rule 10A-3(b)(1).

Company officers may not serve on any of the NYSE Required Committees. Officers of the Company or its affiliates may attend Board committee meetings at the invitation of the committee chairperson. Likewise, other than the Board Chairperson, any director who is not a member of a particular Board committee may not attend such Board committee's meetings unless at the invitation of such committee's chairperson.

V. **BOARD OPERATIONS**

A. Executive and Non-Executive Chairperson

The Board has no set policy on whether or not to have either an executive or non-executive Board Chairperson. The Board shall annually appoint, by majority vote, a Chairperson, giving due consideration to the recommendation of the Company's Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall consult with the incumbent Chairperson and Lead Director and the Chief Executive Officer in making its recommendation to the Board.

B. Lead Director

The Board, after giving due consideration to the recommendation of the Company's Nominating and Corporate Governance Committee (such committee shall consult with the incumbent Chairperson and Lead Director and the Chief Executive Officer in making its recommendation to the Board), may elect a Lead Director from the independent and outside directors if the positions of the Corporation's Chairperson and Chief Executive Officer are held by the same person or the Chairperson is a former officer of the Corporation or any of its affiliates. In such circumstance, after giving due consideration to the recommendation of the Company's Nominating and Corporate Governance Committee, shall elect, by a majority vote of its independent directors at either the Corporation's Board reorganization meeting or other meeting of the Board, the Lead Director, who shall serve a one-year term. The Corporation's Lead Director shall work closely with and in an advisory capacity to the Board Chairperson. The Lead Director's primary focus shall be to ensure that the Board functions properly and cohesively, effectively

communicates with managements, and operates independently of management. To accomplish these objectives, the Lead Director's principal responsibilities may include the following:

1. Assist the Board in fulfilling its responsibility for reviewing, evaluating and monitoring the Corporation's strategic plan by meeting with the Corporation's CEO to monitor and remain knowledgeable regarding the status of such plan.
2. Maintain liaison and communications with the Corporation's Chairperson, directors and CEO for the purpose of coordinating information flow among the parties with the goal of optimizing the effectiveness of the Corporation's Board and Board Committees.
3. Serve as a conduit of information and feedback among the Corporation's Chairperson, directors and CEO between Board meetings.
4. Serve as non-exclusive liaison between the other independent directors and the Chair/Executive Officer.
5. Assist the Corporation Board in its understanding of the responsibilities of, and manage the boundaries between, the Corporation's Board and management in order to promote the Corporation Board's independence from its management.
6. Coordinate the review and resolution of conflict of interest issues with respect to members of the Corporation's Board as they may arise.
7. Serve as the sole intermediary in efforts to resolve any disagreements between the Chairperson and any of the Corporation's independent directors or the CEO.
8. May schedule or call a meeting of independent directors at his/her discretion and coordinate and develop the agenda for, arrange for the participants, and preside at, executive sessions of the Corporation's Board.
9. Review, in collaboration with the Chairman of the Board, the frequency of the regular executive session meetings of the Corporation's Board.
10. Inform the Corporation's CEO and non-independent directors of any information or follow-up resulting from the executive session meetings of the Corporation's Board.
11. Review, in collaboration with the Chairman of the Board and Chief Executive Officer, agendas for Board meetings (including authority to add items to the agenda for any Board meeting), materials, information, and meeting schedules.
12. May chair any Board or Company stockholder meeting at which the Chair is absent.
13. Coordinate the annual evaluation of the Chief Executive Officer's performance and discuss such review with the Chief Executive Officer, incorporating feedback obtained through discussions with the full Board.

14. Consult with the Chairman of the Board , the Chair of the Nominating and Corporate Governance Committee, and/or the Chief Executive Officer regarding CEO succession planning.
15. Consult with the Chair of the Nominating and Corporate Governance Committee on the results of the Board and committee self-assessments.
16. Consult with the Chair/CEO regarding Company's performance under its strategic plan.

C. Committee and Board Agendas

Committee agendas are prepared based on expressions of interest by Committee members and recommendations of management. Committee chairs give substantive input to and approve final agendas prior to committee meetings. The Chairperson of the Board prepares Board agendas based on discussions with all Directors and issues that arise.

D. Board and Committee Materials and Presentations

To the extent feasible, information regarding items requiring Board and/or committee approval or action is distributed sufficiently in advance to permit adequate preparation. Information regarding press and analyst reports is provided monthly. Detailed financial information is provided monthly and quarterly. The directors shall maintain the confidentiality of such information in accordance with applicable Company policies.

E. Director Attendance and Regular Attendance of Non-Directors at Board Meetings

Company Directors are expected to attend 100% of the aggregate meetings of the Board and Committee(s) of which they are members during any calendar year; however, the failure of a Director to attend a minimum of 75% of the aggregate meetings of the Board and Committee (of which the director is a member) may be the basis for the Nominating and Corporate Governance Committee to decline to re-nominate such Director for re-election to the Company Board, unless such Director's inability to attend a minimum of 75% of the aggregate of Board and Committee meetings is due to any of the following acceptable reasons:

- (1) Medical issues/illness;
- (2) Family emergencies (including funeral of family members); or
- (3) Such Director's service was three meetings or fewer and the Director missed only one meeting.

During the Board meeting, the Chief Financial Officer, Chief Legal Officer and the Corporate Secretary shall be present. Other members of management may be present at the invitation of the Chairperson.

F. Director Access to Management

Directors shall have access to Company officers and employees as is necessary to discharge their fiduciary and legal duties and responsibilities. The directors should exercise judgment to help ensure that any such contact is not disruptive to the business operations of the Company or the

activities of its employees and will, to the extent not inappropriate, copy the CEO¹ on any written communications between a director and an employee of the Company.

G. Board Interaction with Institutional Investors and Press

F.N.B. management is the sole contact with outside parties. However, from time to time, Directors may be asked by the Board or management to speak with others, as appropriate.

H. Board Access to Outside Resources

The main responsibility for providing assistance to the Board rests on the internal organization. The Board and Board committees can, if they wish to do so, seek legal or other expert advice from a source independent of management and shall be provided the resources for such purposes. Generally this would be with the knowledge of the Chairperson, but this is not a condition to retaining such advisors.

I. Director Orientation and Continuing Education

At such time as a Director joins the Board, the Chief Executive Officer will provide appropriate orientation for the Director, including, if requested, arrangement of meetings with management. From time to time, the Company will provide Directors with educational materials or sponsor presentations and training or briefing sessions offered by third party experts on such subjects as legal, business, governance, risk, regulatory, accounting or finance.

Additionally, the F.N.B. Board believes that the Company's shareholders are best served by a board of directors comprised of individuals who are well versed in modern principles of corporate governance and other subject matters relevant to a public company which operates in the highly regulated financial services industry, and who thoroughly comprehend the roles and responsibilities of an effective board in the oversight of the Company's management, operations and strategic planning.

To this end, each member of the Company's Board of Directors is encouraged to annually attend appropriate and qualified (by Chief Legal Officer) director education program(s) to expand their knowledge with respect to relevant fiduciary obligations, understanding of specific committee assignments and duties as a public company director operating in the highly-regulated financial services industry. The extent and subject matter of director education will vary for each director and is left to each director's individual discretion based on the totality of relevant factors including those set forth below:

- The director's specific responsibilities on the Board, including the various substantive committees to which the director is assigned. For example, a director serving on the Compensation Committee may elect to pursue director education emphasizing

¹ Ordinary Director interactions related to a Director's account relationships with Company affiliates or to the maintenance of cordial relationships with Company employees, or that otherwise involve collaborative efforts by Company Directors to assist management and employees in their efforts to develop and maintain customer business relationships or to enhance civic and community relations, are not subject to this policy. In addition, this policy is not intended to limit any officer's or employee's contact or access with a director or directors so as to report or otherwise bring to the attention of the Board any wrongdoing within the Company.

executive compensation issues, in addition to matters of general import in corporate governance.

- The director's experiential background in corporate governance and basic understanding of the role of the board of directors. For example, an individual with an extensive history of service on numerous boards may elect to forego primer courses addressing basic corporate governance issues based on his or her accumulated practical knowledge.
- The director's exposure to current developments in corporate governance and corporate administration through their professional endeavors, service on other boards of directors or independent research or reading. For example, an individual from the accounting, legal or consulting professions may seek relevant educational opportunities through their professional continuing education requirements.
- The pace and materiality of regulatory and other developments relating to corporate governance. For example, a director may determine that supplemental director education is required to stay apprised of rapidly developing new regulations relevant to the operations of the Company or its subsidiaries and affiliates.
- Appropriate areas of director education need not be confined to corporate governance topics and may include such broader topics as accounting, finance, risk, regulatory, general business, environmental, health and safety and human resource management, as each director deems appropriate to enhance his or her board effectiveness.
- Each director is required to annually participate in, and complete, each of the director educational modules in the Company's director training program ("F.N.B. Director Training Program").

In order to encourage and promote the value of continuing director education and in recognition of the personal time and expense attendant to participation in such educational programs, the Company shall pay an annual educational stipend of \$5,000 in value of shares of Company common stock (using the same valuation methodology as is used to calculate the directors' annual equity compensation rounded to the nearest ten (10) shares of Company Common Stock) to each Company director who completes a qualified educational program and completes the F.N.B. Director Training Program during a calendar year. The educational stipend shall be paid on the same date that the Company Board's annual equity compensation is paid in the following year, provided the Company director has not resigned, retired or been removed "for cause" from the Board prior to the date the payment is made. A Company director who qualifies for the educational stipend payment, but who otherwise becomes medically incapacitated prior to the payment date, shall be entitled to receive such payment, provided the Company Board approves the payment. In the event a Company director qualifies for the educational stipend payment, but becomes deceased prior to the payment date, the educational stipend shall be paid to such director's estate. The remittance of the director educational stipend payment shall be subject to the condition that the director provides the Company's Chief Legal Officer with a written certification of his or her attendance at the educational program and a summary of, or supporting documentation, concerning such educational program. The educational stipend shall be in lieu of any other

payments or reimbursement by the Company for the director's educational pursuits during each calendar year.

The Company's Chief Legal Officer is responsible for monitoring the Company's directors' educational pursuits, including making a determination as to whether a particular education program qualifies under this policy. The Chief Legal Officer shall provide an annual report to the Company's Nominating and Corporate Governance Committee regarding the same.

Nothing in this policy shall be construed to require any director to undertake to gain, possess or exercise any independent knowledge of, or expertise in, any specific law, regulation or professional discipline. All directors are entitled to rely on advice of Company management, legal counsel, internal auditors, independent accountants and other employed professionals on all matters relating to the Company's operations, financial performance, legal and regulatory obligations.

J. Executive Sessions of the Board

Non-management and independent director Board Executive Session discussions should not include matters that may be more appropriately and customarily discussed or addressed at the regular Board meeting.

The non-management directors shall meet in at least two (2) Executive Sessions each calendar year or otherwise as requested by a Company director. If F.N.B.'s non-management directors include directors who are not independent under the corporate governance listing standards of the NYSE, F.N.B.'s independent directors will meet by themselves in a minimum of two (2) Executive Sessions each calendar year, or as otherwise requested by a Company director.

The Board may invite Company management to attend Executive Session meetings, but reserves the right to meet without management present or with a limited number of management officials present. The CEO may recommend management attendees from time to time.

The Company Lead Director will preside at each Board Executive Session and set an agenda in advance of each regularly scheduled non-management and independent director Executive Session (the Lead Director may poll the directors in advance of such Executive Sessions for the purpose of developing the agenda). The Lead Director shall schedule the meeting date and time for each Executive Session.

K. Code of Business Conduct and Ethics

The Company has a comprehensive Code of Conduct, an Ethics Policy, Insider Trading Policy, Regulation-O Policy, Director Attendance Policy and the F.N.B. Corporation Statement of Directors' Duties and Responsibilities. The Code of Conduct and Ethics Policy are applicable to all employees and, as modified by applicable addenda, to Directors. The Code of Conduct and Ethics Policy address compliance with law; reporting of violations of the Code of Conduct and Ethics Policy or of laws or regulations; employment and diversity; confidentiality of information; protection and proper use of the Company's assets; conflicts of interest; and personal securities and other financial transactions. Each Director is expected to be familiar with and to follow the Code of Conduct and Ethics Policy to the extent applicable to them.

L. Communications with Board

Any shareholder may contact any Board member or committee chair. Please mail correspondence to:

F.N.B. Corporation
Attention (Board Member Name)
One North Shore Center
12 Federal Street, Suite 503
Pittsburgh, PA 15212

If you have a particular concern regarding accounting, internal accounting controls, or auditing matters that you wish to bring to the attention of the Audit Committee of the Board of Directors, please mail correspondence to:

F.N.B. Corporation
Attention: Chairperson, Audit Committee
c/o Chief Audit Executive
3320 E. State Street
Hermitage, PA 16148

Such reports may be done anonymously, if you wish. For complaints that are not anonymous, we will respect the confidentiality of those who raise concerns, subject to our obligation to investigate the concern and any obligation to notify third parties, such as regulators and other authorities.