

FIRST NATIONAL BANK OF PENNSYLVANIA
COMMUNITY BANK BOARD CHARTER
(Amended and Restated as of July 18, 2018)

I. PURPOSE:

The purpose of the First National Bank of Pennsylvania (“Bank”) Community Bank Board(s) is to provide valuable assistance to the Bank in promoting its image/reputation and solutions (products and services, such as deposit, loan, wealth management, brokerage, insurance, investment services and corporate cash management) within the Bank’s various market areas. Additionally, the Bank’s Community Bank Boards will play integral roles in assisting the Bank in the following critical initiatives in the Regional Market area.

- (i) Identify new or emerging business opportunities, make referrals of potential Bank customers or loan prospects and facilitate the introduction of Bank personnel to potential Bank clients;
- (ii) Assist with local strategic marketing initiatives;
- (iii) Provide critical in-market feedback to the Bank such as the Bank’s reputation in the community, new community initiatives and identify competitive issues in the marketplace.
- (iv) Assist the Bank in identifying the banking and financial services needs within the relevant market area;
- (v) Participate in the Bank’s efforts to enhance customer confidence, trust and loyalty by promoting the Bank as the premier financial institution within the market area; and
- (vi) Assist the Bank in identifying other prospective Board candidates and opportunities to hire outstanding banking candidates.

II. BOARD SIZE AND TERM:

The Bank Board of Directors may establish one or more Community Bank Boards. Each Community Bank Board shall be comprised of a number of members as determined by the Regional Cross Functional Leader in consultation with the Chief Executive Officer or President of First National Bank of Pennsylvania. The frequency of Community Bank Board meetings shall be determined by the Regional Cross Functional Leader. Each Community Bank Board member shall be appointed for an initial three (3) year term and will be reviewed annually by the Regional Cross Functional Leader and in consultation with the Chief Executive Officer or President of First National Bank of Pennsylvania. Incumbent Community Board members may be reappointed for an additional term(s) by the Chief Executive Officer or President of First National Bank of Pennsylvania.

No Community Bank Board member may be appointed after reaching the age of 70. However, persons who retire from service on the Bank Board of Directors, in accordance with the Bank director retirement policy, are eligible to be appointed to a Community Bank Board for one three-year term which shall commence on the effective date of the director’s retirement. A Community

Bank Board member may be required to offer his or her resignation following his or her relocation or loss of his or her principal occupation, including through normal retirement or for any other reason at the discretion of the Chief Executive Officer of First National Bank of Pennsylvania. The Community Bank Board meetings may be held at any places chosen from time to time by the Regional Cross Functional Leader or his or her delegate. Candidates for appointment to a Community Bank Board shall be nominated by the Regional Cross-Functional Leader and approved by either the President of First National Bank of Pennsylvania or the Chief Executive Officer.

III. LIMITATIONS ON BOARD AUTHORITY AND LIABILITY:

Members of the Community Bank Board shall not have any voting rights or assume any fiduciary responsibilities or obligations with respect to the Bank.

To the fullest extent permitted by law, no member of the Community Bank Board shall be personally liable for monetary damages for any action taken, or failure to take any action, or other activities of this Board. Moreover, members of the Community Bank Board shall be covered under the F.N.B. Corporation director and officer liability policy.

IV. COMMITMENT OF REGIONAL BOARD MEMBERS:

The commitment of the Community Bank Board members shall include, but not be limited to, the following:

- (i) Attend all Board meetings and actively participate in the meeting discussions and deliberations (annual requirement to attend at minimum 75% of the meetings).
- (ii) Have working knowledge of the Bank's full range of banking and related financial products, services and pricing guidelines.
- (iii) Identify new or emerging business opportunities, make referrals of potential Bank customers or loan prospects and facilitate the introduction of Bank personnel to potential Bank clients.
- (iv) Maintain the highest ethical standards in the conduct of personal and professional matters.
- (v) Make recommendations on the manner in which the Bank can improve its product and service offerings within the Community Bank Board's market areas.

V. RECORD KEEPING:

The Regional Cross Functional Leader or his or her delegate shall arrange to have written minutes prepared for each Community Board meeting.

VI. MEETING AGENDA:

The Regional Cross Functional Leader or his or her delegate shall prepare the agenda for each Board meeting.

VII. BOARD FEES:

The Board meeting fee to be paid to the Board members shall be determined annually by the Bank President in consultation with the Chief Executive Officer.