Form **8937**(December 2017) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Part I Reporting Iss	suer	· ·			
1 Issuer's name		2 Issuer's employer identification number (EIN)			
F.N.B. CORPORATION		25-1255406			
		4 Telephone No. of contact	5 Email address of contact		
Shareholder Services Coordi		shareholderservices@fnb-corp.com			
6 Number and street (or P.O	. box if mail is not	7 City, town, or post office, state, and ZIP code of contact			
One North Shore Center 12 I	Endoral Stroot		Pittsburgh, PA 15212		
One North Shore Center, 12 F 8 Date of action	-ederal Street	Pittsburgii, PA 19212			
		9 Classification and description			
December 9, 2022		See attachment			
10 CUSIP number 1	1 Serial number(s) 12 Ticker symbol	13 Account number(s)		
302520101 Part II Organization	al Action Attac	FNB	See back of form for additional questions.		
			ate against which shareholders' ownership is measured for		
the action ► See attack		applicable, the date of the determ of the de	ate against which shareholders ownership is measured for		
<u>See uttuoi</u>	ment				
			urity in the hands of a U.S. taxpayer as an adjustment per		
share or as a percentage	e of old basis $\triangleright \underline{s}$	ee attachment			
Describe the calculation valuation dates ► See at	-	pasis and the data that supports the calcu	ulation, such as the market values of securities and the		

Part I		Organizational Action (continued)				
17 Lis	st the	applicable Internal Revenue Code section(s) and subsection(s) upon which the tax tre	eatmen	t is based ▶	·	
		354, 356, 358, 368(a) and 1001				
18 Ca		resulting loss be recognized? ► No loss can be recognized upon the exchange of stock.	of the l	Jnion com	mon shares	for the shares of
If a taxa	ble lo	ss is calculated on the deemed sale of a fractional share of FNB common stock	deeme	ed to have	been receive	ed in the exchange.
		be recognized. The deductibility of capital losses is subject to limitation.				3 -,
		any other information necessary to implement the adjustment, such as the reportable 9, 2022. Consequently, the reportable tax year of the Union shareholders for re				
		nat includes the December 9, 2022 date. This is the 2022 calendar year for those				
calenda						
Sign		penalties of perjury, I declare that I have examined this return, including accompanying schedulit is true, correct, and complete. Declaration of preparer (other than officer) is based on all inform			arer has any kn	
Here	Signa	ture > Nicky My S	Date ►			
	Print v	your name ► Nicky Engel	Title ►	Corporate	e Tax Directo	or
Paid		Print/Type preparer's name Preparer's signature	Date	•	Check if	PTIN
Prepa Use C		Firm's name ►			Firm's EIN ▶	
J36 C	- 1 11 y	Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

F.N.B. Corporation **25-1255406**

Attachment to Form 8937

REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

Form 8937 Part I, Box 9:

The securities subject to reporting include all shares of F.N.B. Corporation ("FNB") common stock issued in exchange for the outstanding common stock of UB Bancorp (Union), as a result of the merger of Union with and into FNB on December 9, 2022.

Form 8937 Part II, Box 14:

The reportable organizational action involves the merger of Union with and into FNB on December 9, 2022. As a result of this merger, each share of Union common stock was exchanged for 1.61 shares of FNB common stock. To the extent that the exchange would have resulted in the issuance of a fractional share of FNB common stock to a Union shareholder, a cash payment equal to the market value equivalent of the fractional share was paid in lieu of issuing a fractional share of FNB common stock.

Form 8937 Part II. Box 15:

The merger of Union with and into FNB qualifies as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. As a result, no taxable gain or loss will be recognized by any Union shareholder upon the exchange of their Union shares for shares of FNB common stock.

For each identifiable block of Union common shares surrendered in the exchange having a common tax basis, the aggregate tax basis of the shares of FNB common stock received in the exchange will be equal to the tax basis of the Union shares surrendered in the exchange. The tax basis of each individual share of FNB common stock within this identifiable block is determined by dividing this aggregate tax basis by the number of FNB common shares (including any fractional share deemed to have been distributed in the exchange – see below) that comprise this identifiable block.

Union shareholders who receive cash in lieu of a fractional share of FNB common stock are, for purposes of determining the taxability of that cash, deemed to have received the fractional share in the exchange and then as having sold the fractional share for cash. These Union shareholders will generally recognize a taxable gain or loss equal to the difference between the tax basis of the Union common shares deemed to have been exchanged for the fractional share and the amount of cash received.

Form 8937 Part II, Box 16:

Refer to the description of the basis calculation in Part II, Box 15 above. The December 9, 2022 closing price of a single share of FNB common stock on the New York Stock Exchange was \$13.06.