

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

I. Committee Members

The Compensation Committee (“Committee”) shall consist of members who have been recommended by the Nominating and Corporate Governance Committee in consultation with the F.N.B. Corporation Chairman and approved by the Board of Directors. A minimum of three Committee members will be non-employee directors of F.N.B. Corporation (Company), as defined by Rule 16b-3 under the Securities and Exchange Act of 1934, meet the independence requirements of the New York Stock Exchange (NYSE) and the Company’s categorical director independence standards and qualify as “outside directors” under Section 162(m) of the Internal Revenue Code (“Code”). However, the Committee may have up to one member who does not qualify as an “outside director” under Section 162(m) of the Internal Revenue Code, provided, that such person does not vote on Committee compensation related matters and the Committee determines that such person’s qualifications and expertise will substantially assist the Committee in the performance of its duties and responsibilities. The Board will approve Committee members based on each member’s competence and ability to add substance to the deliberations of the Committee. Desirable qualifications for Committee members include experience in business management, executive compensation, employee benefits and human resources. The members shall serve for such terms as the Board may determine and until their successors shall be duly qualified and appointed. The Board shall designate a chairperson for the Committee.

II. Purposes of the Committee

The Committee assists the Board in fulfilling the Board’s responsibilities regarding the following:

- a. oversight of the corporation’s compensation policies, including compensation of the Chief Executive Officer (CEO), other Company executives and the Corporation’s Board of Directors;
- b. administration of the Company’s equity incentive plans and qualified and non-qualified benefit plans;
- c. preparing an annual report on executive and director compensation for inclusion in the proxy statement relating to the Company’s annual meeting of shareholders in accordance with applicable rules and regulations of the NYSE and Securities and Exchange Commission (SEC).

III. Meetings

The Committee shall meet as frequently as the Committee deems necessary to carry out its duties under this charter. The Committee Chairperson, the Chairman of the Board or Chief Executive

Officer may call special meetings of the Committee as needed. The Committee chairperson shall, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. The Committee may request any officer or employee of the Company or any representative of the Company's advisors to attend a meeting or to meet with any members of the Committee. Any member of the company's management whose performance or compensation is to be discussed at a Committee meeting should not attend such meeting or the portion of such meeting where such issues are discussed by the Committee.

IV. Duties, Responsibilities and Authority of the Committee

The Committee shall have the following duties, responsibilities and authority and the Committee members who qualify as "outside directors" under Section 162(m) of the Code shall be the only Committee members eligible to vote on these matters:

- a. in consultation with senior management, to approve the Company's executive compensation philosophy and to oversee and monitor the Company's executive compensation policies, plans and programs to insure that they are consistent with the Board's compensation philosophy and objectives, as well as the long term interests of the Company's shareholders.
- b. to review and recommend approval of corporate goals and objectives relevant to CEO compensation, to the Company Board, evaluate the CEO's performance in light of those goals and objectives and recommend the CEO's compensation level to the Board based on such evaluation.
- c. to determine and recommend the long term incentive component of CEO compensation subject to approval of the Board; in determining its recommendation concerning the long term incentive component, the Committee will consider the company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the company CEO in past years and such other factors as the Committee deems appropriate.
- d. to annually review, approve and recommend to the Board as appropriate, the compensation, including incentive compensation for other senior executives of the corporation.
- e. make recommendations to the Board with respect to incentive compensation plans and equity based plans.
- f. to retain and terminate any compensation consultant to be used to assist in the evaluation of Director, CEO or senior executive compensation and shall have sole authority to approve the consultant's fees and other retention terms.

- g. to obtain advice and assistance from internal or external legal, accounting or other advisors.
- h. to adopt, administer, approve and ratify awards under incentive compensation and stock plans, including amendments to the awards made under any such plans and review and monitor awards under such plans.
- i. to oversee the administration and operation of and approve amendments to the Company's defined benefit plan, 401(k) plan, supplemental executive retirement plan and other similar qualified and non-qualified plans.
- j. to review and evaluate, at least annually, the compensation of the Board, including cash and equity compensation and Committee chairperson compensation, and to recommend any changes in Board compensation.
- k. to oversee the administration and operation of and approve amendments to any of the director incentive plans.
- l. Receive information relative to all risk issues related to all aspects of the Company's compensation program and receive all risk assessments conducted on Company compensation plans.
- m. convey appropriate administrative authority to the Company's management of its qualified and non-qualified plans for executive officers, employees and directors.
- n. prepare an annual Committee report on executive compensation for inclusion in the proxy statement or annual report in accordance with applicable rules and regulations of the NYSE and Securities and Exchange Commission (SEC).
- o. the Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a sub-committee consisting of one or more members of the Committee, or to senior officers of the company. The Committee may only delegate to the extent permitted by the rules of the NYSE, SEC and applicable law. The Committee may not delegate any of its duties and responsibilities with regard to compensation arrangements, including salary and short term and long term incentive awards, with respect to the CEO or any Section 16 officer.

V. Reporting of Committee Activities

The Committee shall report the information elicited by its activities to the Board and, where appropriate, its recommendations for action by the Board at the next meeting subsequent to that of the Committee. The Committee may similarly report certain action to the Board for approval, ratification and/or confirmation.

VI. Annual Performance Evaluation

The Committee shall conduct an annual evaluation of the Committee's performance, periodically assess the adequacy of its charter, review the assessments with the Board and recommend changes as needed.

VII. Resources

In order to carry out the duties conferred upon the Committee by the charter, the Committee is authorized to select, retain, terminate and approve the fees and other retention terms of special or independent counsel, or other experts or consultants, as it deems appropriate, without seeking approval of management or the Board. The Company shall provide for appropriate funding, as determined by the Committee, for payment of any such fees.