

October 17, 2018

F.N.B. CORPORATION AND
FIRST NATIONAL BANK OF PENNSYLVANIA

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE

Mission

The F.N.B. Corporation and First National Bank of Pennsylvania (collectively, the “Company”) Nominating and Corporate Governance Committee (the “Committee”) is responsible for (i) identifying and recommending to the F.N.B. Corporation Board of Directors (the “Board”) individuals qualified to become Board members of the Company and its bank subsidiary, First National Bank of Pennsylvania (“FNBPA”), consistent with the criteria established by the Board; (ii) evaluating and recommending non-insider candidates for election to other affiliate boards; (iii) developing and recommending to the Board a set of corporate governance principles applicable to the Company; and (iv) overseeing the evaluation of the Board and the Company’s management. The Committee also is responsible for reviewing the Company’s activities and practices regarding environmental, social and related governance (“ESG”) matters that are significant to the Company.

Membership

The Committee shall consist solely of non-management directors, each of whom shall be independent in accordance with the independence requirements of the New York Stock Exchange and the standards set forth in the Company’s “Corporate Governance Guidelines of the Board.” The appointment of Committee members and Committee Chair shall be done in accordance with the process prescribed in Section 2.13 of the F.N.B. Corporation Bylaws, Section 3.01 of the First National Bank of Pennsylvania Bylaws, the Company’s Corporate Governance Guidelines and this Committee Charter.

Responsibilities and Authority

The following shall be the principal duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee shall have the discretion to conduct activities in addition to those listed herein as it deems appropriate given the circumstances.

- Making recommendations regarding the composition and size of the Board and tenure of the Company’s directors.
- Developing and recommending to the Board specific guidelines and criteria for screening and selecting nominees to the Company’s and FNBPA’s Board which

should cover, among other things, experience, skill set and the ability to act on behalf of shareholders.

- Reviewing the qualifications of, and recommending to the Board, those persons to be nominated for election to the Company and FNBPA Boards and those persons to be elected by the Board to fill vacancies and newly created directorships on the Company and FNBPA Boards.
- Reviewing the qualifications of, and recommending to the Board those persons, other than incumbents or employees of the Company or any of its affiliates, to be nominated for election to fill vacancies and newly created directorships on the Board of Directors of any affiliate of the Company or election to a committee of such affiliate Board, direct or indirect, other than FNBPA.
- Reviewing candidates for the Board recommended by shareholders in accordance with the procedures set forth in the Company's Bylaws.
- Conducting the appropriate and necessary inquiries into the backgrounds and qualifications of possible Board candidates.
- Considering the performance of incumbent members of the Company's Board in determining whether to recommend that they be nominated for reelection. Such consideration shall include an assessment of each incumbent member's preparation for, attendance and participation at meetings, contribution to the cohesiveness and productivity of the Company and compatibility with the Company's corporate culture.
- Identifying responsibilities of the Company's directors, including basic duties and responsibilities with respect to attendance at Board meetings and advance review of materials.
- In consultation with the current Company Chair and Lead Director, along with the Company Chief Executive Officer, the Committee shall:
 - (i) Annually review and consider director candidates for appointment as the Board Chair, and recommend to the Board the appointment of the Board Chair;
 - (ii) Annually review the Board structure to determine whether the appointment of a Lead Director is necessary and, if so, recommend to the Board the appointment of a Lead Director, giving consideration to the criteria for service as Lead Director as described in the Company's Corporate Governance Guidelines;
 - (iii) Periodically review the Board size and recommend to the Board changes to the Board size, as warranted;

- (iv) Annually review the Board's committee structure and responsibilities, including changes to committee charters, and: (a) recommend to the Board the Company directors who shall be appointed to serve as members of each committee, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as other factors the committee deems relevant; (b) annually review the composition of each committee and recommend the appointment of new committee members, as necessary; (c) recommend members of each committee to serve as chair of the committee; and (d) periodically consider the appropriate size of each Board committee and recommend to the Board changes to committee size, as warranted; and
 - (v) Periodically consider possible changes in committee assignments while maintaining flexibility, so that each committee includes directors with the requisite expertise and experience to fulfill its duties and responsibilities, and will recommend changes in committee assignments to the Board as it deems appropriate.
- Developing guidelines with respect to the Company's director access to management and, as necessary or appropriate, independent advisors.
 - Developing guidelines and, where appropriate, programs for Company director orientation and continuing education.
 - Reviewing the duties and composition of committees of the Board, including a review of the criteria for composition of the Audit Committee under the rules of the New York Stock Exchange and under the Federal Deposit Insurance Corporation Improvement Act of 1991 (FDICIA), and a review of the criteria for composition of the Compensation Committee under the rules of the New York Stock Exchange, under Section 162(m) of the Internal Revenue Code and under Section 16 of the Securities Exchange Act of 1934, and identifying and recommending the Board directors qualified to become members of the Nominating-Corporate Governance and other Board committees, taking into account such listing and regulatory criteria, if applicable, as well as such other factors as the Committee deems appropriate.
 - Assigning Board committee oversight of Board-level policies that are not expressly dictated by applicable laws and/or regulations or Board committee charters.
 - Reviewing shareholder proposals and proposed responses.
 - In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall periodically review the Company's ESG strategy, initiatives and policies, and receive and review updates relative to the Company's significant ESG activities.

- Reviewing and recommending to the Board the Corporate Governance Guidelines of the Board and any proposed changes to such practices.
- Providing a leadership role in shaping the corporate governance of the Company.
- Periodically appraising Board and management performance and leading the Board self-evaluation discussion.
- Performing such other functions and duties as may be requested by the Board from time to time.
- Reviewing this Charter at least annually and recommending any proposed changes to the Board.
- Annually conducting a Committee self-evaluation process.

The Committee shall report regularly to the Board. The Committee shall have authority to delegate any of its responsibilities to subcommittees as it may deem appropriate in its sole discretion. Subject to prior approval by the Board, the Committee shall have authority to retain, terminate and obtain advice, reports or opinions from search firms or other internal or outside advisors and legal counsel in the performance of its responsibilities, and to approve related fees and retention terms.

Meetings

The Committee may establish its own schedule for meetings throughout the year and shall determine the number of meetings necessary and proper for the conduct of business.