

WELCOME

Annual Shareholders' Meeting
May 15, 2013



STEPHEN GURGOVITS

Chairman
F.N.B. Corporation



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 3, 2013
- Quorum
- 2012 Annual Meeting Minutes

RETIRING DIRECTORS

Philip Gingerich

Harry Radcliffe

Stanton Sheetz

ELECTION OF DIRECTORS



NOMINEES

William Campbell

James Chiafullo

Vincent Delie

Laura Ellsworth

Robert Goldstein

Stephen Gurgovits

David Malone

NOMINEES

Stephen Martz

Robert McCarthy

Arthur Rooney, II

John Rose

John Stanik

William Strimbu

Earl Wahl

ADVISORY PROPOSAL

Named Executive Officer Compensation

ACCOUNTING FIRM

Ratification of Ernst & Young LLP Appointment

JUDGES OF ELECTION

Jennifer Atkins

Craig Stover

Debbie Yuran

VOTING



C.E.O. COMMENTS



INTRODUCTIONS



VINCE CALABRESE

Chief Financial Officer
F.N.B. Corporation



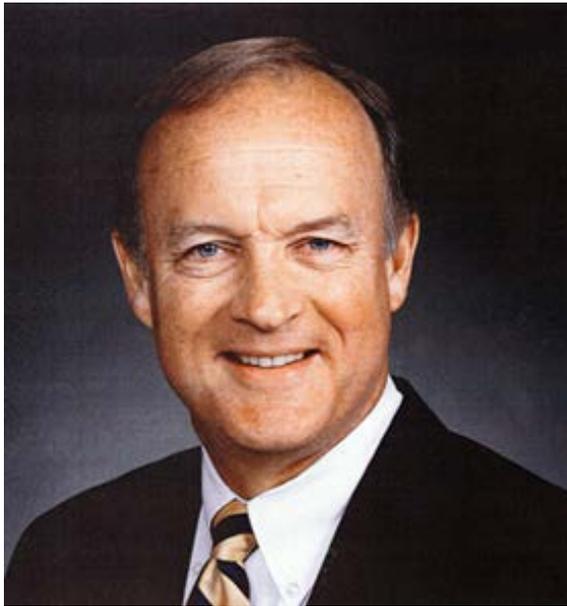
GARY GUERRIERI

Chief Credit Officer
F.N.B. Corporation



JOHN WILLIAMS

President
First National Bank of
Pennsylvania



Focused on Delivering
Long-Term Shareholder Value

Strong Financial Results
Positioned for Sustained Success
Shareholder Returns



2012 FINANCIAL RESULTS

Strong Operating Results

Operating Net Income

\$117.8 million

Operating EPS

\$0.84

- ✓ Record net income, growing 31% compared to 2011
- ✓ Strong EPS growth
- ✓ Solid revenue growth
- ✓ Continued strong loan and deposit growth
- ✓ Stable net interest margin
- ✓ Improved efficiency ratio
- ✓ Good asset quality results

Net income and EPS on an operating basis, refer to GAAP to Non-GAAP reconciliation included in the Appendix.

2012 FINANCIAL RESULTS

FNB is a Top-Performing Bank

	2012 <u>FNB</u>	Percentile <u>Rank</u>
Operating Net Income Growth	31%	72 nd
Revenue Growth	16%	87 th
Return on Average Tangible Equity	18.77%	90 th
Return on Average Tangible Assets	1.12%	67 th
Efficiency Ratio	58%	72 nd
Net Charge-Offs to Average Loans	0.35%	72 nd
Non-Performing Assets to Total Assets	0.99%	88 th

Net income, revenue growth, return on average tangible equity and return on average tangible assets on an operating basis

1Q13 FINANCIAL RESULTS

First Quarter 2013 Results Provide Solid Start to Year

Net Income

\$28.5 million

EPS

\$0.20

- ✓ Strong EPS growth, increased 5% compared to prior year
- ✓ Solid year-over-year revenue growth
- ✓ Continued strong loan and deposit growth
- ✓ Stable net interest margin
- ✓ Good asset quality results
- ✓ Positive trends in Wealth Management and Insurance

Refer to GAAP to Non-GAAP reconciliation included in the Appendix.

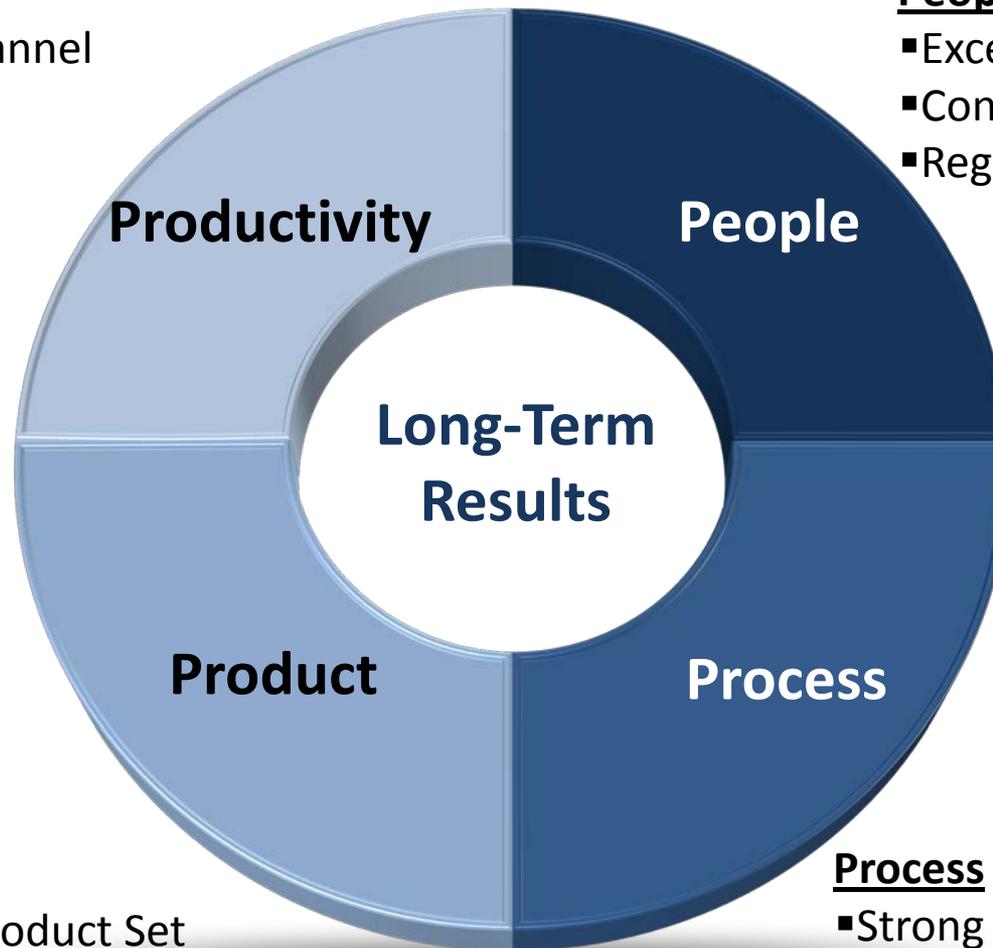
FOCUSED ON LONG-TERM GROWTH

Productivity

- Delivery Channel
- Acquisitions
- Efficiency

People

- Excellent Team
- Continuous Development
- Regional Alignment



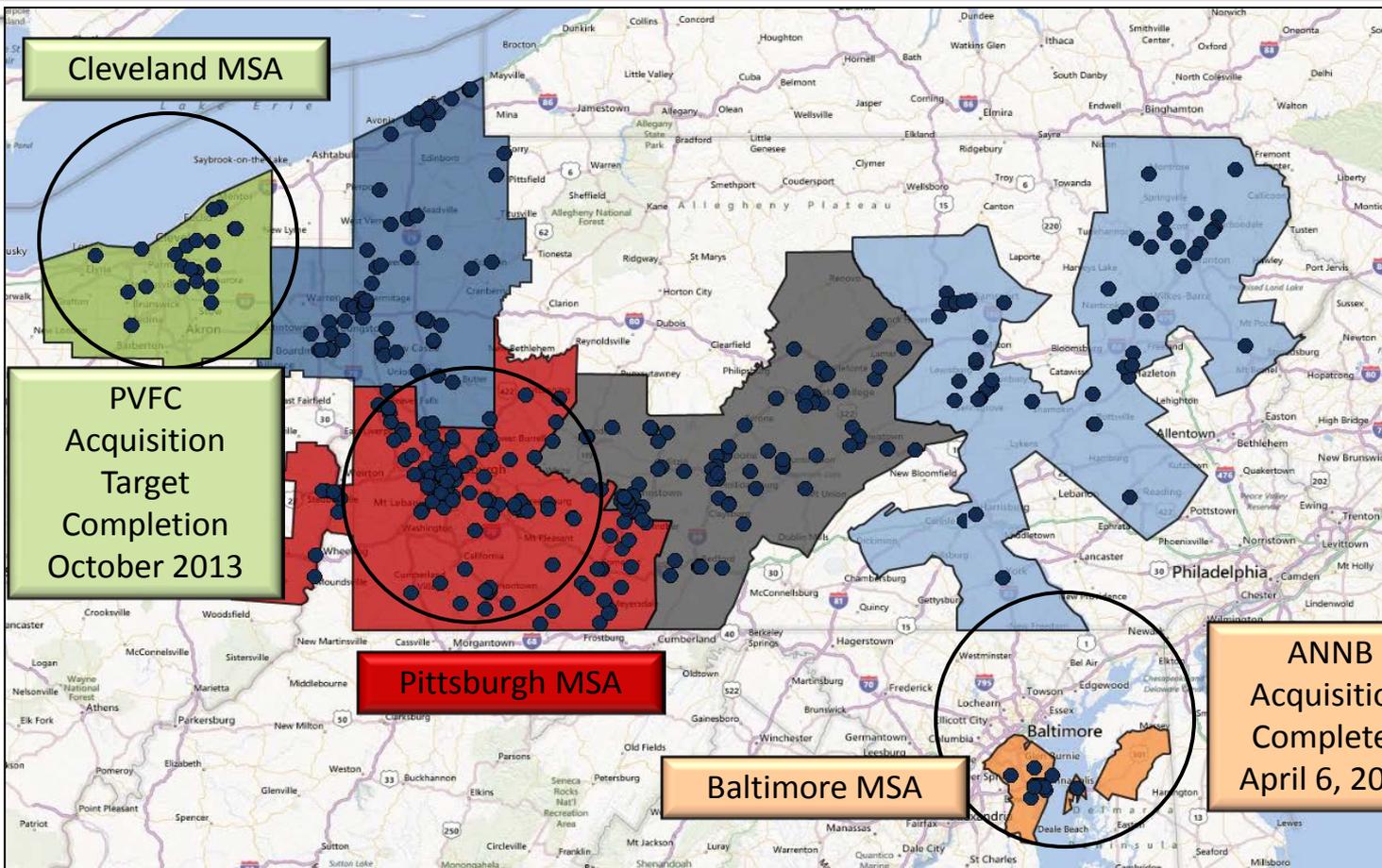
Product

- Deepened Product Set
- Continuous Investments
- Competitive Advantage

Process

- Strong Cross-Sell Culture
- Proprietary Sales Management
- Cross-Functional Alignment

WELL-POSITIONED BANKING FOOTPRINT



Top 30 MSA Presence	
MSA	Population
 Baltimore	2.7 million (#20 MSA)
 Pittsburgh	2.4 million (#22 MSA)
 Cleveland	2.1 million (#28 MSA)

FNB's Regional Footprint – Includes presence in three in top 30 MSA's

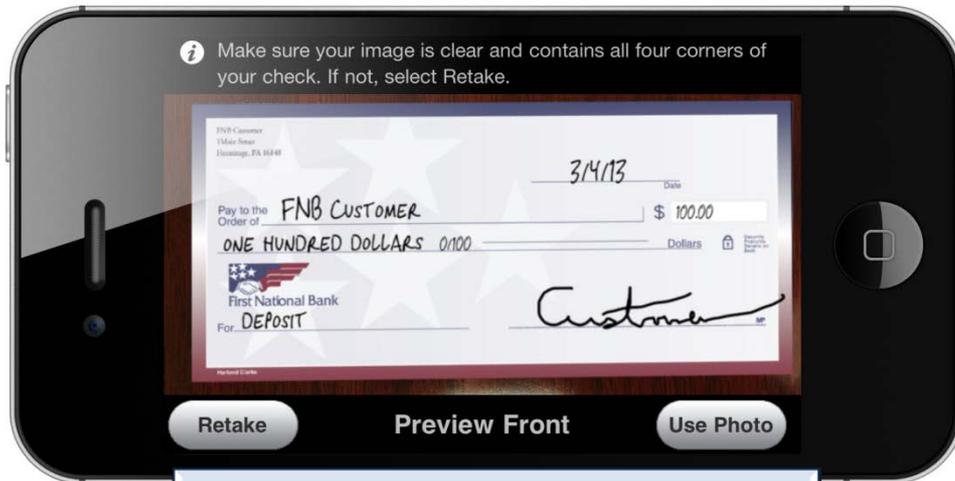
Source: SNL Financial, Pro-Forma

ELECTRONIC BANKING STRATEGY

Full Suite of Electronic Banking Offerings



**FNB
App**



Deposit Capture

Online Budgeting Tools

Monthly Spending

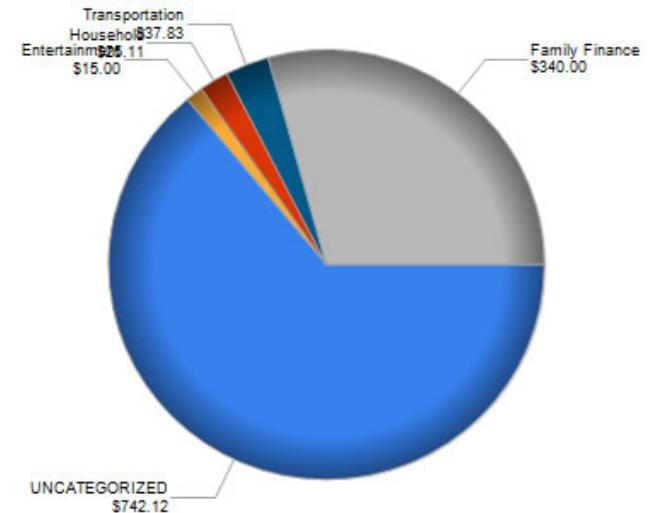
My Spending Previous Budget(s)

View: January 2013 Refresh

<< Previous January 2013 Next >>

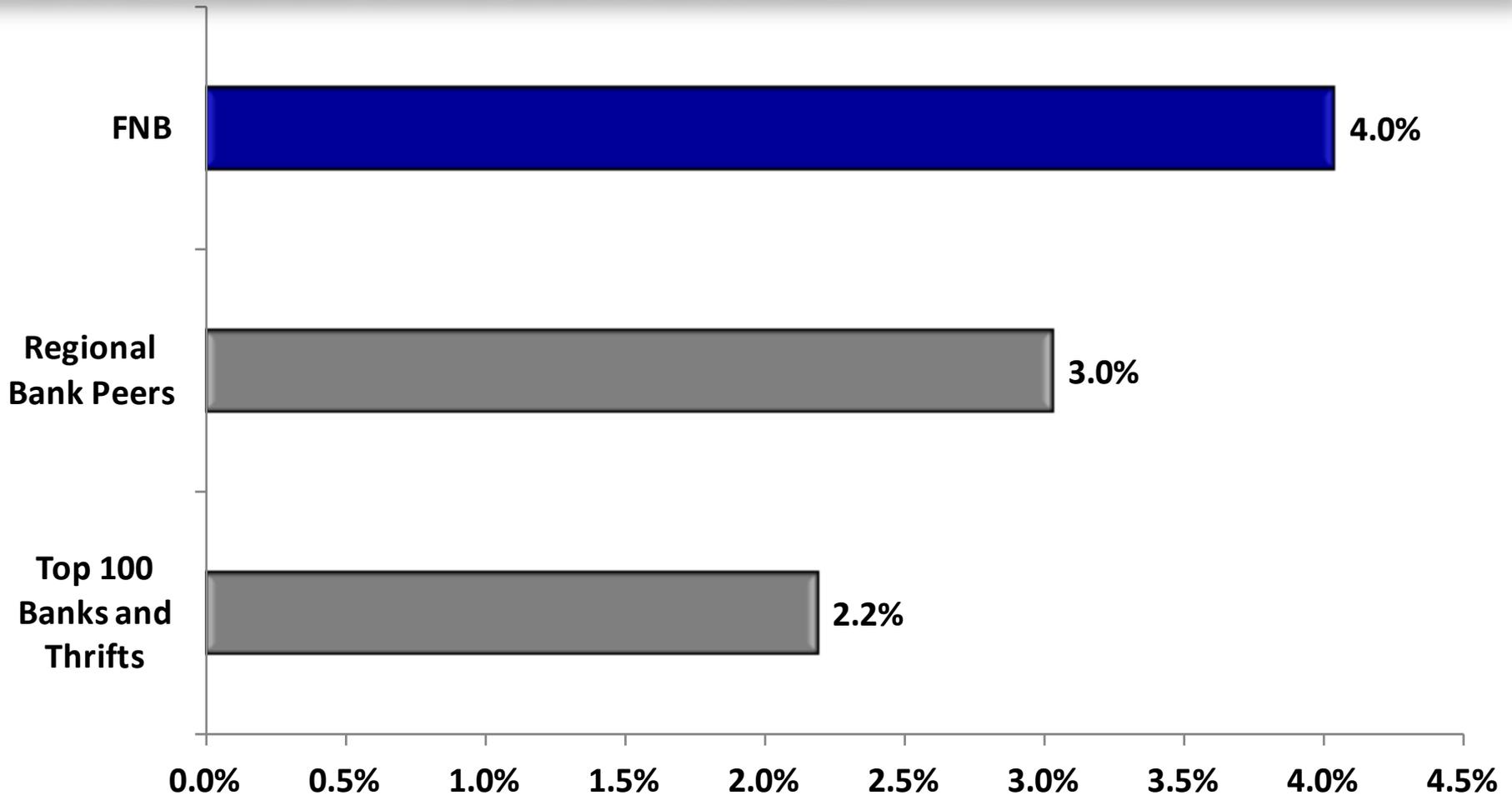
[View Accounts](#)

Spending for all budget enabled accounts



CURRENT DIVIDEND YIELD

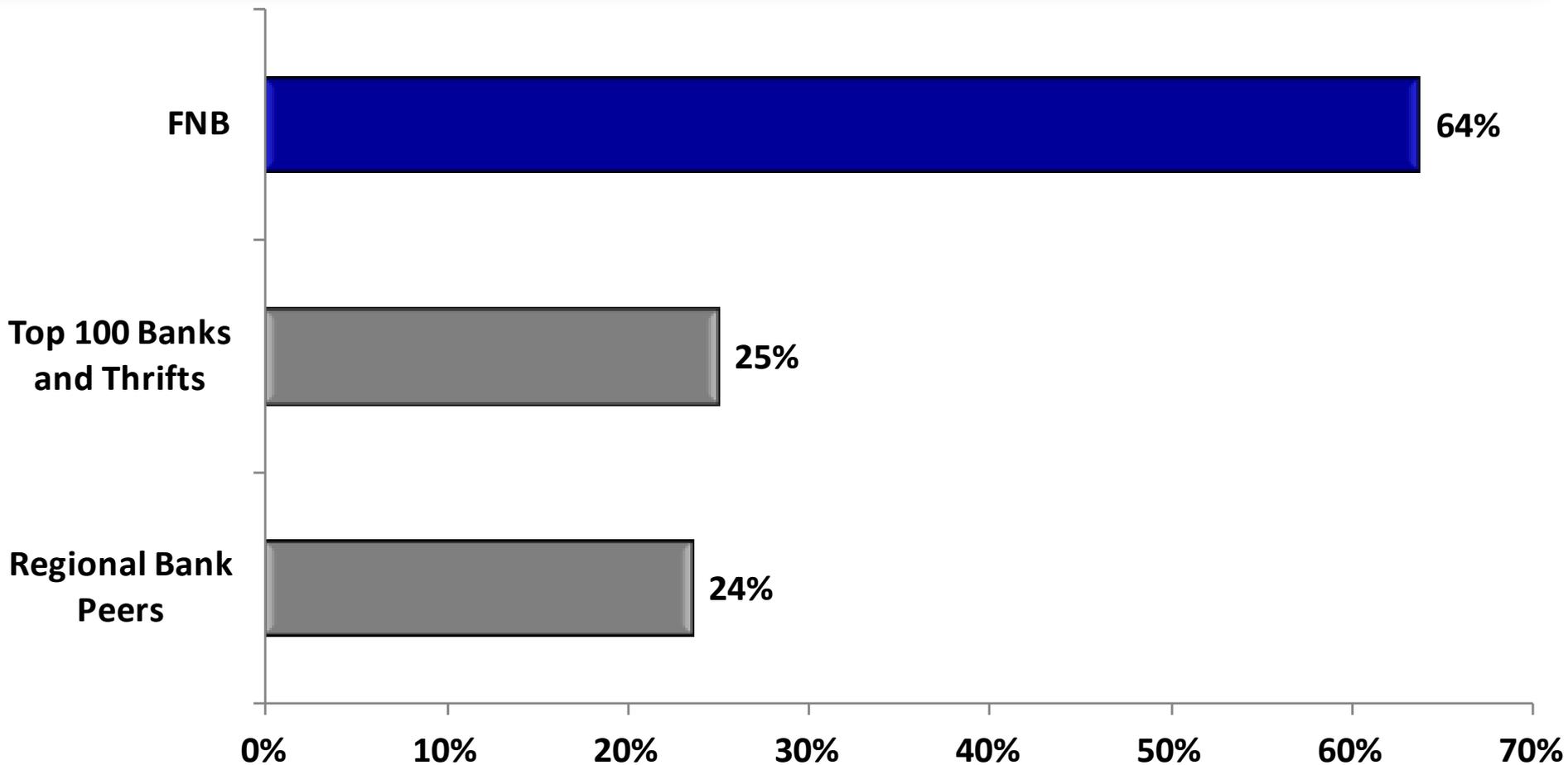
FNB's Dividend Yield Exceeds Peers



As of May 7, 2013

THREE-YEAR TOTAL SHAREHOLDER RETURN

FNB's Three-Year Total Return Exceeds Peers



SUMMARY

Focused on Delivering Long-term Shareholder Value

- **Consistent, solid operating performance**
 - ✓ Record net income and production levels
- **Continue to outperform peers**
 - ✓ Top-quartile performance in many areas
- **Continuous investments in long-term growth**
 - ✓ Focused on positioning FNB for sustainable growth
- **Committed to shareholder returns**
 - ✓ Dividend yield well above peers

VOTING RESULTS



CONGRATULATIONS

William Campbell

James Chiafullo

Vincent Delie

Laura Ellsworth

Robert Goldstein

Stephen Gurgovits

David Malone

CONGRATULATIONS

Stephen Martz

Robert McCarthy

Arthur Rooney, II

John Rose

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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



APPENDIX



GAAP TO NON-GAAP RECONCILIATION

Operating: Earnings, Return on Avg Tangible Equity, Return on Avg Tangible Assets

	For the Quarter Ended		Full Year
	March 31, 2013	March 31, 2012	2012
Operating net income			
Net income	\$28,538	\$21,582	\$110,410
Add: Merger and severance costs, net of tax	229	4,943	5,203
Add: Litigation settlement accrual, net of tax	-	-	1,950
Add: Branch consolidation costs, net of tax	-	-	1,214
Less: Gain on sale of building, net of tax	-	-	942
Less: One-time pension expense credit, net of tax	-	-	-
Operating net income	<u>\$28,767</u>	<u>\$26,524</u>	<u>\$117,835</u>
Operating diluted earnings per share			
Diluted earnings per share	\$0.20	\$0.15	\$0.79
Add: Merger and severance costs, net of tax	0.00	0.04	0.04
Add: Litigation settlement accrual, net of tax	-	-	0.01
Add: Branch consolidation costs, net of tax	-	-	0.01
Less: Gain on sale of building	-	-	0.01
Less: One-time pension expense credit	-	-	-
Operating diluted earnings per share	<u>\$0.20</u>	<u>\$0.19</u>	<u>\$0.84</u>
Operating return on average tangible equity			
Operating net income (annualized)	\$116,668	\$106,681	\$117,835
Amortization of intangibles, net of tax (annualized)	5,237	5,964	5,938
	<u>\$121,904</u>	<u>\$112,645</u>	<u>\$123,773</u>
Average shareholders' equity	\$1,410,827	\$1,352,569	\$1,376,493
Less: Average intangible assets	712,466	719,195	717,031
Average tangible equity	<u>\$698,361</u>	<u>\$633,375</u>	<u>\$659,462</u>
Operating return on average tangible equity	<u>17.46%</u>	<u>17.78%</u>	<u>18.77%</u>
Operating return on average tangible assets			
Operating net income (annualized)	\$116,668	\$106,681	\$117,835
Amortization of intangibles, net of tax (annualized)	5,237	5,964	5,938
	<u>\$121,904</u>	<u>\$112,645</u>	<u>\$123,773</u>
Average total assets	\$12,004,759	\$11,563,665	\$11,782,821
Less: Average intangible assets	712,466	719,195	717,031
Average tangible assets	<u>\$ 11,292,292</u>	<u>\$ 10,844,470</u>	<u>\$ 11,065,790</u>
Operating return on average tangible assets	<u>1.08%</u>	<u>1.04%</u>	<u>1.12%</u>