

**F.N.B. Corporation and
First National Bank of Pennsylvania
Joint Risk Committee Charter**

PURPOSE

The Joint Risk Committee (the “Committee”) reports to and assists the F.N.B. Corporation (“F.N.B.”) and First National Bank of Pennsylvania (“FNBPA”) Board of Directors (collectively, the “Company”) in overseeing and reviewing information regarding the F.N.B. and FNBPA risk management framework, including the significant policies, procedures, and practices employed to manage the Company’s enterprise risk management framework and the practices employed to manage risks across the corporation.

COMPOSITION

The appointment of Committee members shall be done in accordance with Section 2.13 of the F.N.B. Bylaws, Section 3.01 of the FNBPA Bylaws, the process described in the F.N.B. Corporate Governance Guidelines, and as described in the F.N.B.-FNBPA Nominating and Corporate Governance Committee Charter. The Committee Chairperson shall be designated by a majority vote of the joint F.N.B. and FNBPA Board of Directors after consideration of the recommendation of the joint F.N.B.-FNBPA Nominating and Corporate Governance Committee.

MEETINGS

The Committee will meet as often as it determines is appropriate, but not less frequently than quarterly. All Committee members are expected to attend each meeting, in person or via telephone or video conference. As necessary or desirable, the Chairman of the Committee may request that certain members of management be present at meetings of the Committee. Meeting agendas will be prepared by the Committee Chairman and provided to members, along with appropriate briefing materials. The Committee shall publish minutes for each meeting.

AUTHORITY & RESPONSIBILITY

The Committee has the authority to conduct or authorize reviews into any matters within its scope of responsibility. The Committee shall have and may exercise all the power and authority of the Board, consistent with the respective F.N.B. and FNBPA Articles of Incorporation and Bylaws, to exercise all power and authority regarding F.N.B. and FNBPA risk management matters including, but not limited to, the adoption of risk management related policies or approval of amendments thereto. The Committee, to the extent it deems necessary or appropriate, will carry out the following responsibilities:

- The committee shall review and approve F.N.B.’s significant risk assessment, and risk management and compliance policies. In addition, the Committee retains the ability to authorize management to develop and implement any additional policies relating to risk assessment and risk management.
- Establish tolerance limits for monitoring key business risks consistent with the organization’s overall strategy and risk tolerance.

- Receive information relative to the Company's significant risk exposures including:
 - Material regulatory or rating agency issues.
 - Material emerging risks to the Company.
 - The Company's aggregate risk profile as appropriate.
 - Key risk indicators and performance to established tolerance limits.
 - Other significant matters relating to liquidity, interest rate sensitivity, credit risk, market risk, technology (data-security, information, business continuity risk, etc.), and operational risk.
 - Capital adequacy and allocation of capital to business units, including the overall return on allocated business equity.
- Receive information from the Risk Officer regarding the activities of the F.N.B.-FNBPA Risk Management Council and discuss matters related to F.N.B.'s and FNBPA's risk profiles, as appropriate.
- Review risks related to information security and cybersecurity as well as the steps taken by management to control for such risks.
- Review new or proposed products, services or business initiatives that may expose the Company to new material types of risks or significantly alter the Company's risk profile. (Excludes approval of acquisitions of business or other financial entities, or the expansion of existing business outside of the Company's existing market areas, which require full board approval.)
- Receive and review the Company's incentive compensation risk assessment with respect to the Company's business objectives, including avoidance of excessive or inappropriate risk-taking and the promotion of appropriate compensation and incentive practices relative to the Company's business strategies.
- Consult with other committees of the Board on risk-related matters, in such manner as the Committee or its Chair deems appropriate.
- As needed, meet risk supervision and oversight requirements under any regulatory agreements or commitments in effect from time to time, including Volcker Rule implementation and compliance, the oversight of which the Committee shall have primary responsibility.
- Perform other activities related to this charter as requested by the Boards of Directors.
- Review and assess the adequacy of the Committee charter annually and recommend to the board any proposed changes.
- 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. 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.