

# WELCOME

Annual Shareholders' Meeting

May 23, 2012

# STEPHEN GURGOVITS



## Chairman F.N.B. Corporation



Banking • Insurance • Finance • Wealth Management



# CALL TO ORDER

# FORWARD-LOOKING STATEMENTS



FORWARD-LOOKING STATEMENTS: This presentation contains certain “forward-looking statements” relating to present or future trends or factors affecting the financial services industry and specifically the operations, markets and products of F.N.B. Corporation. These statements identified by words such as “believes”, “expects”, “projects”, “anticipates”, and similar expressions, are forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act. Actual results could differ from those projected. F.N.B. undertakes no obligation to release revisions to these statements or to reflect events or circumstances after the date of this presentation.



# VINCENT DELIE

## President & C.E.O. F.N.B. Corporation



DAVID MOGLE



# Corporate Secretary F.N.B. Corporation



# AGENDA



- Official Business Matters
- C.E.O. Comments
- Questions & Answers
- Refreshments

# SECRETARY'S REPORT



- Notice Mailed April 4, 2012
- Quorum
- 2011 Annual Meeting Minutes

# ELECTION OF DIRECTORS

# NOMINEES

William Campbell  
Vincent Delie  
Philip Gingerich  
Robert Goldstein  
Stephen Gurgovits  
Dawne Hickton  
David Malone

# NOMINEES

Stephen Martz  
Robert McCarthy  
Harry Radcliffe  
Arthur Rooney, II  
John Rose  
Stanton Sheetz  
William Strimbu  
Earl Wahl

# ADVISORY PROPOSAL



# Named Executive Officer Compensation

ACCOUNTING FIRM



Ratification  
of  
Ernst & Young, L.L.P.  
Appointment

# JUDGES OF ELECTION



Cindy Christopher

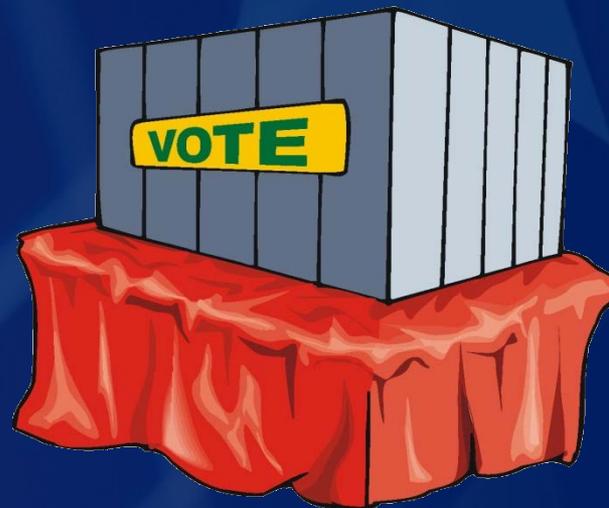
Craig Stover

Debbie Yuran

# ELECTION OF DIRECTORS



# VOTING



# C.E.O. COMMENTS

# Introductions



VINCE CALABRESE

Chief Financial Officer  
F.N.B. Corporation





**GARY GUERRIERI**

**Chief Credit Officer  
F.N.B. Corporation**



JOHN WILLIAMS



President  
First National Bank  
of Pennsylvania



# 2011 REVIEW

# F.N.B. CORPORATION FACTS

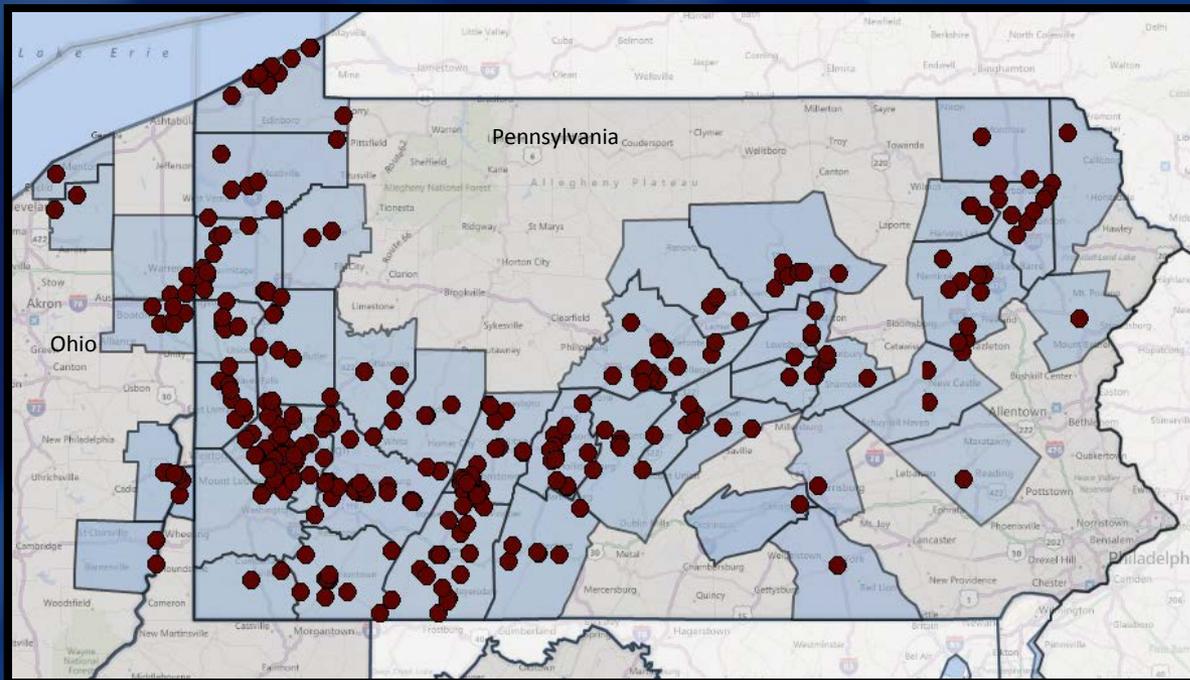


## 4<sup>th</sup> Largest Bank in Pennsylvania

- ✓ Assets \$11.7 Billion<sup>(1)</sup>
- ✓ Loans \$7.8 Billion<sup>(1)</sup>
- ✓ Deposits \$9.8 Billion<sup>(1)</sup>
- ✓ Employees 2,982<sup>(1)</sup>

## Well-Positioned For Continued Growth

- ✓ Attractive market position
- ✓ 266 banking locations
- ✓ Banking locations span 45 counties
- ✓ #3 market share in the Pittsburgh MSA



<sup>(1)</sup> As of March 31, 2012

# #3 MARKET SHARE



Rank	MSA	Population (000's)	Top 3 Banks in MSA by Deposit Market Share		
			#1	#2	#3
1	New York <sup>(1)</sup>	18,897	JPM	BofA	Citi
2	Los Angeles	12,829	BofA	Wells Fargo	Mitsubishi UFJ
3	Chicago	9,461	JPM	BMO	BofA
4	Dallas	6,372	BofA	JPM	Wells Fargo
5	Philadelphia	5,965	TD	Wells Fargo	PNC
6	Houston	5,947	JPM	Wells Fargo	BofA
7	Washington	5,582	Capital One	Wells Fargo	BofA
8	Miami	5,565	Wells Fargo	BofA	Citi
9	Atlanta	5,269	SunTrust	Wells Fargo	BofA
10	Boston	4,552	BofA	RBS	Banco Santander
11	San Francisco	4,335	BofA	Wells Fargo	Citi
12	Detroit	4,296	JPM	Comerica	BofA
13	Riverside	4,225	BofA	Wells Fargo	JPM
14	Phoenix	4,193	Wells Fargo	JPM	BofA
15	Seattle	3,440	BofA	Wells Fargo	U.S. Bancorp
16	Minneapolis	3,280	Wells Fargo	U.S. Bancorp	TCF
17	San Diego	3,095	Wells Fargo	BofA	Mitsubishi UFJ
18	St. Louis <sup>(1)</sup>	3,813	U.S. Bancorp	BofA	Commerce
19	Tampa	2,783	BofA	Wells Fargo	SunTrust
20	Baltimore	2,710	BofA	M&T	PNC
21	Denver	2,543	Wells Fargo	FirstBank	JPM
<b>22</b>	<b>Pittsburgh<sup>(1)</sup></b>	<b>2,356</b>	<b>PNC</b>	<b>RBS</b>	
23	Portland	2,226	BofA	U.S. Bancorp	Wells Fargo
24	Sacramento	2,149	Wells Fargo	BofA	U.S. Bancorp
25	San Antonio	2,143	Cullen/Frost	BofA	Wells Fargo

FNB is a uniquely positioned community bank. FNB holds a Top 3 deposit market rank in one of the nation's 25 largest metropolitan statistical areas.

Source: MSA population per U.S. Census Bureau 2010 data; Deposit market share per SNL Financial as of June 30, 2011, pro-forma as of April 25, 2012;

(1) Excludes custodian bank

# 2011 ACCOMPLISHMENTS



## *Successful 2011*

- ✓ Strong Financial Results
- ✓ Industry-Leading Loan Growth
- ✓ Stable Net Interest Margin
- ✓ Good Credit Quality
- ✓ Two Bank Acquisitions
- ✓ Capital Raise Deployed
- ✓ Strong Shareholder Return

# 2011 FINANCIAL RESULTS



- Net income of \$90.3 million<sup>(1)</sup>
- Diluted earnings per share of \$0.72<sup>(1)</sup>
  - ✓ 22% increase compared to 2010 results<sup>(1)</sup>
- Generated total shareholder return of 21%
  - ✓ Following 53% total return in 2010

<sup>(1)</sup> On an operating basis

# 2011 PEER COMPARISONS



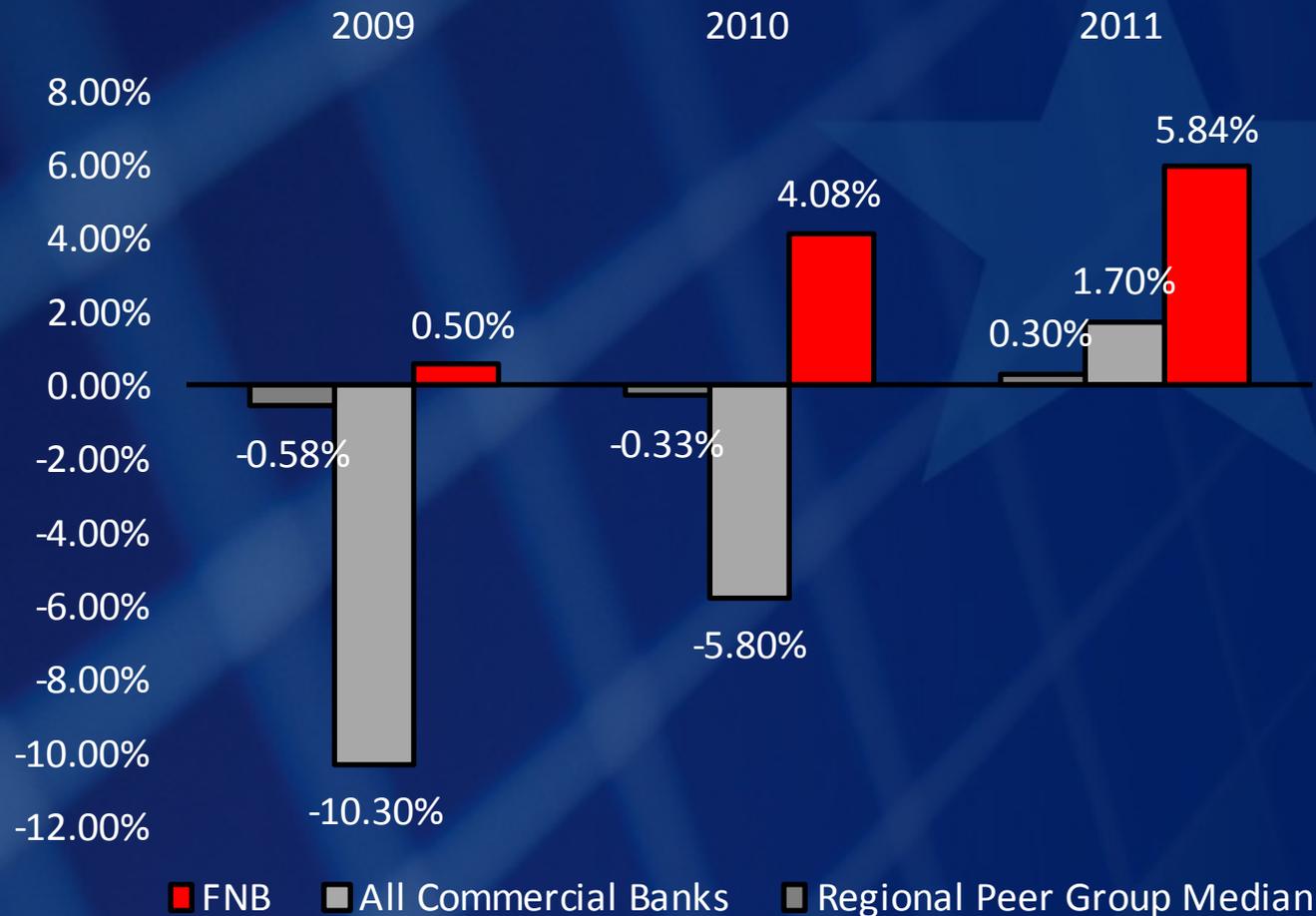
	<b>FNB</b>	<b>Peer Median</b>	<b>FNB Percentile Rank</b>
Return on Tangible Equity <sup>(1)</sup>	<b>16.32%</b>	<b>10.71%</b>	<b>93%</b>
Return on Tangible Assets <sup>(1)</sup>	<b>1.02%</b>	<b>0.96%</b>	<b>66%</b>

<sup>(1)</sup> On an operating basis

# LOAN GROWTH



## Industry-Leading Organic Loan Growth Results



# First Quarter 2012 Financial Review

# OPERATING RESULTS



## *First Quarter of 2012 Results a Strong Start to the Year*

	<u>1Q12</u>	<u>4Q11</u>	<u>1Q11</u>
Earnings Per Common Share <sup>(1)</sup>	\$0.19	\$0.19	\$0.16
Return on Tangible Equity <sup>(1)</sup>	17.79%	16.10%	15.97%
Return on Tangible Assets <sup>(1)</sup>	1.04%	1.07%	0.94%
Net Interest Margin (FTE)	3.74%	3.79%	3.81%
Efficiency Ratio	60.4%	59.3%	62.3%
Net Charge-Offs to Average Originated Loans	0.32%	1.01%	0.45%

<sup>(1)</sup> On an operating basis

# OPERATING RESULTS



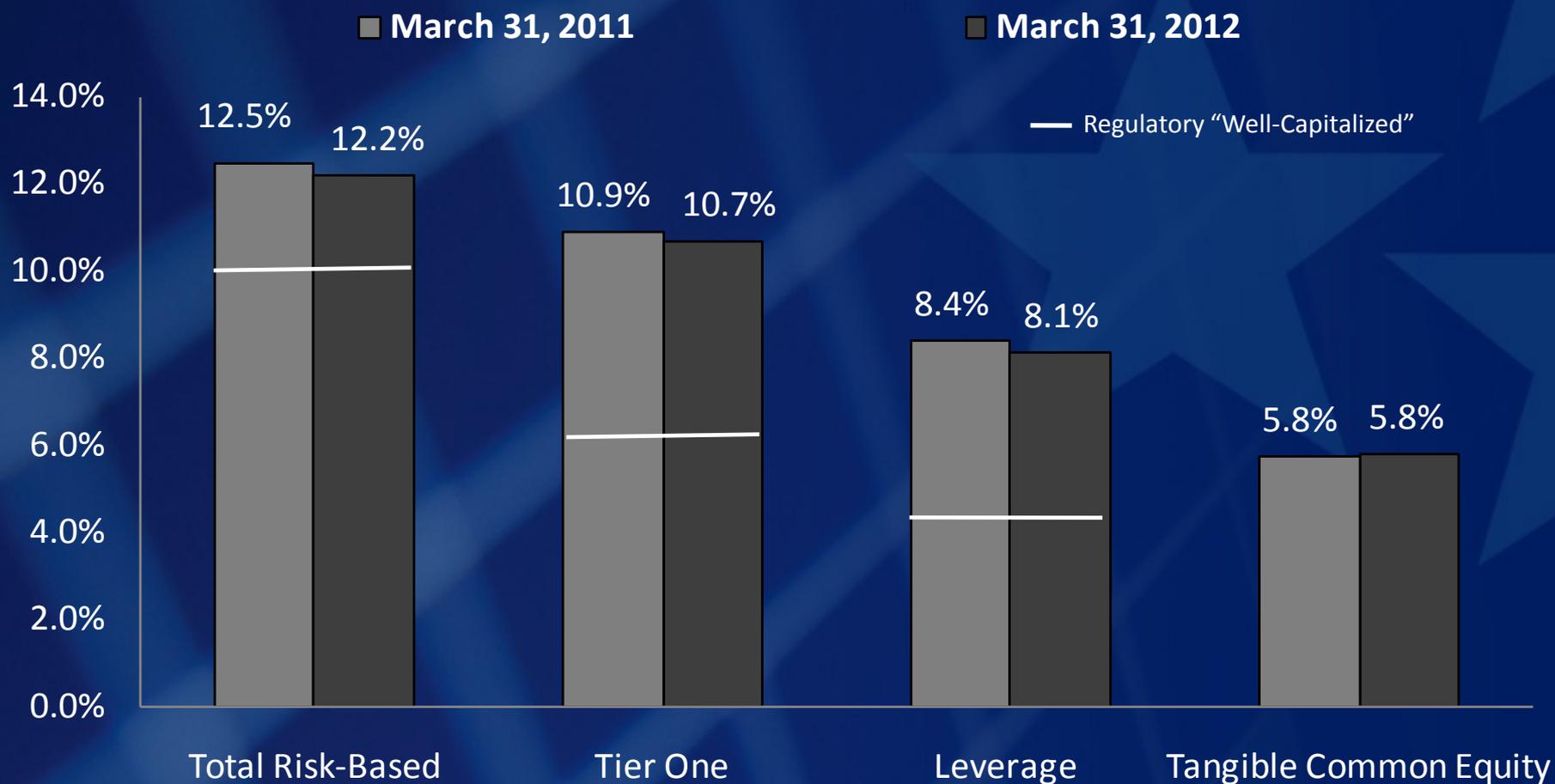
## *Continued Success Growing Loans and Deposits*

	<u>1Q12</u>	<u>4Q11</u>	<u>1Q11</u>
Organic Growth Rates:			
Total Loan Growth	1.4%	5.1%	5.5%
PA Commercial Loan Growth	5.3%	6.8%	10.7%
Transaction Deposits and Customer Repos	8.9%	2.8%	4.3%

# WELL CAPITALIZED



## *FNB Continues to Exceed Well-Capitalized Thresholds*



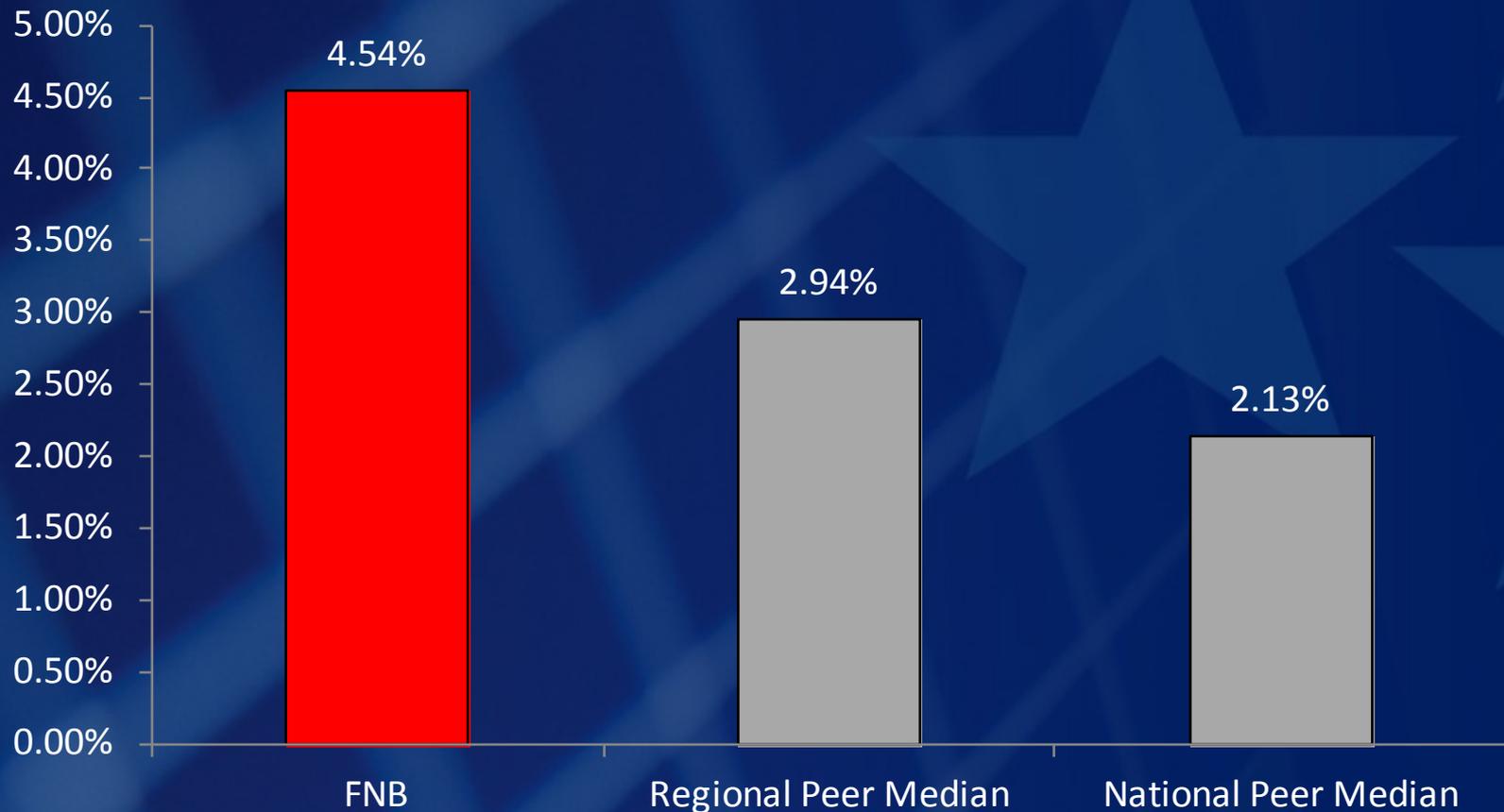
# Shareholder Return

# DIVIDEND YIELD



## *FNB's Dividend Yield Continues to Exceed Peer Levels*

Current Dividend Yield<sup>(1)</sup>

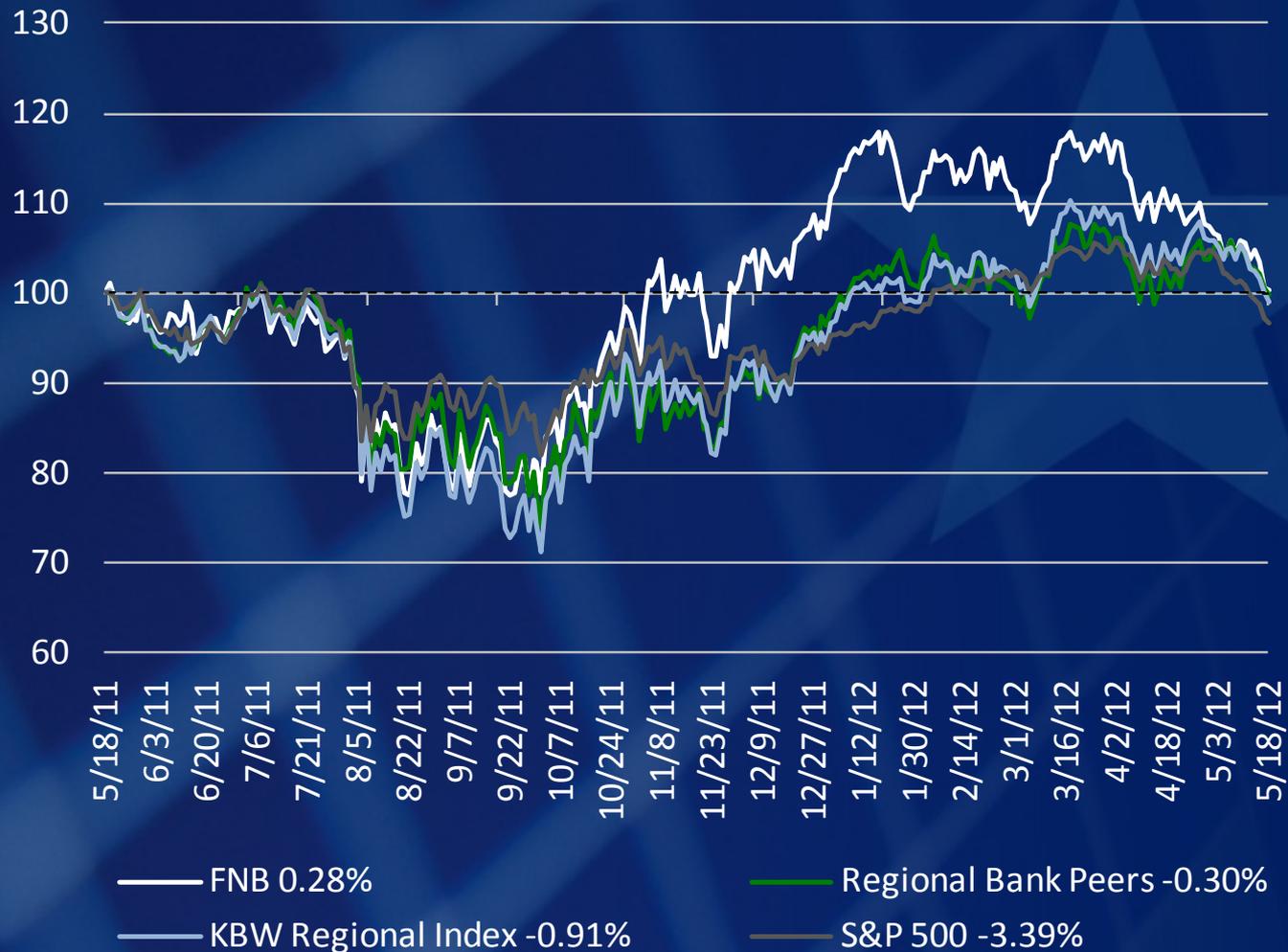


<sup>(1)</sup> As of May 18, 2012

# STOCK PERFORMANCE



## One-Year Stock Performance - May 18, 2012

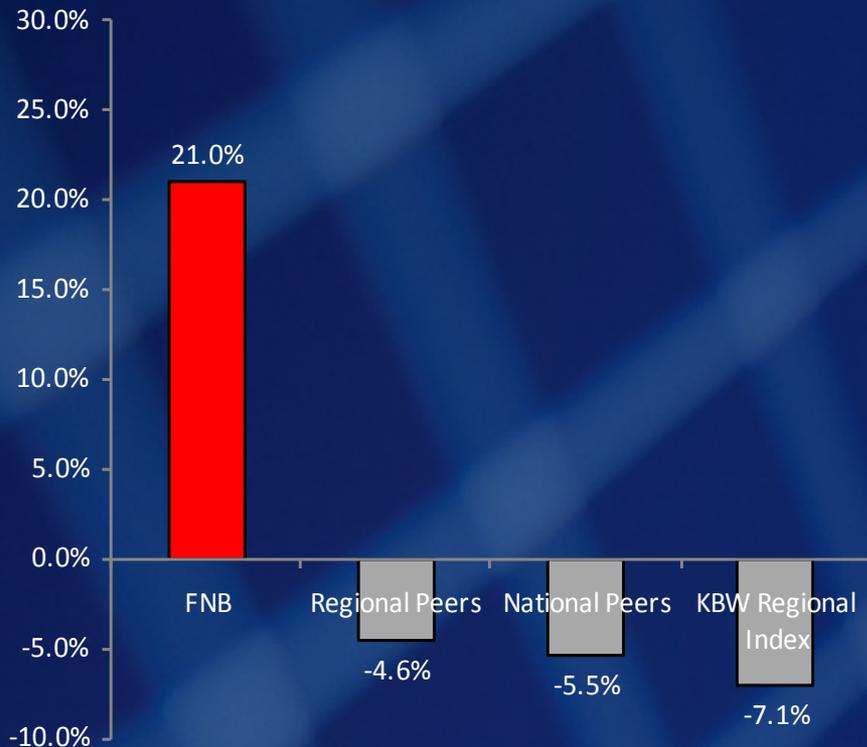


# TOTAL SHAREHOLDER RETURN

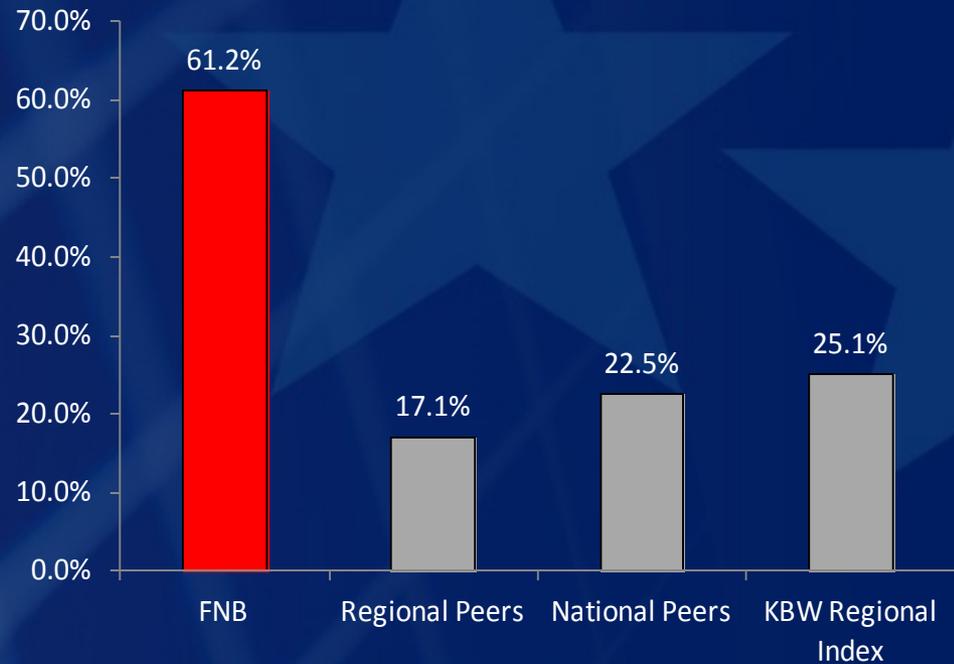


## *FNB's Total Shareholder Return Compares Favorably to Peer Results*

### 2011 Total Return



### 3-Year Total Return – May 18, 2012



# VOTING RESULTS



# CONGRATULATIONS

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Appointment

# BUSINESS CONCLUDED



# VINCENT DELIE

## President & C.E.O. F.N.B. Corporation



# CASH DIVIDEND



\$0.12  
Per Share



# QUESTIONS AND ANSWERS

**THANK YOU  
FOR ATTENDING**