F.N.B. Corporation
Investor Presentation

SunTrust Robinson Humphrey
Pittsburgh Meeting
May 9, 2012

F.N.B. Corporation

Cautionary Statement Regarding Forward-Looking Information and Non-GAAP Financial Information

This presentation 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 interest margins; (3) changes in prepayment speeds, loan sale volumes, charge-offs and loan loss provisions; (4) general economic conditions; (5) various monetary and fiscal policies and regulations of the U.S. government 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; (8) risk factors mentioned in the reports and registration statements F.N.B. Corporation files with the Securities and Exchange Commission; (9) housing prices; (10) job market; (11) consumer confidence and spending habits; (12) estimates of fair value of certain F.N.B. Corporation assets and liabilities or (13) the effects of current, pending and future legislation, regulation and regulatory actions. F.N.B. Corporation undertakes no obligation to revise these forward-looking statements or to reflect events or circumstances after the date of this presentation.

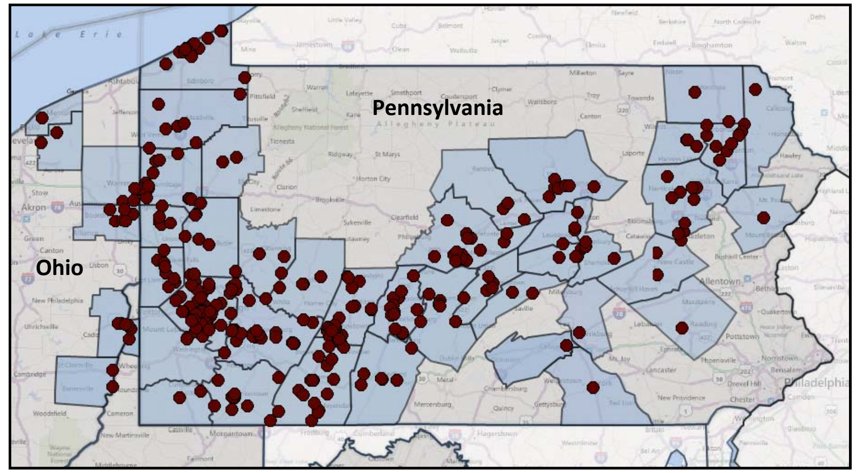
To supplement its consolidated financial statements presented in accordance with Generally Accepted Accounting Principles (GAAP), the Corporation provides additional measures of operating results, net income and earnings per share (EPS) adjusted to exclude certain costs, expenses, and gains and losses. The Corporation believes that these non-GAAP financial measures are appropriate to enhance the understanding of its past performance as well as prospects for its future performance. In the event of such a disclosure or release, the Securities and Exchange Commission's Regulation G requires: (i) the presentation of the most directly comparable financial measure calculated and presented in accordance with GAAP and (ii) a reconciliation of the differences between the non-GAAP financial measure presented and the most directly comparable financial measure calculated and presented in accordance with GAAP. The required presentations and reconciliations are contained herein and can be found at our website, www.fnbcorporation.com, under "Shareholder and Investor Relations" by clicking on "Non-GAAP Reconciliation."

The Appendix to this presentation contains non-GAAP financial measures used by the Corporation to provide information useful to investors in understanding the Corporation's operating performance and trends, and facilitate comparisons with the performance of the Corporation's peers. While the Corporation believes that these non-GAAP financial measures are useful in evaluating the Corporation, the information should be considered supplemental in nature and not as a substitute for or superior to the relevant financial information prepared in accordance with GAAP. The non-GAAP financial measures used by the Corporation may differ from the non-GAAP financial measures other financial institutions use to measure their results of operations. This information should be reviewed in conjunction with the Corporation's financial results disclosed on April 24, 2012 and in its periodic filings with the Securities and Exchange Commission.

F.N.B. Corporation

➢ **Fourth Largest Bank in Pennsylvania**

–Assets	$11.7 Billion
–Loans	$7.8 Billion
–Deposits	$9.8 Billion
–Banking Locations	266
–Consumer Finance Locations	63
–Headquarters	Hermitage, PA



• First National Bank Location

➢ **Diverse Fee Income Sources with Complementary Business Lines**

–Business and Personal Banking

–Wealth Management

–Insurance

–Commercial Equipment Leasing

–Merchant Banking

➢ **Attractive Footprint**

–#3 Market Share in the Pittsburgh MSA

–Banking locations network spanning 45 counties

➢ **NYSE Listed**

–Market Cap of $1.5 Billion (May 7, 2012)

–Member S&P SmallCap 600 Index

Diversified Financial Institution with a Network of Banking Locations Spanning 45 Counties in Pennsylvania, Northeastern Ohio and West Virginia

Experienced and Respected Leadership

Executive Management Team		Banking Experience
Vincent J. Delie, Jr.	President and Chief Executive Officer	25 Years
John C. Williams, Jr.	President, First National Bank	41 Years
Vincent J. Calabrese, Jr.	Chief Financial Officer	24 Years
Gary L. Guerrieri	Chief Credit Officer	26 Years

Board of Directors

- Stephen J. Gurgovits, Chairman, formerly CEO of F.N.B. Corporation
- Twelve independent directors
- Eight former financial services executives
- Three actively involved as financial services investors

First Quarter 2012

Strong First Quarter 2012

- **Financial Results:** Operating EPS of $0.19 represents a 19% year-over-year increase
- **Industry-Leading Loan Growth:** Eleventh consecutive quarter of organic growth for total loans
- **Strong Transaction Deposit Growth:** Organic linked-quarter growth in transaction accounts and customer repurchase agreements of 8.9%
- **Net Interest Margin**: Net interest margin of 3.74%, consistent with management expectations following the Parkvale acquisition
- **Consistent Good Credit Quality Results:** Net charge-offs of 0.32%, annualized, of average originated loans
- **Completed Acquisition:** Parkvale Financial acquisition completed on January 1, 2012, enhancing market share in the Pittsburgh MSA to 3rd from 7th ($1.8 billion in assets)
- **Capital Raise Deployed:** The $63 million capital raise, completed in May 2011 following FNB's inclusion in the S&P 600, was efficiently deployed for the Parkvale acquisition
- **Solid Shareholder Return:** Three year total return of 56.5%(1)

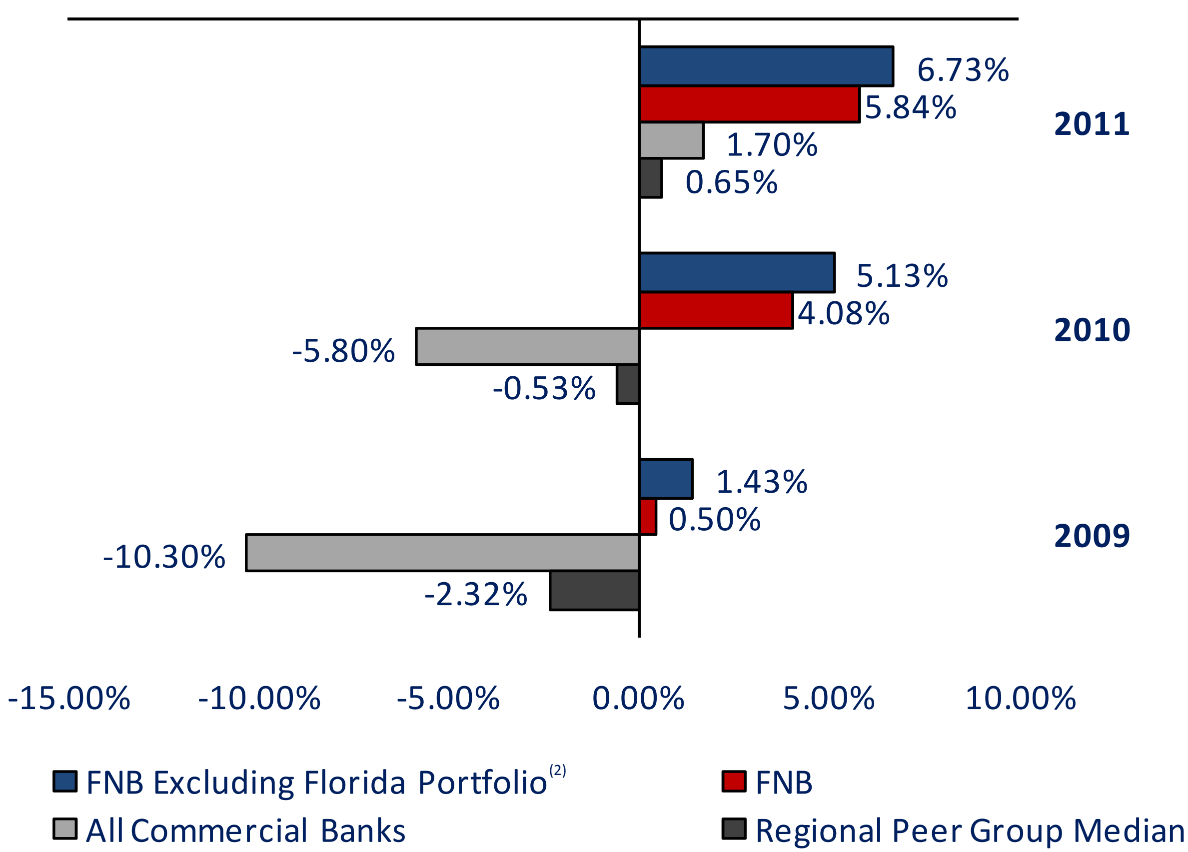
(1) As of May 7, 2012

Effective Business Model

- Manage for strong profitability and growth
- Maintain a low risk profile
- Fund loan growth through deposits
- Target a neutral asset/liability position to manage interest rate risk
- Maintain a community bank feel across a wide geography through regional alignment
- Strategically invest for growth
- Create shareholder value

Industry Leading Loan Growth Results

Annual Loan Growth[1] vs. Peers



Sustainable, Industry Leading Growth

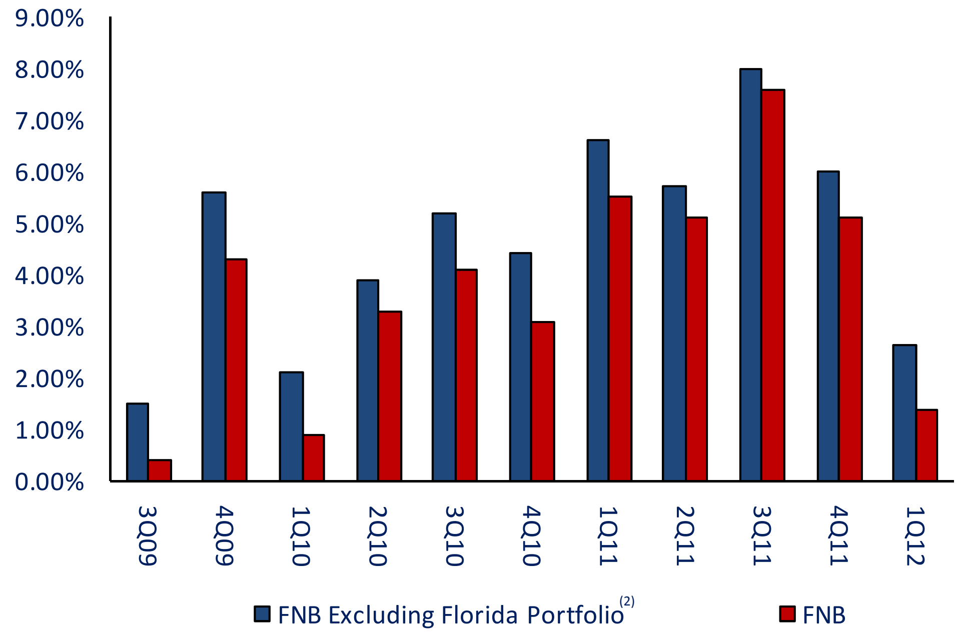
- Pipelines healthy, calling efforts robust and new relationships established
- Disciplined cross-functional sales management process and experienced teams in place
- Significant opportunities exist in FNB's markets for continued market share gains and client expansion

Peer Data Source: Regional Peer Group-SNL Financial, listing of regional peers included in appendix; All Commercial Banks-Federal Reserve H8 reports, seasonally adjusted annual growth rate; (1) FNB annual results reflect organic growth based on period-end balances; (2) FNB Excluding Florida Portfolio reflects growth excluding the Florida commercial portfolio

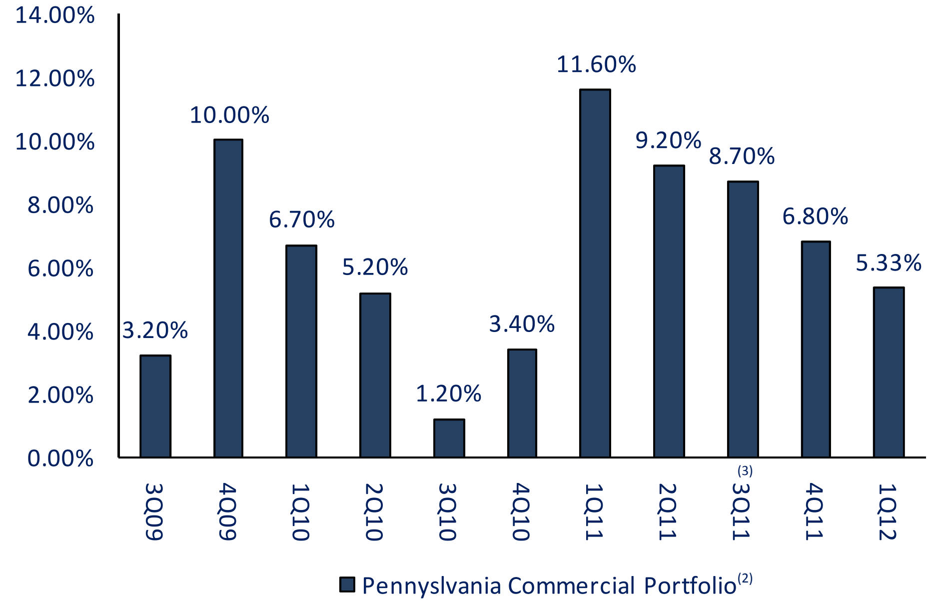
Industry Leading Loan Growth Results

Loan Growth Driven by Consistent Results Achieved in the Commercial Portfolio

Total Loans[1]



PA Commercial Loans[1]



- 11th consecutive quarter of total loan growth
- 12th consecutive quarter of Pennsylvania commercial portfolio growth

(1) Reflects linked-quarter average organic loan growth results on an annualized basis; (2) Reflects growth excluding the Florida commercial portfolio

F.N.B. Corporation

Positioned For Sustained Growth

2008-2010
Realigned Business Units
Established Sales Management Process
Executed Organic Growth Strategy

- ✓ Realigned business units to accommodate a cross-functional approach
- ✓ Universal, disciplined sales management developed and implemented
- ✓ Focused on gaining market share
- ✓ Attracted top talent
- ✓ Deepened product set
- ✓ Achieved consistent loan growth
- ✓ Invested for growth

2011
Achieved Sustainable Growth With Balanced Risk

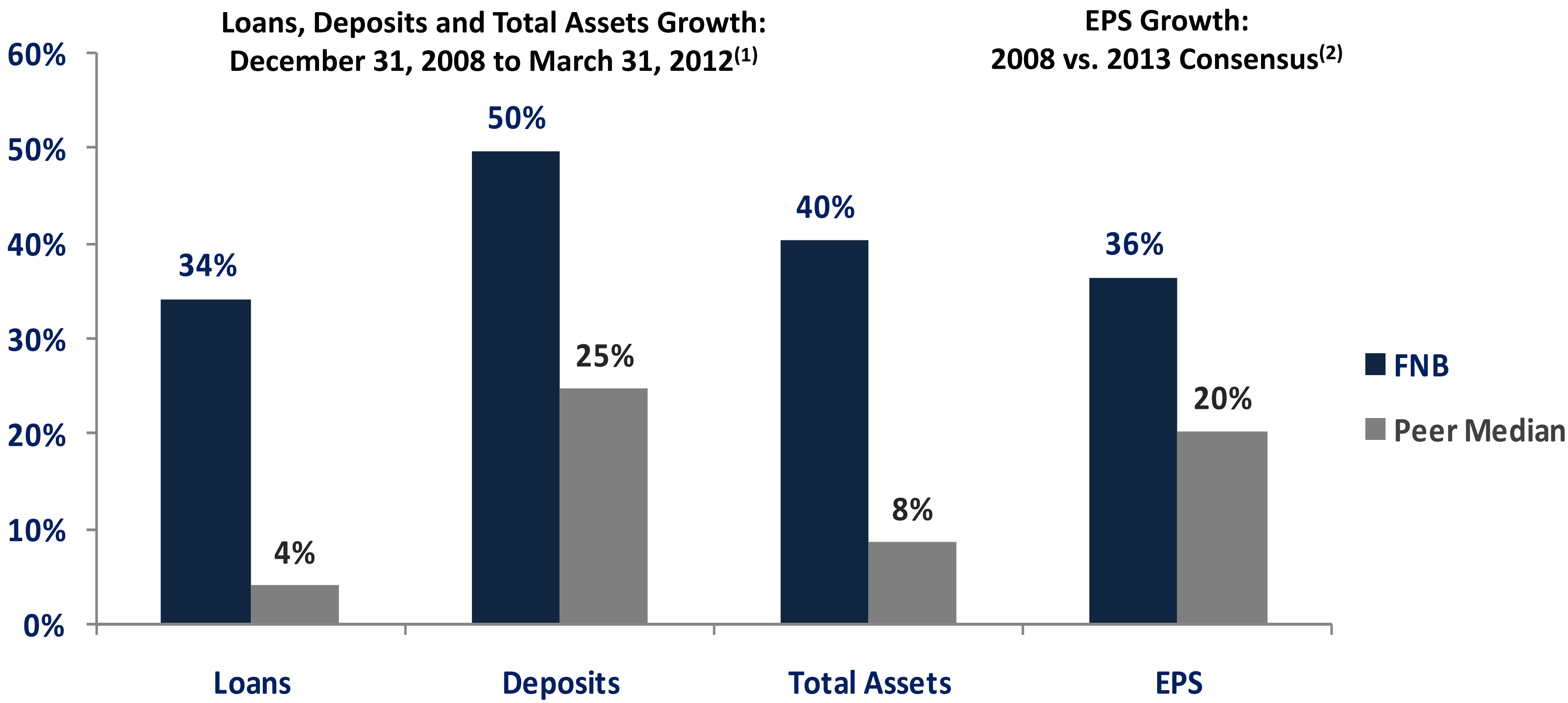
- ✓ Built on momentum, continued to focus on new client acquisition
- ✓ Achieved ten consecutive quarters of total loan growth
- ✓ Continued to attract top talent in key markets
- ✓ Net interest margin stable
- ✓ Continued to invest for future growth, including the acquisition of Parkvale Financial ($1.8 billion in assets), enhancing FNB's Pittsburgh MSA market share to 3rd from 7th

2012
Positioned For Sustained Growth

- ✓ Continue focus on quality loan growth through market share gains
- ✓ Retain and grow households
- ✓ Remain focused on cross-sell results and organic revenue growth
- ✓ Invest for growth

Positioned For Sustained Growth

FNB Growth Since 2008 Relative to Peers



(1) Data per SNL Financial, based on period-end balances; (2) FY 2008 EPS based on SNL Financial core EPS calculation, FY 2013 EPS based on consensus estimates as of May 8, 2012 (FNB=$0.66/$0.90).
Regional peer group listing included in the Appendix.

Attractive Market Position

Rank	Institution	Branch Count	Total Market Deposits ($ 000)	Total Market Share (%)
	FNB Counties of Operation			
1	PNC Financial Services Group	347	48,750,897	30.7%
2	Royal Bank of Scotland Group, PLC	228	10,272,385	6.5%
3	**F.N.B. Corporation**	**266**	**8,901,081**	**5.6%**
4	M&T Bank Corp.	136	6,364,401	4.0%
5	Huntington Bancshares, Inc.	120	5,838,885	3.7%
6	Wells Fargo & Co.	64	4,830,011	3.0%
7	Banco Santander SA	75	4,770,823	3.0%
8	First Commonwealth Financial Corp.	101	4,010,036	2.5%
9	Dollar Bank Federal Savings Bank	40	3,415,130	2.1%
10	Susquehanna Bancshares	81	3,368,690	2.1%
	Total (1-165)	2,827	159,009,116	100.00%

- Attractive market rank of #3 for counties of operation
- Significant opportunities present for additional market share gains

Source: SNL Financial, deposit data as of June 30, 2011, pro-forma as of April 25, 2012, excludes custodian bank

Deposit Market Share in Top 25 U.S. MSA's

Rank	MSA	Population (000's)	Top 3 Banks in MSA by Deposit Market Share #1	#2	#3
1	New York[(1)]	18,897	JPM	BofA	Citi
2	Los Angeles	12,829	BofA	Wells Fargo	Mitsubishi UFJ
3	Chicago	9,461	JPM	BMO	BofA
4	Dallas	6,372	BofA	JPM	Wells Fargo
5	Philadelphia	5,965	TD	Wells Fargo	PNC
6	Houston	5,947	JPM	Wells Fargo	BofA
7	Washington	5,582	Capital One	Wells Fargo	BofA
8	Miami	5,565	Wells Fargo	BofA	Citi
9	Atlanta	5,269	SunTrust	Wells Fargo	BofA
10	Boston	4,552	BofA	RBS	Banco Santander
11	San Francisco	4,335	BofA	Wells Fargo	Citi
12	Detroit	4,296	JPM	Comerica	BofA
13	Riverside	4,225	BofA	Wells Fargo	JPM
14	Phoenix	4,193	Wells Fargo	JPM	BofA
15	Seattle	3,440	BofA	Wells Fargo	U.S. Bancorp
16	Minneapolis	3,280	Wells Fargo	U.S. Bancorp	TCF
17	San Diego	3,095	Wells Fargo	BofA	Mitsubishi UFJ
18	St. Louis[(1)]	3,813	U.S. Bancorp	BofA	Commerce
19	Tampa	2,783	BofA	Wells Fargo	SunTrust
20	Baltimore	2,710	BofA	M&T	PNC
21	Denver	2,543	Wells Fargo	FirstBank	JPM
22	**Pittsburgh[(1)]**	**2,356**	**PNC**	**RBS**	F.N.B. Corporation
23	Portland	2,226	BofA	U.S. Bancorp	Wells Fargo
24	Sacramento	2,149	Wells Fargo	BofA	U.S. Bancorp
25	San Antonio	2,143	Cullen/Frost	BofA	Wells Fargo

FNB is a uniquely positioned community bank. FNB holds a Top 3 deposit market rank in one of the nation's 25 largest metropolitan statistical areas.

Source: MSA population per U.S. Census Bureau 2010 data; Deposit market share per SNL Financial as of June 30, 2011, pro-forma as of April 25, 2012;
(1) Excludes custodian bank

Pittsburgh Market Opportunity

	Pittsburgh, PA
FNB Presence	
Deposits[1]	$3.4 billion
% of FNB Total Deposits[1]	38%
Deposit Market Share[1] [2]	4.2%
Deposit Market Rank[1] [2]	3
Commercial Middle Market Share[3]	12%
Market	
Deposits [2]	$81.1 billion
Population[2]	2.4 million
Households[2]	1.0 million
Projected 5-Yr Population Growth[2]	-0.84%
Projected 5-Yr Household Income Growth [2]	22.6%
Number of Firms with <500 Employees[4]	45,000
Number of Firms with >500 Employees[4]	1,800
4-Year Job Growth (3/2008 – 3/2012)[5]	1.01%

- **FNB Presence**
  - Significantly increased FNB presence
  - #3 market rank following the Parkvale acquisition
  - Regional headquarters accommodating all lines of business
  - Deposits increased 126% since 2005
  - Branches increased 59% since 2005
- **Pittsburgh MSA Market**
  - Stable market that has outperformed much of the nation during the recession
  - Four-year job growth (March 2008-March 2012) totaled 1.01%, comparatively stronger than other regions
  - Number of businesses located in the MSA significantly exceeds the national and Pennsylvania MSA average, presenting opportunity for additional market share gains

(1) Pro-forma as of June 30, 2011; (2) Data per SNL; (3) Per 2010 Greenwich Associates Market Tracking Program, % of respondents with revenue between $15 and $500 million that reported a relationship with FNB; (4) Firms and Employment by MSA, U.S. Census Bureau; (5) PittsburghToday.org

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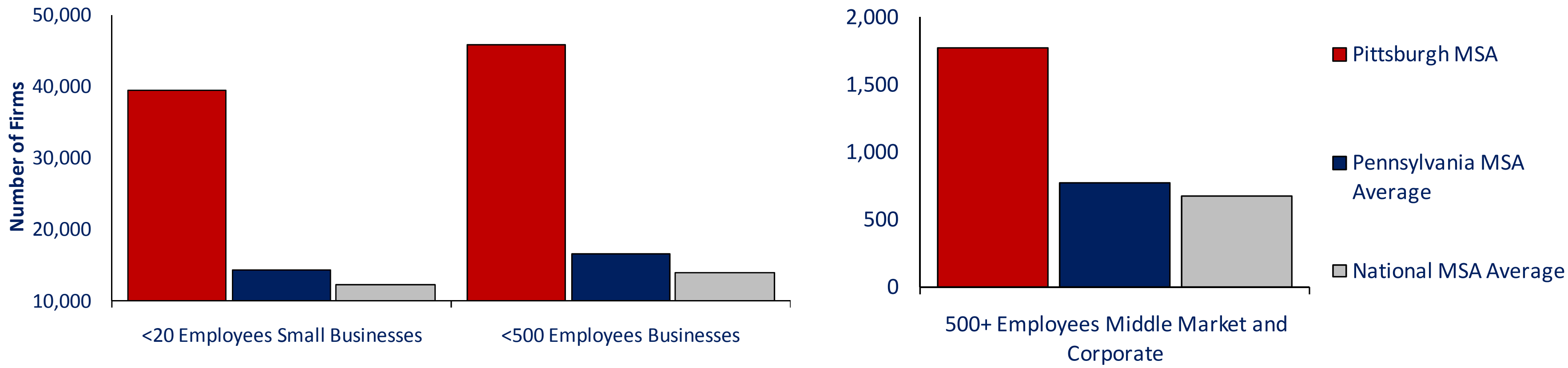
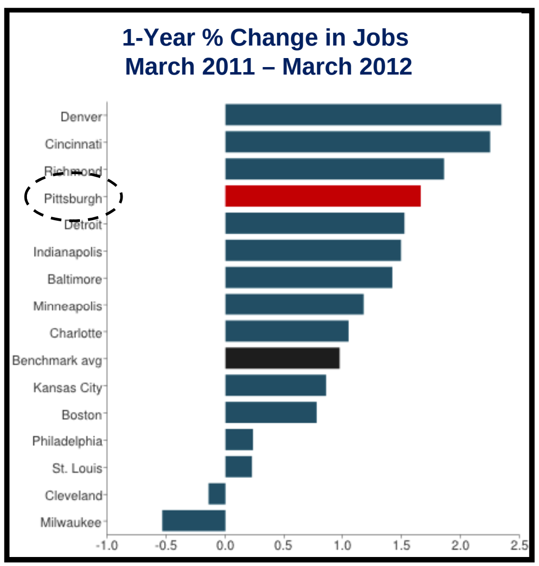
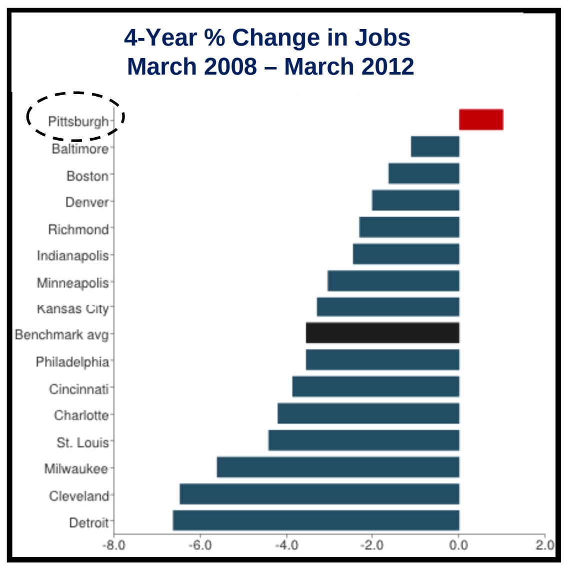
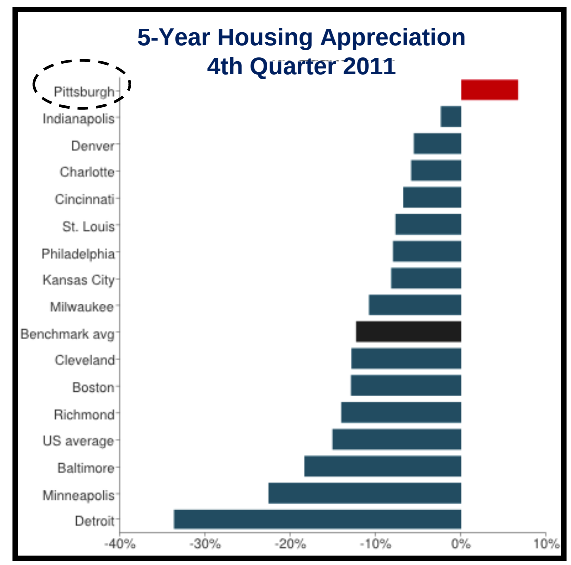
Pittsburgh Market Opportunity

Pittsburgh MSA Commercial Market Opportunity[1] and Economic Indicators[2]









(1) Pittsburgh MSA Commercial Market Opportunity, Number of Firms and Employment by MSA sourced from U.S. Census Bureau; (2) Economic Indicators sourced from PittsburghToday.org database

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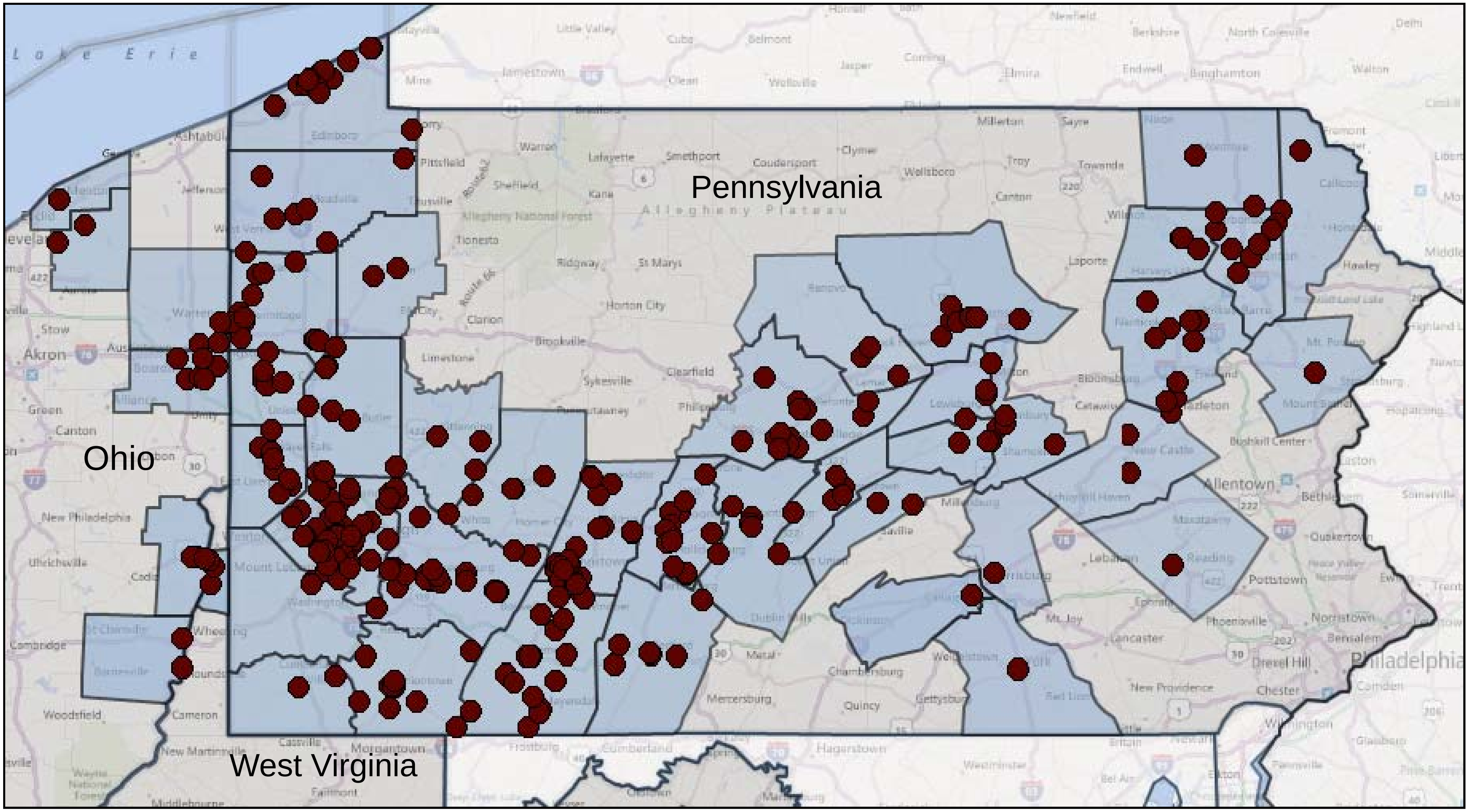
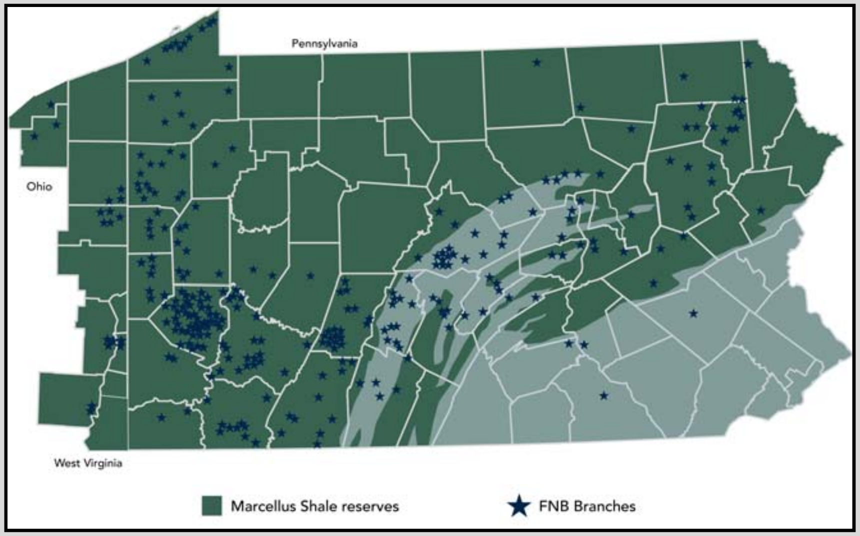
Banking Footprint



● **FNB Banking Location**

Marcellus Shale



Marcellus Shale has the potential to be the second largest natural gas field in the world with significant economic benefits projected.

FNB is well-positioned in the Marcellus Shale region, with a footprint that attractively aligns with Marcellus Shale concentration.

Opportunity for FNB given the positive economic lift across much of FNB's footprint.

FNB's focus to date has been largely centered on Wealth Management opportunities related to landowners' wealth accumulation.

Projected Marcellus Shale Economic Benefits for Pennsylvania per the Penn State Study

	2011	2015	2020
Economic Value Added	$12.8 Billion	$17.2 Billion	$20.2 Billion
State/Local Taxes	$1.2 Billion	$1.7 Billion	$2.0 Billion
Total Cumulative Jobs	**156,695**	**215,979**	**256,420**

(1) Source: "The Pennsylvania Marcellus Shale Natural Gas Industry Status, Economic Impacts and Future Potential ", July 20, 2011, Penn State

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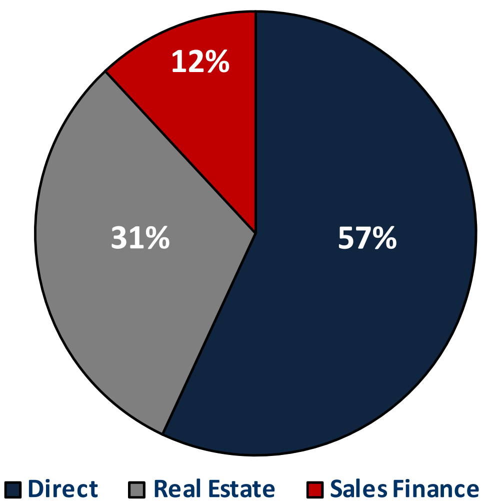
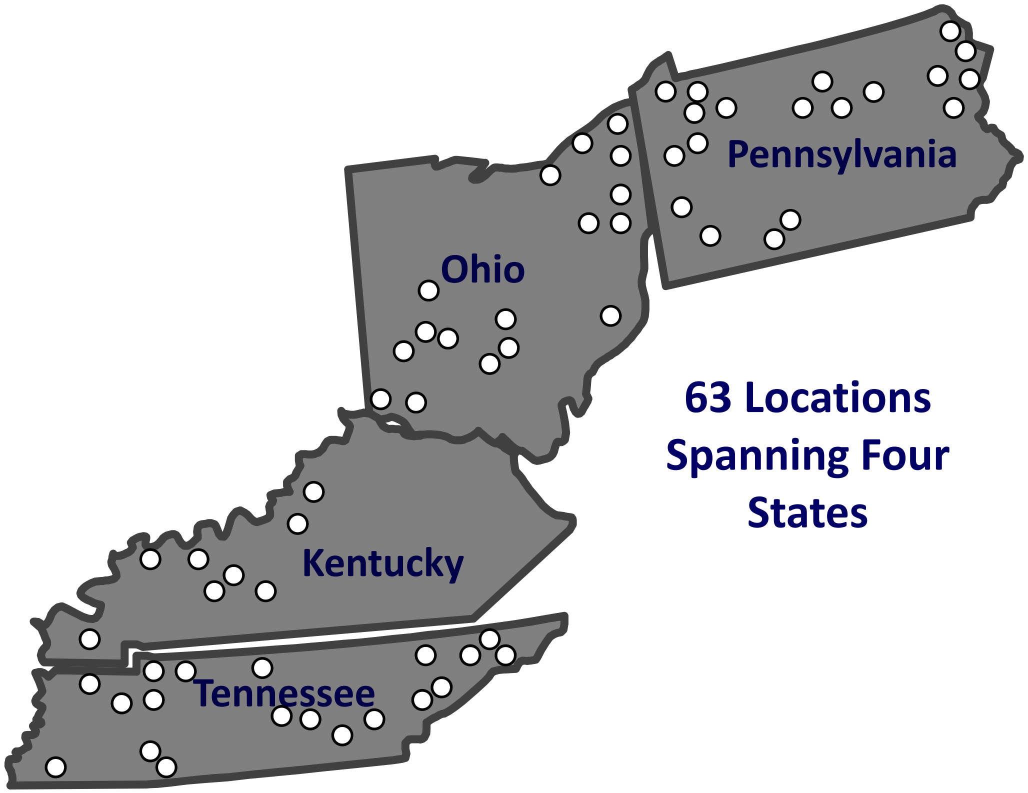
Regency Finance Company

- Conservatively run consumer finance business with over 80 years of consumer lending experience
- Good credit quality: First quarter 2012 net charge-offs to average loans of 3.56%
- Strong returns: First Quarter 2012: ROA 3.18%, ROE 33.53%, ROTE 37.77%

Regency Finance Company
$158 Million Loan Portfolio

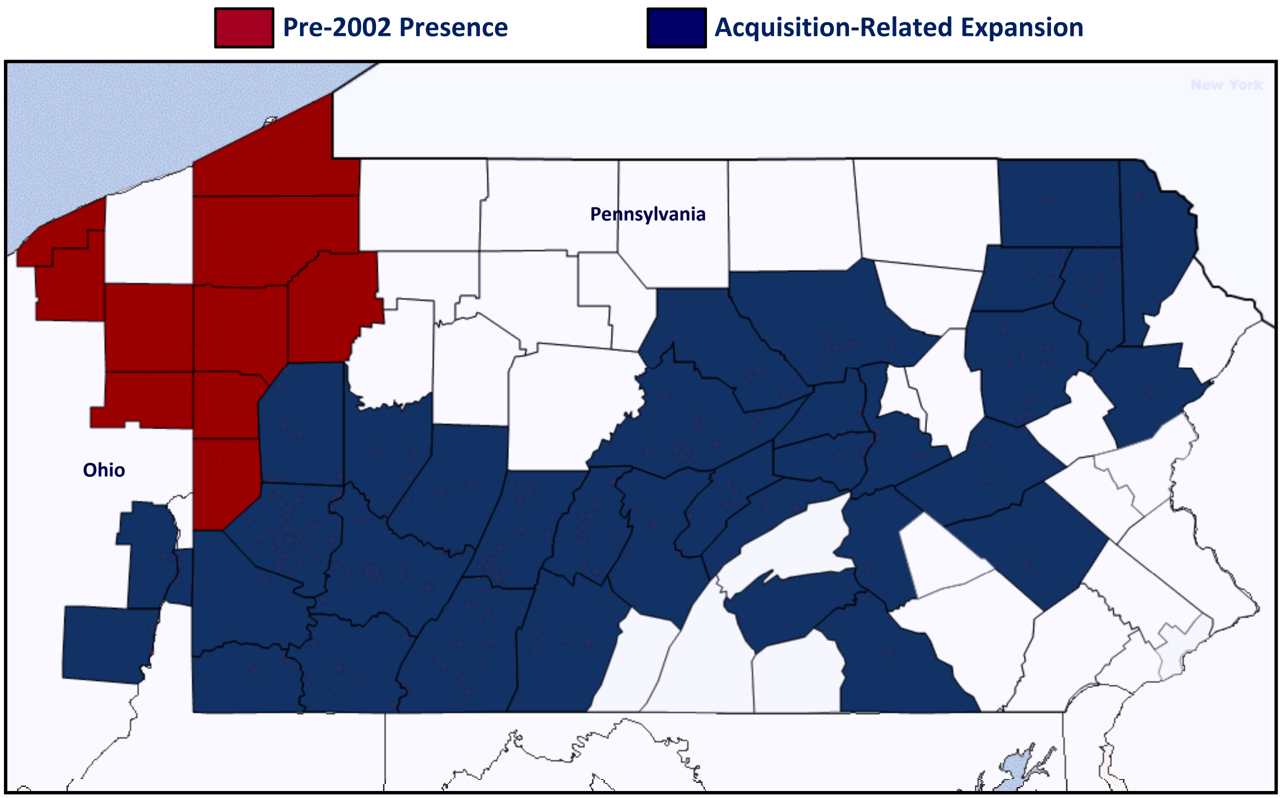


87% of Real Estate Loans are First Mortgages



63 Locations Spanning Four States

Acquisition Strategy



- Proven merger integrator
  - Nine bank acquisitions completed since 2002, totaling $7.9 billion in assets
- Acquisition strategy focused on enhancing presence in attractive markets

Operating Results

Key Operating Highlights – First Quarter 2012

	1Q12	4Q11	1Q11
Operating EPS (1)	$0.19	$0.19	$0.16
Operating Return on Tangible Equity (1)	17.79%	16.10%	15.97%
Operating Return on Tangible Assets(1)	1.04%	1.07%	0.94%
Pre-tax, Pre-provision Earnings(1)	$45,390	$43,298	$37,215
Net Interest Margin (FTE)	3.74%	3.79%	3.81%
Efficiency Ratio(2)	60.4%	59.3%	62.3%
Total Organic Loan Growth(3)	1.4%	5.1%	5.5%
PA Commercial Organic Loan Growth (3) (4)	5.3%	6.8%	10.7%
Transaction Deposit and Customer Repo Organic Growth(3)(5)	8.9%	2.8%	4.3%
Net Charge-Offs to Average Originated Loans	0.32%	1.01%	0.45%
NPL's+OREO to Total Originated Loans+OREO	2.22%	2.15%	2.71%
Tangible Common Equity/Tangible Assets	5.82%	6.65%	5.76%

1Q12 Highlights

- Strong start to 2012
- Closed Parkvale acquisition
  - On track to achieve planned accretion
- Net interest margin results reflect impact of Parkvale acquisition, in line with expectations
- Continued to focus on expense control, while investing for growth
- Solid organic loan growth continues
  - 11th consecutive quarter of total loan growth
  - 12th consecutive quarter of Pennsylvania commercial portfolio growth
- Good credit quality results

(1) Non-GAAP financial measure, excluding merger costs and certain other items, refer to Non-GAAP reconciliation included in the Appendix; (2) Refer to Appendix for items included in calculation; (3) Organic growth based on average balances (4) Represents commercial organic growth excluding the Florida portfolio; (5) Transaction deposits include all deposits other than time deposits

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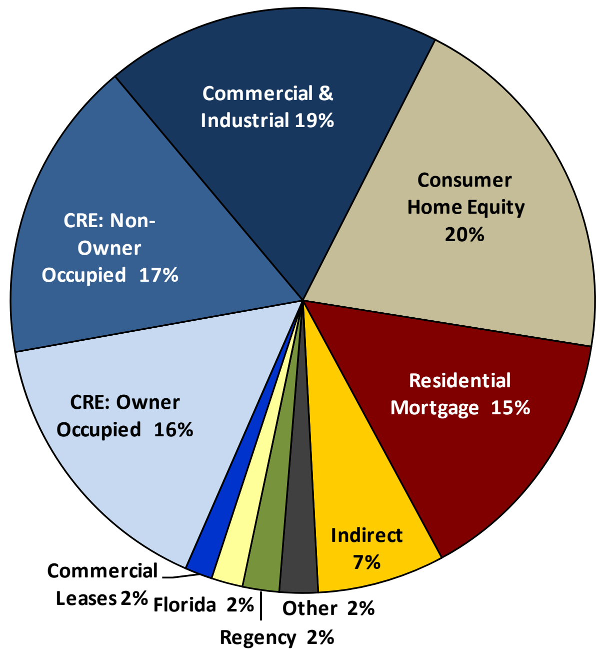
Diversified Loan Portfolio

($ in millions)	3/31/12 Balance	CAGR 12/08-3/12	% of Portfolio 12/31/08	% of Portfolio 3/31/12
C&I	$1,451	14.1%	16%	19%
CRE: Non-Owner Occupied	1,304	10.9%	16%	16%
CRE: Owner Occupied	1,218	6.2%	17%	16%
Commercial Leases	118	42.9%	1%	2%
Total Commercial	**$4,082**	**11.0%**	50%	52%
Consumer Home Equity	1,564	8.2%	21%	20%
Residential Mortgage	1,138	23.2%	10%	15%
Indirect	550	2.4%	9%	7%
Other	166	1.9%	3%	2%
Regency	158	0.0%	3%	2%
Florida	136	-21.1%	5%	2%
Total Loan Portfolio	**$7,803**	**9.4%**	100%	100%

$7.8 Billion Loan Portfolio
March 31, 2012



- ➢Well diversified portfolio
- ➢Strong growth results driven by commercial loan growth

Note: Balance, CAGR and % of Portfolio based on period-end balances

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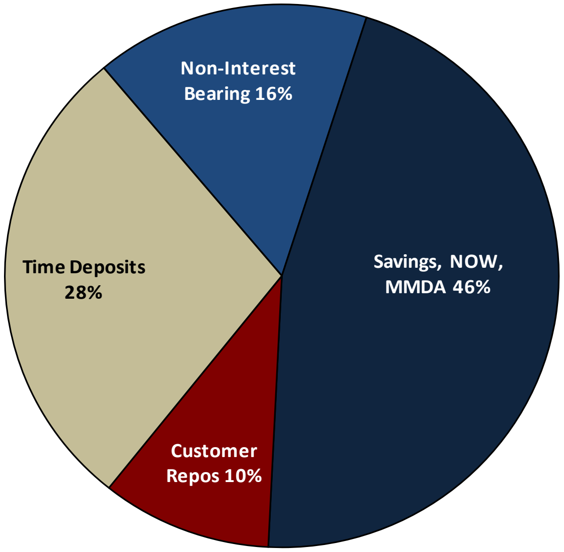
Deposits and Customer Repurchase Agreements

($ in millions)	3/31/12 Balance	CAGR 12/08-3/12	Mix % 12/31/08	Mix % 12/31/12
Savings, NOW, MMDA	$4,508	15.6%	44%	46%
Time Deposits	2,769	5.6%	36%	28%
Non-Interest Bearing	1,579	18.1%	14%	16%
Customer Repos	929	28.1%	6%	10%
Total Deposits and Customer Repo Agreements	**$9,785**	**13.6%**	100%	100%
Transaction Deposits[1] and Customer Repo Agreements	**$7,016**	**17.5%**	64%	72%

$9.8 Billion Deposits and Customer Repo Agreements March 31, 2012



Loans to Deposits and Customer Repo Agreements Ratio = 80% at March 31, 2012

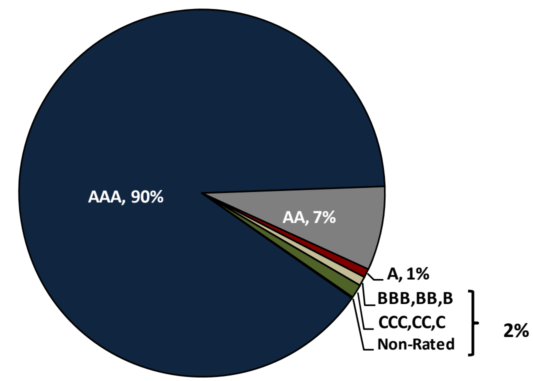
- Focus on new client acquisition and growing lower cost relationship-based deposits
  - 17.5% average growth for transaction deposits and customer repo agreements[2]
  - Improved funding mix

Note: Balance, CAGR and % of Portfolio based on period-end balances; (1) Transaction deposits include savings, NOW, MMDA and non-interest bearing deposits; (2) December 31, 2008 through March 31, 2012

Investment Portfolio

($ in millions[1])		% Portfolio	Ratings Investment %	
Agency MBS	$1,231	52%	AAA	100%
CMO Agency	417	18%	AAA	100%
Agency Senior Notes	370	16%	AAA	100%
Municipals	183	8%	AAA	2%
			AA	90%
			A	8%
Short-Term	72	3%	AAA	100%
Trust Preferred[2]	32	1%	BBB	19%
			BB	21%
			CCC	50%
			C	
CMO Private Label	24	1%	AAA	43%
			AA	9%
			A	4%
			BBB	21%
			CCC	23%
Corporate	17	1%	AA	60%
			A	12%
			BBB	28%
Bank Stocks	2	-	Non-Rated	
Total Investment Portfolio	**$2,348**	100%		

Highly Rated $2.3 Billion Investment Portfolio
March 31, 2012



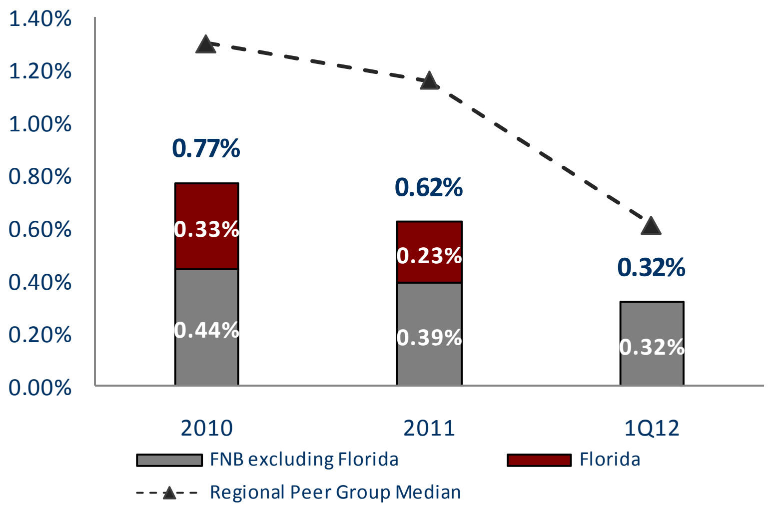
- 97% of total portfolio rated AA or better
- Low duration of 2.4 years
- Municipal bond portfolio
  - Highly rated with an average rating of AA and 99.8% of the portfolio rated A or better
  - General obligation bonds = 99.5% of portfolio
  - 76.8% from municipalities located throughout Pennsylvania

(1) Amounts reflect GAAP; (2) Original cost of $114 million, adjusted cost of $47 million, fair value of $32 million

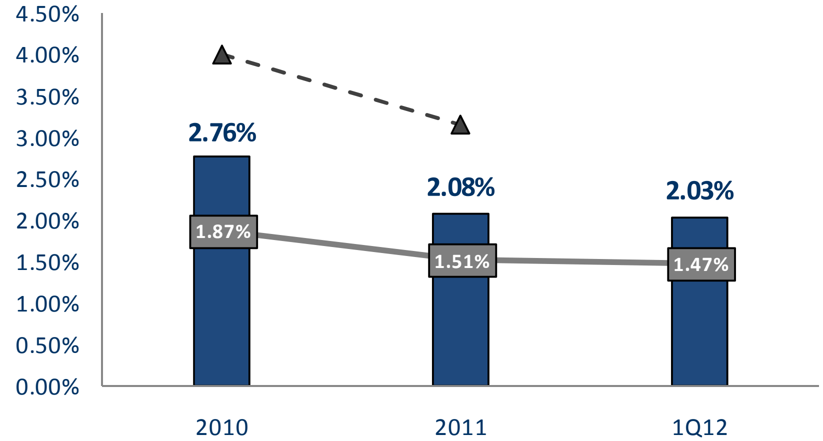
F.N.B. Corporation

Positive Credit Trends

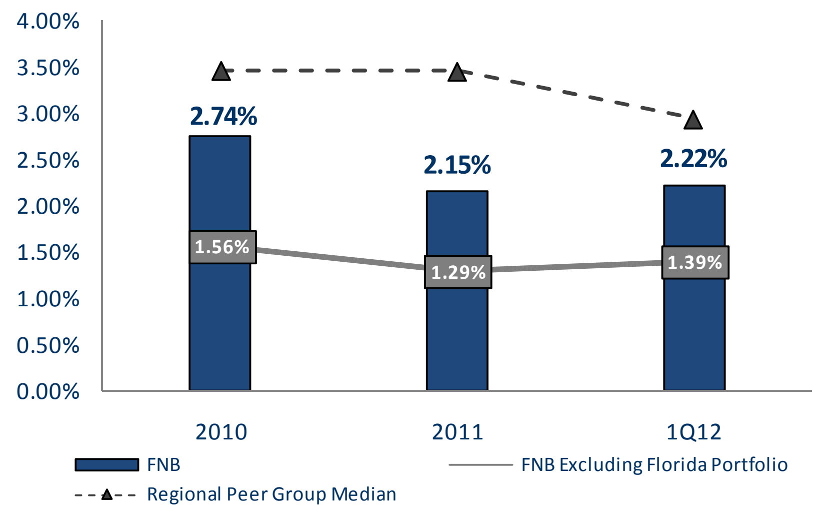
Originated Portfolio: NCO's to Average Loans[2]



Originated Portfolio: Past Due+Non-Accrual to Loans[1][2]



NPL's+OREO to Originated Loans+OREO[1][2][3]

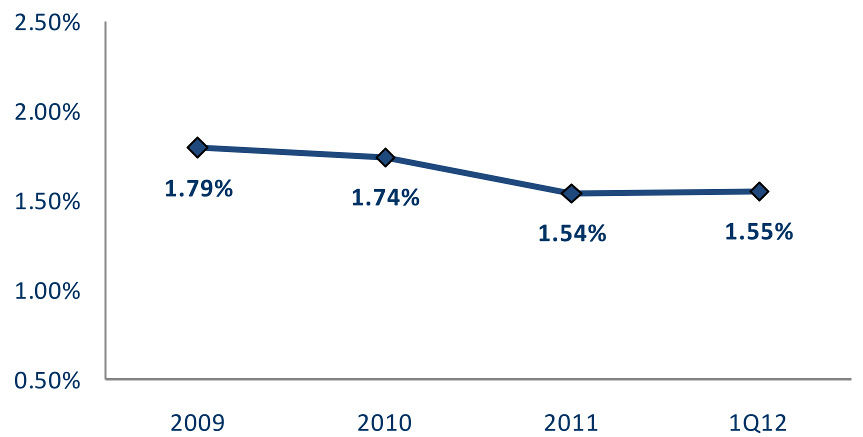


- Solid performance with improving trends
  - Better-than-expected 1Q12 net charge-off results
  - Improvements in delinquency
  - 1Q12 NPL's+OREO to Originated Loans+OREO results reflect the addition of $6.1 million in OREO from the Parkvale acquisition – excluding Parkvale-related OREO, this metric improved 2 basis points to 2.13% at March 31, 2012

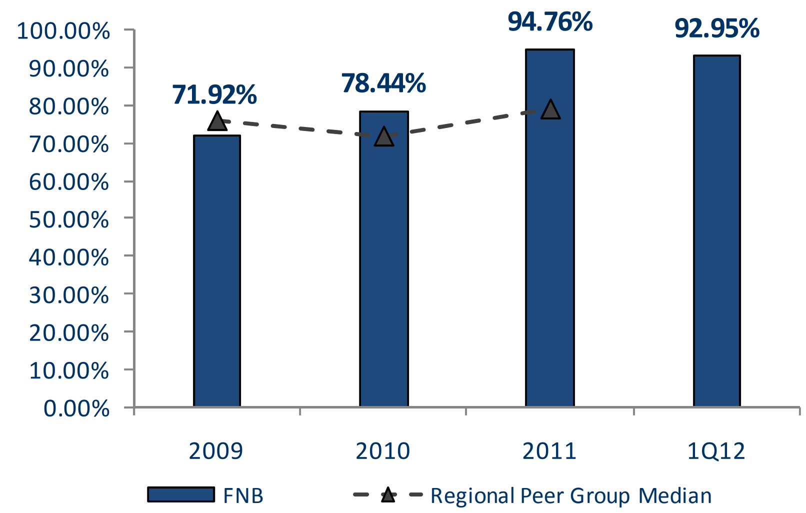
Peer data per SNL; (1) Based on balances at year-end and quarter-end for each period presented; (2) The "Originated Portfolio" or "Originated Loans" for FNB excludes loans acquired at fair value and accounted for in accordance with ASC 805 (effective January 1, 2009), as the risk of credit loss has been considered by virtue of the Corporation's estimate of acquisition-date fair value; 3) OREO includes all other real estate owned, including balances acquired through business combinations that were in acquired loans prior to foreclosure.

Positive Credit Trends

Reserves to Total Originated Loans[(1)(2)]



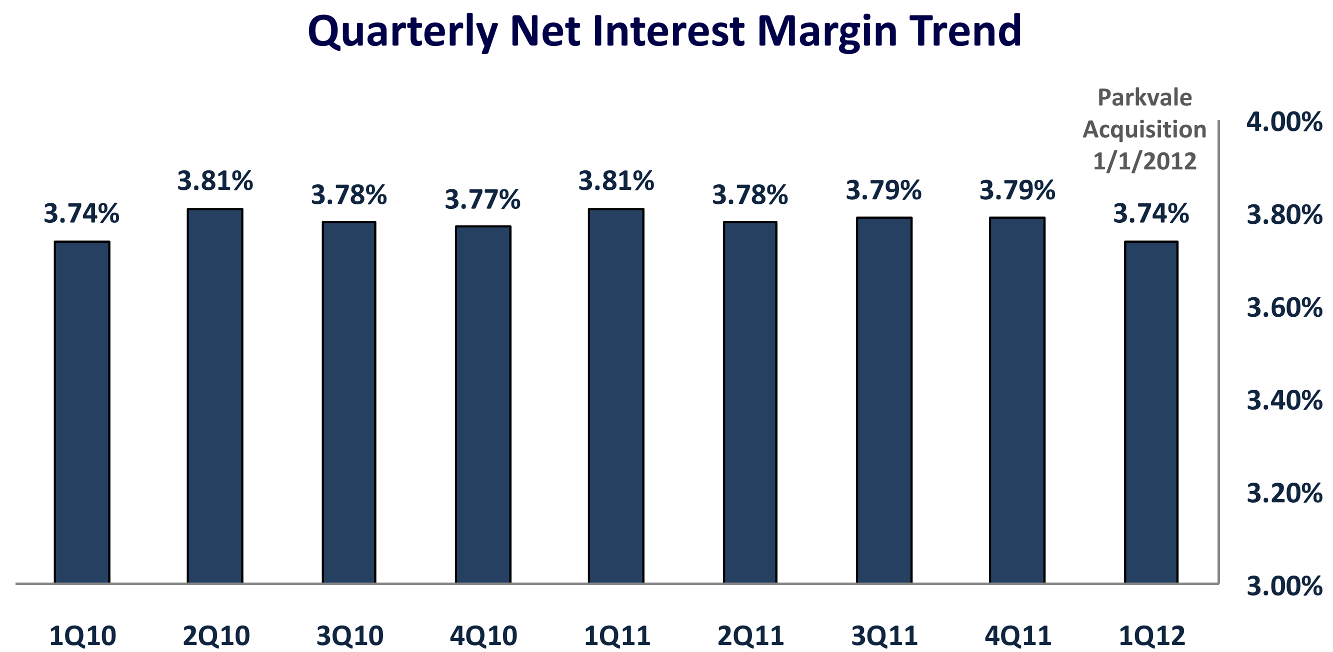
Reserves to NPL's[(1)]



- March 31, 2012 reserve levels consistent with December 31, 2011 levels

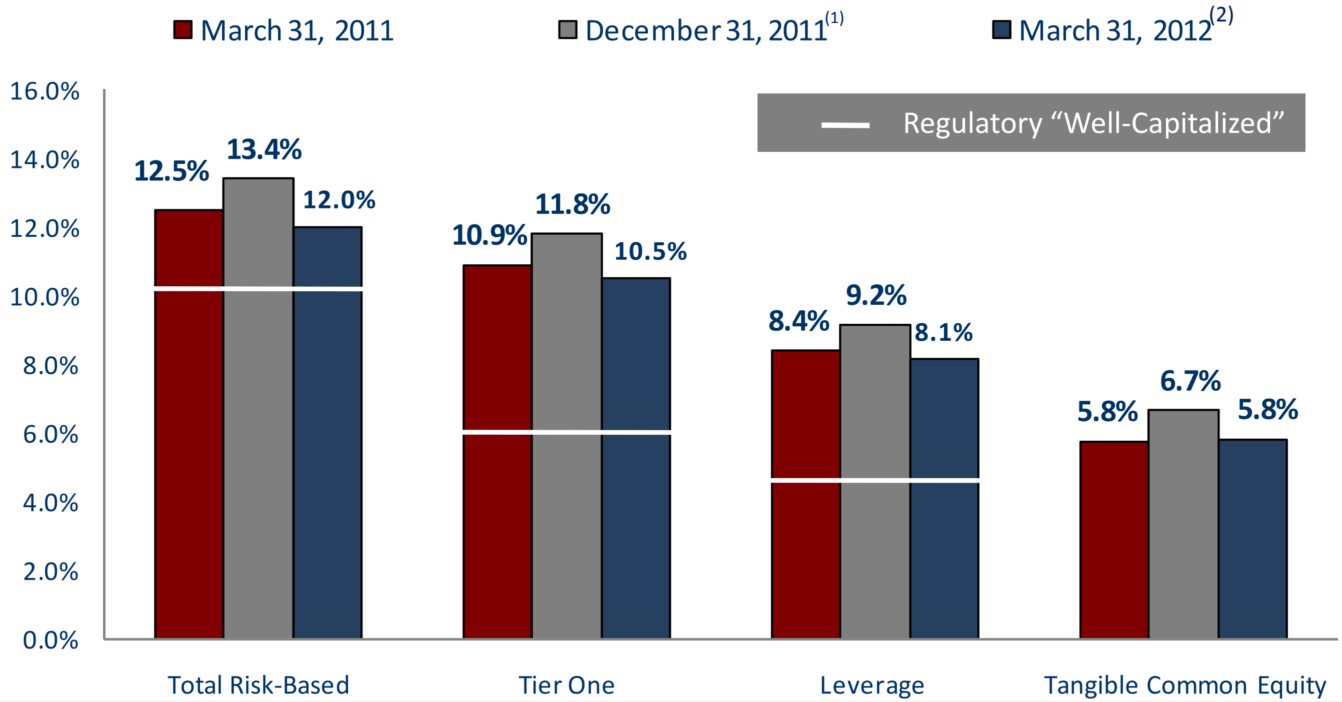
(1) Based on year-end balances for each period presented; (2)The "Originated Portfolio" or "Originated Loans" for FNB excludes the "Acquired Portfolio" or loans acquired at fair value and accounted for in accordance with ASC 805 (effective January 1, 2009), as the risk of credit loss has been considered by virtue of the Corporation's estimate of acquisition-date fair value. As of March 31, 2012, there have not been any reserves established for the acquired portfolio.

Net Interest Margin



- Managing to a neutral interest rate risk position is a key operating strategy.
  - The net interest margin remained stable in the 3.77% to 3.81% range for seven quarters (2Q10-4Q11) and 1Q12 results reflect the expected impact of the Parkvale acquisition.
  - Consistent loan growth contributes to stability in the net interest margin
  - Total variable and adjustable-rate loans total 59.4% of total loans at March 31, 2012, relatively stable following the Parkvale acquisition compared to 59.6% of total loans at December 31, 2011.
  - Low investment portfolio duration of 2.4 years at March 31, 2012

Well Capitalized



- Consistent capital management strategy: Focus on the efficient use of capital and provide a reasonable return for our shareholders.
- Dividend levels significantly exceed peers.

Dividend Payout Ratio	**1Q12**	**2011**	**2010**
FNB	**78.1%**	**69.7%**	**74.0%**
Regional Peer Group Median	30.3%	31.1%	40.0%

(1) Capital ratios at December 31, 2011 reflect the offering completed May 2011 of 6.0 million shares with net proceeds of $63 million; (2) Capital ratios at March 31, 2012 reflect the impact of deploying the May 2011 capital raise for the Parkvale acquisition completed January 1, 2012

F.N.B. Corporation

Long-Term Investment Thesis

Targeted EPS Growth	**5-6%**
Expected Dividend Yield *(Targeted Payout Ratio 60-70%)*	**4-6%**
Total Shareholder Return	**9-12%**

- Long-term investment thesis reflects FNB's commitment to create shareholder value.
- Total shareholder results, relative to peers:

Total Shareholder Return	Three-Year [1]	2011	2010
FNB	**56.54%**	**20.95%**	**53.39%**
Regional Peer Group Median	19.81%	-3.93%	23.02%
Top 100 Banks & Thrifts[2]	30.19%	-6.13%	15.37%

(1) Three-year total shareholder return as of May 7, 2012; (2) Top 100 banks and thrifts by market capitalization as of January 3, 2012

F.N.B. Corporation

Relative Valuation Multiples

	FNB	Regional Peer Group Median	National Peer Group Median[1]
Price/Earnings Ratio[2]			
FY13 Consensus EPS (FNB=$0.90)	**12.2x**	12.7x	12.8x
Price/Tangible Book Value[2]	**2.4x**	1.5x	1.5x
Price/Book Value[2]	**1.1x**	1.1x	1.2x
Dividend Yield[2]	**4.4%**	2.8%	2.0%

Data per SNL Financial: Price/Earnings Ratio based on analyst consensus estimates for FNB and peers; (1) National peer group consists of national banks with assets between $5 and $25 billion; (2) As of May 7, 2012 closing prices (FNB=$11.01)

Appendix

Appendix: Loan Risk Profile

Loan Risk Profile – March 31, 2012

$ in millions	Balance 3/31/2012	% of Loans	NPL's/Loans[(1)]	Net Charge-Offs/Loans[(1)]	Total Past Due/Loans[(1)]
Commercial and Industrial	$1,451,144	18.6%	0.55%	0.29%	0.71%
CRE: Non-Owner Occupied	1,303,765	16.7%	1.32%	0.04%	1.61%
CRE: Owner Occupied	1,217,806	15.6%	2.35%	0.43%	2.68%
Home Equity and Other Consumer	1,693,134	21.7%	0.25%	0.20%	0.71%
Residential Mortgage	1,138,220	14.6%	0.81%	0.03%	2.07%
Indirect Consumer	549,875	7.0%	0.72%	0.41%	0.78%
Regency Finance	157,885	2.0%	4.42%	3.56%	3.68%
Florida	135,547	1.7%	28.79%	-0.02%	28.79%
Commercial Leases	118,050	1.5%	1.00%	0.24%	2.69%
Other	37,365	0.5%	10.23%	1.87%	10.36%
Total	**$7,802,791**	**100.0%**	**1.67%**	**0.32%**	**2.03%**

(1) Represents metrics for the originated portfolio which excludes the acquired portfolio or loans acquired at fair value and accounted for in accordance with ASC 805 (effective January 1, 2009) as the risk of credit loss has been considered by virtue of the Corporation's estimate of acquisition-date fair value.

F.N.B. Corporation

Appendix: Regional Peer Group

Regional Peer Group

ASBC	Associated Bancorp	NPBC	National Penn Bancshares, Inc.
CBSH	Commerce Bancshares, Inc.	ONB	Old National Bancorp
CBU	Community Bank Systems, Inc.	PRK	Park National Corp
CHFC	Chemical Financial Corp.	PVTB	Private Bancorp, Inc.
CRBC	Citizens Republic Bancorp, Inc.	SBNY	Signature Bank
CSE	CapitalSource, Inc.	SUSQ	Susquehanna Bancshares, Inc.
FCF	First Commonwealth Financial	TCB	TCF Financial Corp.
FFBC	First Financial Bancorp, Inc.	UBSI	United Bankshares, inc.
FMBI	First Midwest Bancorp, Inc.	UMBF	UMB Financial Corp.
FMER	First Merit Corp.	VLY	Valley National Bancorp
FULT	Fulton Financial	WSBC	WesBanco, Inc.
MBFI	MB Financial, Inc.	WTFC	Wintrust Financial Corp.
NBTB	NBT Bancorp, Inc.		

Appendix: Board of Directors

Board of Directors

Name	Age	Director Since	Biography
Stephen J. Gurgovits	68	1981	Chairman of the Board effective January 2012; former Chief Executive Officer of F.N.B. Corporation
Vincent J. Delie, Jr.	47	2012	President and Chief Executive Officer effective January 2012
William B. Campbell	73	1975	Former Chairman of the Board; More than 30 years executive experience in the manufacturing, steel, commercial development and construction industries, including ownership of Shenango Steel Erectors, Inc. and partner for the commercial lease and development firm, Campbell-Kirila Realty.
Philip E. Gingerich	74	2008	Director of Omega Financial Corporation from 1994 to 2008; retired real estate appraiser, broker and consultant.
Robert R. Goldstein	72	2003	Over 46 years experience in the financial services industry; principal of CapGen Financial Advisors LLC since 2007; Former Chairman of Bay View Capital Corporation.
Dawne S. Hickton	54	2006	Vice Chairman, president and chief executive officer of RTI International Metals, Inc. based in Pittsburgh, Pennsylvania.
David J. Malone	57	2005	President and Chief Executive Officer of Gateway Financial Group, Inc., a financial services firm located in Pittsburgh, Pennsylvania.
D. Stephen Martz	69	2008	Over 45 years experience in the banking and financial services industry; former director, president and chief operating officer of Omega Financial Corporation.
Robert J. McCarthy	69	2012	Previously President and CEO of Parkvale Bank and Parkvale Financial Corporation and Vice Chairman of Parkvale Financial Corporation's Board of Directors.
Harry F. Radcliffe	61	2002	Investment manager with extensive prior experience in the financial services industry.
Arthur J. Rooney, II	59	2006	President of Pittsburgh Steelers Sports, Inc.; of counsel with Buchanan, Ingersoll & Rooney, P.C.
John W. Rose	62	2003	Has served on the boards of 25 separate banks or bank holding companies; currently principal of CapGen Financial Advisors LLC.
Stanton R. Sheetz	56	2008	Co-owner and Chief Executive Officer of Sheetz, Inc.; director of Omega Financial Corporation from 1994 to 2008.
William J. Strimbu	51	1995	President of Nick Strimbu, Inc. since 1994, a trucking company with common carrier authority.
Earl K. Wahl	71	2002	Over 36 years executive experience, owning and operating various businesses involving mining, drilling, industrial contracting, restaurant, municipal and environmental services, including prior ownership of J.E.D. Corporation, an environmental consulting firm.

Appendix: GAAP to Non-GAAP Reconciliation

$ in thousands	2012	2011	
	First Quarter	Fourth Quarter	First Quarter
Operating net income:			
Net income	$21,582	$23,737	$17,175
Merger and severance costs, net of tax	4,943	255	2,695
Operating net income	$26,525	$23,992	$19,870
Operating diluted earnings per share:			
Diluted earnings per share	$0.15	$0.19	$0.14
Effect of merger-related costs, net of tax	0.04	0.00	0.02
Operating diluted earnings per share	$0.19	$0.19	$0.16
Operating return on average tangible equity:			
Operating net income (annualized)	$106,683	$95,186	$80,584
Amortization of intangibles, net of tax (annualized)	5,964	4,692	4,734
	112,647	99,878	85,318
Average total shareholders' equity	1,352,569	1,219,575	1,129,622
Less: Average intangibles	(719,195)	(599,352)	(595,436)
	633,374	620,223	534,186
Operating return on average tangible equity	17.79%	16.10%	15.97%

Appendix: GAAP to Non-GAAP Reconciliation

$ in thousands	2012	2011	
	First Quarter	Fourth Quarter	First Quarter
Operating return on average tangible assets:			
Operating net income (annualized)	$106,683	$95,188	$80,584
Amortization of intangibles, net of tax (annualized)	5,964	4,692	4,734
	112,647	99,881	85,318
Average total assets	11,563,665	9,947,884	9,695,015
Less: Average intangibles	(719,195)	(599,352)	(595,436)
	10,844,470	9,348,532	9,099,579
Operating return on average tangible assets	1.04%	1.07%	0.94%
Pre-tax, pre-provision earnings:			
Net interest income (FTE)	$92,822	$82,051	$79,248
Non-interest income	31,745	32,598	28,432
Non-interest expense	86,673	71,591	74,557
Pre-tax, pre-provision earnings	37,894	43,058	33,123
Adjustments:			
Net impairment losses on securities	-	(29)	-
Gain on sale of securities	108	3,511	54
FHLB prepayment penalty	-	3,328	-
Merger and severance costs	7,604	393	4,146
Pre-tax, pre-provision earnings	$ 45,390	$ 43,298	$ 37,215

Appendix: GAAP to Non-GAAP Reconciliation

$ in thousands	2012	2011	
	First Quarter	Fourth Quarter	First Quarter
Tangible book value per share:			
Total shareholders' equity	$1,354,699	$1,210,199	$1,128,414
Less: intangibles	(714,177)	(599,414)	(601,475)
	640,522	610,785	526,939
Ending shares outstanding	139,501,039	127,220,759	120,871,383
Tangible book value per share	$4.59	$4.80	$4.36
Tangible equity / tangible assets (period end):			
Total shareholders' equity	$1,354,699	$1,210,199	$1,128,414
Less: intangibles	(714,177)	(599,414)	(601,475)
	640,522	610,785	526,939
Total assets	11,726,063	9,786,483	9,755,281
Less: intangibles	(714,177)	(599,414)	(601,475)
	11,011,886	9,187,069	9,153,806
Tangible equity / tangible assets (period end)	5.82%	6.65%	5.76%

Efficiency ratio calculation:

The efficiency ratio calculation excludes securities gains and net impairment losses on securities, amortization of intangibles, other real estate owned expense, FHLB pre-payment penalties and merger and severance costs.