

**CHARTER OF THE JOINT EXECUTIVE COMMITTEE
OF THE F.N.B. CORPORATION AND FIRST NATIONAL BANK OF PENNSYLVANIA
BOARDS OF DIRECTORS**

I. Purpose

The Joint Executive Committee of the Boards of Directors of F.N.B. Corporation (“F.N.B.”) and First National Bank of Pennsylvania (“FNBPA”) (the “Committee”) shall act on behalf of the Board of Directors of F.N.B. Corporation and First National Bank of Pennsylvania (the “Board”) in accordance with the authority set forth, respectively, in Section 2.12 of the F.N.B. Corporation Bylaws and Section 3.02 of the First National Bank of Pennsylvania Bylaws to determine matters which, in the judgment of the Board or Chairman of the Board, do not warrant convening a special meeting of the Board, but should not be postponed until the next regular scheduled meeting of the Board and, from time to time, specific responsibilities delegated to the Committee by the Board.

II. Organization and Membership

The Executive Committee shall be composed of the Board Chair, Independent Lead Director, and directors who possess experience evaluating and assessing the risks attendant to F.N.B.’s and FNBPA’s organization complexities and the risk inherent in F.N.B.’s and FNBPA’s business and activities. The Board Chair, Independent Lead Director, and CEO shall propose to the Nominating and Corporate Governance Committee potential Committee members who possess the requisite risk management experience to serve on the Committee. The Nominating and Corporate Governance Committee shall review prospective Committee candidates and recommend Committee appointments to the Board. The Committee appointments shall be approved by the Board.

In the event the F.N.B. Corporation Board Chair and First National Bank of Pennsylvania Board Chair are the same person, such person shall also serve as Chair of the Committee. Should the F.N.B. Corporation Chair and First National Bank of Pennsylvania Chair be different persons, then the Committee Chair shall be the F.N.B. Corporation Chief Executive Officer. Committee members and the Committee Chair will serve on the Committee at the pleasure of the Board and for such terms as the Board may determine. Minutes shall be kept of each meeting of the Committee and reported to the Board

III. Authority and Responsibilities

1. With respect to F.N.B. Corporation matters, the Committee shall have and may exercise all the power and authority of the Board provided under the F.N.B. Corporation Articles of Incorporation and Bylaws or otherwise specifically delegated to the Committee by the Board, except for those matters and actions which, under applicable law or the F.N.B. Corporation Articles of Incorporation or Bylaws, cannot be delegated by the Board.
2. With respect to First National Bank of Pennsylvania matters, the Committee shall have and may exercise all the power and authority of the Board provided under the First National Bank of Pennsylvania Articles of Association and Bylaws, except for those matters and actions which, under applicable law or the First National Bank of Pennsylvania Articles of Association or Bylaws, cannot be delegated by the Board.
3. The Committee may serve as a sounding board for management on emerging issues, problems and initiatives or on significant transactions.
4. The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting, financial or other advisors and to approve the fees and other retention terms related to such external counsel, consultants and advisors.
5. The Committee may form and delegate authority to subcommittees where appropriate.
6. The Committee shall annually review its own performance.
7. All actions and considerations of the Committee shall be reported to the Board at the meeting next succeeding such action or consideration.
8. The Committee shall periodically review and re-assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.