

F.N.B. Corporation
Annual Shareholder's
Meeting
May 16, 2018



Cautionary Statement Regarding Forward-Looking Information and Non-GAAP Financial Information

This document contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which contain F.N.B. Corporation's (F.N.B.) expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as "believe," "plan," "expect," "anticipate," "intend," "outlook," "estimate," "forecast," "will," "should," "project," "goal," and other similar words and expressions. These forward-looking statements involve certain risks and uncertainties. In addition to factors previously disclosed in F.N.B.'s reports filed with the SEC, the following factors among others, could cause actual results to differ materially from forward-looking statements or historical performance: changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; potential difficulties encountered in expanding into a new and remote geographic market; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Office of the Comptroller of the Currency, the Board of Governors of the Federal Reserve System and legislative and regulatory actions and reforms. F.N.B. does not undertake any obligation to revise these forward-looking statements or to reflect events or circumstances after the date of this document.

This presentation contains "snapshot" information about F.N.B. and is not intended as a full business or financial review and should be viewed in the context of all the information made available by F.N.B. in its SEC filings. To supplement its consolidated financial statements presented in accordance with Generally Accepted Accounting Principles (GAAP), F.N.B. provides additional measures of operating results, net income and earnings per share adjusted to exclude certain costs, expenses, and gains and losses. F.N.B. believes that these non-GAAP financial measures are appropriate to enhance understanding of its past performance and facilitate comparisons with the performance of F.N.B.'s peers. In the event of such a disclosure or release, the Securities and Exchange Commission's Regulation G requires: (i) the presentation of the most directly comparable financial measure calculated and presented in accordance with GAAP and (ii) a reconciliation of the differences between the non-GAAP financial measure presented and the most directly comparable financial measure calculated and presented in accordance with GAAP.

The Appendix to this presentation contains a reconciliation of the non-GAAP financial measures used by F.N.B. to the most directly comparable GAAP financial measures. While F.N.B. believes that these non-GAAP financial measures are useful in evaluating results, the information should be considered supplemental in nature and not as a substitute for or superior to the relevant financial information prepared in accordance with GAAP. The non-GAAP financial measures used by F.N.B. may differ from the non-GAAP financial measures other financial institutions use to measure their results of operations. This information should be reviewed in conjunction with F.N.B.'s financial results disclosed on April 24, 2018, as well as its corresponding Form 10-Q filing as well as its other periodic filings with the SEC.

Actual results may differ materially from those expressed or implied as a result of these risks and uncertainties, including, but not limited to, the risk factors and other uncertainties described in F.N.B.'s Annual Report on Form 10-K for the year ended December 31, 2017, our subsequent quarterly Form 10-Q filings (including the risk factors and risk management discussions) and F.N.B.'s other subsequent filings with the SEC, which are available on our corporate website at <https://www.fnb-online.com/about-us/investor-relations-shareholder-services> by clicking on the hyperlink "Reports and Filings". We have included our web address as an inactive textual reference only. Information on our website is not part of this earnings presentation.

Vincent J. Delie, Jr.



Chairman,
President & C.E.O.,
F.N.B. Corporation
First National Bank
of Pennsylvania

Introductions

James G. Orié



Chief Legal Officer & Corporate
Secretary
F.N.B. Corporation

Vincent J. Calabrese, Jr.



Chief Financial Officer
F.N.B. Corporation

Gary L. Guerrieri



Chief Credit Officer
F.N.B. Corporation

Call to Order

Agenda

- Official Business Matters
- Chairman Comments
- Questions and Answers

Secretary's Report

- Notice Mailed March 30, 2018
- Quorum
- 2017 Annual Meeting Minutes

Election of Directors

Nominees

Pamela A. Bena

David J. Malone

William B. Campbell

Frank C. Mencini

James D. Chiafullo

David L. Motley

Vincent J. Delie, Jr.

Heidi A. Nicholas

Mary Jo Dively

John S. Stanik

Stephen J. Gurgovits

William J. Strimbu

Robert A. Hormell

Named Executive Officer Compensation: Say-on-Pay

Ratification of Ernst & Young LLP Appointment

Judges of Election

Matthew Lazzaro

Divya Ramalingam

Deborah Yuran

Voting

F.N.B. Corporation Honors
D. Stephen Martz
Robert J. McCarthy, Jr.

Voting Results

Congratulations

Pamela A. Bena

David J. Malone

William B. Campbell

Frank C. Mencini

James D. Chiafullo

David L. Motley

Vincent J. Delie, Jr.

Heidi A. Nicholas

Mary Jo Dively

John S. Stanik

Stephen J. Gurgovits

William J. Strimbu

Robert A. Hormell

Named Executive Officer Compensation: Say-on-Pay

Ratification of Ernst & Young LLP Appointment

Business Concluded

Chairman Comments

About FNB Corporation

**High-Quality,
Growing Regional Financial
Institution**

Business Model

**Well-Positioned for Sustained
Growth**

Consistent Operating Results

- Headquarters: Pittsburgh, PA
- Market capitalization: \$4.3 billion¹
- Banking locations: Over 400¹
- Total Assets: \$32 Billion¹

- Regional bank focused on serving consumer and wholesale banking clients
 - Adhere to a low-risk profile
 - Increase market share through growth opportunities
 - Demonstrate disciplined expense control and improve efficiency
 - Deliver long-term value

- Attractive Mid-Atlantic footprint: Banking locations spanning eight states
- Established presence with top regional bank market share in metropolitan markets²
 - #3 in Pittsburgh
 - #8 in Baltimore
 - #14 in Cleveland
 - #10 in Raleigh
 - #8 in Charlotte
 - #6 in Piedmont Triad³

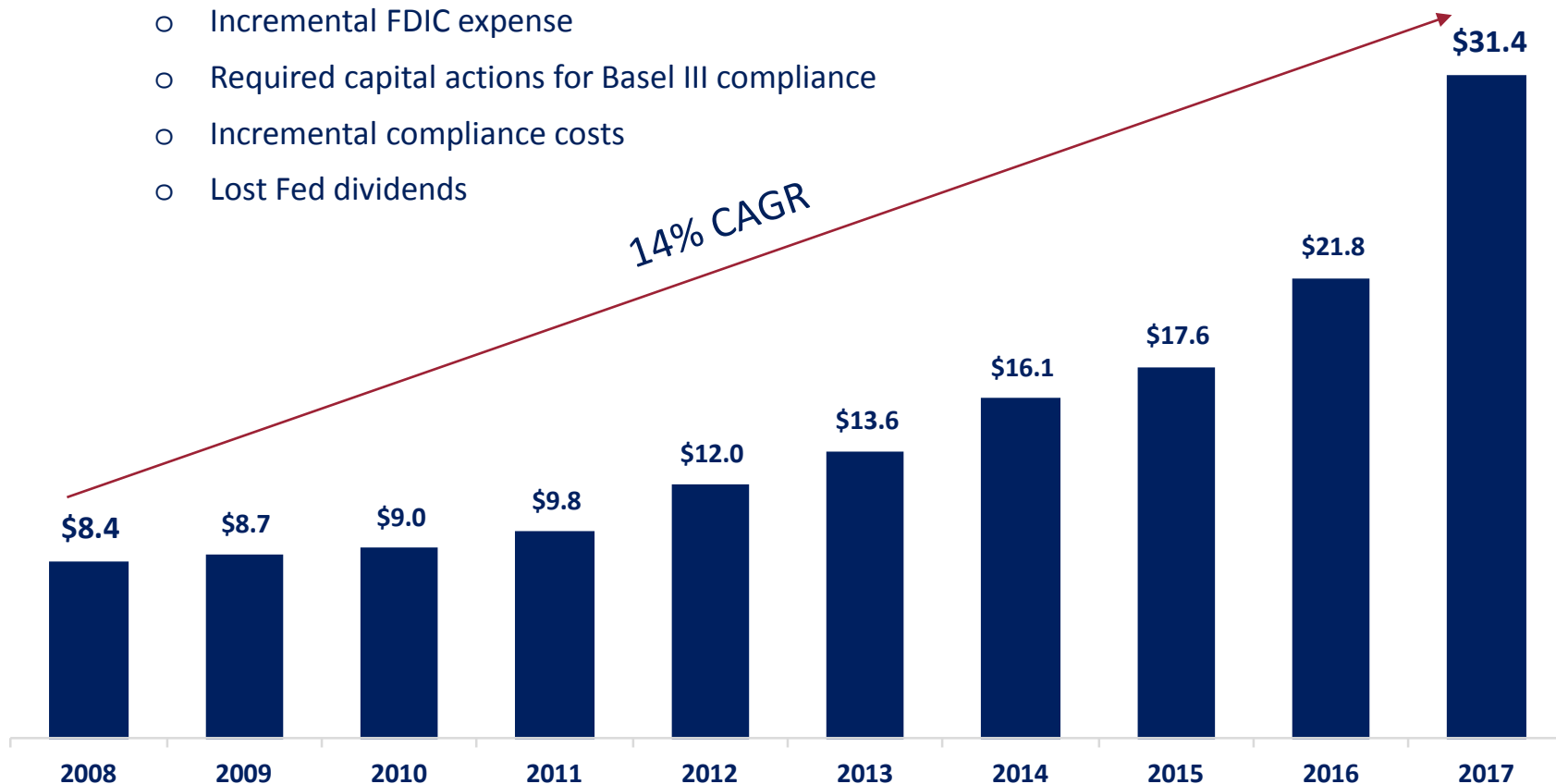
- High-quality earnings
- Solid profitability performance
- Consistently strong organic loan and deposit growth results

Total Assets (\$ in Billions)

2008	2009	2010	2011	2012	2013	2014	2015	2016	2017
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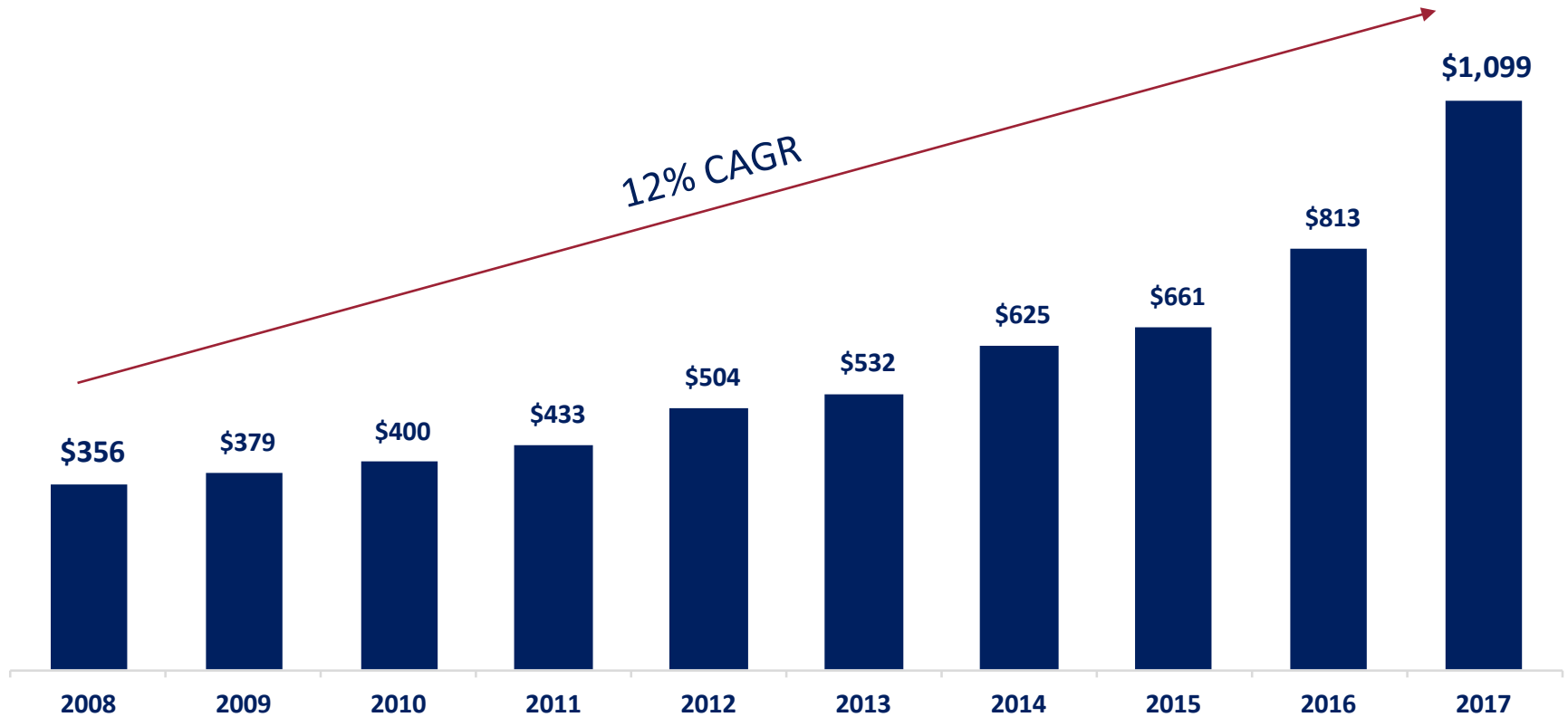
Impact of crossing \$10 Billion threshold

- Durbin amendment and other revenue constraints
- Incremental FDIC expense
- Required capital actions for Basel III compliance
- Incremental compliance costs
- Lost Fed dividends



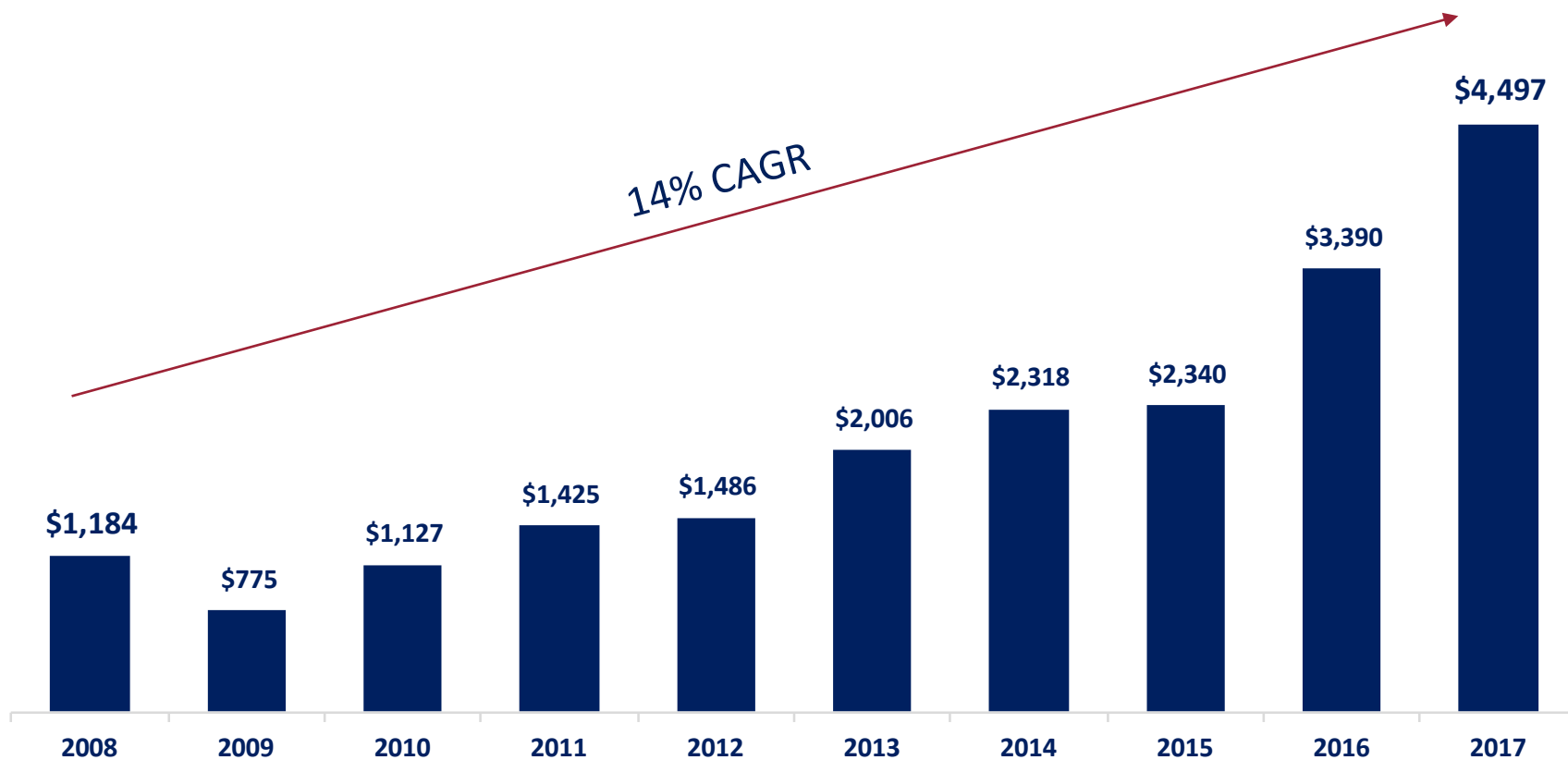
Total Revenue (\$ in Millions)

2008	2009	2010	2011	2012	2013	2014	2015	2016	2017
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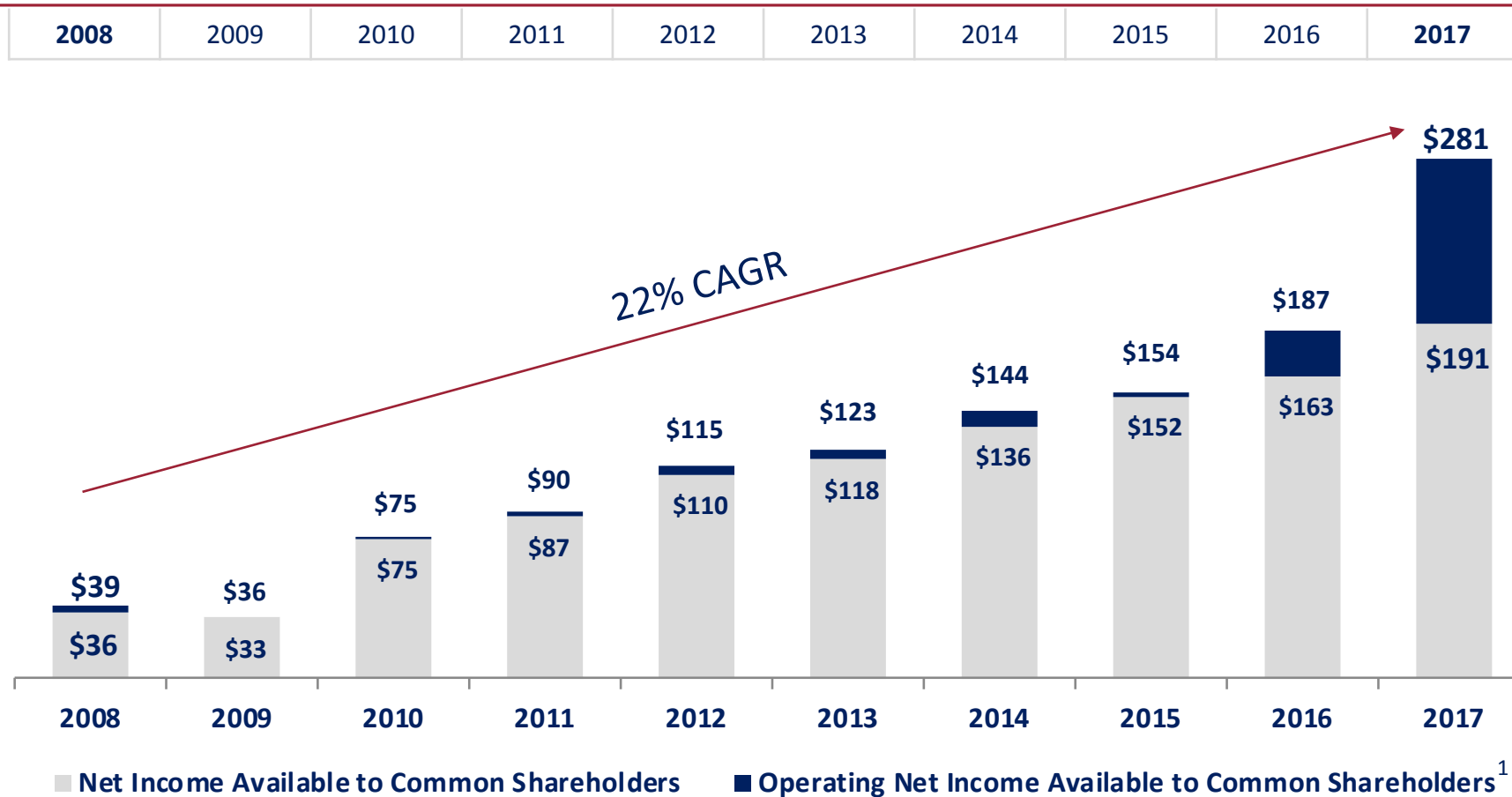


Market Capitalization (\$ in Millions)

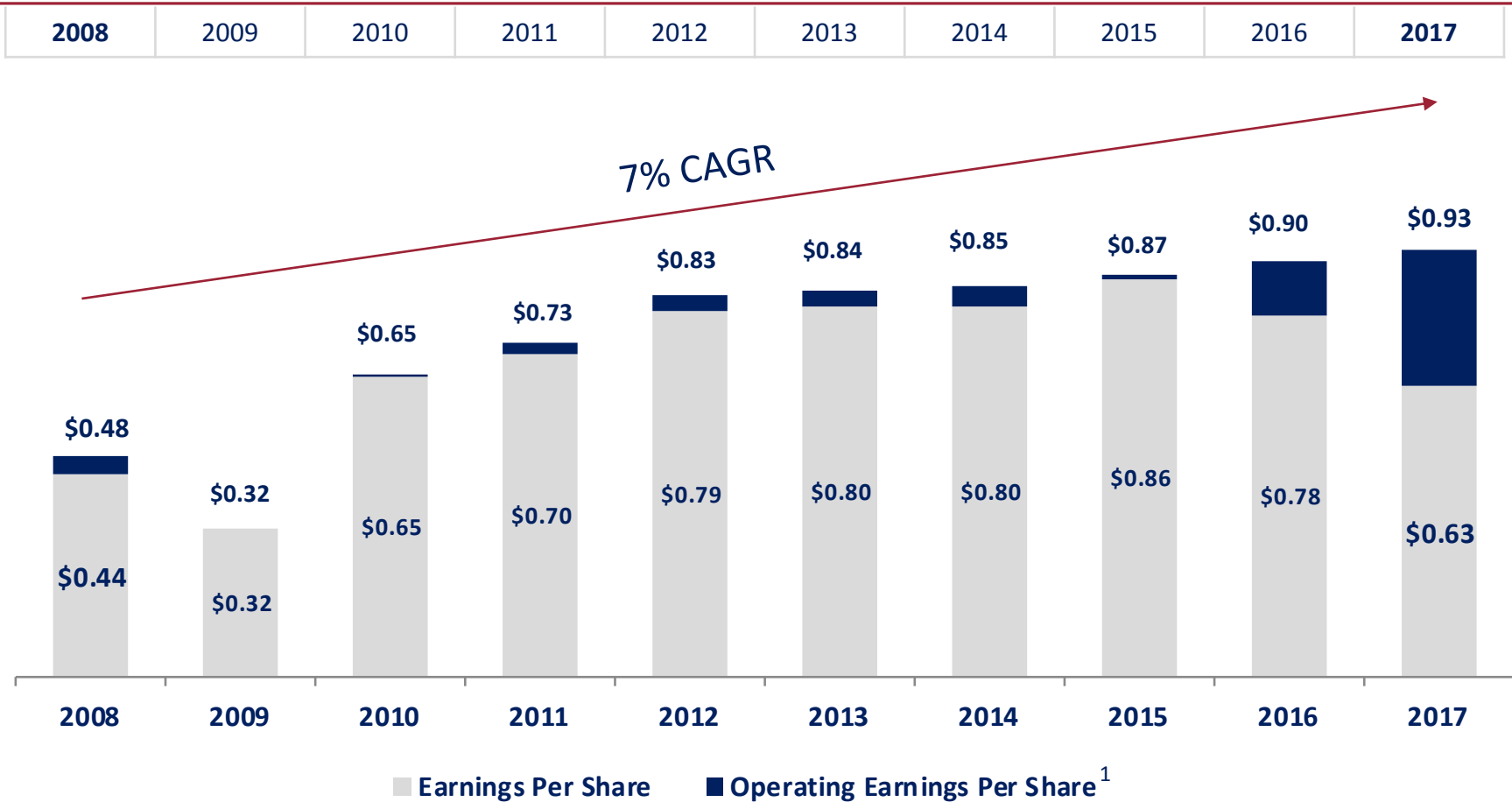
2008	2009	2010	2011	2012	2013	2014	2015	2016	2017
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Net Income Available to Common Shareholders (\$ in Millions)



Earnings Per Share



Over the past 10 years, FNB has returned over \$800 million to our shareholders

Serving our Constituencies

Customers

- Enhanced experience with refreshed Online Banking platform
- Deployed redesigned branches focused on customer engagement
- Added Smart ATMs and ATMs with TellerChat to increase banking hours
- Developed data analytics to better identify customer needs

Communities

- Contributed \$5.6 million to our foundation to support non-profits throughout our footprint
- Actively participated in government lending programs such as the Low Income Housing and Educational Improvement Tax Credit program
- Introduced the Community Spirit Award to recognize employees with an outstanding history of community service

Employees

- Introduced new Consumer Banking training program
- Established the Diversity Council to foster diversity and inclusivity
- Established the Mentor Program to develop internal talent
- Accelerated plans to increase the minimum wage for hourly employees

Shareholders

- Entered very attractive markets via the largest acquisition in our history
- Continued to deliver peer-leading profitability metrics
- Returned over \$150 million to shareholders via dividends
- Positioned the company for stronger growth and long-term shareholder value

Key 1Q18 Highlights

- EPS of \$0.26 reflects continued organic growth and benefit from lower effective tax rate
- Made progress toward our long-term objectives
 - Continued organic loan and deposit growth
 - Strong commercial activity
 - Solid results from fee-based businesses
 - Improved efficiency ratio compared to 1Q17
 - Satisfactory asset quality
- Well-positioned for a strong 2018

FNB is well-positioned to deliver greater shareholder value

Questions and Answers

Thank You for Attending

Non-GAAP to GAAP Reconciliation

	For The Fiscal Year				
	2017	2016	2015	2014	2013
\$ in thousands except per share amounts					
Operating net income available to common stockholders					
Net Income available to common stockholders	\$ 191,163	\$ 162,850	\$ 151,608	\$ 135,698	\$ 117,804
Merger-related expense, net of tax	37,667	24,889	2,084	7,897	5,337
Merger-related net securities gains, net of tax	(1,696)	-	-	-	-
Reduction in valuation of deferred tax assets	54,042	-	-	-	-
Operating net income available to common stockholders (non-GAAP)	<u>\$ 281,176</u>	<u>\$ 187,739</u>	<u>\$ 153,692</u>	<u>\$ 143,595</u>	<u>\$ 123,141</u>
Operating net income per diluted common share					
Net income per diluted common share	\$ 0.63	\$ 0.78	\$ 0.86	\$ 0.80	\$ 0.80
Merger-related expenses, net of tax	0.13	0.12	0.01	0.05	0.04
Merger-related net securities gains, net of tax	(0.01)	-	-	-	-
Reduction in valuation of deferred tax assets	0.18	-	-	-	-
Operating net income per diluted common share (non-GAAP)	<u>\$ 0.93</u>	<u>\$ 0.90</u>	<u>\$ 0.87</u>	<u>\$ 0.85</u>	<u>\$ 0.84</u>

	For The Fiscal Year				
	2012	2011	2010	2009	2008
\$ in thousands except per share amounts					
Operating net income available to common stockholders					
Net Income available to common stockholders	\$ 110,410	\$ 87,047	\$ 74,652	\$ 32,803	\$ 35,615
Merger-related expense, net of tax	5,203	3,238	402	-	3,071
Merger-related net securities gains, net of tax	-	-	-	-	-
Reduction in valuation of deferred tax assets	-	-	-	-	-
Operating net income available to common stockholders (non-GAAP)	<u>\$ 115,613</u>	<u>\$ 90,285</u>	<u>\$ 75,054</u>	<u>\$ 32,803</u>	<u>\$ 38,686</u>
Operating net income per diluted common share					
Net income per diluted common share	\$ 0.79	\$ 0.70	\$ 0.65	\$ 0.32	\$ 0.44
Merger-related expenses, net of tax	0.04	0.03	0.00	-	0.04
Merger-related net securities gains, net of tax	-	-	-	-	-
Reduction in valuation of deferred tax assets	-	-	-	-	-
Operating net income per diluted common share (non-GAAP)	<u>\$ 0.83</u>	<u>\$ 0.73</u>	<u>\$ 0.65</u>	<u>\$ 0.32</u>	<u>\$ 0.48</u>