

F.N.B. CORPORATION

CORPORATE GOVERNANCE GUIDELINES OF THE BOARD

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## I. BOARD MISSION

### A. Director Responsibilities

Directors should exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders in a manner consistent with their fiduciary duties. Directors are expected to devote the time and effort necessary to fulfill their Board responsibilities, including, but not limited to, reviewing the materials sent to them in advance of meetings and being prepared to participate in the meetings. Directors should regularly attend meetings of the Board of Directors and of all Board committees upon which they serve. Directors are expected to attend the Company's Annual Meeting of Shareholders.

### B. Director Qualifications

A majority of the Company's directors will be independent in accordance with the standards described under "Definitions of Independence" below. The Board will observe all additional criteria for independence established by The New York Stock Exchange ("NYSE") or other governing laws and regulations. No director will be deemed independent unless the Board affirmatively determines that the director satisfies applicable independence criteria.

Directors may be nominated by the Board or by shareholders in accordance with the Bylaws. The Nominating and Corporate Governance Committee will review all nominees for the Board in accordance with its charter. Such review shall consider the nominee's judgment, experience, temperament, independence, compatibility with the Company's culture, understanding of the Company's finances, business and operations and those of other related industries, attendance at meetings and such other factors as the Nominating and Corporate Governance Committee concludes are pertinent in light of the current needs of the Board, considerations such as the Board's existing competencies and gaps, diversity, credit and business relationship with the Company's affiliates and representation within its market areas. The Nominating and Corporate Governance Committee will recommend qualified nominees and review its recommendations with the Board. The Board shall endorse nominees for election as directors and shall recommend that the Company's shareholders vote for the election of such nominees as directors. The Chairperson of the Board and/or Chairperson of the Nominating and Corporate Governance Committee should extend the Board's invitation to join the Board. The Board will require that nominees become shareholders of the Company prior to the solicitation of proxies for their election.

## II. FUNCTIONS OF THE BOARD

### A. Criteria for Composition of the Board; Selection of New Directors

The Board empowers the Committee to periodically review the criteria for composition of the Board. Likewise, the Board has delegated to this Nominating and Corporate Governance Committee the responsibility to evaluate potential new candidates for Board membership in accordance with the Board's qualifications and composition standards and to make recommendations to the Board. See discussion at "Director Qualifications" above.

### B. Assessing the Board's Performance

The Company's Nominating and Corporate Governance Committee annually reviews and reports to the Board on the effectiveness of the Company's governance processes. The Nominating and Corporate Governance Committee will receive comments from all Directors and report annually to the Board with an assessment of the effectiveness of the Company's corporate governance practices and recommendations for improvement of such practices. This assessment will be discussed with the full Board annually.

### C. Formal Evaluation of the Chief Executive Officer

The Board Compensation Committee makes an evaluation of the Chief Executive Officer at least annually. The Board of Directors will review the Compensation Committee report in order to confirm that the Chief Executive Officer is providing effective leadership for the Company in the long- and short-term.

### D. Succession Planning and Management Development

Succession planning is considered periodically by the Executive Committee. Generally, the Executive Committee will make management succession planning recommendations to the Board.

### E. Board and Management Compensation Review

The Compensation Committee makes periodic recommendations to the Board regarding compensation of Company directors based on comparisons with relevant peer groups and industry practices. The Board believes it is desirable that the Board's total compensation includes a combination of cash and stock-based compensation.

Officer-directors receive no separate compensation for Board service.

### III. BOARD COMPOSITION

#### A. Size and Composition of the Board

The Company Bylaws provide that the Board shall be comprised of between five (5) and twenty-five (25) members.

#### B. Definition of Independence

1. Independence Determinations. The Board may determine a Company director to be independent if the Board has affirmatively determined that the director or the director's "immediate family member" or an "affiliated entity" of the director or of the director's immediate family member, has no material relationship with the Company. A relationship is material if, in the judgment of the Board, it would interfere with the director's independent judgment. Independence determinations will be made on an annual basis for inclusion in the proxy statement and, if a director joins the Board between annual meetings, at such time. For these purposes, a director will not be deemed independent if the director's relationship with the Company is of the type that would expressly preclude an independence determination under the rules of the New York Stock Exchange or the categorical independence standards set forth in these Guidelines.

For purposes of the independence standards set forth in these Guidelines the following are defined terms:

a. "Affiliated Entity of a Director" means any entity (i) where the director is a director, officer or employee or (ii) owns more than 10% of the equity of such entity, or (iii) is a general partner of such entity.

b. "Affiliated Entity of an Immediate Family Member" means any entity (i) where the Immediate Family Member is an executive officer or (ii) owns more than 10% of the entity, or (iii) is a general partner of such entity.

c. "Immediate Family Member" means a director's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughter-in-law, brothers and sisters-in-law and any person who resides in the director's home.

d. The "Company" means F.N.B. Corporation or any of its subsidiaries or affiliates.

2. Categorical Independence Standards. The Board shall use the following categorical standards to assess the independence of the Company's directors:

a. Relationship to an Affiliated Entity. The business relationship between the Company and the director, immediate family member or affiliated entity of the director or an immediate family member will be considered in determining director independence. Such relationships will not be deemed relevant or material to the independence of a director if the director, immediate family member, or affiliated entity of the director or the immediate family member has made payments to, or received payments from, the Company for property or services in an amount that, in any of the last five fiscal years, does not exceed the greater of \$1,000,000 or 2% of such entity's consolidated gross revenues.

b. For-Profit Entities. Where a Company director, immediate family member or affiliated entity of the director or the immediate family member has a business or financial relationship with the Company, or any of its affiliates, whether as a provider of services or products or is a client of the Company's affiliates, such as borrower of Company's subsidiary, First National Bank of Pennsylvania ("FNBPA"), or customer who obtains services or products from Company's trust, insurance, investment, merchant banking or other affiliates, the financial relationship between Company and the director, immediate family member or affiliated entity of the director or the immediate family member will not be deemed material to a director's independence; provided (i) the relationship was entered into in the ordinary courses of business and on terms substantially similar to those prevailing at the time for comparable transactions with other non-affiliated person(s), or in the case of a loan, complies with Regulation O of the Board of Governors of the Federal Reserve System ("Regulation O"), (See III. B.(e)), and (ii) termination of the relationship in the ordinary course of business would not reasonably be expected to have a material and adverse effect on the financial condition, results of operations or business of the borrower or other customer.

c. Law Firms. Where a director or immediate family member is associated as a partner or associate of, or of counsel to, a law firm that provides services to the Company or its affiliates, the relationship will not be deemed material if neither the director nor an immediate family member provides such services to the Company or its affiliates and the payments from the Company and its affiliates do not exceed 2% or \$1,000,000, whichever is greater, of the law firm's revenues in each of the past five years.

d. Not-For-Profit Entities. The Company supports not-for-profit entities through grants and other support. Where a director or an immediate family member is a director, manager or officer of a not-for-profit entity, contributions by the Company will not be deemed material if, Company's contributions do not exceed 5% of a not-for-profit entity's total revenues.

e. Personal Banking and Other Financial Services. Where the Company's banking and financial affiliates provide services to a director, immediate family member or affiliated entity of a director or immediate family member, such relationship will be deemed to be independent in the following circumstances:

(1) The Company's subsidiary bank, FNBPA, provides personal banking and other financial services to individuals in the ordinary course of its business. The Sarbanes-Oxley Act prohibits loans to directors, executive officers and Immediate Family Members, except certain loans in the ordinary course of business by an insured depository institution in accordance with the requirements of Regulation O from its subsidiary bank. All such loans that:

(a) are made on substantially the same terms, including interest rates and collateral, as, and following credit underwriting procedures and standards that were not less stringent than, those prevailing at the time for comparable transactions with other non-affiliated persons; and

(b) do not involve more than the normal risk of collectability or, from FNBPA's perspective, present other unfavorable features,

will not be deemed material for director independence determinations unless a director has an extension of credit that is disclosed in the most recent federal bank examination as non-accrual, past due, restructured or potential problems.

(2) The Company's merchant banking subsidiary, F.N.B. Capital Corporation, LLC ("FNB Capital"), offers subordinated debt, private equity, mezzanine financing, and other types of financing for small to medium-sized commercial enterprises that need financial assistance beyond the parameters of typical bank lending products, in which other persons, including directors of the Company's Board, may also participate. All participations in such financings by a director, the director's immediate family member or

affiliated entity of the director or the immediate family member made in the ordinary course that are made on substantially the same terms as those pursuant to which FNB Capital participates will not be deemed material for director independence determinations unless the director or immediate family member is an officer, director or owner of 10% or more of the equity of the business enterprise or entity to which such financing or equity capital is provided.

f. Facts and Circumstances. The Company's Corporate Governance Guidelines acknowledge that the NYSE and above-stated Company independence standards cannot anticipate or explicitly provide for all circumstances that may indicate a potential conflict of interest or that may signal a material relationship between Company and the director. Accordingly, in assessing the materiality of a director's relationship with the Company and in making the resulting "independence" determination, the Corporate Governance Guidelines require that the Board broadly consider all relevant facts and circumstances not only from the perspective of the director but also from the standpoint of persons, organizations, businesses or other entities with which the director has an affiliation or business, financial or other relationship.

g. Audit Committee Requirements. Director members of the Company's Audit Committee shall also satisfy the "independence" requirements of Rule 10A-3(b)(1) of the Securities and Exchange Commission ("SEC"). In addition, director members of the Company's Audit Committee shall also satisfy "independence" criteria and standards as may be established from time to time by the federal bank regulatory agencies.

C. Former Officer-Directors

As a general rule, an officer-director is not restricted from serving on the Board beyond the date he or she retires or resigns as a full-time officer.

D. Retirement Age

Non-management directors shall not stand for re-election to the Board after they reach the age of 75, except for those directors who are grandfathered under the Company's policies. Each Director who reaches the age of 75 during his or her directorship term is expected to resign by the next Annual Meeting of the Company Shareholders.

E. Board and Audit Committee Memberships

Each person serving as a director must devote the time and attention necessary to fulfill the obligations of a director. Key obligations include appropriate attendance at Board and committee meetings and appropriate review of preparatory material. Directors will review proposed service on the Board of any additional public company or any governmental position with the Committee.

If a member of the Audit Committee wishes to serve on more than a total of two audit committees of publicly-held companies, the Board must approve such additional service before the director accepts the additional position.

F. Director Stock Ownership

An equity ownership stake in the Company enhances the alignment of the interest between Company directors and Company shareholders. Accordingly, each Company director shall have beneficial ownership of the lesser of 35,000 shares of Company common stock (or common stock equivalent) or \$350,000 in value of shares of Company common stock within the compliance deadline described in this director stock ownership requirement. For purposes of this guideline, the value of the Company common stock shall be determined based on the closing price of Company common stock listed on the NYSE on the relevant Compliance Date or, if a common stock is not traded on the NYSE, the next succeeding day on which the NYSE is open for business and the Company common stock is traded on the NYSE.

Each Company director who was on the Company Board on March 1, 2011 (“Incumbent Director”) shall comply with the above-described Company director stock ownership target by June 30, 2015. Further, to ensure progressive compliance toward the June 30, 2015 minimum director stock ownership requirement, each Incumbent Director shall own the lesser of the minimum number of Company common stock or Company common stock share value set forth in the following stock ownership requirements:

<u>Shares of Company</u>		<u>Value of Company</u>	
<u>Common Stock Owned</u>		<u>Common Stock Owned</u>	<u>Compliance Dates</u>
25,500	or	\$225,000	June 30, 2013
28,750	or	\$287,500	June 30, 2014
35,000	or	\$350,000	June 30, 2015

Each new Company director (“New Director”) first elected or appointed to the Company Board after March 1, 2011, shall own the lesser of 10,000 shares of Company common stock (or common stock equivalent) or \$100,000 in value of the Company’s common stock within one (1) year of such person’s election or appointment to the Company Board and shall own the lesser of 35,000 shares of Company common stock

or \$350,000 in value of Company common stock by the fifth anniversary of such person's election or appointment to the Company Board. In order to ensure progressive compliance toward the minimum Company director stock ownership requirement by the fifth anniversary of a New Director's election/appointment to the Company board, the New Director shall own the lesser of the minimum number of Company common stock or Company common stock share value set forth in the following stock ownership requirements:

<u>Shares of Company Common Stock Owned</u>		<u>Value of Company Common Stock Owned</u>	<u>Compliance Dates</u>
10,000	or	\$100,000	First Anniversary of Election/Appointment
16,250	or	\$162,500	Second Anniversary of Election/Appointment
22,500	or	\$225,000	Third Anniversary of Election/Appointment
28,750	or	\$287,500	Fourth Anniversary of Election/Appointment
35,000	or	\$350,000	Fifth Anniversary of Election/Appointment

The failure of an Incumbent Director or New Director to attain each of the minimum stock ownership requirements by the relevant Compliance Dates described in this policy will necessitate the following:

- (i) The Nominating and Corporate Governance Committee shall consider such non-compliance in determining whether to re-nominate such director; and,
- (ii) Thereinafter the cash portion of such director's Board compensation shall be paid exclusively in Company common stock until such director complies with the minimum stock ownership requirement specified herein. Moreover, such director shall not be permitted to sell, transfer, or donate such Company common stock without the consent of the Nominating and Corporate Governance Committee.

Upon request by any Company director, the Company Nominating and Corporate Governance Committee will evaluate whether an exception should be made for such director on whom this guideline would impose an undue financial hardship.

Company directors shall not engage in hedging strategies using puts, calls or other derivative securities based on the value of Company stock. However, Company directors are permitted to pledge their stock and any pledged stock shall count towards the minimum director stock ownership guideline.

#### IV. BOARD COMMITTEES

##### A. Committee Responsibilities

The Board as a whole is responsible for the oversight of management on behalf of the Company's stockholders. The Board is assisted in its oversight function by various Board committees.

The Board has the following committees: Audit, Compensation, Nominating and Corporate Governance, Risk and Executive Committee.

1. The Board has allocated oversight of the Company's internal and external audit processes to the Audit Committee. The director members of the Audit Committee shall satisfy the criteria for composition set forth in SEC Rule 10A-3(b)(1) and the Federal Deposit Insurance Corporation Improvement Act of 1991 and regulations promulgated pursuant thereto.
2. The Nominating and Corporate Governance Committee is responsible for selecting and recommending nominees for election to the Company's and FNBPA's Boards of Directors. The nomination and election of directors to the Boards of Directors of the Company's subsidiaries and affiliates shall be done in accordance with the process described in the Nominating and Corporate Governance Committee Charter.
3. The Executive Committee provides an efficient means of considering such matters and taking such actions as may require Board attention or action in the intervals between regular meetings of the Board.
4. The Compensation Committee reviews performance of senior management and reviews and implements compensation and benefit matters having corporate-wide significance.
5. The Board has allocated oversight of corporate-wide risk matters of the Risk Committee. The Risk Committee shall have primary oversight of the Company's risk management and assessment processes as well as review and approval authority of the Company's risk management policies, procedures and practices. Also, from time to time, the Risk Committee may review and offer counsel regarding the Company's investor relationship practices.

The number and responsibilities of committees are reviewed periodically. Each Company Board Committee will report to the Board at the next regularly scheduled Board meeting following a Committee meeting.

## B. Composition of Committees

Membership on the committees shall be determined in accordance with the process described in the Company's bylaws. There is no strict committee rotation policy. Changes in committee assignments are made based on committee needs, director experience, interest and availability, and evolving legal and regulatory considerations. Additionally, in the reviewing of the composition of the Board committees, the Board will also consider any listing and/or applicable regulatory qualifications as may be applicable to specific committees.

Each of the members of the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee ("NYSE Required Committees"), will be directors for whom the Board has made an affirmative independence determination under the independence standards described in these Guidelines. Additionally, with respect to the Audit Committee members, the Board shall make an affirmative independence determination under the independence requirements set forth in SEC Rule 10A-3(b)(1).

Company officers may not serve on any of the NYSE Required Committees. Officers of the Company or its affiliates may attend Board committee meetings at the invitation of the committee chairperson. Likewise, other than the Board Chairperson, any director who is not a member of a particular Board committee may not attend such Board committee's meetings unless at the invitation of such committee's chairperson.

## V. BOARD OPERATIONS

### A. Executive Chairperson

The Board has no set policy on whether or not to have one.

### B. Lead Director

The Board may elect a Lead Director from the independent and outside directors if the positions of the Corporation's Chairperson and Chief Executive Officer are held by the same person or the Chairperson is a former officer of the Corporation or any of its affiliates. Once elected by a majority vote of its independent directors at either the Corporation's Board reorganization meeting or other meeting of the Board the person elected as Lead Director shall serve a one year term. The Corporation's Lead Director shall work closely with and in an advisory capacity to the Board Chairperson. The Lead Director's primary focus shall be to insure that the Board functions properly and cohesively, effectively communicates with managements, and operates independently of management. To accomplish these objectives, the Lead Director's principal responsibilities may include the following:

1. Periodically survey the Corporation's directors regarding the quality, quantity, usefulness and timeliness of the information provided at Board meetings and consult with the Corporation's Chief Executive Officer ("CEO") regarding the results of the survey;
2. Assist the Board in fulfilling its responsibility for reviewing, evaluating and monitoring the Corporation's strategic plan by meeting with the Corporation's CEO to monitor and remain knowledgeable regarding the status of such plan;
3. Maintain liaison and communications with the Corporation's Chairperson, directors and CEO for the purpose of coordinating information flow among the parties with the goal of optimizing the effectiveness of the Corporation's Board and Board Committees;
4. Serve as a conduit of information and feedback among the Corporation's Chairperson, directors and CEO between Board meetings;
5. Assist the Corporation Board in its understanding of the responsibilities of, and manage the boundaries between, the Corporation's Board and management in order to promote the Corporation Board's independence from its management;
6. Coordinate the review and resolution of conflict of interest issues with respect to members of the Corporation's Board as they may arise;
7. Serve as the sole intermediary in efforts to resolve any disagreements between the Chairperson and any of the Corporation's independent directors or the CEO;
8. Coordinate and develop the agenda for, and preside at, executive sessions of the Corporation's Board;
9. Consult with the Corporation's directors to determine the frequency of the executive session meetings of the Corporation's Board;
10. Inform the Corporation's CEO and non-independent directors of any information or follow-up resulting from the executive session meetings of the Corporation's Board.

C. Committee and Board Agendas

Committee agendas are prepared based on expressions of interest by Committee members and recommendations of management. Committee chairs give substantive input to and approve final agendas prior to committee meetings. The Chairperson of the Board prepares Board agendas based on discussions with all Directors and issues that arise.

D. Board and Committee Materials and Presentations

To the extent feasible, information regarding items requiring Board and/or committee approval or action is distributed sufficiently in advance to permit adequate preparation. Information regarding press and analyst reports is provided monthly. Detailed financial information is provided monthly and quarterly. The directors shall maintain the confidentiality of such information in accordance with applicable Company policies.

E. Director Attendance and Regular Attendance of Non-Directors at Board Meetings

Company Directors are expected to attend 100% of the aggregate meetings of the Board and Committee(s) of which they are members during any calendar year; however, the failure of a Director to attend a minimum of 75% of the aggregate meetings of the Board and Committee (of which the director is a member) may be the basis for the Nominating and Corporate Governance Committee to decline to re-nominate such Director for re-election to the Company Board, unless such Director's inability to attend a minimum of 75% of the aggregate of Board and Committee meetings is due to any of the following acceptable reasons:

1. Medical issues/illness;
2. Family emergencies (including funeral of family members); or
3. Such Director's service was three meetings or fewer and the Director missed only one meeting.

During the Board meeting, the Chief Financial Officer, Chief Legal Officer and the Secretary are present. Other members of management may be present at the invitation of the Chairperson.

F. Board Access to Management

Board members have complete access to management. The Director should use his or her judgment to ensure that any such contact is not disruptive to the business operations of the Company. A Director will not discuss with management investment research involving a company with which the Director is affiliated.

G. Board Interaction with Institutional Investors and Press

F.N.B. management is the sole contact with outside parties. However, from time to time, Directors may be asked by the Board or management to speak with others, as appropriate.

## H. Board Access to Outside Resources

The main responsibility for providing assistance to the Board rests on the internal organization. The Board and Board committees can, if they wish to do so, seek legal or other expert advice from a source independent of management and shall be provided the resources for such purposes. Generally this would be with the knowledge of the Chairperson, but this is not a condition to retaining such advisors.

## I. Director Orientation and Continuing Education

At such time as a Director joins the Board, the Chief Executive Officer will provide appropriate orientation for the Director, including, if requested, arrangement of meetings with management. From time to time, the Company will provide Directors with educational materials or sponsor presentations and training or briefing sessions offered by third party experts on such subjects as legal, business, governance, risk, regulatory, accounting or finance.

Additionally, the F.N.B. Board believes that the Company's shareholders are best served by a board of directors comprised of individuals who are well versed in modern principles of corporate governance and other subject matters relevant to a public company which operates in the highly regulated financial services industry, and who thoroughly comprehend the roles and responsibilities of an effective board in the oversight of the Company's management, operations and strategic planning.

To this end, each member of the Company's Board of Directors is encouraged to annually attend such director education program(s) as he or she deems appropriate (given their individual experiential backgrounds) to stay abreast of developments in corporate governance and "best practices" relevant to their responsibilities with the Company Board generally, as well as to their responsibilities in their specific committee assignments and, more specifically, their responsibilities as a public company director operating in the financial services industry.

The extent and subject matter of director education will vary for each director and is left to each director's individual discretion based on the totality of relevant factors including those set forth below:

- The director's specific responsibilities on the Board, including the various substantive committees to which the director is assigned. For example, a director serving on the Compensation Committee may elect to pursue director education emphasizing executive compensation issues, in addition to matters of general import in corporate governance.

- The director's experiential background in corporate governance and basic understanding of the role of the board of directors. For example, an individual with an extensive history of service on numerous boards may elect to forego primer courses addressing basic corporate governance issues based on his or her accumulated practical knowledge.
- The director's exposure to current developments in corporate governance and corporate administration through their professional endeavors, service on other boards of directors or independent research or reading. For example, an individual from the accounting, legal or consulting professions may seek relevant educational opportunities through their professional continuing education requirements.
- The pace and materiality of regulatory and other developments relating to corporate governance. For example, a director may determine that supplemental director education is required to stay apprised of rapidly developing new regulations relevant to the operations of the Company or its subsidiaries and affiliates.
- Appropriate areas of director education need not be confined to corporate governance topics and may include such broader topics as accounting, finance, risk, regulatory, general business, environmental, health and safety and human resource management, as each director deems appropriate to enhance his or her board effectiveness.

In order to encourage and promote the value of continuing director education and in recognition of the personal time and expense attendant to participation in such educational programs, the Company shall pay an annual educational stipend of \$5,000 in value of shares of Company common stock (using the same valuation methodology as is used to calculate the directors' annual equity compensation rounded to the nearest ten (10) shares of Company Common Stock) to each outside Company director who completes a relevant educational program during a calendar year. The educational stipend shall be included as part of the director's annual equity compensation paid in the year following the year in which the director attended an educational program, provided the Company director has not resigned or been removed "for cause" from the Board prior to the date the payment is scheduled to be paid. The remittance of the director educational stipend payment shall be subject to the condition that the director provides the Company's Chief Legal Officer with a written certification of his or her attendance at the educational program and a summary of, or supporting documentation, concerning such educational program. The educational stipend shall be in lieu of any other payments or reimbursement by the Company for the director's educational pursuits during each calendar year.

The Company's Chief Legal Officer is responsible for monitoring the Company's directors' educational pursuits and shall provide an annual report to the Company's Nominating and Corporate Governance Committee regarding the same.

Nothing in this policy shall be construed to require any director to undertake to gain, possess or exercise any independent knowledge of, or expertise in, any specific law, regulation or professional discipline. All directors are entitled to rely on advice of Company management, legal counsel, internal auditors, independent accountants and other employed professionals on all matters relating to the Company's operations, financial performance, legal and regulatory obligations.

J. Executive Sessions of the Board

The Board, or any of its committees, may meet privately in executive session without non-directors as frequently as they deem appropriate, but, in any event, the Board and each of its committees shall meet in executive session no less than once following each regularly scheduled meeting. Immediately following an executive session consisting exclusively of Company directors or committee members, the non-management directors shall then meet privately in executive session. The "independent" directors (as determined in accordance with Section III.B. of these Guidelines) shall meet in executive session at least once per year. Any Company director may request that an executive session be convened for any matter. Each executive session shall be chaired by the Lead Director or other director delegated by the Lead Director, or in the case of a Board committee, by the committee chair. Participants in the executive sessions may discuss any topic or issue of interest. The Lead Director shall or committee chair decide whether to maintain minutes of the proceedings of the executive session. Should the executive session discussions lead to the desire to take formal actions or make formal decisions, then the executive session shall be adjourned and the Board, or committee, shall be reconvened in full session. Following each Board executive session, the Lead Director will discuss with the Chief Executive Officer and, if applicable, non-independent directors to the extent appropriate, matters discussed or emanating from the private executive sessions.

K. Code of Business Conduct and Ethics

The Company has a comprehensive Code of Conduct, an Ethics Policy, Insider Trading Policy, Reg O Policy, Director Attendance Policy and the F.N.B. Corporation Statement of Directors' Duties and Responsibilities. The Code of Conduct and Ethics Policy are applicable to all employees and, as modified by applicable addenda, to Directors. The Code of Conduct and Ethics Policy address compliance with law; reporting of violations of the Code of Conduct and Ethics Policy or of laws or regulations; employment and diversity; confidentiality of information; protection and proper use of the Company's assets; conflicts of interest; and personal securities and

other financial transactions. Each Director is expected to be familiar with and to follow the Code of Conduct and Ethics Policy to the extent applicable to them.

L. Communications with Board

Any shareholder may contact any Board member or committee chair. Please mail correspondence to:

F.N.B. Corporation  
Attention (Board Member)  
Office of the Secretary  
One F.N.B. Boulevard, 6th Floor  
Hermitage, PA 16148

If you have a particular concern regarding accounting, internal accounting controls, or auditing matters that you wish to bring to the attention of the Audit Committee of the Board of Directors, please mail correspondence to:

F.N.B. Corporation  
Attention: Chairperson, Audit Committee  
c/o Audit Department  
One F.N.B. Boulevard  
Hermitage, PA 16148

Such reports may be done anonymously, if you wish. For complaints that are not anonymous, we will respect the confidentiality of those who raise concerns, subject to our obligation to investigate the concern and any obligation to notify third parties, such as regulators and other authorities.