




F.N.B. Corporation

FNB NYSE

Banks

Market Capitalization USD: **\$1,088.60 mm**

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Vincent J. Delie

Age: 47 CEO Since: 2012

	2009	2010	2011
Base Salary	\$600,077	\$766,875	\$796,053
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$0	\$690,188	\$653,965
Benefits and Perquisites	\$263,714	\$80,627	\$125,800
TOTAL ANNUAL COMPENSATION	\$863,791	\$1,537,690	\$1,575,818
Increase in Post-Retirement Benefits	\$130,188	\$195,020	\$156,247
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$517,203	\$719,631	\$630,036
TOTAL COMPENSATION	\$1,511,182	\$2,452,341	\$2,362,101
Median of Other Named Executive Officers Total Compensation	\$560,992	\$820,484	\$788,176
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$489,311	\$107,964	\$428,232
TOTAL REALIZED EQUITY COMPENSATION	\$489,311	\$107,964	\$428,232

Proxy Date: 4 Apr 2012

Annual Meeting Date: 23 May 2012

Equity Reserves: 4.12%

Stock Option Run Rate: 0.00%

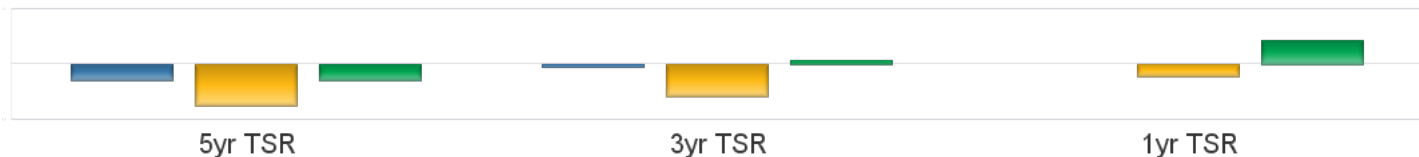
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Performance Comparison

■ S&P500 ■ Industry ■ FNB



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
FNB	F.N.B. Corporation	\$1,511,182	\$2,452,341	\$2,362,101	\$1,088,603,101
BOKF	BOK Financial Corporation	\$8,618,099	\$6,663,222	\$2,907,012	\$3,245,859,202
CBSH	Commerce Bancshares, Inc.	\$2,495,074	\$2,812,892	\$3,919,376	\$3,018,128,406
HCBK	Hudson City Bancorp, Inc.	\$11,470,322	\$8,829,402	\$9,035,029	\$2,985,666,657
CFR	Cullen/Frost Bankers, Inc.	\$3,689,168	\$3,921,160	\$4,729,491	\$2,808,706,889
FNFG	First Niagara Financial Group, Inc.	\$2,526,618	\$3,131,327	\$3,245,917	\$2,698,074,435
ZION	Zions Bancorporation	\$1,373,352	\$1,806,768	\$2,197,399	\$2,595,009,697

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Citizens Republic Bancorp, Inc., Community Bank System Inc., 1st Source Corporation, First Commonwealth Financial Corp., First Financial Bancorp., First Merchants Corporation, FirstMerit Corporation, First Midwest Bancorp, Inc., Fulton Financial Corporation, MB Financial, Inc., National Penn Bancshares Inc., NBT Bancorp Inc., Old National Bancorp, Park National Corporation, PrivateBancorp, Inc., Signature Bank, Susquehanna Bancshares, Inc., TCF Financial Corporation, UMB Financial Corp., United Bankshares, Inc., Valley National Bancorp, WesBanco, Inc., Wilmington Trust Corporation, Wintrust Financial Corp.

Performance Peer Group

CapitalSource, Inc., Capitol Bancorp Limited, Central Bancompany, Inc., Chemical Financial Corporation, Citizens Republic Bancorp, Inc., Commerce Bancshares, Inc., Community Bank System, Inc., 1st Source Corporation, First Commonwealth Financial Corporation, First Financial Bancorp, First Merchants Corporation, FirstMerit Corporation, First Midwest Bancorp, Inc., First National of Nebraska, Inc., Fulton Financial Corporation, MB Financial, Inc., National Penn Bancshares, Inc., NBT Bancorp, Inc., Old National Bancorp, Park National Corporation, PrivateBancorp, Inc., S&T Bancorp, Signature Bank, Susquehanna Bancshares, Inc., Taylor Capital Group, Inc., TCF Financial Corporation, UMB Financial Corporation, United Bankshares, Inc., Valley National Bancorp, WesBanco, Inc., Wilmington Trust Corporation (acquired by M&T Bank Corporation) and Wintrust Financial Corporation.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Robert B. Goldstein	Chairman	72	Male	9	Outside
David J. Malone	Member	57	Male	7	Outside
Dawne S. Hickton	Member	54	Female	6	Outside
John W. Rose	Member	63	Male	9	Outside

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