



Press Release

F.N.B. Announces Capital Action Plan and Commences \$50 Million Common Stock Offering

HERMITAGE, Pa., October 28, 2013 /PRNewswire/ -- F.N.B. Corporation (NYSE: FNB) (the "Company" or "F.N.B.") announced today a comprehensive capital action plan to proactively position F.N.B. for Basel III implementation, including the redemption of certain trust preferred securities, and to support future growth opportunities.

F.N.B. intends to raise \$50 million of common equity and up to \$100 million of perpetual preferred stock, subject to market conditions.

In conjunction with the capital action plan, F.N.B. announced that it is commencing an underwritten public offering of \$50 million of its common stock. J.P. Morgan Securities LLC, Keefe, Bruyette & Woods, A Stifel Company and RBC Capital Markets, LLC will act as joint book-running 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. intends to grant the underwriters an option to purchase up to an additional 15% of the shares sold. A perpetual preferred stock offering may follow depending upon market conditions.

F.N.B. has filed a shelf registration statement (including a prospectus) and a preliminary prospectus supplement relating to this offering with the Securities and Exchange Commission (the "SEC"). Prospective investors should read the registration statement (including the base prospectus), the preliminary prospectus supplement and other documents F.N.B. has filed and will file with the SEC that are incorporated by reference into the registration statement and each prospectus for more complete information about F.N.B. and the offering, including the risks associated with the securities and the offering.

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 supplement and accompanying base prospectus, copies of which may be obtained from the investor relations section of F.N.B.'s Web site at: www.fnbcorporation.com or from the SEC's Web site at: www.sec.gov. Alternatively, you may obtain a copy of the prospectus supplement and accompanying base prospectus for the offering by contacting:

- J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Attention: Prospectus Department, telephone (866) 803-9204; and
- Keefe, Bruyette & Woods, Inc., Attention: Equity Capital Markets, 787 Seventh Avenue, 4th Floor, New York, NY 10019, telephone (800) 966-1559; and
- RBC Capital Markets, LLC, Attention: Equity Syndicate, 3 World Financial Center, 200 Vesey Street, 8th Floor, New York, NY 10281-8098, telephone (877) 822-4089.

Information on F.N.B.'s Web site does not constitute part, and is not incorporated by reference in, the prospectus or prospectus supplement.

About F.N.B. Corporation

F.N.B. Corporation (NYSE: FNB), headquartered in Hermitage, Pennsylvania, is a regional diversified financial services company operating in six states and three major metropolitan areas

including Pittsburgh, PA, where it holds the number three retail deposit market share, Baltimore, MD and Cleveland, OH. The Company has total assets of \$12.8 billion and more than 250 banking offices throughout Pennsylvania, Ohio, West Virginia and Maryland. F.N.B. provides a full range of commercial banking, consumer banking and wealth management solutions through its subsidiary network which is led by its largest affiliate, First National Bank of Pennsylvania. Commercial banking solutions include corporate banking, small business banking, investment real estate financing, asset based lending, capital markets and lease financing. The consumer banking segment provides a full line of consumer banking products and services including deposit products, mortgage lending, consumer lending and a complete suite of mobile and online banking services. F.N.B.'s wealth management services include asset management, private banking and insurance. The Company also operates Regency Finance Company, which has more than 70 consumer finance offices in Pennsylvania, Ohio, Kentucky and Tennessee.

The common stock of F.N.B. Corporation trades on the New York Stock Exchange under the symbol "FNB".

Cautionary Statement Regarding Forward-looking Information

The information in this press release may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are typically identified by words such as "believe," "plan," "expect," "anticipate," "see," "look," "intend," "outlook," "project," "forecast," "estimate," "goal," "will," "should" and other similar words and expressions and related to, among other things, the Company's expectations with respect to the proposed offering. These statements are based upon current beliefs and expectations and are subject to numerous assumptions, risks and uncertainties, many of which are outside of the Company's control and which change over time. Actual results or future events could differ, possibly materially, from those anticipated in forward-looking statements, as well as from historical performance. Factors that could cause the Company's results to differ materially from those expressed can be found in the risk factors set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, and the Company's other filings with the SEC. Forward-looking statements speak only as of the date made. The Company does not assume any duty and do not undertake to update forward-looking statements.

Analyst/Institutional Investor Contact:

Cynthia Christopher
724-983-3429
330-507-8723 (cell)
christoc@fnb-corp.com

Media Contact:

Jennifer Reel
724-983-4856
724-699-6389 (cell)
reel@fnb-corp.com

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