

**F.N.B. CORPORATION
AUDIT COMMITTEE CHARTER**

I. Organization

This charter governs the operations of the F.N.B. Corporation Audit Committee. The Committee shall review this charter on an annual basis and recommend any proposed changes to the Board of Directors.

The Committee shall be comprised of not fewer than three members of the Board, and the Committee's composition shall satisfy the requirements of the rules of the New York Stock Exchange (the "Exchange"), Section 10A(m)(3) of the Securities Exchange Act of 1934 (the "Exchange Act"), the rules and regulations of the Securities and Exchange Commission (the "Commission") and the requirements under applicable banking laws and regulations. Accordingly, all of the members shall be directors:

- who have no relationship to the Company that may interfere with the exercise of their independence from management and the Company;
- who do not accept directly or indirectly any consulting, advisory or other compensatory fees from the Company or any subsidiary of the Company, other than in the member's capacity as a member of the Board or any Board committee of the Company or the affiliates of the Company;
- who are not "affiliated persons" of the Company or any subsidiary of the Company, as defined by the Commission;
- who are financially literate; and
- who qualify as "independent" directors under the rules of the Exchange.

In addition, at least one member of the Committee shall be an "audit committee financial expert," as defined by the Commission, and at least two members shall have "banking or related financial management expertise," as defined in 12 CFR Part 363 of the Federal Deposit Insurance Corporation regulations. The members of the Committee shall be appointed by the Board, and Committee members may be replaced by the Board. Committee members shall not serve on more than two other public company audit committees, unless the Board determines that simultaneous service would not impair the ability of the Committee member to serve effectively on the Committee and the Board discloses such determination in the Company's annual proxy statement. The Committee shall report the results of its activities to the Board of Directors.

II. Purpose

The Committee shall provide assistance to the Board with respect to its oversight of:

- the integrity of the Company's financial statements;
- the system of internal control;
- the performance of the Company's internal audit function and independent registered public accounting firm ("independent auditor");
- the independent auditor's qualifications and independence; and
- the Company's compliance with ethics policies and legal and regulatory requirements.

The Committee shall prepare its report to be included in the Company's annual proxy statement, as required by regulations of the Commission.

III. Authority and Funding

It is the responsibility of the Committee to maintain free and open communication between the Committee, its internal auditor, and management of the Company, and the Company's independent auditor. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and the authority to engage outside counsel, auditors and other advisers as it determines necessary to carry out its duties, at the expense of the Company. The Committee shall have the authority to engage, and determine funding for, independent counsel and other advisors to the Committee.

The Company shall provide appropriate funding, as determined by the Committee, for:

- compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
- compensation to any adviser employed by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

IV. Meetings

The Audit Committee will meet at least four times a year, with authority to convene additional meetings as circumstances require. All Audit Committee members are expected to attend each meeting in person or via teleconference or videoconference. The Audit Committee will invite members of management, auditors, or others to attend meetings and provide pertinent information as necessary. It will hold private meetings with auditors and executive sessions. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared.

V. Duties and Responsibilities

The Committee's role is one of oversight, and the Committee recognizes that the Company's management is responsible for the preparation and publication of the Company's financial statements and that the independent auditor is responsible for auditing those financial statements. In addition, the Committee recognizes that the Company's financial management personnel, as well as the independent auditor, because of the nature of their relationship with the Company, are in a position to devote more time and acquire greater knowledge and more detailed information regarding the Company than do Committee members; consequently, in carrying out its oversight responsibilities, the Committee shall not be deemed to provide any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditor's work.

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices and ethical behavior. The following shall be the principal duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee shall have the discretion to conduct activities in addition to those listed herein as it deems appropriate given the circumstances.

Oversight of the Company's Relationship with the Independent Auditor

1. The Committee shall be directly responsible for the appointment (subject, if applicable, to shareholder ratification), compensation, retention, evaluation, termination and oversight of the work of the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, including resolution of disagreements between management

and the auditor regarding financial reporting. The Committee shall direct the independent auditor to report directly to the Committee.

2. The Committee shall approve, in advance, all auditing services and all non-audit services, including the fees and terms thereof, to be performed by the independent auditor that are permitted under Section 10A of the Exchange Act and the rules and regulations of the Commission thereunder, subject to the de minimis exceptions under such rules for permissible non-audit services that are nonetheless approved by the Committee prior to the completion of the audit. The Committee may form, and delegate authority to, subcommittees consisting of one or more members of the Committee when appropriate, including the authority to grant preapprovals of audit and permissible non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the Committee at its next ensuing meeting.
3. At least annually, the Committee shall obtain and review with the independent auditor their report describing:
 - the independent auditor's internal quality control procedures;
 - any material issues raised by the most recent internal quality control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues; and
 - all relationships between the independent auditor and the Company, to assess the independent auditor's independence.
4. The Committee shall review with the independent auditor any audit problems or difficulties and management's response.
5. The Committee shall set clear hiring policies for employees or former employees of the independent auditor that are consistent with Section 10A(l) of the Exchange Act, the regulations of the Commission and the Exchange's listing standards.

Financial Statement and Disclosure Matters

6. The Committee shall meet to review and discuss the Company's annual audited financial statements and quarterly financial statements with management and the independent auditor, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" prior to the filing of the respective Annual Report on Form 10-K or Quarterly Report on Form 10-Q. Also, the Committee shall discuss the results of the annual audit and the quarterly reviews and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards.
7. In connection with its review and discussions regarding the Annual Report on Form 10-K, the Committee (i) shall discuss with the independent auditor the matters required to be discussed by Statement of Auditing Standards No. 61, (ii) shall receive and review the written disclosures and the letter from the independent auditor required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communication concerning independence, and (iii) discuss with the independent auditor their independence. Based on these reviews, the Committee shall recommend to the Board of Directors whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.
8. The Committee shall receive a report from the independent auditor, prior to the filing of its audit report with the Commission, on all critical accounting policies and practices of the Company, all alternative treatments of financial information within generally accepted accounting principles in the United States ("GAAP") that have been discussed with management, including the ramifications of the use of such

alternative treatments and disclosures and the treatment preferred by the independent auditor, and other material written communications between the independent auditor and management.

9. The Committee shall review:
 - major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of any material control deficiencies;
 - analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and
 - the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
10. The Committee shall review and discuss the Company's earnings press releases, including any use of "pro forma," or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. The Chair of the Committee may represent the entire Committee for purposes of this review. The Committee may undertake such review generally, including discussion of the types of information to be disclosed and the type of presentation to be made, and need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.
11. The Committee shall review the disclosures and certifications made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process under Section 302 and 906 of the Sarbanes-Oxley Act of 2002 for the Annual Report on Form 10-K and Quarterly Reports on Form 10-Q.

Oversight of the Company's Internal Audit Function

12. The Committee shall review with management and the general auditor the charter, activities, staffing, budget, and organizational structure of the internal audit function.
13. The Committee shall require that the general auditor of F.N.B. Corporation report directly to the Chairman of the Audit Committee, with administrative oversight provided by an appropriate executive officer of the Corporation.
14. The Committee shall review the appointment, replacement or dismissal of the General Auditor, as needed, and at least annually, review the performance of the General Auditor and concur with the annual compensation and salary adjustment.
15. The Committee shall review the role and scope of the work performed by the internal auditor, ensuring there are no unjustified restrictions or limitations, shall have final authority to review and approve the annual audit plan.
16. The Committee shall receive periodic communications from the General Auditor on the completion status of the annual audit plan, findings, as well as a summary of significant changes made to such plan.
17. The Committee shall review the effectiveness of the internal audit function, including compliance with The Institute of Internal Auditors' *International Standards for the Professional Practice of Internal Auditing*.

Compliance Oversight Responsibilities

18. The Committee shall discuss with management, the internal auditor, and the independent auditor the adequacy and effectiveness of the accounting and financial controls, including the Company's policies and procedures with respect to risk management and risk assessment. The Committee shall review the compliance, loan review and internal risk reports addressing legal and regulatory compliance and current and potential litigation risk within the Corporation. The Committee shall review the periodic examinations made by regulatory authorities and any replies required in connection with the examinations. In light of the responsibilities of the Risk Committee of the Board of Directors with respect to certain risk and compliance matters, the Committee and the Risk Committee shall each provide the other with information and reports regarding its activities, as necessary and appropriate.
19. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
20. The Committee shall receive corporate attorneys' reports of evidence of a material violation of securities laws or breaches of fiduciary duty.
21. The Committee shall investigate any reported known or suspected violations by Senior Executives and Financial Managers of the Code of Conduct and the Company-wide Code of Ethics where required, and shall oversee an appropriate response, corrective action and preventive measures for both. The Committee shall review any proposed amendments or waivers for Senior Executives and Financial Managers to the codes and shall make a recommendation to the full Board of Directors for appropriate action, which will be subject to public disclosure as required by regulations of the Commission and the Exchange's listing standards.
22. Periodically, the Committee shall meet separately with management, the internal auditor and the independent auditor to discuss issues and concerns warranting Committee attention. The Committee shall provide sufficient opportunity for the internal auditor and the independent auditor to meet privately with the members of the Committee. The Committee may also meet periodically by itself to discuss matters it determines require private Committee or Board of Directors attention.
23. The Committee shall perform an evaluation of its performance at least annually to determine whether it is functioning effectively.

Approved by Audit Committee 3.17.10

Approved by F.N.B. Corporation Board of Directors 4.21.10

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