



# Press Release

## **F.N.B. Corporation Announces \$115 Million Common Stock Offering**

**Hermitage, PA – June 8, 2009** – F.N.B. Corporation (NYSE: FNB), today announced that it intends to offer and sell approximately \$115 million in common stock. Keefe, Bruyette & Woods will act as lead book-running manager, with Sandler O'Neill + Partners, L.P. and SunTrust Robinson Humphrey acting as co-managers. The shares will be issued pursuant to a preliminary prospectus supplement filed today as part of an existing shelf registration statement filed with the Securities and Exchange Commission on Form S-3. F.N.B. Corporation intends to grant the underwriters an option to purchase up to an additional 15% of the shares sold to cover over-allotments, if any. F.N.B. Corporation expects the net proceeds from the offering will be used for general corporate purposes and the possible repurchase of the \$100 million of preferred shares plus the warrant issued in connection therewith held by the U.S. Treasury.

This announcement shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any offer or sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The offering will be made only by means of a prospectus, copies of which may be obtained from the investor relations section of F.N.B. Corporation's Web site at: [www.fnbcorporation.com](http://www.fnbcorporation.com) or from the SEC's Web site at: [www.sec.gov](http://www.sec.gov). Alternatively, you may obtain a copy of the prospectus by contacting the underwriters at: Keefe, Bruyette & Woods, Inc., Equity Capital Markets, 787 Seventh Avenue, 4th Floor, New York, NY 10019 or by calling toll-free (800) 966-1559. Information on F.N.B. Corporation's Web site does not constitute part of nor is any such information incorporated by reference in the prospectus or prospectus supplement.

### **About F.N.B. Corporation**

F.N.B. Corporation, headquartered in Hermitage, PA, is a diversified financial services company with total assets of \$8.5 billion as of March 31, 2009. F.N.B. Corporation is a leading provider of commercial and retail banking, leasing, 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, Regency Finance Company and Bank Capital Services. It also operates consumer finance offices in Tennessee and loan production offices in Pennsylvania, Tennessee and Florida.

### **Forward-looking Statements**

This press release of F.N.B. Corporation and the reports F.N.B. Corporation files with the Securities and Exchange Commission often contain "forward-looking statements" relating to present or future trends or factors affecting the banking industry and, specifically, the financial operations, markets and products of F.N.B. Corporation. These forward-looking statements involve certain risks and uncertainties. There are a number of important factors that could cause F.N.B. Corporation's future results to differ materially from historical performance or projected performance. These factors include, but are not limited to: (1) a significant increase in competitive pressures among financial institutions; (2) changes in the interest rate environment that may reduce net interest margins; (3) changes in prepayment speeds, loan sale volumes, charge-offs and loan loss provisions; (4) general economic conditions; (5) legislative or regulatory changes that may adversely affect the businesses in which F.N.B. Corporation is engaged; (6) technological issues which may adversely affect F.N.B. Corporation's financial operations or customers; (7) changes in the securities markets or (8) risk factors mentioned in the reports and registration statements F.N.B. Corporation files with the

Securities and Exchange Commission. F.N.B. Corporation undertakes no obligation to revise these forward-looking statements or to reflect events or circumstances after the date of this press release.

###

**Analyst/Institutional Investor Contact:**

Frank Milano 203-682-8343

[frank.milano@icrinc.com](mailto:frank.milano@icrinc.com)

**Media Contact:**

Jennifer Reel 724-983-4856

724-699-6389 (cell)