

F.N.B. CORPORATION
POLICY WITH RESPECT TO
RELATED PERSON TRANSACTIONS
(Adopted January 24, 2007)

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors of F.N.B. Corporation (the "Company") hereby adopts the following policy and procedures with respect to the review and approval of all transactions involving the Company and a related person. As stated in this Policy, all related person transactions are subject to (i) the prior approval of the Committee, (ii) such other approvals as may be required by the Company's Charter and its By-laws and (iii) the Pennsylvania Business Corporation Law, as amended.

Definitions

A "related person" means:

- An executive officer of the Company who is required to report transactions in the Company's securities under Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act");
- A director of the Company or a nominee for director of the Company;
- A holder of 5% or more of the Company's common stock;
- An immediate family member of any person listed above; and
- Any entity that is owned or controlled by a person listed above or in which any such person has a substantial ownership interest.

A "related person transaction" is a transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which (i) the Company or any subsidiary was, is or will be a participant, (ii) the amount involved exceeds \$120,000 and (iii) the related person had, has or will have a direct or indirect material interest. A related person transaction shall not include:

- Transactions available generally to all employees or stockholders of the Company;
- Any compensatory transaction that is consistent with the plans, policies and decisions approved by the Company's Board of Directors or the Compensation Committee of the Company's Board of Directors; or
- Any transaction not required to be disclosed in the Company's filings with the Securities and Exchange Commission (the "SEC") pursuant to Item 404 of Regulation S-K.

An "immediate family member" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of the person and any person, other than a tenant or employee, whose principal residence is in the same household as that person.

Policy Statement and Procedures

The Committee recognizes that related person transactions present a heightened risk of conflicts of interest, or create the appearance of conflicts of interest, and therefore has adopted this policy in connection with all related person transactions involving the Company or any related person.

- Within the first 60 days after the commencement of each fiscal year, the Committee shall conduct a meeting. At such meeting, a reasonably detailed report of each related person transaction during the immediately prior fiscal year and the terms on which such transaction is proposed to be conducted during the current fiscal year shall be reviewed. After review of the material terms of any such transactions, the Committee shall approve or disapprove each such transaction for the current fiscal year.
- In the event management proposes any other related person transaction or any change to a previously approved related person transaction subsequent to that initial meeting, such transaction or change to a previously approved transaction shall be presented to the Committee for approval or disapproval.

Information To Be Provided Regarding a Related Person Transaction

Management shall provide to the Committee the following information regarding a related person transaction presented to the Committee for approval or disapproval:

- The related person's relationship to the Company or any subsidiary and the related person's interest in the transaction; and
- The material facts regarding the transaction, including the proposed or actual aggregate value of the transaction.

Disclosure of Related Person Transactions and This Policy

All related person transactions that are required to be disclosed in the Company's filings with the SEC, as required by the Securities Act of 1933 or the Exchange Act and related rules and regulations, shall be so disclosed in accordance with those laws, rules and regulations.

The material features of this policy shall be disclosed in the Company's Form 10-K annual report or in the Company's proxy statement for its annual meeting of stockholders, as required by applicable laws, rules and regulations.