# F.N.B. Corporation

## Investor Presentation

Fourth Quarter 2012 and Full Year 2012

KBW Boston Bank Conference

Dated: February 22, 2013



Vincent J. Delie, Jr. President and Chief Executive Officer



Vincent J. Calabrese, Jr. Chief Financial Officer

## 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) housing prices; (9) job market; (10) consumer confidence and spending habits; (11) estimates of fair value of certain F.N.B. Corporation assets and liabilities; (12) in connection with the pending mergers with Annapolis Bancorp, Inc. and Parkview Financial Corp., difficulties encountered in expanding into a new market; or (13) the effects of current, pending and future legislation, regulation and regulatory actions; or (14) other risk factors mentioned in the reports and registration statements F.N.B. Corporation files with the Securities and Exchange Commission. 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 January 23, 2013 and in its periodic filings with the Securities and Exchange Commission.

### Additional Information About the Mergers

### INFORMATION ABOUT THE MERGER WITH PVFC

F.N.B. Corporation (FNB) and PVF Capital Corp. (PVFC) will file a proxy statement/prospectus and other relevant documents with the SEC in connection with their pending merger.

SHAREHOLDERS OF PVF CAPITAL CORP. ARE ADVISED TO READ THE PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENT FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

FNB, PVFC and certain of their directors and executive officers may be deemed to be participants in the solicitation of proxies from shareholders of PVFC in connection with the proposed merger. The proxy statement/prospectus, when it becomes available, will describe any interest in the merger they may have.

### INFORMATION ABOUT THE MERGER WITH ANNB

In connection with the pending merger between FNB and Annapolis Bancorp, Inc. (ANNB), FNB has filed a Registration Statement on Form S-4 (Registration No. 333-186159) with the SEC, which includes a Proxy Statement of ANNB and a Prospectus of FNB.

STOCKHOLDERS OF ANNAPOLIS BANCORP, INC. ARE ADVISED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

FNB, ANNB and certain of their directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of ANNB in connection with the merger. A description of their interests in the merger is included in the proxy statement/prospectus of ANNB and FNB.

### HOW TO OBTAIN ADDITIONAL INFORMATION

Free copies of the documents referred to above may be obtained, free of charge, at the SEC's website at www. sec.gov, or by contacting any of the persons listed below:

For documents filed by FNB -- James G. Orie, Chief Legal Officer, F.N.B. Corporation, One F.N.B. Boulevard, Hermitage, PA 16148, telephone (724) 983-3317 For documents filed by PVFC -- Jeffrey N. Male, Secretary, PVF Capital Corp., 30000 Aurora Road, Solon, OH 44139, telephone (440) 248-7171 For documents filed by ANNB -- Edward J. Schneider, Treasurer and Chief Financial Officer, Annapolis Bancorp, Inc., 1000 Bestgate Road, Suite 400, Annapolis, MD 21401, telephone (410) 224-4455

This communication does not constitute an offer of any securities for sale.

# F.N.B. Corporation

## Key Investment Considerations

### Positioned to Achieve Long-Term Growth

- 1. Experienced leadership
- 2. Sustainable business model
- 3. Attractive market position
- 4. Consistent, strong operating results and favorable trends
- 5. Proven, disciplined acquisition strategy
- 6. Investment thesis geared toward shareholder value creation

## F.N.B. Corporation

### Fourth Largest Pennsylvania-Based Bank

- Assets:\$13.2 billion<sup>(1)</sup>
- Loans:\$9.0 billion(1)
- Deposits:\$10.8 billion(1)
- Banking locations:270(1)
- Consumer finance locations:71

### Well-Positioned for Sustained Growth

- Attractive footprint: Banking locations span 53 counties/four states(1)
- Leading market position<sup>(2)</sup>
  - #3 market share in the Pittsburgh MSA
  - #3 overall market share in Pennsylvania based on counties of operation
  - #5 overall market position for all counties of operation

### **Strong Operating Results**

- Top quartile profitability performance
- EPS growth: 2012 operating EPS of \$0.84 represents 17% growth
- Loan growth:14th consecutive linked-quarter total organic loan growth
- Strong performance: 3-year total shareholder return of 84%(3)

### **Consistent Operating Strategy**

- Maintain low-risk profile: Enterprise-wide risk management
- Position for sustained growth and profitability
- Reposition and reinvest for growth
- Disciplined expense control
- Expanding market share potential

<sup>(1)</sup> Pro-forma for pending acquisitions of ANNB, scheduled to close 4/2013 with expected total assets of \$0.4 billion, loans of \$0.3 billion, deposits of \$0.3 billion and 8 banking locations and PVFC, expected to close 3Q13 with expected assets of \$0.8 billion, loans of \$0.6 billion, deposits of \$0.6 billion and 16 baking locations; (2) SNL Financial, Pro-forma, Excludes custodian bank; (3) As of February 21, 2013



## **Experienced Leadership**

### Experienced and respected executive management team

	Years of Banking		
	Experience	Joined FNB	Prior Experience
President and CEO			
Vincent J. Delie, Jr.	26	2005	National City
President, First National Bank			
John C. Williams, Jr.	42	2008	Huntington
			National City
			Mellon Bank
Chief Financial Officer			
Vincent J. Calabrese, Jr.	25	2007	People's United
Chief Credit Officer			
Gary L. Guerrieri	27	2002	FNB
			Promistar

## Sustainable Business Model

### **Sustainable Business Model**

### **Risk Management**

- ✓ Maintain low risk profile
- ✓ Target neutral interest rate risk position
- ✓ Fund loan growth with deposits
- ✓ Adhere to consistent underwriting and pricing standards
- ✓ Maintain rigid expense control
- ✓ Efficient capital management

### Growth

- ✓ Organic growth:
  - > Regional model
  - ➤ Best-in-class, enterprise-wide sales management
  - ➤ Deep product set
- ✓ Investments in people, product development, high-growth potential market segments
- Acquisition-related growth:
  - Disciplined, strategic, accretive

### Culture

- ✓ Attract, retain and develop top talent
- ✓ Strong cross-sell environment
- ✓ Holistic incentive compensation structure supports cross-functional focus
- ✓ Monitor external and internal service excellence, quality and satisfaction
- ✓ Recognize accomplishments and innovation

### **Shareholder Value**

- Disciplined, growth
   oriented focus guided
   by commitment to
   shareholder value
- ✓ Long-term investment thesis centered on:
  - ➤ Targeted EPS growth
  - > Strong dividend



# Reposition and Reinvest Strategy

## Reposition and Reinvest Strategy

### **Strategic Actions Drive Long-Term Growth and Performance**

### **Actions**

- Talent Management
- **☐** Geographic Segmentation
- Sales Management/Cross-Sell
- Product Development
- Branch Optimization
- Electronic Delivery Investment
- Expansion Through Acquisition

### Results

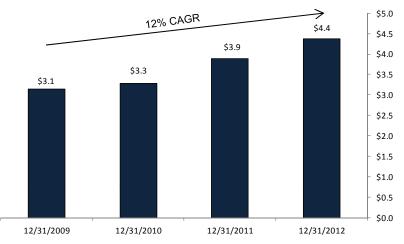
- ✓ Consistent, strong operating results
- ✓ Revenue growth
- ✓ Consistent, organic growth
  - 14 consecutive quarters organic total loan growth
  - 15 consecutive quarters organic core commercial loan growth
- ✓ Attractive market position
- Expanded market share potential via entry and expansion in attractive markets
- ✓ Strong 3-year total shareholder return

## Reposition and Reinvest – Actions Drive Long-Term Performance

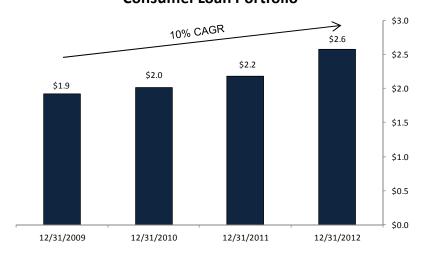
		2009	2010	2011	2012	2013	
PEOPLE	Talent Management Strengthened team through key hires; Continuous team development		Attract, retain, develop best talent				
	Geographic Segmentation Regional model	Regional Realignment					
PROCESS	Sales Management/Cross Sell Proprietary sales management system developed and	Consumer Banking Scorecards	Consumer Banking Refinement/Daily Monitoring			coring	
	implemented: Balanced scorecards, cross-functional alignment	Commercial Banking Sales Management		Expansion to additional lines of business			
PRODUCT	Product Development	Private Banking	Capital Markets				
	Deepened product set and niche areas allow FNB to successfully compete with larger banks and gain share	Asset Based Lending	Small Business Realignment	Online and mobile banking investment /implementati		nt /implementation	
	gam onaro	Treasury Management					
PRODUCTIVITY	Branch Optimization Continuous evolution of branch		De-Novo Expansion 9 Locations				
	network to optimize profitability and growth prospects		Consolidate 2 Locations	Consolidate 6 Locations	Consolidate 37 Locations	Continued Evaluation	
	Acquisitions Opportunistically expand presence in attractive markets			CB&T	Parkvale	ANNB and PVFC	

## Cross-Functional Sales Management Drives Growth

### Commercial Loan Portfolio(1)



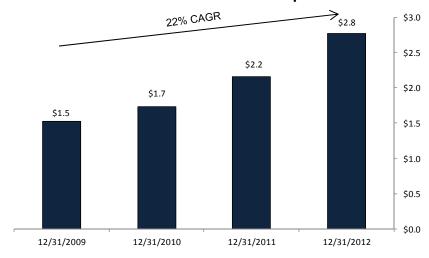
### Consumer Loan Portfolio(2)



### "What Gets Measured Gets Done"

A cross-functional, disciplined sales management process drives loan growth and growth in lower-cost transaction deposits, supporting the net interest margin, delivering greater profitability and deepening the client relationship.

### **DDA's and Customer Repos**



Balances shown are period-end balances, \$ in billions.



<sup>(1)</sup> Core commercial loan portfolio, excluding the Florida portfolio; (2) Consumer loans excludes the residential portfolio.

# **Market Position**

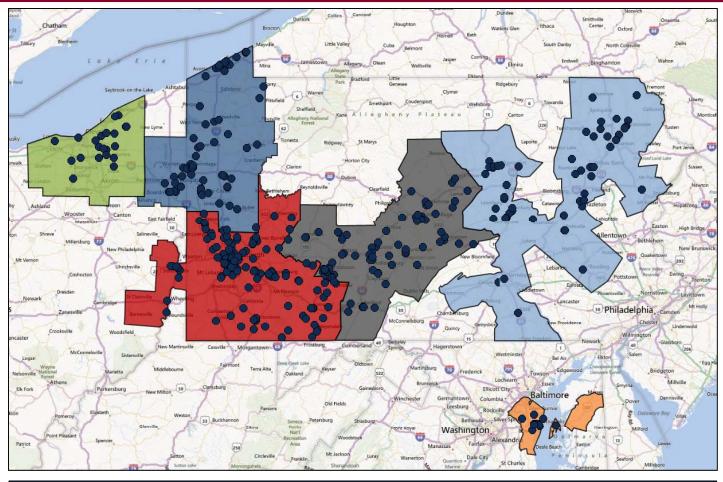
## **Top Market Overall Position**

### FNB holds the #3 overall retail market position for Pennsylvania counties of operation and #5 position for all counties

FNB Pennsylvania Counties of Operation					
Rank	Institution	Branch Count	Total Market Deposits (\$ 000)	Total Market Share (%)	
1	PNC Financial Services	306	53,477,806	34.1	
2	Royal Bank of Scotland	209	10,728,368	6.5	
3	F.N.B. Corporation	228	8,548,326	5.7	
4	M&T Bank Corp.	130	6,703,099	4.5	
5	Wells Fargo & Co.	65	4,776,100	3.2	
6	First Commonwealth	101	3,957,651	2.6	
7	Banco Santander	75	3,854,650	2.6	
8	Dollar Bank	37	3,453,494	2.3	
9	First Niagara Financial	74	3,147,291	2.1	
10	Susquehanna Bancshares	80	3,123,468	2.1	
	Total (1-134)	2,456	149,889,192	100.0	

FNB All Counties of Operation					
Rank	Institution	Branch Count	Total Market Deposits (\$ 000)	Total Market Share (%)	
1	PNC Financial Services	460	60,155,071	25.9	
2	Royal Bank of Scotland	298	14,949,617	6.4	
3	KeyCorp	99	11,129,246	4.8	
4	Huntington Bancshares	224	10,492,839	4.5	
5	F.N.B. Corporation	270	10,135,228	4.4	
6	M&T Bank Corp.	151	8,603,725	3.7	
7	FirstMerit Corp.	104	6,513,189	2.8	
8	TFS Financial Corp	22	6,162,459	2.6	
9	Wells Fargo & Co.	76	5,575,216	2.4	
10	Dollar Bank	66	5,172,305	2.2	
	Total (1-213)	3,822	232,660,382	100.0	

## Banking Footprint – Regional View



Top 30 MSA Presence					
MSA	Population				
Baltimore	2.7 million (#20 MSA)				
Pittsburgh	2.4 million (#22 MSA)				
Cleveland	2.1 million (#28 MSA)				

FNB's regional model utilizes six regions, including three in top 30 MSA markets, with each region having a regional headquarters housing cross-functional teams.<sup>(1)</sup>

Source: SNL Financial, Pro-Forma

(1) Includes expected regions associated with pending acquisitions.



## Market Position and Opportunity

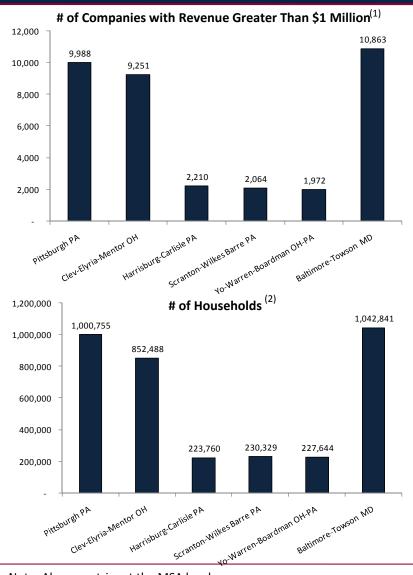
### FNB's presence in major MSA's provides opportunity

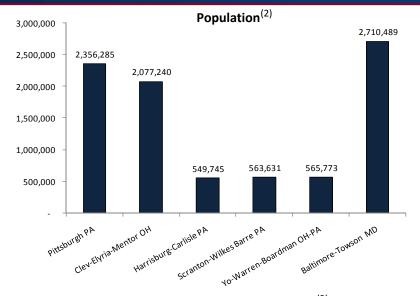
MSA Statistics	Pittsburgh, PA	Cleveland, OH	Baltimore, MD
FNB Presence			
Deposits <sup>(1)</sup>	\$3.5 billion	\$0.06 billion	\$0.34 billion
% of FNB Total Deposits <sup>(1)</sup>	39%	1%	4%
Deposit Market Share <sup>(1) (2)</sup>	4.5%	0.1%	0.5%
Deposit Market Rank <sup>(1) (2)</sup>	#3	#27	#20
FNB's market presence	Established, achieving #3 rank in 2012	Expanded, via pending PVFC acquisition	Entry, via pending ANNB acquisition
Market			
Deposits (2)	\$96.7 billion	\$50.3 billion	\$63.6 billion
U.S. Deposit Rank 2012	#17	#32	#25
Population <sup>(2)</sup>	2.4 million	2.1 million	2.7 million
U.S. Population Rank	#22	#28	#20
Households <sup>(2)</sup>	1.0 million	0.9 million	1.0 million
Median Household Income	\$45,359	\$46,212	\$62,687
Unemployment (3)	7.2%	6.5%	7.0%
Companies with Revenue >\$1 Million	9,988	9,251	10,863

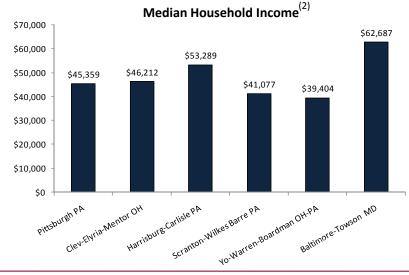
<sup>(1)</sup> Pro-forma, as of June 30, 2012, market share rank excludes custodian bank; (2) Data per SNL (3) Data per the Bureau of Labor Statistics for December 2012



## Market Opportunity







Note: Above metrics at the MSA level

(1) Data per Hoover's as of February 2, 2013

(2) Data per SNL Financial



## #3 Position in the Pittsburgh MSA

		Population	Top 3 Banks in MSA by Deposit Market Share			
Rank	MSA	(000's)	#1	#2	#3	
1	New York <sup>(1)</sup>	18,897	JPM	BofA	Citi	
2	Los Angeles	12,829	BofA	Wells Fargo	Mitsubishi UFJ	
3	Chicago	9,461	JPM	ВМО	BofA	
4	Dallas	6,372	BofA	JPM	Wells Fargo	
5	Philadelphia	5,965	TD	Wells Fargo	HSBC	
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 (1)	3,280	Wells Fargo	U.S. Bancorp	TCF	
17	San Diego	3,095	Wells Fargo	Mitsubishi UFJ	BofA	
18	St. Louis	2,813	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	U.S. Bancorp	
22	Pittsburgh <sup>(1)</sup>	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 uniquely positioned as one of only very few community banks to hold 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, 2012, pro-forma as of January 25, 2013



# Strong Operating Results Favorable Trends

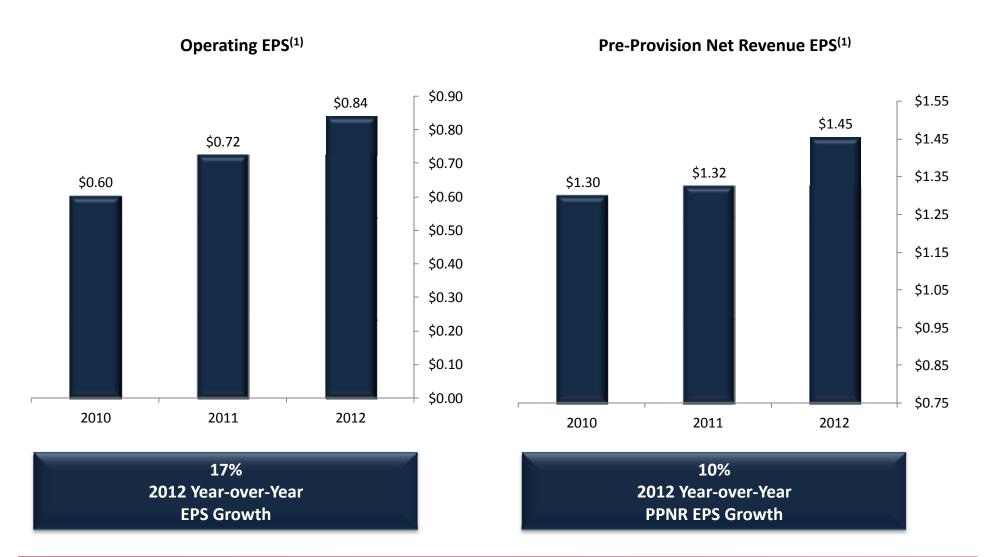
## Strong Operating Results and Favorable Trends

1 <b>7,835</b> \$90,2	285 \$68,201
<b>0.84</b> \$0.7	72 \$0.60
3 <b>.77%</b> 16.3	2% 14.71%
. <b>12%</b> 1.02	0.87%
. <b>73%</b> 3.79	9% 3.77%
<b>7.7%</b> 59.7	<b>7</b> % 60.7%
<b>7.0%</b> 6.7	% 5.1%
9.6	% 5.7%
<b>0.2%</b> 6.29	% 4.6%
	0.84       \$0.7         3.77%       16.3         1.12%       1.02         7.73%       3.79         7.7%       59.7         7.0%       6.7%         0.8%       9.6%         0.2%       6.2%         3.3%       5.8%

<sup>(1)</sup> Adjusted results, refer to Appendix for details; (2)Period-end organic growth results (organic reflects adjustments for balances acquired via the Parkvale and CBT acquisitions where applicable); (3) Excludes the Florida commercial portfolio; (4) Excludes time deposits

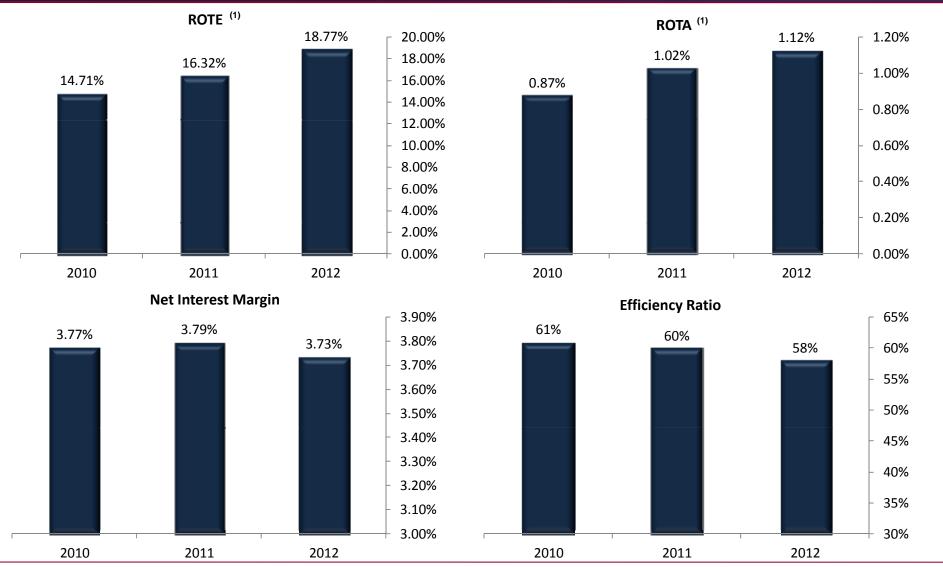


## Earnings Per Share Trends



<sup>(1)</sup> Operating results, refer to Appendix for details

## **Profitability Trends**



<sup>(1)</sup> Operating results, refer to Appendix for details

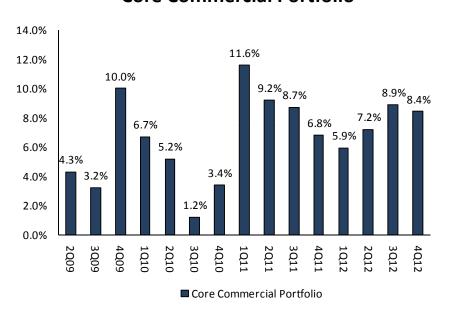
## **Industry Leading Loan Growth**

### Over three years of consecutive quarterly organic loan growth accomplished



### 7.60% 8.00% 7.00% 6.00% 6.00% 5.50% 5.10% 5.10% 4.90% 5.00% 4.30% 4.10% 4.00% 3.30% 3.10% 2.80% 3.00% 2.00% 0.90% 1.00% 0.40% 0.00% 3Q12 4Q09 1Q10 1Q11 1Q12 2Q12 ■ FNB Total Loans

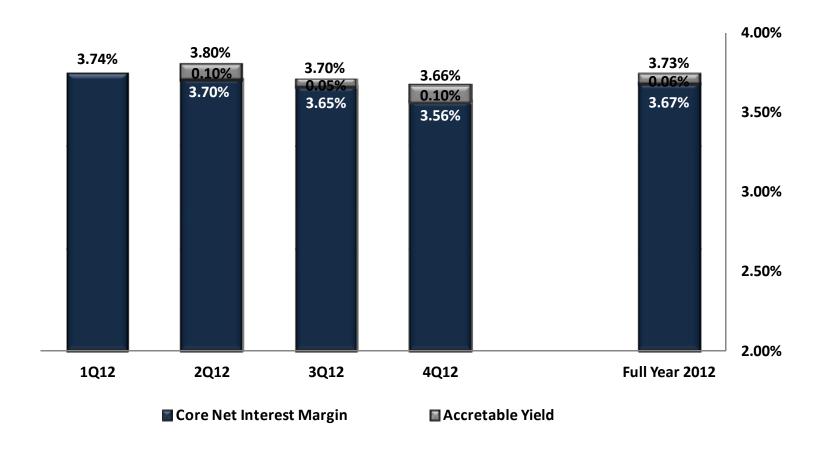
### **Core Commercial Portfolio**



- ➤14<sup>th</sup> consecutive quarter of total loan growth
- ≥15<sup>th</sup> consecutive quarter of Core commercial portfolio growth

## Net Interest Margin Trends

### **Net Interest Margin Trends**



## Asset Quality Results(1)

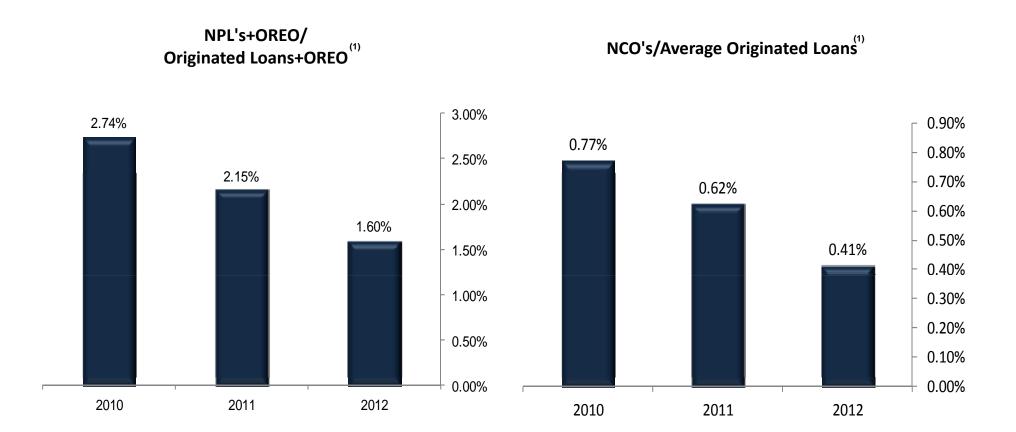
\$ in thousands	2012	2011	2010
NPL's+OREO/Total loans+OREO	1.60%	2.15%	2.74%
Total delinquency	1.64%	2.08%	2.31%
Provision for loan losses <sup>(2)</sup>	\$31,302	\$33,641	\$47,323
Net charge-offs (NCO's) <sup>(2)</sup>	\$27,590	\$39,099	\$45,858
NCO's/Total average loans <sup>(2)</sup>	0.35%	0.58%	0.77%
NCO's/Total average originated loans	0.41%	0.62%	0.77%
Allowance for loan losses/ Total loans	1.39%	1.54%	1.74%
Allowance for loan losses/ Total non-performing loans <sup>(2)</sup>	123.88%	94.76%	78.44%

<sup>(1)</sup> Metrics shown are originated portfolio metrics unless noted as a total portfolio metric (applicable for years 2012 and 2011). "Originated portfolio" or "Originated loans" 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 fair value.

EN.B. Corporation

<sup>(2)</sup> Total portfolio metric

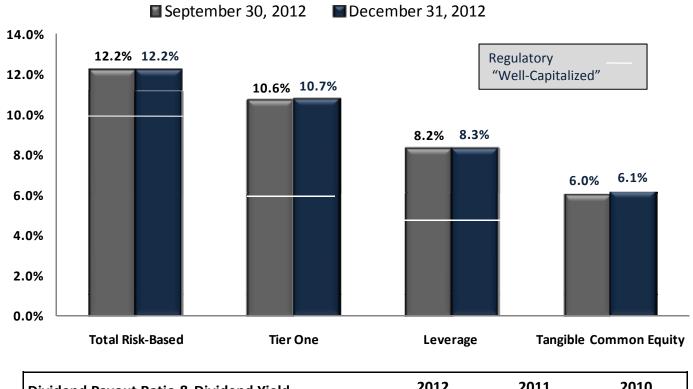
## **Asset Quality Trends**



<sup>(1) &</sup>quot;Originated portfolio" or "Originated loans" 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 fair value.



## **Capital Position**



Dividend Payout Ratio & Dividend Yield	2012	2011	2010
FNB – Dividend Payout Ratio	61.3%	69.7%	74.0%
Regional Peer Group Median	38.0%	31.1%	40.0%
FNB – Dividend Yield	4.52%	4.24%	4.89%
Regional Peer Group Median	2.93%	2.28%	1.35%

# **Acquisition Strategy**

## **Acquisition Strategy**

### **Disciplined and Consistent Acquisition Strategy**

### Strategy

 Disciplined identification and focus on markets that offer potential to leverage core competencies and growth opportunities

### Criteria

- Create shareholder value
- Meet strategic vision
- Fit culturally

### Evaluation

- Targeted financial and capital recoupment hurdles
- Proficient and experienced due diligence team

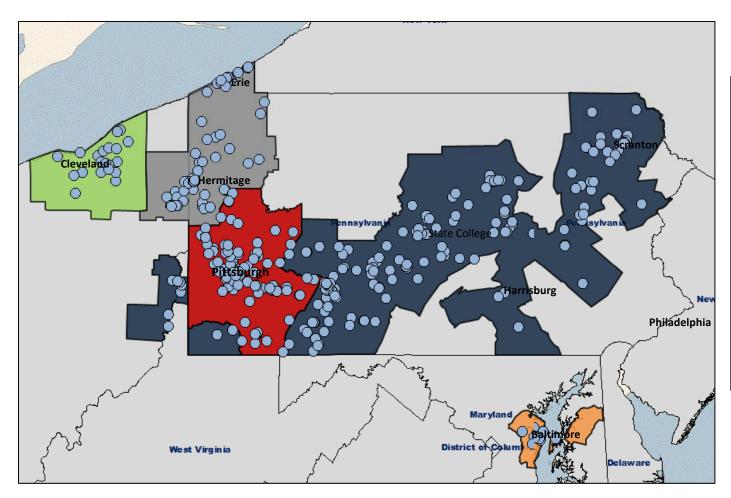
### Execution

- Superior post-acquisition execution
- Execute FNB's proven, scalable, business model
- Proven success assimilating FNB's strong sales culture



## Acquisition-Related Expansion

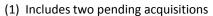




### 11<sup>th</sup> bank acquisition since 2002 announced February 19, 2013 (PVFC)

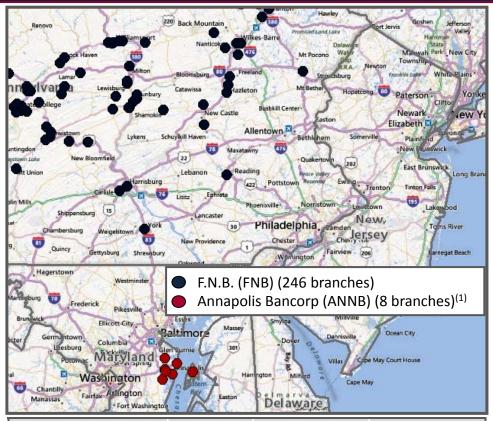
- ✓ Two currently pending
  - ANNB: April, 2013
  - PVFC: 3Q13
- √ Four since 2010<sup>(1)</sup>
- √ Nine since 2005<sup>(1)</sup>

O FNB Banking Location (pro-forma)





## Annapolis Bancorp, Inc. (ANNB) Opportunity Overview



County	Branches	Deposits in Market (\$000)	HH Income (\$ - 2011)
Anne Arundel, MD <sup>(1)</sup>	7	298,251	79,692
Queen Anne's, MD	1	45,107	72,774
FNB Current Wtd Avg. I	by County		42,350

### **Attractive Market Entry Opportunity**

### Natural progression

Consistent with stated expansion strategy

### Market opportunity

- Attractive demographics
- Significant commercial banking opportunities
- Excellent retail and wealth opportunities
- Access to greater Baltimore and Washington D.C. markets

### Markets conducive to FNB's model

- Execute FNB's scalable, proven business model and strong sales management culture
- Establishes a 5<sup>th</sup> FNB region (refer to page 5)

### Attractive partner

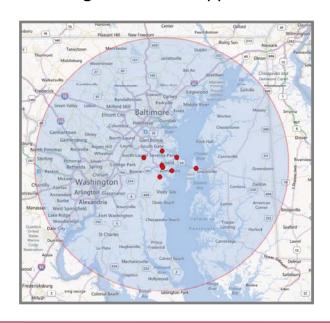
 ANNB is a relationship-focused bank with strong community ties and presence

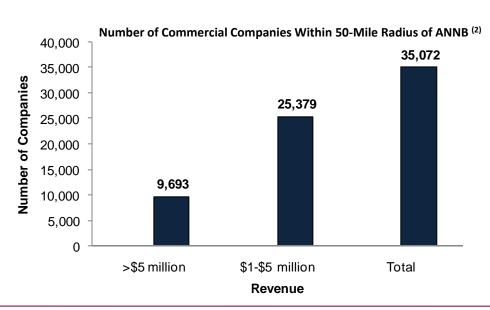
Source: Deposit and demographic data per SNL Financial; deposits as of June 30, 2012  $\,$ 



## Annapolis Bancorp, Inc. (ANNB) Market Opportunity

- Leverage FNB's core competencies and proven business model in a high growth market
  - Execute FNB's scalable, cross-functional sales management process
  - Regional model with local decision making, market leaders, credit authority and functional support
- Competitive environment : Similar to FNB's larger markets
- Future opportunity for expansion: 25 identified banks in close proximity<sup>(1)</sup>
- Attractive markets present commercial and retail opportunities
  - Strong demographics present retail, wealth management, private banking and insurance opportunities
  - Strong commercial opportunities with access to more than 35,000 companies within 50-mile radius



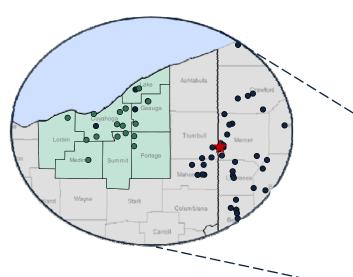


<sup>(1)</sup> Source: SNL Financial; Includes banks with assets between \$200 million and \$5 billion with NPA's/assets<4%; Excludes MHC's, merger targets and banks with 5 or fewer branches



<sup>(2)</sup> Source: Hoover's; Includes companies within a 50-mile radius of ANNB headquarters with revenue >\$5 million, between \$1 and \$5 million and total companies with revenue >\$1 million

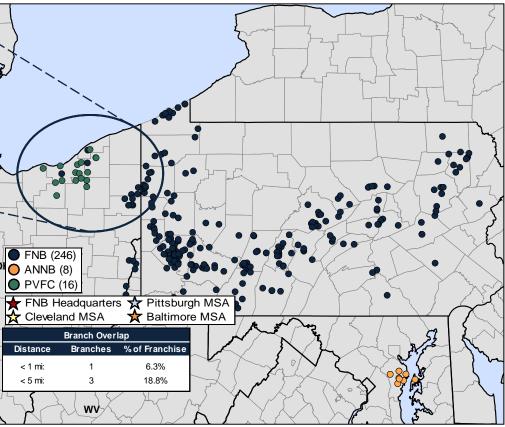
## Parkview Financial Corp. (PVFC) Pro Forma Franchise



**Pro Forma Branch Franchise** 

### Cleveland, OH MSA

	Number	Deposits in	Market
	of	Market	Share
Institution (ST)	Branches	(\$mm)	(%)
KeyCorp (OH)	76	9,961	19.8
PNC Financial Services Group (PA)	81	5,758	11.5
TFS Financial Corp (MHC) (OH)	19	5,629	11.2
RBS	66	4,421	8.8
Huntington Bancshares Inc. (OH)	88	4,212	8.4
Fifth Third Bancorp (OH)	64	3,531	7.0
FirstMerit Corp. (OH)	67	3,350	6.7
JPMorgan Chase & Co. (NY)	42	2,739	5.4
U.S. Bancorp (MN)	66	1,979	3.9
Dollar Bank FSB (PA)	27	1,663	3.3
Pro Forma	15	624	1.2
PVF Capital Corp. (OH)	12	564	1.1
F.N.B. Corp. (PA)	3	60	0.1
Totals (1-10)	596	43,243	86.0
Totals (1-39)	723	50,255	100.0
	KeyCorp (OH) PNC Financial Services Group (PA) TFS Financial Corp (MHC) (OH) RBS Huntington Bancshares Inc. (OH) Fifth Third Bancorp (OH) FirstMerit Corp. (OH) JPMorgan Chase & Co. (NY) U.S. Bancorp (MN) Dollar Bank FSB (PA) Pro Forma PVF Capital Corp. (OH) F.N.B. Corp. (PA) Totals (1-10)	New York   New York	Institution (ST)         of Branches         Market (\$mm)           KeyCorp (OH)         76         9,961           PNC Financial Services Group (PA)         81         5,758           TFS Financial Corp (MHC) (OH)         19         5,629           RBS         66         4,421           Huntington Bancshares Inc. (OH)         88         4,212           Fifth Third Bancorp (OH)         64         3,531           FirstMerit Corp. (OH)         67         3,350           JPMorgan Chase & Co. (NY)         42         2,739           U.S. Bancorp (MN)         66         1,979           Dollar Bank FSB (PA)         27         1,663           Pro Forma         15         624           PVF Capital Corp. (OH)         12         564           F.N.B. Corp. (PA)         3         60           Totals (1-10)         596         43,243

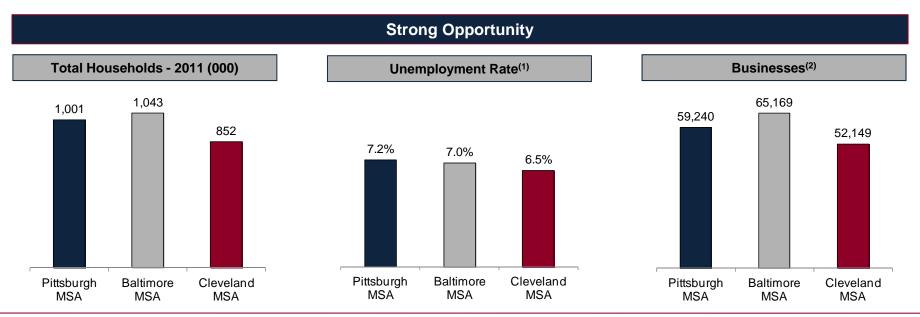




## Parkview Financial Corp. (PVFC) Market Opportunity

### **Expansion in Cleveland Market**

- Third consecutive acquisition in a major MSA
- Cleveland, Pittsburgh and Baltimore have an aggregate population of 7.1 million, significant commercial lending opportunities and favorable demographics
- The Cleveland market is conducive to FNB's commercial banking model and strong cross sell culture
  - Opportunity to replicate FNB's proven Pittsburgh success in a market with similar characteristics
  - Significantly enhances number of commercial banking prospects within FNB footprint
  - Retail locations in attractive markets expected to benefit consumer banking, Wealth Management and Private Banking



# **Investment Thesis**

## Long-Term Investment Thesis

FNB's long-term investment thesis reflects a commitment to efficient capital management and creating value for our shareholders

**Long-Term Investment Thesis:** 

**Targeted EPS Growth** 

5-6%

**Expected Dividend Yield** (Targeted Payout Ratio 60-70%)

4-6%

**Total Shareholder Return** 

9-12%

#### Relative Valuation Multiples

FNB has a modest P/E valuation relative to peers given its higher-quality earnings stream, stronger dividend yield and future growth potential

	FNB	Regional Peer Group Median	National Peer Group Median <sup>(1)</sup>
Price/Earnings Ratio <sup>(2)</sup>			
FY13 Consensus EPS (FNB=\$0.86)	13.6x	14.0x	14.4x
FY 14 Consensus EPS (FNB=\$0.92)	12.7x	13.0x	13.8x
Price/Tangible Book Value <sup>(2)</sup>	2.4x	1.6x	1.5x
Price/Book Value <sup>(2)</sup>	1.2x	1.1x	1.1x
Dividend Yield <sup>(2)</sup>	4.1%	2.8%	2.4%

### FNB Among Top Performing Banks

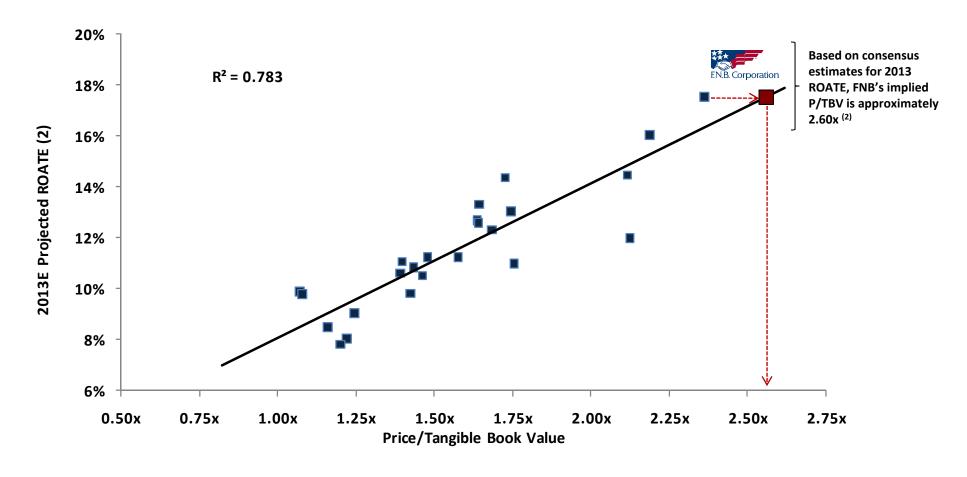
		Year-to-Date Performance		Year-to-Date Performance Relative Valuation/Total Re				n/Total Re	turn
	Assets (\$ billions)	ROTCE (%)	_	Net Charge- Offs (%)	Net Interest Margin	Price/TBV (x)		Dividend Yield (%)	Total Return 3 Yr (%)
Peer Median Results									
Regional Peer Group	\$9.6	11.86	60.2	0.55	3.73	1.57x	12.86x	2.82	28.47
Top 100 Banks/Thrifts Based on Asset Size	\$14.1	11.82	62.2	0.46	3.58	1.47x	12.59x	2.26	25.63
Top 100 Trading at > 2.0x Tangible Book	\$14.6	16.75	55.9	0.23	3.56	2.20x	12.10x	2.72	42.96
F.N.B. Corporation	\$12.0	18.77	57.7	0.35	3.73	2.36x	12.68x	4.13	83.73

Notes: Data per SNL Financial and FNB. Year-to-date performance represents Full Year 2012. Relative valuation metrics and total return as February 20, 2013. FNB ROTCE represents operating ROTCE – refer to Supplemental Information.



#### Relative Valuation Analysis

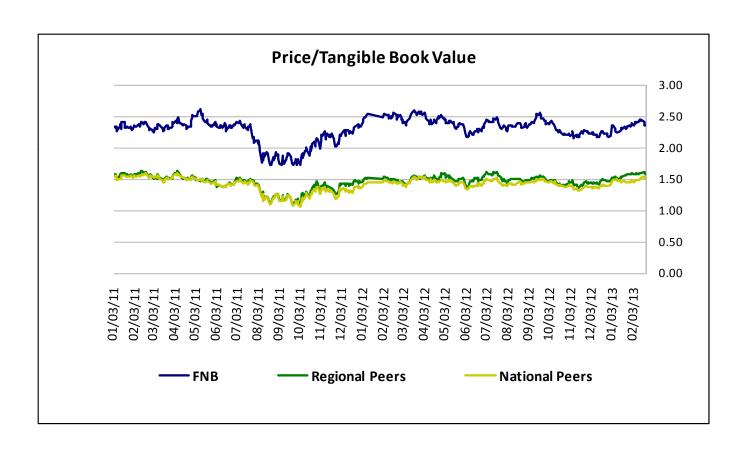
Where a bank trades relative to tangible book value is highly correlated with its projected return on tangible capital





#### Relative Valuation – Price/TBV Trends

FNB consistently trades at a premium to regional and national peers based on price to tangible book value per share (1)



## **Supplemental Information**

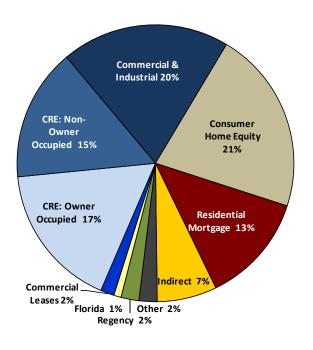
#### Supplemental Information Index

- Diversified Loan Portfolio
- Deposits and Customer Repurchase Agreements
- Investment Portfolio
- Loan Risk Profile (December 31, 2012)
- Regency Finance Company Profile
- Marcellus and Utica Shale Exposure and Focus
- Regional Peer Group Listing
- GAAP to Non-GAAP Reconciliation
- Fourth Quarter 2012 Earnings Release (January 23, 2013)

#### **Diversified Loan Portfolio**

	12/31/12	CAGR	% of Portfolio		
(\$ in millions)  Balance		12/08- 12/12	12/31/08	12/31/12	
C&I	\$1,602	14.1%	16%	20%	
CRE: Non-Owner Occupied	1,381	4.0%	17%	15%	
CRE: Owner Occupied	1,258	8.8%	16%	17%	
Commercial Leases	130	22.9%	1%	2%	
Total Commercial	\$4,371	9.4%	50%	54%	
Consumer Home Equity	1,742	10.1%	21%	21%	
Residential Mortgage	1,045	17.6%	10%	13%	
Indirect	568	2.8%	9%	7%	
Other	172	2.8%	3%	2%	
Regency	171	1.4%	3%	2%	
Florida	69	-27.1%	5%	1%	
Total Loan Portfolio	\$8,138	8.6%	100%	100%	

### \$8.1 Billion Loan Portfolio December 31, 2012



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

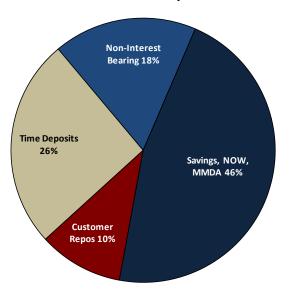
<sup>➤</sup> Well diversified portfolio

Strong growth results driven by commercial loan growth

#### Deposits and Customer Repurchase Agreements

	12/31/2012	CAGR	Mix	<b>.</b> %
(\$ in millions)	Balance	12/08- 12/12	12/31/08	12/31/12
Savings, NOW, MMDA	\$4,591	13.0%	44%	46%
Time Deposits	2,536	2.3%	36%	26%
Non-Interest Bearing	1,738	17.3%	14%	18%
Customer Repos	1,025	25.4%	6%	10%
Total Deposits and				
Customer Repo Agreements	\$9,890	11.2%	100%	100%
Transaction Deposits <sup>(1)</sup> and				
Customer Repo Agreements	\$7,354	16.5%	64%	74%

# \$9.9 Billion Deposits and Customer Repo Agreements December 31, 2012



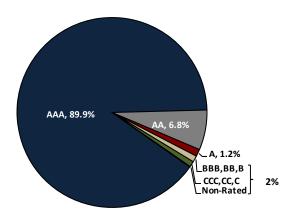
Loans to Deposits and Customer Repo Agreements Ratio = 82% at December 31, 2012

- New client acquisition and relationship-based focus reflected in favorable deposit mix
  - 16.5% average growth for transaction deposits and customer repo agreements<sup>(2)</sup>
  - 74% of total deposits and customer repo agreements are transaction-based deposits<sup>(1)</sup>

#### **Investment Portfolio**

		%	Ratings
(\$ in millions <sup>(1)</sup> )		Portfolio	Investment %
Agency MBS	\$1,055	46%	AAA 100%
CMO Agency	604	26%	AAA 100%
Agency Senior Notes	383	17%	AAA 100%
Municipals	172	7%	AAA 2% AA 88% A 9% BBB 1%
Trust Preferred <sup>(2)</sup>	30	1%	A 2% BBB 5% BB 15% B 16% CCC 9% C 53%
Short Term	23	1%	AAA 100%
CMO Private Label	17	1%	AA 18% A 13% BBB 23% BB 24% CCC 22%
Corporate	15	1%	A 70% BBB 30%
Bank Stocks	2	-	Non-Rated
Commercial MBS	1	-	AAA 100%
US Treasury	1	-	AAA 100%
Total Investment Portfolio	\$2,302	100%	

Highly Rated \$2.3 Billion Investment Portfolio December 31, 2012



- > 97% of total portfolio rated AA or better
- > Relatively low duration of 2.7
- > Municipal bond portfolio
  - Highly rated with an average rating of AA and 97.9% of the portfolio rated A or better
  - General obligation bonds = 99.5% of portfolio
  - 77.4% from municipalities located throughout Pennsylvania

<sup>(1)</sup> Amounts reflect GAAP; (2) Original cost of \$106 million, adjusted cost of \$43 million, fair value of \$30 million

#### Loan Risk Profile

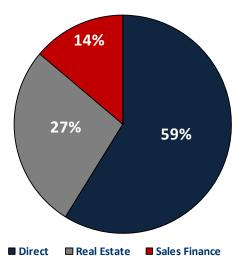
\$ in millions	Balance 12/31/12	% of Loans	NPL's/Loans <sup>(1)</sup>	Net Charge- Offs/Loans <sup>(1)</sup>	Total Past Due/Loans <sup>(1)</sup>
Commercial and Industrial	\$1,602,314	19.7%	0.39%	0.43%	0.89%
CRE: Non-Owner Occupied	1,380,671	17.0%	1.17%	0.15%	1.43%
CRE: Owner Occupied	1,257,747	15.5%	1.94%	0.37%	2.17%
Home Equity and Other Consumer	1,874,410	23.0%	0.46%	0.14%	0.89%
Residential Mortgage	1,045,319	12.8%	1.04%	0.07%	3.39%
Indirect Consumer	567,561	7.0%	0.19%	0.36%	1.14%
Regency Finance	170,999	2.1%	3.99%	3.58%	3.49%
Commercial Leases	130,133	1.6%	0.74%	0.23%	2.03%
Florida	68,627	0.8%	17.30%	1.08%	17.30%
Other	39,938	0.5%	6.76%	1.70%	8.89%
Total	\$8,137,719	100.0%	1.12%	0.41%	1.64%

<sup>(1)</sup> Originated portfolio metric

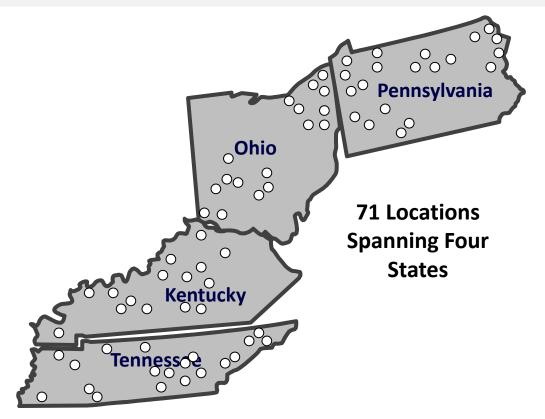
#### Regency Finance Company Profile

- > Conservatively run consumer finance business with over 80 years of consumer lending experience
- ➤ Good credit quality: Year-to-date net charge-offs to average loans of 3.58%
- Strong returns: Full Year 2012: ROA 3.44%, ROE 36.33%, ROTE 40.88%

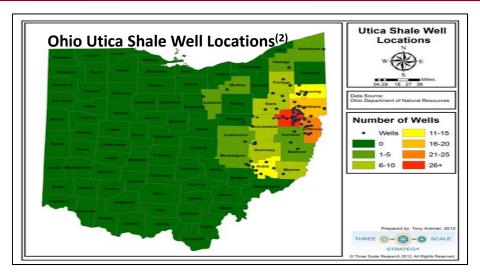
### Regency Finance Company \$171 Million Loan Portfolio

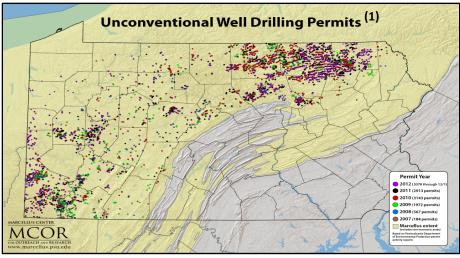


86% of Real Estate Loans are First Mortgages

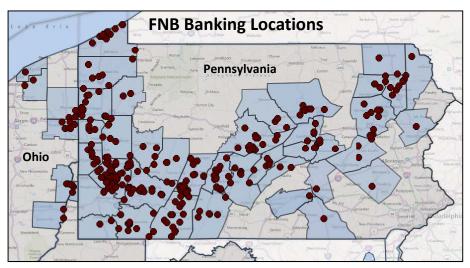


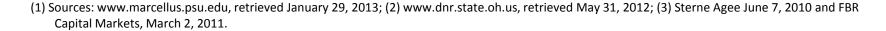
#### Marcellus and Utica Shale Exposure





- ✓ FNB is well-positioned in the Marcellus Shale and Utica Shale regions with a Pennsylvania footprint that closely aligns with the Marcellus Shale concentration and exposure to the Utica Shale region in Ohio.
- ✓ FNB has been noted by analysts as being one of the best geographically positioned banks to benefit from the Marcellus Shale. (3)
- ✓ This presents opportunity for FNB given the expected positive economic lift across much of FNB's footprint.

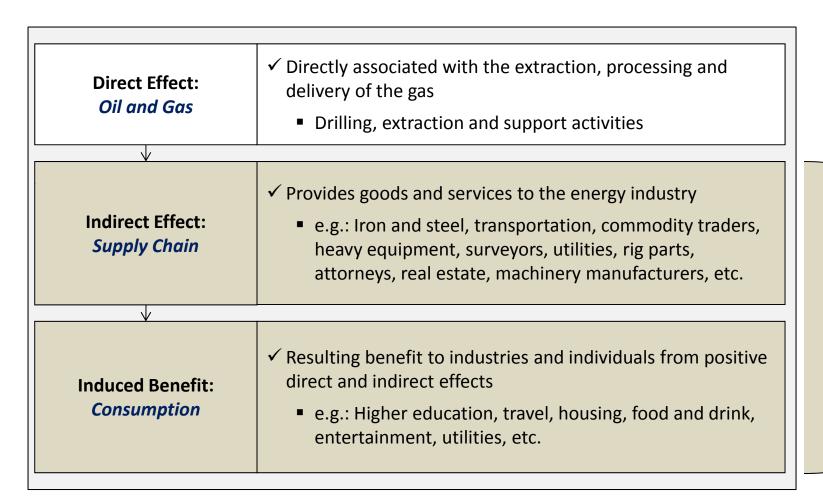






#### Marcellus and Utica Shale FNB Strategic Focus

Opportunity for FNB relates to potential indirect and induced economic benefits across footprint



FNB
Strategic Focus:
Supply Chain and
Consumption

#### Regional Peer Group Listing

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	ТСВ	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.		

#### GAAP to Non-GAAP Reconciliation

Return on Average Tangible Equity Return on Average Tangible Assets

		For the Quarter Ended	Year Ende	ed December 31	
	December 31, 2012	September 30, 2012	December 31, 2011	2012	2011
Net income	\$28,955	\$30,743	\$23,737	\$110,4	\$87,047
Return on average tangible equity					
Net income, annualized	\$115,189	\$122,304	\$94,175	\$110,4	\$87,047
Amortization of intangibles, net of tax, annualized	5,800	5,798	4,689	5,99	38 4,698
	\$120,989	\$128,102	\$98,864	\$116,3	348 \$91,745
Average shareholders' equity	\$1,400,429	\$1,385,282	\$1,219,575	\$1,376,4	l93 \$1,181,941
Less: Average intangible assets	715,962	714,501	599,352	717,0	31 599,851
Average tangible equity	\$684,467	\$670,781	\$620,223	\$659,4	\$582,089
Return on average tangible equity	17.68%	19.10%	15.94%	17.64	15.76%
Return on average tangible assets					
Net income, annualized	\$115,189	\$122,304	\$94,175	\$110,4	\$87,047
Amortization of intangibles, net of tax, annualized	5,800	5,798	4,689	5,93	38 4,698
	\$120,989	\$128,102	\$98,864	\$116,3	348 \$91,745
Average total assets	\$11,988,283	\$11,842,204	\$9,947,884	\$11,782,8	321 \$9,871,164
Less: Average intangible assets	715,962	714,501	599,352	717,0	. , ,
Average tangible assets	\$ 11,272,320	\$ 11,127,704	\$ 9,348,532	\$ 11,065,78	89 \$ 9,271,313
Return on average tangible assets	1.07%	1.15%	1.06%	1.05	5% 0.99%

#### GAAP to Non-GAAP Reconciliation

Operating Return on Average Tangible Equity Operating Return on Average Tangible Assets

	For the Quarter Ended			Y	Year Ended December 31			
	December 31, 2012	September 30, 2012	2 December 31, 2011	2012	2011	2010		
Operating net income								
Net income	\$28,955	\$30,743	\$23,737	\$110,41	0 \$87,047	\$74,652		
Add: Merger and severance costs, net of tax	(3)	57	255	5,203	3,238	402		
Add: Litigation settlement accrual, net of tax	1,950			1,950	)			
Add: Branch consolidation costs, net of tax	1,214			1,214	1			
Less: Gain on sale of building		942		942	2			
Less: One-time pension expense credit						6,853		
Operating net income	\$32,116	\$29,858	3 \$23,992	\$117,83	5 \$90,285	\$68,201		
Operating diluted earnings per share								
Diluted earnings per share	\$0.21	\$0.22	2 \$0.19	\$0.7	9 \$0.70	\$0.65		
Add: Merger and severance costs, net of tax	-	-	-	0.04	0.02	-		
Add: Litigation settlement accrual, net of tax	0.01	-	-	0.01	-	-		
Add: Branch consolidation costs, net of tax	0.01	-	-	0.01	-	-		
Less: Gain on sale of building	-	0.01		0.01				
Less: One-time pension expense credit	-	-	-	-	-	0.05		
Operating diluted earnings per share	\$0.23	\$0.2	1 \$0.19	\$0.8	4 \$0.72	\$0.60		
Operating return on average tangible equity								
Operating net income (annualized)	\$127,762	\$118,784	4 \$95,183	\$117,83	5 \$90,285	\$68,201		
Amortization of intangibles, net of tax (annualized)	5,800	5,798	4,689	5,938	3 4,698	4,364		
	\$133,562	\$124,582	2 \$99,873	\$123,77	3 \$94,983	\$72,565		
Average shareholders' equity	\$1,400,429	\$1,385,282	2 \$1,219,575	\$1,376,49	3 \$1,181,941	\$1,057,732		
Less: Average intangible assets	715,962	714,501	599,352	717,031	599,851	564,448		
Average tangible equity	\$684,467	\$670,78	1 \$620,223	\$659,46	2 \$582,089	\$493,284		
Operating return on average tangible equity	19.51%	18.57%	16.10%	18.77%	6 16.32%	14.71%		
Operating return on average tangible assets								
Operating net income (annualized)	\$127,762	\$118,784	4 \$95,183	\$117,83	4 \$90,285	\$68,201		
Amortization of intangibles, net of tax (annualized)	5,800	5,798	4,689	5,938	3 4,698	4,364		
	\$133,562	\$124,582	2 \$99,873	\$123,77	2 \$94,983	\$72,565		
Average total assets	\$11,988,283	\$11,842,204	4 \$9,947,884	\$11,782,82	1 \$9,871,164	\$8,906,734		
Less: Average intangible assets	715,962	714,501	599,352	717,031	599,851	564,448		
Average tangible assets	\$ 11,272,320	\$ 11,127,704	\$ 9,348,532	\$ 11,065,789	9 \$ 9,271,313	\$ 8,342,286		
Operating return on average tangible assets	1.18%	1.12%	6 1.07%	1.12%	6 1.02%	0.87%		

#### GAAP to Non-GAAP Reconciliation

#### **Pre-Provision Net Revenue**

	2012	2011	2010
Pre-Provision Net Revenue (PPNR)			
Net interest income (FTE)	\$380,233	\$324,404	\$291,642
Non-interest income	131,463	119,918	115,972
Non-interest expense	318,829	283,734	251,103
Pre-Provision Net Revenue	\$192,867	\$160,588	\$156,511
Less: Non-operating non-interest income	(172)	3,587	621
Add: Non-operating non-interest expense	11,159	8,310	(7,655)
Operating Pre-Provision Net Revenue	\$204,198	\$165,312	\$148,235
PPNR Earnings per Diluted Share	\$1.45	\$1.32	\$1.30
Non-Operating Items Detail			
Branch consolidation costs	-\$1,713	-	
Gain on sale of building	1,449		
Net securities gains/losses/OTTI	92	\$3,587	\$621
Non-interest income non-operating items	-\$172	\$3,587	\$621
Merger and severance	\$8,004	\$4,982	\$619
Branch consolidation costs	155		
Litigation accrual	3,000		
FHLB pre-pay penalty		3,328	2,269
One-time pension credit			-10,543
Non-interest expense non-operating items	\$11,159	\$8,310	-\$7,655

Year Ended December 31