

F.N.B. CORPORATION
CODE OF CONDUCT

Amended September 18, 2018
Last Approved December 14, 2021

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Code of Conduct

I. Introduction

F.N.B. Corporation and its subsidiaries and affiliates, are collectively referred to in this Code of Conduct (“Code”) as the “Company.” It is essential for us as an industry and as an organization within that industry to maintain a reputation for honesty and fair dealing.

This Code reflects F.N.B. Corporation’s policy of responsible and ethical business practices, and applies to all directors, officers and employees of the Company and its subsidiaries. In addition to the Code of Conduct, all executive officers and financial executives will be subject to an additional Code of Ethics specifically designed for the most senior corporate officers. The Code reflects our commitment to conduct business honestly, fairly, legally and ethically. By adopting this Code, we acknowledge that our success is based on the commitment of our representatives to observe and practice the highest standard of behavior. For convenience, the term “you” and “your” as used in this Code, includes directors, officers and employees and “we” and “us” refers to F.N.B. Corporation and each of its subsidiaries.

It is impracticable to think we can delineate all conduct required to ensure adherence to the high ethical standards expected of us, or set forth rules that cover all conceivable situations. This Code, therefore, is not intended to be all-inclusive, but should serve as a guide in applying our basic philosophy of conducting business with integrity and fairness.

Generally, you are expected to exercise good judgment and common sense in your decisions and in dealing with others. You are expected to comply with all applicable laws and regulations. Many of the laws and regulations which govern your conduct also apply to your “immediate family”, such as your spouse, children, grandchildren, parents, grandparents, brothers, sisters and in-laws, as well as anyone who resides with you. It is your duty and responsibility to familiarize yourself with the provisions of this Code, to inform family members of your obligations under this Code, and to explain how their actions could affect you.

A violation of the Code is a serious matter, and may be grounds for disciplinary action up to and including termination.

The following Legal Compliance, Code of Conduct and Ethical Decision-Making Guidance flow chart is a useful tool to preliminarily assess whether prospective business and personal activities are legal, consistent with our Code of Conduct, reflect our company’s values and standards, and will not harm F.N.B.’s reputation.

II. Raising Ethical Issues and Reporting Misconduct

The Company's reputation for integrity depends upon the conduct of its representatives. If you observe, have knowledge of or become aware of any illegal or improper conduct on the part of another person, if you have questions or concerns about issues that are governed by this Code, if any doubt exists regarding the propriety of any action, or if the application of the rules or guidance of this Code to a particular circumstance is unclear you should promptly contact any of the following:

- your supervisor;
- your Human Resources representative;
- the Chief Legal Officer;
- the Chief Audit Executive;
- the Chief Risk Officer; or
- the Company's Values line at 1-888-587-3574 or online at fnb.ethicspoint.com.

Additional contact information is at the end of this Code.

You should feel free to contact an appropriate management person in your department or one of the other individuals listed above, whichever you believe is more appropriate. You may choose to remain anonymous. If you raise an ethical issue and you do not believe the issue has been properly addressed, you should raise it again with another of the contacts listed above.

Unless you report such situations to management, we cannot appropriately deal with problems. If you conceal improper conduct, it often compounds the problem and may delay, hamper or preclude appropriate responses that could prevent further issues. Additionally, if you fail to disclose improper conduct of which you become aware, you are also exposing yourself to disciplinary action for failure to advise management of the problem.

A. Supervisory Responsibilities Concerning Reports of Misconduct

Upon learning of probable or actual misconduct, supervisors must immediately notify Human Resources or, if necessary, escalate the issue to the Chief Legal Officer, Chief Audit Executive or Chief Risk Officer. Supervisors who fail to take appropriate action may be held responsible for failure to supervise properly.

B. Retaliation is Prohibited

The Company prohibits retaliation against any individual who, in good faith, reports any violation of law, regulation, company policy or this Code of Conduct, or any individual who participates in, or otherwise supports, an investigation of such reports. Anyone who is determined to have retaliated against an individual under such circumstances will be subject to disciplinary action up to and including termination.

III. Fair Dealing with Customers and Others

A. Our Standard

Company employees must be honest and fair in all dealings and communications with customers. Company employees should always be mindful that decisions that they make not only impact the Company and its employees, but our customers, shareholders and communities as well. We provide our customers and prospective customers with advice, service, and many products, and we are committed to making financial products and services available to them on a fair, transparent, and consistent basis, and to conducting business in a responsible manner. Employees must strive to make proper decisions and to do the right thing for our customers.

The Company promotes a consultative business experience for our customers which is designed to identify their business and financial objectives and needs with the purpose of recommending or providing product and service options that fit those needs and objectives. The Company recognizes that product sales are an essential element of the financial services industry. However, the Company also understands that its long-term success depends upon developing and maintaining the trust and confidence of our customers. The Company's sales programs are specifically tailored to promote our commitment to our customers. The Company's compensation and sales practices are designed to achieve an equilibrium in which our employees are appropriately rewarded for identifying customer needs, providing effective consultation, and achieving the customer's financial objectives.

B. Leadership

Every team member is expected to be a leader. This means that each of us must take responsibility for maintaining the Company's reputation and for ensuring that we always act with honesty and integrity. Each of us must:

- Be familiar and comply with this Code; applicable laws, rules, and regulations; and Company and line of business policies. Pay particular attention to the policies that pertain to your job responsibilities.
- Be a role model for ethical leadership, and support your fellow team members when they ask questions and raise ethical concerns.
- Help maintain a culture where everyone feels comfortable speaking up.
- Never pressure a team member or third-party service provider to do something that is outside the scope of standard business practice or contrary to the customer's business or financial interests.
- Complete required training in a timely manner.
- Cooperate and be honest and accurate when responding to any internal inquiry, formal investigation, regulatory examination, audit, or similar type of inquiry.

C. Employee Responsibilities

Every employee must follow these guidelines:

- Utilize best efforts to provide products to our customers that are in the customer's best interest. The products offered must be explained in a way that the customer

can understand, and the terms and conditions must be thoroughly and accurately outlined to enable the customer to consent to a product or service from an informed position.

- Understand the sales referral and compensation guidelines that are applicable to your role and know that you must provide advice or make recommendations based on objective business standards and the customer's needs.
- Record sales production results accurately and completely.
- Compete fairly in the marketplace.
- Report sales activities that may not be in accordance with company policies.

D. Prohibited Activities:

A violation of the Code is a serious matter and may be grounds for disciplinary action up to and including termination. A violation of this specific section may also have a negative impact on employee incentive compensation. The following are expressly prohibited:

- Signing a customer up for a product without his or her knowledge or consent, in order to receive sales credit or other benefits, may harm the customer and is a violation of the Code.
- Manipulating or misrepresenting sales, reporting, or customer information, or the improper concealment of such information, is a violation of the Code.
- Engaging in acts or practices that are determined to be unfair, deceptive, or abusive, and failing to consider relevant laws and regulations, as well as the Company's policies and this Code, is a violation of the Code.

IV. Conflicts of Interest

A "conflict of interest" occurs in any situation in which you or a member of your immediate family stand to benefit, directly or indirectly, from a relationship with a supplier, customer, competitor or other person or company who deals with the Company. You are responsible for dealing fairly with the Company in business transactions and for ensuring that your personal and business interests do not bias decisions of Company representatives. Failure to ensure that transactions between employees and the Company are done properly may result in violation of law, regulatory sanctions or lead to reputation, liquidity, compliance or credit risks. You must strive at all times to avoid conflicts of interest, or even the appearance of a conflict, which could expose the Company to liability.

A. Service on Boards of Competitive Enterprises

No nominee for election to the Board may be (a) a director, officer or employee of a Competitive Enterprise (as defined below), or (b) directly or indirectly, or acting through one or more other persons or entities or in concert with others, own or control any equity voting or other ownership interest in excess of four and ninety-nine hundredths percent (4.99%) of any Competitive Enterprise, or (c) a consultant or advisor of a Competitive Enterprise on strategic or board or senior executive level business matters. As used in these Guidelines, the term "Competitive Enterprise" means any bank holding company, national

bank, finance company or insured depository institution (including any institution in the organizational stage or in the process of applying for or receiving appropriate regulatory approval), including any state chartered bank, savings bank, savings and loan association, credit union or other financial institution or financial services provider or non-banking affiliate of such financial services entities. By consenting to serve as a director of the Company, each nominee for election to the Board will be deemed to have acknowledged and agreed that, if elected as a director of the Company, he or she (a) will not during his or her term (1) be a director, officer or employee of any Competitive Enterprise, or (2) directly or indirectly own any ownership interest in any Competitive Enterprise if such ownership interest is in excess of four and ninety-nine hundredths percent (4.99%), and (b) agree to immediately and voluntarily (i) resign from the Company Board or the Board of the Competitive Enterprise in the event of the occurrence of any of the events specified in subparagraph (1) above, and (ii) resign from the Company Board in the event of the occurrence of any of the events specified in subparagraph (2) above. Before accepting a position or consenting to serve on the board of directors (or similar governing body) of another publicly traded company or any other for profit business entity or organization, or directly or indirectly acquiring an ownership interest in excess of 4.99% of a Competitive Enterprise, a director of the Company should notify the Chairman of the Nominating and Corporate Governance Committee of the same.

B. Preferential Treatment

Favoring the interests of certain customers, suppliers, or fellow employees over what would be standard practice or accepted policy for the general public constitutes preferential treatment solely because of a personal relationship with such individuals. You may not provide preferential treatment for yourself, family members or close friends. All financial services, transactions and extensions of credit provided by the Company to a director's or executive or senior officer's spouse, minor children any other relative or other close personal relationship of the director or officer who shares the director's or officer's home or who is financially dependent on the director or officer, or any such person's principal business affiliations (through ownership or as an executive officer), and all transactions between the Company and any such person's principal business affiliations for property, services or other contractual arrangements, must in each case be made in the ordinary course of business and on substantially the same terms as those prevailing for comparable transactions with nonaffiliated persons. You are not permitted to make loans or handle other sensitive financial transactions for yourself or your immediate family members. These matters must be handled by an unrelated officer or employee. Types of preferential treatment are:

- 1. Better loan terms.** Regulation O allows for the extension of credit pursuant to a compensation or benefit program widely available to all employees of the Company. The Company will not give preferences to any representatives of the Company which are not available to others similarly situated.
- 2. Personal involvement in a business deal.** Transactions between a representative of the Company and the Company must be at arm's-length and at a minimum comply with the following requirements: (a) the transaction complies with the law, especially laws pertaining to insider transactions; (b) the terms of the transaction

are fully documented and are no more favorable than those available to the general public; and (c) the transaction has been discussed with and approved by your immediate supervisor who will confer with an appropriate Company representative.

C. Sales/Purchases of Property and Services to/from Directors, Officers and Employees

Unless pre-approved by a majority of disinterested members of the Board of Directors of the Company, directors, officers, and employees and any of their “immediate family members” (as this term is described under the “Insider Trading” section of this Code) and any related business entities may not:

1. Purchase property or services from the Company unless such property or services are offered in the regular course of the Company’s business, and on terms not more favorable to the director (subject to certain exceptions regarding loans under Regulation O), officer or employee, or his or her “immediate family members” and any related business entity, than those offered to other similarly situated clients who are not Company directors, officers or employees or related thereto; or
2. Sell any property or services to the Company other than property or services that are sold in the regular course of the director’s, officer’s, or employee’s (or their “immediate family member’s” or their related business entity’s) business and are sold upon terms not less favorable to the Company than those offered to similarly situated clients of the director, officer, employee or their “immediate family members” or related business entity.

D. Taking Business Opportunities

A conflict of interest exists if you take for yourself a business opportunity which belongs to the Company. These opportunities rightfully belong to the Company when the Company has first pursued the opportunity, when the business has been offered to the Company, when it is the type of business in which the Company competes, when the Company has funded it, or when the Company has devoted facilities or personnel to develop it. For example, if, as an employee, you helped develop a training program or software package and then start a business to sell those products to other companies outside the Company, you would be improperly taking a business opportunity belonging to the Company.

E. Trade Secrets

If you invent something, make a discovery, improve something, develop software, or write something during your employment which is related to the Company’s business or activities, you should be aware that such invention, discovery, improvement, or software development is Company property and you are required to:

- Disclose your work to your supervisor;
- Assign any rights to the work to the Company, if appropriate; and
- Assist the Company either during or after your employment in getting the use and benefits of the work, including anything necessary for the Company to get a patent or copyright or obtain other protection for the work.

F. Giving Tax or Legal Advice

Customers often ask for advice on certain topics involving their accounts or finances. To avoid a conflict of interest, you should avoid giving any advice unless it is an inherent part of your job. You should consult the appropriate legal or regulatory personnel within the Company when unsure what to do. You should never give tax or legal advice which you are not both *qualified* and *licensed* to provide.

When you consult the Legal Department for help in handling a situation, the answer you are given will represent the best interests of the Company. Customers should not expect or rely on information from our Legal Department for their personal use, but should always be encouraged to seek out their own attorneys. If a customer asks you for the name of an attorney, be careful to avoid the appearance of favoritism or potential influence over the customer's decisions. Name several individuals, or better yet, encourage the customer to contact the local lawyer referral service.

V. Confidential Information

Confidentiality has always been an essential part of the financial services industry. Our customers, vendors and other parties give us a great deal of sensitive information, in both written and electronic forms, about themselves and their businesses and trust us to keep this information confidential. It is your responsibility to safeguard information about the Company, its customers, suppliers, shareholders and employees. Information you acquire through your affiliation with us must be held in the strictest confidence. This information is to be used solely for business purposes of the Company, and never for personal gain. It must not be disclosed to anyone else, including family members or even another Company representative, unless the other representative has a legitimate business reason for obtaining the information in order to perform his or her duties for the Company. You must avoid any indiscriminate handling or sharing of documents and discussion of confidential information in common areas such as hallways, rest rooms and lunch areas. Also, our vendors enter into confidentiality agreements with the Company which include strict confidentiality restrictions regarding their processes, business models and other aspects of their business. You should ensure that you are familiar with these vendor confidentiality obligations. Except for routine credit inquiries, confidential information may be disclosed to persons outside the Company only when authorized in writing by the customer or as required by law (under subpoena or other legal process). Any disclosure of privileged or confidential information could expose both you and the Company to liability.

In addition to any information about the Company's customers, "confidential information" is any information, in both written or electronic form, relating to the Company's business which it has not previously released; this includes information such as marketing and business plans, financial information, costs, privacy information, customer and client lists, relationships between the Company and dealers, distributors, sales representatives, wholesalers, customers, clients, suppliers, merger and acquisition or other significant transactions, including the Company or our clients, and any information which any of them provide to the Company.

You are not to remove from the premises of the Company or its affiliates any document or object containing or reflecting any confidential information, except when acting as a representative of the Company in pursuit of the business operations and activities of the Company, or as specifically

permitted in writing by the Company. It is also important for you to recognize that all such documents, electronic, tangible and intangible, are property of the Company. At any time upon request by the Company or at the time of termination of your relationship with the Company, you shall return all such material to the Company. In addition, you may not retain any copies, duplicates, reproduction or excerpts of confidential information.

A. Company's Interest in Confidential Information

The confidential information discussed above is valuable property of the Company, which it desires and intends to protect under applicable laws. Additionally, our customers' trust is paramount. Therefore, keeping customer information secure and using it appropriately is important to the Company. If you fail to abide by the confidential information provisions of this Code, the Company may take disciplinary action against you or, if appropriate, legal action to compel you to cease any activity violating the Code, to return property, or enforce another remedy available to the Company

In addition, you must comply with all other company policies and procedures relating to confidentiality, including those that have been adopted by your department or otherwise concern non-public, material transactions, events or matters concerning the Company. All employees should also become familiar with and follow the standards relating to confidentiality of information set forth in the Information Security Program Manual, available via the Company's intranet.

VI. Insider Trading

A. Securities Transaction Restrictions for Directors, All Employees and Family Members

If you are aware of internal, material non-public information concerning any public company including, but not limited to, the Company, you and your "immediate family members" (defined below) are prohibited from buying, selling, or recommending the purchase or sale of such public company stock. In addition, you may not disclose such information to others except as set forth in this Code, the Company's Insider Trading Policy or otherwise as advised by the Company Legal Department. The Company's directors and persons designated as Section 16 Officers shall also ensure that all their Company stock trades are done in accordance with the Company's Insider Trading Policy.

Information about the Company is disclosed to the public in a way so that everyone interested in the Corporation or its securities will receive that information at the same time. Early or unauthorized disclosure is a violation of federal securities laws.

The use of material non-public information concerning the Company (also known as "inside information") in securities transactions ("insider trading"), or the communication of that information to others who use it in securities trading, may violate federal securities laws. Violations of these securities laws are likely to result in harsh consequences for the individuals involved, including:

- Exposure to investigations by the Securities and Exchange Commission (SEC);
- Criminal and civil prosecution;
- Relinquishing any profits realized or losses avoided through use of the information;

- Significant monetary penalties;
- Significant prison terms; and/or
- Liability in private lawsuits brought by persons with whom the employee engages in securities transactions.

Insider trading violations can also expose the Company and those acting in supervisory capacities to civil liabilities and penalties for the actions of employees under their control who engage in insider trading.

“Material Information” means information relating to the Company (or any other entity with publicly-traded securities), or its affiliates, its business operations or securities, which would be likely to affect the market price of any of its securities, or would be likely to be considered important by an investor in determining whether to buy, sell, or hold those securities if the information were to be publicly disseminated. Some examples of the types of information often found to be “material” are:

- Earnings estimates;
- Dividends;
- Major new discoveries or advances in research;
- Acquisitions, including mergers and tender offers;
- Sales of substantial assets;
- Change in debt ratings;
- Significant write-downs of assets or additions to reserves or bad debts or contingent liabilities;
- Liquidity problems;
- Important management developments;
- Public offerings;
- Major price or marketing changes;
- Labor negotiations; and/or
- Significant litigation or investigations by internal auditors or government bodies.

Information about a company should be considered “non-public” if it is not widely disseminated to the general public. Information would generally be deemed “widely disseminated” if it has been disclosed (for at least 48 hours), for example, in:

- The Dow Jones broad tape;
- News wire services such as Associated Press (AP) or Reuters;
- Radio or television;
- Newspapers or magazines; or
- Public documents filed with SEC, such as periodic reports, prospectuses or proxies.

Neither you nor any “immediate family member” (defined as your spouse, minor children, older children residing in your household who primarily rely on you for financial support and any relatives – by blood, marriage or otherwise – living in your household) may purchase or sell any security, whether or not issued by the Company, if you possess non-public material information about the Company or other entity whose security you are purchasing or selling. You are responsible for such “immediate family member’s” compliance with these requirements and, when applicable, you must seek approval and report their personal securities transactions in accordance with applicable securities laws and the Company Insider Trading Policy. If you have any knowledge of material information regarding the Company or another entity that transacts business with the Company (such as a merger acquisition candidate or vendor) you may not communicate such information to any other person unless that person requires that information to perform his or her professional duties. This prohibition applies to the Company’s securities as well as to the securities of other companies. It applies to transactions for any Company account, client account or personal account. A personal account is any account in which you have a financial or beneficial interest, or the power to affect or ability to influence trading or investment decisions, either directly or indirectly. Personal accounts typically include accounts of spouses, children or other members of your household, and accounts over which you have investment discretion.

B. Pre-Clearance for Trades of Company Securities

Company directors, officers designated as Section 16 Officers, members of the CEO Council, Company employees designated as “insiders” for purposes of a possible merger and acquisition transaction or other material event or matter, and employees specifically designated by the Chief Executive Officer must obtain the approval of the Chief Legal Officer or his designate before buying or selling Company securities, changing elections or making intra-plan transfers involving Company securities or phantom shares, using Company securities to secure a loan (including a margin account) or making a gift of Company securities. Directors and designated Section 16 Officers shall obtain pre-clearance of each trade of Company securities in accordance with the Company Insider Trading Policy.

C. Prohibition against Hedging and Other Derivative Strategies Involving Company Securities

The executive officers of F.N.B. Corporation and its subsidiaries (collectively “FNB”), shall not engage in hedging strategies using puts, calls or other derivative securities based on the value of F.N.B. stock. For purposes of this policy, executive officers are those persons designated by the F.N.B. Board under Section 16 of the Securities Exchange Act. However, F.N.B. executive officers are permitted to pledge stock, and any pledged stock shall count towards the required shares under the Stock Ownership Guidelines.

Company directors and executive and senior officers are prohibited from conducting the following activities regarding Company securities:

- transactions in any derivative of a Company security, including but not limited to puts, calls and options, which are based on the value of Company stock other than stock option that may be awarded by the Company under its 2007 Incentive Compensation Plan, as amended;

- day trading of Company securities (buying and selling the same security during one calendar day); and
- short-selling Company securities (selling the securities at a specified price and on a specified date without owning the securities on the trade date).

Directors and Employees should consult with the Legal Department if they have any questions pertaining to these restrictions.

VII. Sale of Trust Assets

You are generally not permitted to purchase assets owned by or administered by First National Trust Company in its custodial, administrative, or fiduciary capacity. If you have any questions about the sale of trust assets, you should consult the Compliance or Legal Departments.

VIII. Maintaining the Accuracy of Bank Records

The Company's records must be completely accurate. In order to insure such accuracy, you must continually provide information to others within the Company that it is accurate, complete, objective, relevant, timely and understandable. You may not make any false or misleading entries in the Company's books, records or filings or provide false information to anyone. Your appropriate actions will insure that the Company will timely record all transactions correctly in accordance with regulatory requirements.

You are personally responsible for the integrity of the information, reports and records under your control. You must always prepare financial statements in accordance with generally accepted accounting principles and fairly present, in all material respects, the Company's financial condition and results. You are prohibited from destroying any records that are potentially relevant to a violation of law or any litigation or any pending, threatened or foreseeable government investigation or proceeding.

If you become aware of questionable accounting or auditing matters, you must report the information immediately. You may report the information to any of the people noted in the Raising Ethical Issues and Reporting Misconduct sections of this Code or to the Chairman of the Audit Committee. This submission may be anonymous, if you so choose. The Audit Committee is charged with receiving and handling all such issues in a confidential manner. When appropriate, the Audit Committee will promptly report violations of the Code of Conduct in accordance with rules and regulations established by the Securities and Exchange Commission.

IX. Government Investigations

You must cooperate with government employees conducting investigations. Government investigators have the right to contact you at work or at home for work-related issues. The Legal Department should be contacted immediately about any unexpected government interview or investigation. In most situations, you have the right to decide when and where the interview will be conducted. For more information about your rights regarding government investigations, contact the Legal Department.

X. Media Inquiries

Directors and employees may be contacted by the media for information concerning the Company's position on various matters or reaction to certain events or matters concerning the Company or the financial services industry. *You must always direct these inquiries to the Company's Corporate Communications Department or our Chief Executive Officer.*

XI. Breach of Trust or Dishonesty

As a Company employee, you must comply with all laws and regulations, including those specific to our industry. If you specifically violate any applicable Company industry laws (such as check kiting, embezzlement, accepting or making fraudulent statements or making fictitious loans), you will be terminated and, in most cases, suffer the consequences of criminal prosecution. If you are convicted of a criminal offense, whether or not it is related to the Company, you will still face substantial fines and imprisonment.

A. Specifically, the law prohibits:

- Taking any money, funds, credits, assets, securities, software, or other property from the Company, including embezzlement or misappropriation of funds.
- Taking gifts, favorable treatment, bribes or anything of value in conjunction with general business decisions or Company transactions.
- Making false entries in accounting records, reports, financial statements or other documents.
- Using threats, physical force or other unauthorized means to collect money.
- Using Company funds or assets to finance campaigns for political office.
- Making a loan or giving a gift to an examiner who has the authority to examine the Company or to an external auditor who has the authority to audit the Company.
- Failing to report currency transactions and other matters as required by the Bank Secrecy Act.
- Knowing that a criminal offense has been committed and not notifying appropriate Company personnel and helping someone avoid capture or punishment.

B. Bond

- 1. Fidelity Bond Coverage:** The Company holds a fidelity bond that covers all employees of the Company. The bond coverage for any employee may end as soon as the Company learns of any dishonest or fraudulent act that was or may have been committed by the employee at any time, whether or not the act was committed while in the Company's employment.
- 2. Bonding Requirement:** If an employee does not meet the standard for bonding, employment may be terminated. To comply with the bonding requirements and other requirements imposed by law, the Company reserves the right to investigate the personal history of any applicant or employee, including any law enforcement records.

XII. Tie-Ins and Competition

Although you are encouraged to promote the sale of all of the various products and services offered by the Company, you should be aware that federal law prohibits “certain tying arrangements.” A “tying arrangement” is one in which a seller places conditions on offering a Company product or service which obligate a Company customer to purchase a separate Company product or service. These prohibitions do not apply, however, to certain traditional Company practices, such as requiring a compensating balance in connection with a loan.

Additionally, the Sherman Antitrust Act prohibits any combination, conspiracy, or agreement among competitors to restrict or prevent competition. A specific violation of this Act could be a formal or informal agreement between you and an employee of another Company to fix prices, allocate markets or customers, or refuse to deal with particular suppliers or customers. If you are in contact with competing Companies, you must avoid any conversation that might give the appearance of making such agreements. Be especially careful at social or professional gatherings, where information related to the Company’s business dealings could be overheard by a competitor.

XIII. Fair Competition

A. Fundamental Principle

The Company expects you to engage in vigorous, but fair competition with our competitors. Unfair ways to compete are not permitted. For example, you must never direct or encourage any applicant or new employee to violate any contractual or legal obligations to a former employer, such as a responsibility to protect confidential business information, technical information or trade secrets.

B. Requirements

You are required to notify your supervisor and HR representative immediately if you have any obligations that may interfere with your ability to perform your job duties for the Company. These obligations may include an agreement with a former employer, business partner or other person or entity that says:

- You may not compete with them for a certain time or in a specific location;
- You may not ask their employees if they are interested in working for the Company;
- You may not ask their clients to do business with the Company;
- You may not take work-related inventions, developments, or writings to use at another business or place of employment;
- You may be limited in your use of trade secrets, business information, materials, training or techniques that you learned there; or
- You may have to notify them of any new employment or business venture.

XIV. Bank Bribery Act

As a general rule: you should always decline any gifts for you or your family – and refrain from providing gifts to others – regardless of value, **if the gift is intended, or has the appearance of intending, to influence the business decisions you make for the Company.** This includes the

expectation of a return of business or services, where there is corrupt intent, or where the sole intent is to influence or reward a business decision involving the Company. A “business decision” includes, but is not limited to: awarding business to a supplier or service provider; extending credit; underwriting transactions; giving or receiving investment advice; and handling trust matters, checking accounts and any other transactions involving customers and suppliers. A “business decision” applies both before and after a transaction is discussed and completed.

The Bank Bribery Act applies not only to the person who offered the gift, but also the person who received it. Pursuant to the Bank Bribery Act, you are not allowed to ask for or receive “anything of value” (including entertainment, meals, travel, or lodging) from current or prospective clients, consultants, vendors or professional service providers. Conversely, you are also not permitted to offer “anything of value” to current or prospective clients, customers, consultants, vendors or professional service providers. A violation of the Act can result in substantial penalties, fines and/or imprisonment.

A. Exceptions - What May Be Accepted

There are some types of gifts, favors or entertainment which may be accepted under certain circumstances. Here are a few examples:

- 1. “Nominal” gifts.** Subject to any stricter policies adopted by your business unit, you may occasionally accept advertising or promotional material from a current or prospective client, consultant, vendor or professional service provider having a value not in excess of \$100, such as pens, pencils, note pads, key chains, calendars and similar items. You are also permitted to provide such nominal gifts to current or prospective clients, customers, consultants, vendors or professional service providers.
- 2. Reasonable business gratuities.** Subject to any stricter policies adopted by your business unit, you may occasionally pay for or let someone else pay for meals, refreshments, travel arrangements (including airfare), accommodations, or entertainment to discuss business or foster business relationships if the expense is of reasonable value. In general, such items are of “reasonable value” if they involve a level of expense that customarily would be reimbursed by the Company as a reasonable business expense. It is further reasonable to provide entertainment for a current or prospective customer if a representative of the Company is present to foster the business relationship.

Reasonable business gratuities for travel, lodging, meals and entertainment which exceed the “nominal gift” amount described herein will normally be permissible under the Bank Bribery Act if they: (i) are reasonable in amount, (ii) are expended in the course of a legitimate business meeting or an event reasonably intended to foster better business relations, and (iii) are not solicited by the recipient for your his or her, or another person’s, benefit. If you have any question regarding whether a particular business gratuity is considered reasonable and/or acceptable, consult with your supervisor or the Legal Department prior to provision or acceptance.

- 3. Personal gifts.** You may accept or provide gifts of nominal value when they are related to the recognition of special occasions such as a graduation, promotion, new job,

wedding, retirement, funeral, or a holiday. You also may provide or accept a gift of nominal value if it is given based on an obvious family or close personal relationship and the circumstances clearly indicate that it is unrelated to the business involved between you and the other person.

4. **Gifts rewarding service or accomplishments.** You may accept a gift from a civic, charitable, or religious organization given specifically because of your service or accomplishment.
5. **Discounts or rebates.** You may accept or provide discounts or rebates on merchandise or services if they do not exceed those available to other customers. You also may take advantage of any discount on Company services or products if they are the standard discounts offered to all employees.

There may be other circumstances in which receiving or providing a gift would be acceptable. If you are unsure if you may accept or provide a particular gift or gratuity, consult with your supervisor or the Legal Department.

B. Prohibitions - When Gifts or Gratuities Are Never Acceptable:

- you may never solicit a gift or gratuity for your own or another person's benefit, and you should never provide a gift to a current or prospective client, consultant, vendor or professional service provider when that gift has been solicited (even if its value is nominal);
- gifts of nominal value, business gratuities, gifts rewarding service or accomplishments, and even personal gifts are not allowed if the gift is given or accepted in connection with, or as a result of, a business decision you make on behalf of the Company or to influence a customer's decision; and
- gifts of cash in any amount are never permitted.

C. Disclosure Requirement.

In the following circumstances, you must promptly notify your supervisor to discuss how to handle the situation, who will then confer with the appropriate Company personnel for direction on how to proceed, if necessary:

- if you are offered a gift or something of value that goes beyond those permissible circumstances above and you cannot refuse or return it; or
- you have any doubts about whether it is permissible to accept a gift or something of value.

XV. Government and Municipal Relationships

A. Interactions with government employees.

Interactions with government entities and their employees may expose the Company and its employees to a myriad of public policy, legal and compliance concerns. It is important that you discuss with any state or federal government or municipal employees, with whom you interact, if any rules or regulations exist that will affect such interactions (e.g., limits on gifts and entertainment, requirement to register as a lobbyist, responding to a subpoena, etc.). If you have questions or remain unsure about your obligations prior to making these contacts, you should confirm with your supervisor, Compliance Department, or Legal Department if there are any limitations or requirements that apply to your contact.

You are expected to be particularly vigilant when interacting with government and municipal employees and must not engage in behavior that could be seen as being intended to improperly influence a Company business relationship.

You must not offer, give or promise to give money or anything of value to any executive, legislator, official or employee of any government, agency, municipality, state- or municipal-owned/controlled enterprise, board, agency or authority, or political party or candidate for political office (collectively, “Government Officials”) if it is intended to improperly influence Government Officials in connection with a Company business relationship, in violation of applicable rules, codes or policy. You must be sensitive to those situations or circumstances that could create an appearance of impropriety or potential conflict of interest, raise bribery or corruption concerns, or create an expectation or appearance of a quid pro quo arrangement.

B. Specific Limitations for Different Types of Public Officials:

1. Federal Officials. Gifts and entertainment over \$50 in value may not be offered to officials in the executive branch of the federal government (“executive branch official”). For example, the value of an executive branch official’s meal paid for by the Company may not be greater than \$20. Annual gifts to executive branch officials are aggregated and may not be greater than \$50. *Any gift to an executive branch official must receive approval from Human Resources so that the \$50 limit can be monitored. Advance approval of each gift, regardless of amount, is important because gifts given by all officers of the Company to one executive branch official will be aggregated.*

Members of Congress and Congressional staff are subject to restrictions on gifts they may accept. *Any gift to a member of Congress or to Congressional staff members must receive approval from Human Resources.*

2. Federal Examiners. Gifts and entertainment, even of nominal value, may not be offered to Federal examiners (e.g., Federal Reserve, FDIC, OCC, CFPB, etc.) for any reason.

3. Pennsylvania State Officials. Gifts, even of nominal value, may not be offered to Pennsylvania State officials.

4. **Pennsylvania County Officials.** In counties in which Company employees are likely to have significant activity, you should be sure to familiarize yourself with the local gift rules for Pennsylvania county officials, which may change from time to time. *Be sure to check local county rules, or discuss with your supervisor or the Legal Department if you are unsure if a limit exists.*
5. **Maryland State Officials.** Gifts of more than nominal value may not be offered to officials in the executive or legislative branch of Maryland government. Although nominal value does not have a specific dollar limit, you should be guided by the principles set forth in the Gifts section of the Code of Conduct above. *Any gift to a Maryland State official must receive approval from your supervisor.*
6. **Ohio State Officials.** Gifts, even of nominal value, may not be offered to Ohio State or county officials.
7. **Local Municipalities.** You are advised to request that the municipal official provide information to you regarding the local rules related to limitations on gifts or entertainment before they are provided. In general, employees of the Company should endeavor to familiarize themselves with local municipal codes relative to limitations on entertainment or gifts, if any exist.

C. Political Contributions Distinguished.

Separate from the limitations outlined above, employees may make personal political contributions or contributions through the F.N.B. Corporation PAC, within applicable legal limits, to candidates, parties, committees and other entities that make political expenditures. If you have any questions or are unsure, please confirm with your supervisor, Compliance Department, or Legal Department, and refer to the limitations above prior to making or soliciting others to make political contributions or otherwise engaging in political activities. For further information concerning Political Activities, please refer to that section of the Code of Conduct.

XVI. Outside Activities

Involvement in civic and political activities is beneficial to an employee's personal growth and influence within his or her community and profession, as well as to the Company. However, you are expected to avoid any outside interest or activity that will interfere with your duties at the Company. Generally, your outside interests or activities should not:

- Significantly encroach on the time or attention you devote to your duties
- Adversely affect the quality of your work
- Compete with the Company's activities
- Involve any significant use of Company equipment, facilities or supplies
- Imply Company sponsorship or support
- Adversely affect the Company's reputation.

A. Civic Activities.

Active participation in religious, community, professional or charitable organizations is encouraged. Approval is not required to participate in or accept appointment as a trustee, director or officer of a non-profit organization unless there is a lending relationship or some other potential conflict of interest between the organization and the Company.

B. Political Activities.

(i) Political Activities and Support.

You are encouraged to participate in political activities on your own time and in accordance with your individual desires and political preferences. However, it must be clear at all times that your participation is done as an individual and not as a representative of the Company. You should make yourself aware of applicable federal, state, and local laws and industry standards which may limit or prohibit you from making political contributions or engaging in certain political activities, due to the Company's business relationship with certain political entities or governmental officials.

The Company is strictly prohibited from contributing money, property or services to any political party or candidate, either domestic or foreign. Loans are also prohibited, except when made in the ordinary course of business and in compliance with federal and state laws. F.N.B. Corporation Political Action Committee, which is funded by personal contributions made by the Company's employees, is the only permissible source for funding political contributions on behalf of the Company. Accordingly, any proposed political contribution or expense incurred by Company representatives must be approved in advance by the PAC. This prohibition includes monetary contributions, the use of facilities for a fund raiser, purchase of tickets for receptions or dinners, advertisements and journals, payments for services and gifts to officials.

(ii) Public Service.

Before accepting an appointment to or a nomination for public office, employees should inform their manager and obtain final approval from the Human Resources Department. Company directors shall inform the Board Chair, Lead Director and CEO before accepting an appointment to or a nomination for public office. The Nominating and Corporate Governance Committee shall review the proposed director's political appointment/nomination and make a recommendation to the Company Board. The Company Board shall make a final determination as to whether a director may accept an appointment to or a nomination for public office.

In no event shall any director or employee serve in public office or engage in political activities if such involvement would interfere with or restrict your ability to perform your duties and responsibilities of the Company.

C. Business and Employment Activities.

Employees may not accept a position as a director, trustee, officer, owner or general partner of an outside business organized for profit without the prior written approval of the Human Resources Department. You are advised to contact your immediate supervisor to initiate your request for approval. After you submit the Code of Conduct Status Form and you receive appropriate approval, you are expected to exercise good judgment when participating in any decisions involving a relationship between the organization and the Company.

You must not engage in outside employment or business ventures that interfere or conflict with the satisfactory fulfillment of your responsibilities to the Company. You should not accept outside employment as a representative who prepares, audits, or certifies statements or documents pertinent to the Company's business, nor should you engage in business ventures where the primary purpose is competition with the Company. Submission of the Code of Conduct Status Form and appropriate approval is required before engaging in activities such as consulting, preparing tax returns, selling real estate or rendering legal advice.

You should not invest in or have a personal business involvement with a customer if you are responsible for the management of the Company's relationship with that customer.

You may be prohibited by federal law from participating in "interlocking affiliations," that is, dual service as an employee of an organization that is primarily engaged in the issue, flotation, underwriting, public sale or distribution of stocks, bonds or securities; as a director, officer or employee of any commercial Company, Company association, trust company or savings Company not owned by FNB Corporation; or as a director or officer of a registered public utility holding company or subsidiary.

D. Fiduciary Activities.

To avoid the appearance of conflicts, you should not agree to serve as an executor, trustee, personal trust advisor, guardian or other position for anyone except a member of your immediate family.

Employees may not accept bequests from Company customers. If this should occur, you must take whatever legal steps are necessary to renounce the bequest. Any exception to this policy will be based on a clear representation that you had a close personal relationship with the deceased who was unrelated to your employment with the Company.

XVII. Use of Facilities, Property and Personnel

The availability of the Company's facilities, real or personal property, and personnel for any insider's personal (non-Company business purpose) use will require the approval of the CEO/President and will be considered on a case-by-case basis. Consideration will be given to the circumstances precipitating the request and the impact of such use on the community. In no instance will facilities, real or personal property, or personnel be used for a political event.

Subject to and/or limited by other policies or agreements that may be in place, the use of the Company's facilities, real or personal property, or personnel not in connection with the Company's business and responsibilities, by an employee, officer, executive officer, director, or affiliated person thereof, will only be permitted if the use of such is on terms substantially the same as those afforded other customers of the Company.

XVIII. Personal Finances

No profession or industry has been held to a higher standard of conduct or provided greater public service than the banking industry. Companies have traditionally recognized their duty to act in a manner of public trust and confidence. Because you are a professional within the financial services industry, our customers have a right to assume that you manage your finances impeccably. Consequently, you must avoid activities that may cause the public to lose confidence in you or the Company. It is imperative that employees avoid overdrafts, misuse of Company accounts, check kiting or involvement in criminal misuse of an account. In fact, engaging in any of these activities could subject you to disciplinary action, up to and including termination.

XIX. Investing in Other Businesses

Generally, you should not invest directly or indirectly in:

- The stock or business of a competitor, supplier or customer, unless that company's shares are publicly traded on a stock exchange or in the over-the-counter market (see Insider Trading).
- A company, business or other opportunity made available to you by a customer or supplier of the Company.
- Any business, entity or facility engaging in activity which violates federal or state law including, but not limited to, the terms of the federal Controlled Substances Act or similar state law.
- Any company or business in which your ownership would be 4.99% or more.

If you desire to do so, you must contact your immediate supervisor to begin the approval process.

XX. Outside Board Service

A Company director must advise the Board Chair, independent Lead Director, CEO, and the Nominating and Corporate Governance Committee before he or she accepts an invitation to serve on a nonaffiliated public company, or other for profit company, board of directors. Prior to a director's acceptance of a position with a public or for profit company board and in connection with its recommendation to the Board, the Nominating and Corporate Governance Committee shall review the Company director's outside board service opportunity for any possible conflict of interest, reputational issues, impact on the director's "independence" status or the director's availability to fulfill his or her responsibilities as a Company director. The Company Board shall determine whether the director may accept the outside director position.

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.

XXI. Borrowing or Lending Money

Extending credit is an essential function of our Company. As an employee, you must be especially careful how you conduct your personal borrowing or lending activities. These guidelines will help prevent conflicts of interest and/or violations of federal law. When necessary, contact your immediate supervisor to begin the approval process.

- You should not borrow from a Company customer or borrow personally from employees. Neither should you co-sign, endorse or assume liability for borrowing of any customer (except a member of your family).
- Directors and executive officers are subject to the borrowing limitations of Regulation "O," a federal regulation which pertains to lending to a director or executive officer, it is your responsibility to understand and comply with Regulation O. Specific information is available from the Legal Department.
- Lenders may not offer preferential interest rates, terms or waive fees on any kind of loan to any director or executive officer unless widely available to other employees.

XXII. Acknowledgment / Training

At the time of each employee's review, or at least annually, each employee and director must sign an acknowledgment of their review and understanding of the Code of Conduct. Certain disclosures must be made to your supervisor or others as situations arise.

Non-Employee Directors will include relevant information in these areas as part of the annual completion of the SEC and Regulation O questionnaires.

Each employee shall be required to participate in annual training regarding the Code of Conduct ethical standards and requirements.

If you have any questions in these areas, please contact your immediate supervisor, Human Resources or the Legal Department. All inquiries in these matters will be strictly confidential in accordance with policy and applicable laws and regulations.

XXIII. Obtaining Approvals

Company officers and employees should initially consult with their supervisor to seek to resolve any issue related to an employee under the Code of Conduct. In the event the supervisor cannot resolve the issue, then the supervisor must immediately request assistance from Human Resources. The Chief Ethics Officer, Chief Audit Executive and Director of Human Resources, only when acting as a group, may grant waivers of this Code of Conduct for any issue related to an officer employee. The Chief Ethics Officer, Chief Audit Executive and Director of Human Resources

will record minutes of any meeting and if they agree to a waiver of this Code of Conduct, such waiver will only be granted in writing. The Company Directors and Chief Executive Officer may consult with the Chief Legal Officer in order to resolve issues or seek guidance under this Code. Only the Audit Committee may grant a waiver of the Code of Conduct for Senior Executives, Financial Managers or Directors.

XXIV. Important Contact Information

Legal Department

c/o Chief Legal Officer
One F.N.B. Boulevard, 1st Floor
Hermitage, PA 16148
Phone: (724) 983-3435
Facsimile: (724) 983-3349

Human Resources Department

c/o Human Resources Director
One North Shore Center
Pittsburgh, PA 15212
Phone: (724) 983-3449
Facsimile: (724) 983-3509

Audit Department

c/o Chief Audit Executive
3320 E. State Street
Hermitage, PA 16148
Phone: (724) 983-3542
Facsimile: (724) 983-4857

Risk Management Department

c/o Chief Risk Officer
12 Federal Street
Pittsburgh, PA 15212
Phone: (724) 983-4842
Facsimile: (724) 983-4857

Values Line: Phone: 1-888-587-3574
Website: fnb.ethicspoint.com