



Press Release

First National Bank Acquires 17 Branches and \$383 Million in Deposits from Fifth Third Bank

Creates Enhanced Delivery Channel in Pittsburgh, FNB's Largest Market

PITTSBURGH, PA - September 3, 2015 – First National Bank of Pennsylvania, the largest subsidiary of F.N.B. Corporation (NYSE: FNB), entered into a purchase and assumption agreement to acquire approximately \$383 million in retail and private banking deposits, 17 branch banking locations and related consumer loans in the Pittsburgh MSA from Fifth Third Bank. The transaction will be additive to FNB's retail delivery channel, creating access to over 100 branches in the Company's Pittsburgh region, and is expected to close in early 2016, subject to regulatory review and approval.

"We are excited to announce a transaction that enhances our comprehensive retail delivery channel and improves efficiency within FNB's largest region," said Vincent J. Delie, Jr., President and Chief Executive Officer of F.N.B. Corporation. "Additionally, the low-cost core deposits will strengthen FNB's ability to pursue organic growth opportunities."

Customers of the acquired branches will receive information regarding the transfer of their accounts in the next few months.

"Our experienced integration teams and Pittsburgh-based management group will lead customers through a smooth and timely transition," said Delie. "We believe our new and existing customers will benefit by being part of one of the largest retail banks in Pittsburgh and will be very pleased with our comprehensive suite of retail and commercial products including top-tier online and mobile banking services."

FNB, headquartered in Pittsburgh, was also recently named a top place to work for a fifth consecutive year by two separate Pittsburgh publications.

RBC Capital Markets acted as exclusive financial advisor and Reed Smith LLP served as legal counsel to First National Bank of Pennsylvania. Deutsche Bank Securities acted as exclusive financial advisor and Debevoise & Plimpton LLP served as legal counsel to Fifth Third Bank.

About F.N.B. Corporation

F.N.B. Corporation (NYSE: FNB), headquartered in Pittsburgh, Pennsylvania, is a diversified financial services company operating in six states, including three major metropolitan areas. It holds a top retail deposit market share in Pittsburgh, PA, Baltimore, MD, and Cleveland, OH. F.N.B. has total pro-forma assets (with the proposed merger of Metro Bancorp, Inc.) of \$19.6 billion and more than 300 banking offices throughout Pennsylvania, Maryland, Ohio and West Virginia. 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, founded in 1864. Commercial banking solutions include corporate banking, small business banking, investment real estate financing, international banking, business credit, 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. F.N.B. 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" and is included in Standard & Poor's SmallCap 600 Index with the Global Industry Classification Standard (GICS) Regional Banks Sub-Industry Index. Customers, shareholders and investors can learn more about this regional financial institution by visiting the F.N.B. Corporation web site at www.fnbcorporation.com.

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