

FNB CORP/FL/
Form DEF 14A
March 26, 2010

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule §240.14a-12

F.N.B. Corporation

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No:

3) Filing Party:

4) Date Filed:

Table of Contents

Dear Shareholder:

We will hold our Annual Meeting of Shareholders at 3:30 p.m., Eastern Daylight Time, on Wednesday, May 19, 2010, at the F.N.B. Technology Center Board Room located at 4140 East State Street, Hermitage, Pennsylvania 16148.

At our Annual Meeting, our shareholders will act on the following matters: (i) election of the ten director nominees named in the accompanying proxy statement to our Board of Directors; and (ii) ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm.

Your vote is important regardless of how many shares of stock you own. If you hold stock in more than one account or name, you will receive a proxy card for each.

Whether or not you plan to attend our Annual Meeting, please complete, sign, date and promptly return the enclosed proxy card in the postage-paid envelope we have provided to insure that your shares are represented at our Annual Meeting. Alternatively, you may vote via the Internet or by telephone by following the instructions on your proxy card. By voting now, you will assure that your vote is counted even if you are unable to attend our Annual Meeting.

Please indicate on the card whether you plan to attend our Annual Meeting. If you attend and wish to vote in person, you may withdraw your proxy at that time.

As always, our directors, management and staff thank you for your continued interest in and support of F.N.B.

Stephen J. Gurgovits
President and Chief Executive Officer
April 1, 2010

Table of Contents

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that F.N.B. Corporation will hold its 2010 Annual Meeting of Shareholders at 3:30 p.m., Eastern Daylight Time, on Wednesday, May 19, 2010, at the F.N.B. Technology Center Board Room located at 4140 East State Street, Hermitage, Pennsylvania 16148. At our Annual Meeting, our shareholders will vote on the following matters:

1. Election of the ten nominees for directors named in the accompanying proxy statement (namely, William B. Campbell, Philip E. Gingerich, Robert B. Goldstein, Stephen J. Gurgovits, David J. Malone, Harry F. Radcliffe, Arthur J. Rooney, II, John W. Rose, Stanton R. Sheetz and William J. Strimbu), each to serve as directors for a term of one year and until the election of his successor;
2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2010; and
3. Any other matter that is presented at our Annual Meeting in compliance with our bylaws.

Only shareholders of record as of the close of business on March 10, 2010, are entitled to notice of and to vote at our Annual Meeting.

It is important that your shares be represented and voted at our Annual Meeting. Please complete, sign, date and return the enclosed proxy card in the envelope provided or vote via the Internet or telephone, whether or not you expect to attend our Annual Meeting in person.

We have included our 2009 annual report to shareholders with this notice and accompanying proxy statement.

BY ORDER OF OUR BOARD OF DIRECTORS,

David B. Mogle, Corporate Secretary

April 1, 2010
Hermitage, Pennsylvania

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 19, 2010.

THE F.N.B. CORPORATION PROXY STATEMENT AND 2009 ANNUAL REPORT TO SHAREHOLDERS ARE AVAILABLE AT <http://www.cfpproxy.com/5710>.

Table of Contents

TABLE OF CONTENTS

<u>Proxy Statement</u>	1
<u>About Our Annual Meeting</u>	1
<u>Voting</u>	1
<u>Proposal 1. Election of Directors</u>	5
<u>Nominees for Election at Our Annual Meeting</u>	6
<u>Directors Continuing in Office after our Annual Meeting</u>	6
<u>Biographical Information Concerning Directors and Nominees</u>	6
<u>Security Ownership of Directors and Executive Officers</u>	12
<u>Executive Officers</u>	13
<u>Our Board of Directors and its Committees</u>	14
<u>Board Leadership Structure and Role in Risk Management</u>	14
<u>Board Committees</u>	14
<u>Code of Ethics</u>	15
<u>Risk Management</u>	15
<u>Corporate Governance</u>	16
<u>Director Independence</u>	17
<u>Director Independence Determinations</u>	18
<u>Family Relationships</u>	18
<u>Executive Sessions of our Board</u>	18
<u>Communications with our Board</u>	18
<u>Beneficial Ownership Reporting Compliance</u>	18
<u>Security Ownership of Certain Beneficial Owners</u>	19
<u>Related Person Transactions</u>	19
<u>Executive Compensation and Other Proxy Disclosure</u>	20
<u>Compensation Committee Interlocks and Insider Participation</u>	20
<u>Compensation Discussion and Analysis</u>	21
<u>Objectives</u>	21
<u>Elements of Compensation</u>	21
<u>Tax and Accounting Treatment of Compensation</u>	27
<u>Compensation Committee Report</u>	28
<u>2009 Summary Compensation Table</u>	29
<u>Other Compensation Table</u>	30
<u>Perquisites Table</u>	31
<u>2009 Grants of Plan-Based Awards</u>	33
<u>Outstanding Equity Awards at Fiscal Year-End</u>	34

Table of Contents

<u>2009 Option Exercises and Stock Vested</u>	35
<u>Pension Benefits</u>	36
<u>Retirement Income Plan</u>	36
<u>ERISA Excess Retirement Plan</u>	37
<u>Basic Retirement Plan</u>	37
<u>2009 Non-Qualified Deferred Compensation</u>	39
<u>Potential Payments Upon Termination or Change in Control</u>	40
<u>Potential Payments Upon Termination or Change in Control (Gurgovits)</u>	40
<u>Potential Payments Upon Termination or Change in Control (Lilly)</u>	42
<u>Potential Payments Upon Termination or Change in Control (Calabrese)</u>	44
<u>Potential Payments Upon Termination or Change in Control (Delie)</u>	45
<u>Potential Payments Upon Termination or Change in Control (Guerrieri)</u>	46
<u>Potential Payments Upon Termination or Change in Control (Lowrey)</u>	48
<u>Compensation Risk Assessment</u>	50
<u>2009 Director Compensation</u>	51
<u>Director Compensation – Other Compensation</u>	52
<u>Executive Directors</u>	52
<u>Annual Board/Committee Retainer Fees</u>	53
<u>Annual Grant of Stock Awards</u>	53
<u>Proposal 2. Proposal to Ratify the Appointment of Ernst & Young LLP as Independent Registered Public Accounting Firm</u>	54
<u>Report of Audit Committee</u>	55
<u>Audit and Non-Audit Fees</u>	56
<u>Audit and Non-Audit Services Pre-Approval Policy</u>	56
<u>Shareholder Proposals</u>	57
<u>Other Matters</u>	58
<u>Householding of Proxy Materials</u>	58
<u>Electronic Delivery of Proxy Materials</u>	58

Table of Contents

**One F.N.B. Boulevard
Hermitage, PA 16148**

PROXY STATEMENT

Our proxy statement contains information relative to our Annual Meeting of Shareholders to be held on Wednesday, May 19, 2010 beginning at 3:30 p.m., Eastern Daylight Time at the F.N.B. Technology Center Board Room at 4140 East State Street, Hermitage, Pennsylvania 16148 (our Annual Meeting). This proxy statement also relates to any adjournment or postponement of our Annual Meeting. We have commenced the mailing of our proxy statement and the accompanying proxy card to our shareholders of record as of March 10, 2010. We will bear all of the costs of preparing and mailing our proxy material to our shareholders. We will, upon request, reimburse brokers, nominees, fiduciaries, custodians and other record holders for their reasonable expenses in forwarding our proxy materials to beneficial owners.

We use the following terms in this proxy statement:

We, us, our, F.N.B., Company, or Corporation mean F.N.B. Corporation;

Board means the F.N.B. Corporation Board of Directors;

FNBPA means First National Bank of Pennsylvania;

FNTC means First National Trust Company; and

F.N.B. Capital means F.N.B. Capital Corporation, LLC.

ABOUT OUR ANNUAL MEETING

What will our shareholders vote on at our Annual Meeting?

Our shareholders will act upon the following proposals at our Annual Meeting:

The election of the ten nominees named in this proxy statement to serve for a term of one year and until the election of their successors;

The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2010; and

Any other business that comes before our Annual Meeting in compliance with the advance notice and other applicable provisions of our bylaws.

VOTING

Who is entitled to vote at our meeting?

Our Board has set March 10, 2010 as the record date for our Annual Meeting. Only F.N.B. holders of our common stock of record at the close of business on the record date are entitled to receive notice of and to vote at our Annual

Meeting and any adjournment or postponement of our Annual Meeting. F.N.B. shareholders who plan to

Table of Contents

attend our Annual Meeting may obtain driving directions to the meeting location by contacting our shareholder relations representative, Jennifer DeFazio, at (888) 981-6000.

What are the Board's voting recommendations?

The Board recommends that you vote your shares:

For the election of each of the ten nominees for election as directors named in this proxy statement (Proposal 1); and

For ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2010 (Proposal 2).

What vote is required to approve each matter?

Action by the shareholders on each of the proposals presented at our Annual Meeting requires the presence of a quorum at our Annual Meeting, in person or by proxy. Refer to the discussion in our proxy statement under the question, "What constitutes a quorum?"

Under Proposal 1, our directors are elected by a plurality of the votes cast in person or by proxy at our Annual Meeting. The ten persons nominated for election as a director in accordance with our bylaws who receive the highest number of "For" votes cast by our shareholders at the Annual Meeting will be elected as directors. If you properly submit your proxy and mark "Withhold" authority for any individual director or all of the nominees, the proxies will not vote your shares for the nominee or nominees as to which you so indicate, but we will count your shares as present in determining whether a quorum exists. Our Articles of Incorporation and bylaws do not authorize cumulative voting in the election of directors.

The affirmative vote of a majority of the votes cast on Proposal 2 at the Annual Meeting is required for approval of Proposal 2. For purposes of the vote on Proposal 2, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote.

What are the voting rights of our shareholders?

The only class of our securities that is outstanding and entitled to vote at our Annual Meeting is our common stock. As of the March 10, 2010 record date, we had 114,065,164 shares of our common stock outstanding and entitled to one vote per share with respect to each matter to be voted on at our Annual Meeting.

How do I vote?

You can vote either in person at our Annual Meeting or by proxy whether or not you attend our Annual Meeting. When you or your authorized attorney-in-fact grants us your proxy, you authorize us to vote your shares of our stock in the manner you specify on your proxy card. Giving a proxy allows your shares to be voted at our Annual Meeting even if you do not attend the Annual Meeting in person. If your shares are in an account at a bank or securities broker (that is, in "street name"), you will receive an instruction card and information about how to give voting instructions.

If you hold your shares directly, to vote by proxy you must do one of the following:

Vote by mail. Complete, sign, date and return the enclosed proxy card in the envelope provided (the envelope requires no postage if mailed in the United States).

Vote by Internet. Instructions are provided on your proxy card. Our Internet voting system is designed to provide security for the voting process and to confirm that your vote has been recorded accurately.

Vote by telephone. Instructions are provided on your proxy card.

Vote at the Annual Meeting. If you are a registered shareholder and attend our Annual Meeting, you may deliver your completed proxy card in person or request a voting ballot to vote in person at the meeting. Even if you returned a proxy before our Annual Meeting, you may withdraw it and vote in person.

If you want to vote in person at our Annual Meeting and you hold your F.N.B. shares in an account at a bank or brokerage firm, you will need to obtain a signed proxy card from the brokerage firm or the bank that holds your

Table of Contents

F.N.B. stock. If your F.N.B. stock is registered in the name of a bank or brokerage firm, you also may be eligible to vote your shares electronically over the Internet or by telephone. Many banks and brokerage firms participate in the Broadridge Financial Solutions, Inc. (Broadridge) online program. This program provides eligible shareholders who receive a paper copy of this proxy statement the opportunity to vote via the Internet or by telephone. If your bank or brokerage firm is participating in Broadridge's program, your proxy card will provide the instructions. If your proxy card does not reference Internet or telephone information, please complete and return the proxy card in the enclosed self-addressed, postage paid envelope.

Who can attend our Annual Meeting?

All shareholders as of the close of business on March 10, 2010 (the record date) or their duly appointed proxies may attend our Annual Meeting. Even if you currently plan to attend our Annual Meeting, we recommend that you vote by either mailing us your completed proxy card or by submitting your vote via the Internet or telephone as described above so that your vote will be counted at our Annual Meeting if you later decide not to attend our Annual Meeting.

If you hold your shares in street name by your bank or brokerage firm, you will need to bring a copy of a brokerage statement reflecting your ownership of F.N.B. stock as of March 10, 2010, and check in at the registration desk at our Annual Meeting.

What constitutes a quorum?

The presence at our Annual Meeting, in person or by proxy, of the holders of a majority of our outstanding shares of common stock on the record date will constitute a quorum, permitting the conduct of business at our Annual Meeting. If you return a properly completed proxy card, vote on the Internet, vote by telephone or vote in person at our Annual Meeting, you will be considered present for purposes of establishing a quorum. Proxies received, but marked as abstentions, proxies that withhold authority and broker non-votes, will be included in the calculation of the number of shares considered to be present for purposes of determining a quorum.

Can I change my vote after I have voted?

You may revoke your proxy and change your vote at any time before we count your vote at our Annual Meeting. You may change your vote by signing and returning a new proxy card or by Internet or telephone vote with a later date, or by attending the Annual Meeting and voting in person. Only your latest instruction will be counted. However, your attendance at our Annual Meeting will not automatically revoke your proxy unless you vote again at our Annual Meeting or specifically request that your prior proxy be revoked by delivering a written notice of revocation prior to our Annual Meeting to our Corporate Secretary at F.N.B. Corporation, One F.N.B. Boulevard, Hermitage, Pennsylvania 16148.

How do I vote if my shares are held in street name ?

If you hold your shares in street name in an account at a bank or brokerage firm, we generally cannot mail our proxy materials directly to you. Instead, your bank or brokerage firm will forward our proxy materials to you and tell you how to give them instructions for voting your F.N.B. shares.

How do I vote my 401(k) Plan shares?

If you participate in the F.N.B. Corporation Progress Savings 401(k) Plan (401(k) Plan), you may vote the number of shares of common stock credited to your account as of the record date. You may vote by instructing FNTC, the trustee of our 401(k) Plan, pursuant to the proxy card being mailed with this proxy statement to plan participants. The trustee

will vote your shares in accordance with your duly executed proxy card, provided that the trustee receives it by 3:00 a.m., Eastern Daylight Time, on Friday, May 14, 2010.

If you do not return your proxy card, your shares credited to your 401(k) Plan account will be voted by the trustee in the same proportion that it votes the shares for which it did timely receive proxy cards.

You may also revoke a previously given proxy card until 3:00 a.m., Eastern Daylight Time, on Friday, May 14, 2010, by filing with the trustee either a written notice of revocation or a properly completed and signed proxy card or Internet or telephone vote having a later date.

Table of Contents

How will we conduct the business of our Annual Meeting?

Our bylaws govern the organization and conduct of business at our shareholder s meetings. Our bylaws specify that our Board Chairman shall preside at our shareholder meetings. Our Board Chairman, Mr. William B. Campbell, will serve as Chair of our Annual Meeting and call the meeting to order. As Chair of our Annual Meeting, Mr. Campbell will determine, in his discretion, the order of the business to be conducted at our Annual Meeting and the procedure for our Annual Meeting. Mr. Campbell will announce the opening and closing for the polls for each matter on which our shareholders will vote at our Annual Meeting.

Who can answer my questions?

Should you have questions concerning these proxy materials or our Annual Meeting or should you wish to request additional copies of this proxy statement or proxy card, you may contact Mr. David B. Mogle who is our Corporate Secretary at (888) 981-6000.

How can I avoid receiving more than one set of proxy materials in future years?

If two or more registered shareholders live in your household or if a registered shareholder maintains two or more shareholder accounts, you may have received more than one set of our proxy materials. We have made a delivery method for proxy materials called householding available to our shareholders. If you consent to householding, only one annual report and one proxy statement will be delivered to your address; however, a separate proxy card will be delivered for each account. Please refer to the section titled, Other Matters Householding of Proxy Materials at the end of this proxy statement for more information regarding householding .

Is my vote confidential?

We process proxy instructions, ballots and voting tabulations that identify individual shareholders in a manner that protects your voting privacy. We will not disclose your vote either within the Company or to third parties, except:

- As necessary to meet applicable legal requirements;
- To allow for the tabulation and certification of votes; and
- To facilitate a successful proxy solicitation.

Occasionally, shareholders provide written comments on their proxy cards. In our discretion, we may forward your comments to our management or the Board.

Where can I find the voting results of the Annual Meeting?

We will announce the preliminary voting results at our Annual Meeting. The judges of election will tally the final voting results and we will include the final voting results in a Form 8-K, which we file with the Securities and Exchange Commission (SEC) by May 25, 2010.

Who is paying for the cost of this proxy solicitation?

The Company is paying the costs of the solicitation of proxies. The Company has retained Regan & Associates, Inc. to assist in obtaining proxies by mail, facsimile or email from registered holders, brokerage firms, bank nominees and other institutions for the Annual Meeting. The estimated cost of such services is \$20,000 plus out-of-pocket expenses.

Regan & Associates, Inc. may be contacted at (800) 737-3426.

The Company will also reimburse brokerage firms and other persons representing beneficial owners of shares held in street name for their reasonable costs associated with:

Forwarding the Notice of our Annual Meeting to beneficial owners;

Forwarding printed proxy materials by mail to beneficial owners who specifically request them; and

Obtaining beneficial owners' voting instructions.

Table of Contents

In addition to soliciting proxies by mail, certain of our directors, officers and regular employees, without additional compensation, may solicit proxies on our behalf personally or by telephone, facsimile or email.

Proposal 1. Election of Directors

General Information Regarding Director Nominees

Our bylaws provide that our Board shall consist of not fewer than five nor more than 25 persons, the exact number to be determined from time to time by the Board.

Our Board fixed the number of directors as of the Annual Meeting date at 15.

Our bylaws formerly provided for classification of the directors into three classes with the term of office of the directors of each class to expire at the third Annual Meeting of Shareholders after the election of directors of that class. In consideration of contemporary corporate governance practices, the Corporation's Board unanimously voted to amend and restate the Corporation's bylaws to declassify our Board on December 17, 2008. Under the amendment, each director in office on December 17, 2008 will continue to serve until the expiration of the term of office to which the director was most recently elected or appointed or the director's earlier death, resignation, retirement, disqualification or removal. After December 17, 2008, each director who is elected at any meeting of shareholders or appointed to fill a vacancy on our Board shall serve a one-year term and until such director's successor is elected. Therefore, assuming that each currently serving director serves the remaining full term to which he or she was elected or appointed, our shareholders will vote to elect our entire Board each year commencing with our Annual Meeting of Shareholders to be held in 2011.

Accordingly, the following Class III directors, whose terms expire at our Annual Meeting, have been nominated by our Board for re-election at our Annual Meeting, to continue to serve until our next Annual Meeting of Shareholders in 2011 and the election of their successors: William B. Campbell, Stephen J. Gurgovits, Harry F. Radcliffe, John W. Rose and Stanton R. Sheetz. Also, the following directors whose one-year terms expire at our Annual Meeting (formerly our Class II directors), have been nominated for re-election at our Annual Meeting, to continue to serve until our Annual Meeting of Shareholders in 2011 and the election of their successors: Philip E. Gingerich, Robert B. Goldstein, David J. Malone, Arthur J. Rooney, II and William J. Strimbu (hereinafter the directors nominated for election at our 2010 Annual Meeting may be collectively referred to as the nominees.)

Each of the nominees will hold office for a one-year term and until his or her successor is duly elected or appointed or until his or her earlier death, retirement, resignation or removal.

Our bylaws do not permit cumulative voting in the election of directors.

Directors

Relevant biographical information concerning the nominees for election at F.N.B.'s Annual Meeting and other Company directors who will remain in office until the expiration of their terms at our 2011 Annual Meeting of Shareholders is described under "Directors" in this proxy statement.

Listed below are the Company's ten nominees to serve as directors and the five incumbent directors who will continue in office following our Annual Meeting until our Annual Meeting of Shareholders in 2011 when the three-year terms to which they were originally elected expire.

Table of Contents**DIRECTORS****Nominees for Election at Our Annual Meeting**

Name	Position with the Company	Age as of the Annual Meeting	Director Since
William B. Campbell	Chairman	71	1975
Philip E. Gingerich	Director	72	2008
Robert B. Goldstein	Director	70	2003
Stephen J. Gurgovits	President, CEO and Director	66	1981
David J. Malone	Director	55	2005
Harry F. Radcliffe	Director	59	2002
Arthur J. Rooney, II	Director	57	2006
John W. Rose	Director	61	2003
Stanton R. Sheetz	Director	54	2008
William J. Strimbu	Director	49	1995

OUR BOARD RECOMMENDS A VOTE FOR THE TEN NOMINEES IDENTIFIED IN THE ABOVE TABLE AS OUR BOARD OF DIRECTORS CANDIDATES FOR ELECTION AS DIRECTORS (PROPOSAL 1 ON THE PROXY CARD).

Each of our director nominees has consented to being named in this proxy statement and to serve if elected. In the event one or more of our director nominees is unable or unwilling to serve as a director for any reason or should any nominee be unavailable for election by reason of death or other unexpected occurrence, we may vote the enclosed proxy, to the extent permitted by applicable law, with discretionary authority in connection with the nomination by our Board of any substitute nominee.

Proxies, unless indicated to the contrary, will be voted FOR the election of Messrs. Campbell, Gingerich, Goldstein, Gurgovits, Malone, Radcliffe, Rooney, Rose, Sheetz and Strimbu with terms expiring at our 2011 Annual Meeting of Shareholders and upon election of their respective successors.

Directors Continuing in Office after Our Annual Meeting

Name	Position with the Company	Age as of the Annual Meeting	Director Since
Henry M. Ekker	Director	71	1994
Dawne S. Hickton	Director	52	2006
D. Stephen Martz	Director	67	2008
Peter Mortensen	Director	74	1974
Earl K. Wahl, Jr.	Director	69	2002

Biographical Information Concerning Directors and Nominees

William B. Campbell was elected Chairman of our Corporation in 2009 and has been a Director of F.N.B. since the Company commenced operations in 1975. Mr. Campbell also serves on our Executive, Nominating and Corporate Governance (formerly Chaired this Committee) and Succession Committee (formerly Chaired this Committee) and was formerly the Board's Lead Director. Mr. Campbell has been a Director of FNBPA since 1973 and is Chairman of FNBPA's Building Committee and serves on FNBPA's Executive and Loan Committees. Mr. Campbell served on the boards of Southwest Banks, Inc. (bank holding company, Naples, Florida) and its subsidiary, First National Bank of Naples, from 1997 to 2003 and served on that company's executive committee. Mr. Campbell's successful professional career included his ownership of Shenango Steel Erectors, Inc., and service as a partner in Campbell-Kirila Realty (developed and leased commercial property). After more than 30 years of

Table of Contents

developing high level executive experience in the manufacturing, steel, commercial development and construction industries, Mr. Campbell retired in 1992. Mr. Campbell's expertise, when coupled with FNBPA's core commercial lending business, makes him a valuable member of our Board. During his career, Mr. Campbell also served in leadership capacities on a number of regional and national trade associations representing the steel, construction and manufacturing industries. Mr. Campbell's numerous business contacts across various industries offers the Corporation's affiliates a significant source of business opportunities. Mr. Campbell served 14 years as director of the Shenango Valley Industrial Development Authority in Sharon, Pennsylvania and served on the Board of Trustees of Westminster College located in New Wilmington, Pennsylvania. Mr. Campbell's background provides him with the decision-making experience, knowledge of best corporate practices and strategies and understanding of Board responsibilities to help him as Chairman to lead the Board as a cohesive and effective team. Mr. Campbell's work experience in the steel, construction and manufacturing industries as well as his extensive experience in commercial real estate development, and his lengthy experience on the Boards of F.N.B. and its various affiliates, qualify him to serve as a member of our Board and our Executive, Nominating and Corporate Governance, and Succession Committees.

Henry M. Ekker was named Director in 1994 and serves on our Nominating and Corporate Governance Committee. Mr. Ekker has been an FNBPA director since 1994 and is a member of FNBPA's Community Reinvestment Act Committee. Mr. Ekker is a partner in the law firm of Ekker, Kuster, McConnell and Epstein, LLP, located in Sharon, Pennsylvania. The focus of Mr. Ekker's legal practice is corporate law, business combinations, estate planning and elder law. Mr. Ekker's legal background enables him to offer the Board and the Nominating and Corporate Governance Committee an understanding of potential legal and regulatory issues that impact our Corporation. Mr. Ekker's experience as a lawyer and his grasp of the legal issues underlying corporate governance matters, commercial transactions, mergers and fiduciary issues, coupled with his long-term service on the F.N.B. and affiliate Boards of Directors, qualify him as a member of our Board and our Nominating and Corporate Governance Committee.

Philip E. Gingerich has been on our Board since 2008 and is a member of our Risk Committee. Mr. Gingerich was a director of Omega Financial Corporation, a bank holding company located in State College, Pennsylvania, from 1994 until 2008. Mr. Gingerich, a retired member of the Appraisal Institute, was a real estate appraiser and broker for over 30 years until he retired from his business in 2003, and served as a consultant until 2006. Mr. Gingerich's clients included financial institutions, the U.S. government, state and local governments and agencies, public utility companies, corporations and private individuals. Mr. Gingerich has an extensive real estate appraisal expertise, including the appraisal of shopping centers, apartments, office, industrial, commercial and medical buildings, motels, restaurants, golf courses, farms, single and multi-family housing, development and recreational land. Mr. Gingerich was recognized as an expert real estate appraiser by the Commonwealth of Pennsylvania's Bureau of Professional and Occupational Affairs, the Department of Transportation, and federal government. Mr. Gingerich's substantive real estate appraisal and broker experience provides him a solid foundation from which to advise our Corporation with respect to its core bank lending activities because such critical judgments rely upon the proper valuation of real estate. Mr. Gingerich's broad and extensive real estate experience (especially in geographic areas where FNBPA's borrowers are located), his experience as an investor and instructor, and his long tenure as a director in the financial services industry, qualifies him for service as a member of our Board and a member of our Risk Committee.

Robert B. Goldstein joined our Board in 2003, is a member of our Executive and Succession Committees, and is Chairman of our Compensation Committee. Since 2007, Mr. Goldstein has been a principal of CapGen Financial Advisors LLC, (New York, New York), which is a national fund manager that specializes in investing in financial institutions. Mr. Goldstein's other high-level executive and director experience includes positions at Bay View Capital Corporation (Chairman and former CEO, 2001-present); Great Lakes Bancorp, Buffalo, New York (Director and Chairman of Executive Committee, 2005-2006); Hudson United Bank located in Philadelphia, Pennsylvania (President); Regent Bancshares Corp., located in Philadelphia, Pennsylvania (President and CEO and chairman of the board of its wholly owned subsidiary, Regent National Bank); Seacoast Banking Corporation and Seacoast National

Bank located in Stuart, Florida (director of both beginning in 2010); The Bankshares, Inc. and BankFirst Bank located in Winter Park, Florida (director since 2007 and Audit Committee Chair); and Cobalt Holdings, Inc., Denver, Colorado, (director since 2003) (accredited credit rating agency and asset management

Table of Contents

company), as well as numerous other executive and director positions with financial institutions during his 45 years in the financial services industry. Mr. Goldstein's extensive experience with financial institutions provides him a valuable perspective regarding oversight of management, interests of shareholders, risk assessment, business judgment and executive compensation and incentive arrangements. In addition, Mr. Goldstein's knowledgeable experience in helping to turnaround troubled financial institutions and his experience with investors in these situations gives him a solid foundation from which to advise our Company with respect to improving profitability and loan workouts.

Mr. Goldstein's substantial financial, banking, corporate, executive and operational experience, particularly at financial institutions and bank holding companies, in addition to his prior Board experience qualify him to serve on our Board, our Executive and Succession Committees, and as Chair of our Compensation Committee.

Stephen J. Gurgovits has been a Director since 1981, serves on our Succession Committee and is Chairman of our Executive Committee. Mr. Gurgovits is Chairman of the FNBPA Board and has been an FNBPA director since 1981 and is Chairman of FNBPA's Executive Committee as well as a member of its Building Committee. Mr. Gurgovits has also been employed by the Corporation and its subsidiary, FNBPA, for over 48 years and serves as the Corporation's and FNBPA's Chief Executive Officer. During his career with the Corporation and FNBPA, Mr. Gurgovits has served in various retail, commercial banking and executive capacities. Under Mr. Gurgovits' leadership as Chief Executive Officer, the Corporation has grown from an approximately \$4 billion in asset size in 2004 to its current size of almost \$9 billion. In addition, Mr. Gurgovits' leadership responsibilities include oversight of the Corporation's financial, strategic and business plans and leadership of our acquisition and divestiture strategies. Mr. Gurgovits' leadership experience includes his service as the Chairman of the Pennsylvania Bankers Association (PBA) (2003-2004), a director of the American Bankers Association (ABA) (2005-2008) and a member of the American Bankers Council. In leading the PBA and ABA, Mr. Gurgovits gained invaluable experience working with national and state policymakers, legislators and regulators for the purpose of vigorously advocating that the laws, rules and decisions serve the competitive interests of banks and other financial institutions. Mr. Gurgovits' leadership positions with the ABA and the PBA are indicative of his reputation in the financial institutions industry. This experience, coupled with his Board and executive leadership experience with F.N.B., make him an integral component of our Board. Mr. Gurgovits obtained a post-graduate degree from the University of Wisconsin's Graduate School of Banking. In addition, Mr. Gurgovits is a recognized leader in regional economic development and currently or previously served on the boards of various educational, developmental and health care organizations, including Penn-Northwest Development and Sharon Regional Health System. Mr. Gurgovits authored a business primer book, *Financing Small Business*. Our Board has determined that Mr. Gurgovits' lengthy and significant experience with F.N.B. and its affiliates over the past 48 years, including his operational, financial, executive and industry leadership roles, unequivocally qualify him for service as our President, Chief Executive Officer, and as a member of our Board and Succession Committee and as Chair of our Executive Committee.

Dawne S. Hickton has served on our Corporation's Board since 2006, and is a member of our Compensation, Nominating and Corporate Governance and Executive Committees. Ms. Hickton is the Vice Chairman, President and Chief Executive Officer of RTI International Metals, Inc. based in Pittsburgh, Pennsylvania (RTI) (titanium company). Prior to becoming RTI's President and Chief Executive Officer, Ms. Hickton was that company's Chief Administrative Officer and her responsibilities included oversight and management of that company's accounting, treasury, tax, business information systems, personnel and legal functions. Ms. Hickton has played a significant role in RTI's success in the titanium industry due to her executive leadership skills, and strategic and organization-building skills. Also, prior to her tenure with RTI, Ms. Hickton was employed as an in-house counsel with another public company, USX Corporation (steel company located in Pittsburgh, Pennsylvania). With her broad-based board and executive experience, coupled with her organizational skills, administrative expertise, and legal background, Ms. Hickton is qualified to continue as a member of our Board and our Compensation, Nominating and Corporate Governance and Executive Committees.

David J. Malone has been a Director since 2005 and is a member of our Audit, Succession and Compensation Committees. Mr. Malone is the President and Chief Executive Officer of Gateway Financial Group, Inc. (Gateway Financial), a financial services firm located in Pittsburgh, Pennsylvania that specializes in administering and designing insurance portfolios for high net worth persons and businesses. Prior to Mr. Malone s appointment as

Table of Contents

President and Chief Executive Officer of Gateway Financial, he served as that company's Chief Financial Officer. By reason of Mr. Malone's executive experience with Gateway Financial, he has accumulated substantial leadership and financial experience. His executive and financial experience has helped him become knowledgeable in analyzing and performing financial strategic planning, which in turn, enhances his value to our Board and our Audit and Compensation Committees. Mr. Malone was a former member of the Northside Deposit Bank board (Pittsburgh, Pennsylvania), and a member of that bank's audit and executive committees. In addition, during his career, Mr. Malone has been extensively involved in civic and community organizations whose principal mission is to improve business, educational and cultural opportunities in Western Pennsylvania. Mr. Malone's experience in the financial sector, his prior board experiences along with his demonstrated community involvement qualifies him for our Board and specifically, for our Audit and Compensation Committees.

D. Stephen Martz has been a Director since 2008 and is serving on our Executive and Audit Committees and he is Chairman of our Risk and Succession Committees. Mr. Martz has been a member of FNBPA's Board since 2008 and is a member of FNBPA's Loan and Risk Committees. Before his retirement in 2002, Mr. Martz spent more than 45 years in the banking and financial services industry and more significantly, he spent more than 25 years in multiple director and executive roles with banks and financial institutions. Mr. Martz's high level executive and director experience includes positions at Omega Financial Corporation, a bank holding company in State College, Pennsylvania, (director, President and Chief Operating Officer); Hollidaysburg Trust Company (Chairman, President and Chief Executive Officer); and Penn Central Corporation (bank holding company) (director, President and Chief Executive Officer). Mr. Martz is Chairman of the Board of Nason Hospital (over 400 employees) located in Roaring Spring, Pennsylvania. Mr. Martz has been a member of that hospital's board for over 31 years. In addition, Mr. Martz serves as a Trustee of Lycoming College in Williamsport, Pennsylvania and for over 25 years has been Chair of that college's investment and nominating committees. Mr. Martz has been a key participant in the Lycoming College leadership team responsible for the success of the growth of the college's endowment fund. We believe that Mr. Martz's executive experience, his long career in the banking industry and his lengthy board service in the health care and educational sectors, has prepared him to advise our Board and our Executive, Audit, Risk and Succession Committees on the broad array of complex financial, operational, risk, regulatory and business challenges F.N.B. and its affiliates face.

Peter Mortensen has been a member of our Board since our formation in 1974 and is a member of our Risk Committee. Mr. Mortensen served as our Chairman from 1988 to 2007. During his 45 years of employment with us, Mr. Mortensen's executive experience included positions as Chief Executive Officer and President of the Corporation's principal banking subsidiary, FNBPA (1972-1987); Chairman of the Corporation (1988-2007) and our Executive Committee (1996-2009); and Chairman of FNBPA (1988-2004). Also, Mr. Mortensen served in various leadership positions with state and national trade associations such as a director of the ABA, President of the PBA, member of American Bankers Council and member of the Financial Services Roundtable. In these positions, Mr. Mortensen had significant involvement in a number of important state and federal policy issues which impacted the financial institutions industry. Our Board has determined that Mr. Mortensen's longstanding relationship with F.N.B. over the past 53 years, including executive, operational and financial roles and his director and Board leadership positions, qualify him to be a member of our Board and Risk Committee.

Harry F. Radcliffe has been a Director since 2002, is a member of our Executive Committee and Chairman of our Audit Committee. Mr. Radcliffe has been an investment manager since 1995 during which time he has counseled and advised corporate and individual clients, helping them analyze financial and economic risks and perform investment and financial strategic planning. From 2000 to 2002 Mr. Radcliffe served on the board of Promistar Financial Corporation, a bank holding company located in Johnstown, Pennsylvania, and was a member of that company's audit committee. Mr. Radcliffe's other high-level executive and director experience included serving as a director, President and CEO of First Home Bancorp (1993-1995) and First South Bancorp (1989-1993). Mr. Radcliffe's executive leadership skills first became evident at 26 years of age when he was appointed President of a savings and loan company in Western Pennsylvania, and in succeeding years when he served as a young executive and director with

various financial institutions, including First Fidelity Bank, Essex Savings and Loan Association, Hawthorne Savings Bank and Home Savings Bank. During his tenure at these financial institutions, he was instrumental in assisting each company raise capital in initial public offerings. Mr. Radcliffe qualifies for our Board, its Executive Committee and as Chairman of our Audit Committee based