



## F.N.B. CORPORATION AND OMEGA FINANCIAL CORPORATION FILE DEFINITIVE PROXY MATERIAL

**Hermitage, PA – January 28, 2008 –** F.N.B. Corporation (NYSE: FNB) and Omega Financial Corporation (NASDAQ: OMEF) announce definitive joint proxy material has been filed with the Securities and Exchange Commission in connection with the pending merger of the two companies.

As announced previously on November 9, 2007, F.N.B. Corporation and Omega Financial Corporation entered into a definitive merger agreement. Under the agreement, Omega shareholders will receive 2.022 shares of F.N.B. common stock in exchange for each common share of Omega.

Special meetings of shareholders have been scheduled for March 19, 2008, for both F.N.B. and Omega to consider and vote upon the proposed merger. Shareholders of record as of close of business on January 18, 2008, will be entitled to vote at the respective meetings. Mailing of proxy materials, including a proxy card and notice of the special meeting, are expected to take place for both companies on or about February 8, 2008.

## ADDITIONAL INFORMATION ABOUT THE MERGER

SHAREHOLDERS OF F.N.B. AND OMEGA ARE ADVISED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

The joint proxy statement/prospectus and other relevant materials and any other documents filed by F.N.B. with the SEC, may be obtained free of charge at the SECs Web site at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by F.N.B. Corporation by contacting James Orie, F.N.B. Corporation, One F.N.B. Boulevard, Hermitage, PA 16148, telephone: (724) 983-3317 and by Omega by contacting Daniel Warfel, CFO, Omega Financial Corporation, 366 Walker Drive, P.O. Box 298, State College, PA 16804-0298, telephone: (814) 231-5778.

F.N.B. and its directors, executive officers and other members of its management and employees may be deemed to be participants in the solicitation of proxies from its shareholders in connection with the proposed merger. Information concerning such participants ownership of F.N.B. common stock is set forth in F.N.B.s proxy statements and Annual Reports on Form 10-K, previously filed with the SEC. Additional information about the interests of those participants may be obtained from reading the joint proxy statement/prospectus relating to the merger when it becomes available.

Omega and its directors, executive officers and other members of its management and employees may be deemed to be participants in the solicitation of proxies from its shareholders in connection with the proposed merger. Information concerning such participants ownership of Omega common stock is set forth in Omegas proxy statements and Annual Reports on Form 10-K, previously filed with the SEC. Additional information about the interests of those participants may be obtained from reading the joint proxy statement/prospectus relating to the merger when it becomes available.

This communication does not constitute an offer of any securities for sale.

## **Forward-looking Statements**

Certain statements in this press release, including, without limitation, statements as to the impact of the merger, statements as to F.N.B.s. Omegas, or their respective management's beliefs, expectations or opinions, and all other statements in this press release, other than historical facts, are forward-looking statements, as such term is defined in the Private Securities Exchange Act of 1934, which are intended to be covered by the safe harbor created thereby. Forward-looking statements are subject to risks and uncertainties, are subject to change at any time and may be affected by various factors that may cause actual results to differ materially from the expected or planned results. In addition to the factors discussed above, certain other factors, including without limitation, a significant increase in competitive pressures among financial institutions; changes in the interest rate environment that may reduce interest margins; changes in prepayment speeds, loan sale volumes, charge-offs and loan loss provisions; less favorable than expected general or local economic or political conditions; legislative or regulatory changes that may adversely affect the businesses in which F.N.B. or Omega is engaged; technological issues which may adversely affect F.N.B.s or Omegas financial operations or customers; changes in the securities markets and other risks detailed from time to time in F.N.B.s and Omegas filings with the SEC can cause actual results and developments to be materially different from those expressed or implied by such forward-looking statements. F.N.B. and Omega may not be able to complete the proposed merger on the terms summarized above or other acceptable terms, or at all, due to a number of factors, including the failure to obtain approval of their respective shareholders, regulatory approvals or to satisfy other customary closing conditions. F.N.B. and Omega disclaim any intent or obligation to publicly update or revise any forward-looking statements, regardless of whether new information becomes available, future developments occur or otherwise.

# About F.N.B. Corporation

F.N.B. Corporation, headquartered in Hermitage, PA, is a diversified financial services company with total assets of \$6.1 billion at December 31, 2007. F.N.B. is a leading provider of commercial and retail banking, wealth management, insurance, merchant banking and consumer finance services in Pennsylvania and Ohio, where it owns and operates First National Bank of Pennsylvania, First National Trust Company, First National Investment Services Company, LLC, F.N.B. Investment Advisors, Inc., First National Insurance Agency, LLC, F.N.B. Capital Corporation, LLC and Regency Finance Company. It also operates consumer finance offices in Tennessee and Ioan production offices in Tennessee and Florida.

Mergent Inc., a leading provider of business and financial information about publicly traded companies, has recognized F.N.B. Corporation as a Dividend Achiever. This annual recognition is based on F.N.B. Corporations outstanding record of increased dividend performance. F.N.B. Corporation has consistently increased dividend payments for 35 consecutive years.

The common stock of F.N.B. Corporation trades on the New York Stock Exchange under the symbol FNB. Investor information is available on F.N.B. Corporations Web site at www.fnbcorporation.com.

#### **About Omega Financial Corporation**

Omega Bank is a subsidiary of Omega Financial Corporation (NASDAQ: OMEF), a \$1.8 billion institution headquartered in State College, PA. Omega Bank operates 64 community offices and drive-thru operations in 13 counties, and operates affiliates Bank Capital Leasing, Omega Bank

Wealth Management, Mid Penn Insurance, and Omega Financial Mortgage Solutions. Omega Bank has been named to US Bankers list of top 200 mid-tier banks ranked by three-year average return on equity and was ranked 11th among banks in Pennsylvania. Its parent company, Omega Financial, has previously been added to NASDAQs Dividend Achievers Index, designed to offer a unique approach for NASDAQ investors seeking a long-term portfolio of higher risk-adjusted returns. Members of this index are typically companies with strong cash reserves, solid balance sheets and a proven record of consistent earnings growth. Quarterly and annual reports, a corporate profile, stock quotes and other financial data can be accessed through the Omega Financial Corporation Web site, http://www.omegafinancial.com.

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## Contact:

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#### **Omega Financial Corporation:**

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