

F.N.B. Investment Advisors, Inc. - Form CRS (ADV PART 3)

MATERIAL CHANGE TO FORM CRS (ADV PART 3)

Effective December 1, 2020 F.N.B. Investment Advisors, Inc. elected to make the following changes to our fee schedule:

- We have elected to change the price breaks associated with our investment management services, which are based on your assets under management. The new fee schedule will be implemented in a phased approach for existing clients beginning February 1, 2021. The new schedule will go into effect for new clients on December 1, 2020.
- We have elected to discontinue the use of the Institutional Investment Management schedule as this will now fall under the Investment Advisory fee schedule.

Changes to our primary fee schedules are shown below, with the new schedule on the left and prior schedule on the right.

New Fee Schedule Effective 12/1/2020 for New Clients and 2/1/2021 for Existing Clients	
1.00% on first	\$2,000,000
0.90% on next	\$2,000,000
0.70% on next	\$2,000,000
0.50% over	\$6,000,000
Minimum Annual Fee \$5,000	

Prior Fee Schedule	
1.00% on first	\$1,000,000
0.90% on next	\$2,000,000
0.70% on next	\$2,000,000
0.50% over	\$5,000,000
Minimum Annual Fee \$5,000	

New Fee Schedule for Fixed Income Only Effective 12/1/2020 for New Clients and 2/1/2021 for Existing Clients	
0.70% on first	\$2,000,000
0.60% on next	\$2,000,000
0.45% on next	\$2,000,000
0.35% on next	\$6,000,000
0.25% on the balance	
Minimum Annual Fee \$5,000	

Prior Fee Schedule for Fixed Income Only	
0.70% on first	\$1,000,000
0.60% on next	\$2,000,000
0.45% on next	\$2,000,000
0.35% over	\$5,000,000
0.25% on the balance	
Minimum Annual Fee \$5,000	

Institutional Advisory Current Fee Schedule	
Fee Schedule has been Discontinued	

Institutional Advisory Prior Fee Schedule	
0.90% on first	\$1,000,000
0.70% on next	\$4,000,000
0.50% on next	\$5,000,000
0.30% on the balance	
Minimum Annual Fee \$5,000	

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1. INTRODUCTION

F.N.B. Investment Advisors, Inc. (“FNBIA”, “we”, “our”) is a registered investment adviser with the U.S. Securities and Exchange Commission (“SEC”). FNBIA is owned by First National Trust Company (“FNTC”), a nationally chartered trust company and custodian for our client accounts. FNTC is ultimately owned by F.N.B. Corporation (“FNB”). Brokerage and investment advisory services and fees differ so it is important for retail investors (“you”, “your”) to understand the differences. Free and simple tools are available to research firms and financial professionals at <https://investor.gov/CRS>, which also provides educational materials about broker-dealers, investment advisers, and investing.

Our ADV Part 2 can be found at the following address: <https://www.fnb-online.com/adv2>

2. RELATIONSHIPS AND SERVICES

What investment services and advice can you provide me?

FNBIA offers investment advisory services to retail investors through an investment management account or an individual retirement account. Our practice is to exercise discretion (the ability to make decisions to buy and sell securities in your account without your permission) when managing your account. You may limit our discretion by directing us to retain certain positions, or limit or exclude investment in certain asset classes or securities. In a non-discretionary account, prior to each securities transaction, FNBIA obtains approval from you before executing the buy or sell.

As part of our standard advisory services, we monitor the securities held in your account(s) on an ongoing, continuous basis. We formally review each client account at least annually. This review is done to monitor your portfolio for compliance with your investment objectives and risk tolerance. This review is a standard part of the asset-based fee you pay. You are responsible to inform us of any changes in your investment objectives and/or financial situation.

Our investment models are based on allocations to stocks, bonds, and/or cash. We use mutual funds and/or exchange traded funds to diversify your portfolio and when appropriate, to invest in specialized market sectors. We may also use separately managed accounts to diversify your portfolio by accessing experienced third-party managers.

Account Opening Requirements: FNBIA requires you to sign a written Investment Management Agreement which authorizes us to manage investments on your behalf. You may cancel the Investment Management Agreement at any time. FNBIA’s minimum account size for an Investment Management Account or Individual Retirement Account is \$1 million, but we will accept accounts of lower value at our discretion.

Given my financial situation, should I choose an investment advisory service? Why or why not?

How will you choose investments to recommend to me?

What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean?

Please see Item 4 and 7 in our ADV Part 2 for additional details.

3. FEES, COSTS, CONFLICTS, AND STANDARD OF CONDUCT

Investment Advisory Accounts	
Fee Percentage	Asset Amount
1.00%	First \$2,000,000
0.90%	Next \$2,000,000
0.70%	Next \$2,000,000
0.50%	On Balance
Minimum Fee	\$5,000

Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

In most cases, we charge an asset-based fee as a percentage of all your account assets, including cash. Our standard fee schedule is tiered based on the amount of assets you invest with us. The more assets we manage for you, the greater our fee and so we have an incentive to encourage you to increase account assets. Custodial fees charged by our affiliate FNTC are included in your fee. If we decide to use separately managed accounts to diversify your account, this cost is part of the asset-based fee we charge. Fees are assessed and billed monthly in arrears on the basis of the prior month’s daily average market value of the account. In certain situations, we charge a flat fee for our investment management service. This fee is negotiated at the time of account opening. We use this type

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of fee schedule when we know that your account will be with us for a limited duration, requires a certain type of service, or management has agreed to your request. The frequency and timing of flat fee payments is negotiated with you. You will also pay costs associated with buying and selling securities, such as mutual fund and exchange traded fund expenses, and other possible fees. Our affiliate may pass along certain transactional costs associated with acting as custodian for your account, but we do have the authority to waive these fees at management's discretion.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. **Please see Item 5.E in our ADV Part 1 and Item 5 of our ADV Part 2 for further details about fees and expenses.**

What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment adviser, we have to act in your best interest and not put our interests ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means.

How might your conflicts of interest affect me, and how will you address them?

Possible Conflicts of Interest	Description of Conflict of Interest
Soft-Dollars	We collect soft-dollar credits on discretionary stock trades in your account. This means you pay a higher per-share commission. The broker we use to execute your trades sets a portion of this amount aside, which we use to pay for eligible expenses, such as research, which reduces our cost to access these services.
12b-1 Fees	Our custodian First National Trust Company collects any 12b-1 fees that are generated by mutual funds held in your accounts. Our practice is to purchase "clean-shares" or share classes that do not have these fees associated with them; however, this does arise when shares are transferred to our firm and we are unable to convert or sell them or transfer them to a better share class.
Shareholder Servicing Fees	Our custodian, First National Trust Company, collects shareholder servicing fees for mutual fund share classes where a "clean share" cannot be purchased. They also collect a fee on assets invested in a money market alternative held with First National Bank of Pennsylvania ("FNB Daily"). These fees help to offset the cost of providing custodial services to you. These fees create an incentive for us to invest in mutual funds that provide these fees.

How do your financial professionals make money?

Our employees are paid a salary and also participate in a performance compensation plan. This plan is driven by client account investment performance, financial performance of FNBIA, retention of existing accounts, and new accounts opened with FNBIA or FNTC. Certain professionals can earn up to 50% of the first year's fee for referring a client to FNBIA or FNTC. They can earn up to \$25 for referring a client to our retail non-deposit investment program provider, and in certain situations, earn a percentage of the commission earned on certain transactions. Our compensation plan creates a conflict of interest because as revenues grow, new clients come on board, or certain products are recommended, FNBIA's revenue as well as employee compensation increases. **For a complete description of our conflicts of interest and how we manage them, please see our ADV Part 2.**

4. DISCIPLINARY HISTORY

Do you or your financial professionals have legal or disciplinary history?

As a financial professional, do you have any disciplinary history? For what type of conduct?

No. Visit <https://investor.gov/CRS> for a free and simple search tool to research FNBIA and our financial professionals.

5. ADDITIONAL INFORMATION

Who is my primary contact person? Is he or she a representative of an investment adviser or a broker dealer? Who can I talk to if I have concerns about how this person is treating me?

For up-to-date information or to request a current copy of Form CRS, contact Brandon Miller, Chief Compliance Officer, at 855-688-0001 or millerbr@fnb-corp.com. You may also visit our website at <https://www.fnb-online.com/personal/investing-retirement/wealth-mgmt/investment-adv-solutions>.