2025 | PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

F.N.B. Corporation

Letter from our Chairman, President and Chief Executive Officer

March 27, 2025

Dear Shareholder:

We will hold our Annual Meeting of Shareholders at 8:30 AM, Eastern Time, on Wednesday, May 7, 2025. This year's Annual Meeting of Shareholders will be held in an interactive, virtual-only format through a live webcast that will be available at www.virtualshareholdermeeting.com/FNB2025. The virtual Annual Meeting presentation will be available online during the meeting and, during the 30 days following the meeting, a replay of the meeting will be posted on F.N.B. Corporation's website at www.fnb-online.com/investors. For further information about how to participate in the virtual meeting, please see *Accessing Our Annual Meeting* which is located immediately before the *Proxy Statement Table of Contents*.

Agendas

At our Annual Meeting, our shareholders will act on the following matters: (i) election of 11 director-nominees named in the accompanying Proxy Statement to our Board of Directors; (ii) adoption of an advisory resolution to approve the 2024 compensation of our named executive officers; (iii) ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2025; and (iv) any other matter that is properly presented at our Annual Meeting in compliance with our bylaws.

Your Vote is Important

Your vote is important regardless of how many shares of F.N.B. Corporation 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 log in to our Annual Meeting, please complete, sign, date and promptly return the enclosed proxy card in the postage-paid envelope we have provided to permit your shares to be represented at our Annual Meeting. Alternatively, you may vote by the Internet, by our QR Code feature or by telephone simply by following the instructions on your proxy card. By voting now, your vote will be counted even if you are unable to log in to our Annual Meeting.

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

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

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

Notice of 2025 Annual Meeting of Shareholders

Date and Time:
May 7, 2025 | 8:30 A.M. Eastern Time

Virtual-Only Meeting:
www.virtualshareholdermeeting.com/FNB2025

Items of Business:
F.N.B. encourages you to vote "FOR" the following proposals:

1. To elect the 11 nominees named in this Proxy Statement to serve on our Board of Directors until the 2026 Annual Meeting. (Page 6)
2. To adopt an advisory resolution for approval of the 2024 compensation of our named executive officers as disclosed in this Proxy Statement. (Page 34)
3. To ratify the appointment of Ernst & Young LLP as our independent public accounting firm for 2025. (Page 86)

Meeting Details
See ***Accessing Our Annual Meeting*** beginning on the next page and ***About Our Annual Meeting*** in Annex A.

Record Date
Only shareholders of record at the close of business on March 10, 2025, are entitled to receive notice of, and to vote at, the Annual Meeting.

Proxy Voting
Make your vote count. Please vote your shares promptly to allow the presence of a quorum during the Annual Meeting. Voting prior to the Annual Meeting will not prevent you from voting your shares during the Annual Meeting, as your proxy vote is revocable at your option. See below for how you can vote your shares:

Internet
Vote by Internet at www.proxyvote.com.

Mail
Complete, sign, date and return the enclosed proxy card in the envelope provided.

QR Code
Vote by QR Code by scanning the QR Code on your proxy card with your mobile device.

Telephone
Vote by telephone at 1-800-690-6903.

BY ORDER OF THE BOARD OF DIRECTORS,

James G. Orie
Chief Legal Officer and Corporate Secretary
March 27, 2025

OUR NOTICE OF ANNUAL MEETING, 2025 PROXY STATEMENT, 2024 ANNUAL REPORT AND 2024 FORM 10-K ARE AVAILABLE AT http://materials.proxy.vote.com/302520

TABLE OF CONTENTS

Questions and Answers

Please see "About Our Annual Meeting" in Annex A (beginning A-1) for important information about our 2025 Annual Meeting of Shareholders proxy materials, voting, F.N.B. Corporation documents, communications and deadlines to submit shareholder proposals and Director nominees for the 2026 Annual Meeting of Shareholders and questions to be presented at the Annual Meeting. 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 our Corporate Secretary at 412-385-4773.

Cautionary Information and Forward-Looking Statements

Certain statements contained in the F.N.B. Corporation 2025 Proxy Statement (Proxy Statement) may constitute "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act, including statements about our future financial performance and business and Corporate Responsibility information, which may evolve over time. We use words such as "anticipates," "believes," "expects," "intends," and similar expressions to identify forward-looking statements. Forward-looking statements reflect management's current expectations, plans or forecasts, are not guarantees of future results or performance, involve certain known and unknown risks, uncertainties and assumptions that are difficult to predict and often beyond our control and are inherently uncertain. Actual outcomes and results may differ materially from those expressed in, or implied by, forward-looking statements. You should not place undue reliance on any forward-looking statement and should consider the uncertainties and risks discussed in our 2024 Annual Report on Form 10-K (2024 Form 10-K) and subsequent Securities and Exchange Commission (SEC) filings. We undertake no obligation to update or revise any forward-looking statements.

Links to websites included in this Proxy Statement are provided solely for convenience purposes. Content on the websites, including content on the F.N.B. Corporation website, is not, and shall not be deemed to be, part of this Proxy Statement or incorporated herein or into any of our other filings with the SEC.

This Proxy Statement contains certain statements regarding corporate responsibility information, references, and opinions, including our strategies, initiatives, metrics, aspirations, targets, goals and commitments. Such statements regarding corporate responsibility are not guarantees or promises that such metrics, goals or commitments will be met and are based on current goals, estimates, assumptions, developing standards and methodologies and currently available data, which continue to evolve and develop. Information about our corporate sustainability efforts will be further detailed in our 2025 Corporate Responsibility Report that will be available at a later date in 2025. You may access the weblink to the F.N.B. Corporation 2024 Corporate Responsibility Report in Annex C.

Accessing Our Annual Meeting

When and where is the 2025 F.N.B. Corporation Annual Meeting?

We will hold our Annual Meeting of Shareholders at 8:30 AM, Eastern Time, on Wednesday May 7, 2025. This year's Annual Meeting of Shareholders will be held in a virtual format through a live webcast. We will provide the webcast of the Annual Meeting at www.virtualshareholdermeeting.com/FNB2025.

Even if you currently plan to virtually log in to our Annual Meeting, we recommend that you vote in advance of the meeting by any of the applicable methods described in the response to the question, "*How do I vote?*" in *About Our Annual Meeting* so that your vote will be counted at our Annual Meeting if you decide not to access the meeting.

This Proxy Statement includes information about our virtual meeting format and the proposals to be considered at the meeting and explains the voting process. We encourage you to read it carefully.

Why is F.N.B. Corporation holding its Annual Meeting virtually?

The Board has decided on a virtual Annual Meeting format since it will provide shareholders with a level of interactivity and transparency equivalent to the traditional in-person meeting format, provides a convenient opportunity for our geographically diverse shareholders to participate in the meeting, and permits shareholders to easily engage in the meeting by:

- Submitting appropriate questions in advance of the meeting to allow thoughtful responses from management and the Board;
- Submitting appropriate questions in real-time via the meeting website;
- Answering as many questions as possible submitted in accordance with the meeting rules of conduct in the time allotted for the meeting; and
- Publishing a replay of the virtual meeting on our website promptly following the conclusion of the meeting.

How can I participate in the virtual Annual Meeting?

As permitted by our bylaws and based on positive shareholder feedback regarding our virtual Annual Meetings held between 2020 and 2024, our 2025 Annual Meeting of Shareholders will be a virtual-only meeting held via webcast and will only be accessible at www.virtualshareholdermeeting.com/FNB2025 by F.N.B. Corporation shareholders, or their duly appointed proxies, of record as of March 10, 2025. We will use software that verifies the identity of each participating shareholder and grants similar access rights as an in-person meeting. During the meeting, you will participate in an audio webcast as a "listen only" participant.

We want to permit shareholders to have rights and opportunities to participate as they would have at an in-person meeting, including the ability to vote shares electronically and submit questions either in advance or during the meeting, as well as having full access to the meeting and management presentations. All members of the Board and all executive officers are expected to join the Annual Meeting. You may vote your shares and will have the opportunity to submit questions during the meeting. Please be aware of Annual Meeting Rules of Conduct and Procedures that apply to all participating shareholders, which will be available on the Annual Meeting website at www.virtualshareholdermeeting.com/FNB2025.

For more information concerning the conduct of our Annual Meeting, please refer to *About Our Annual Meeting* in this Proxy Statement.

FNB Financial Center
626 Washington Place
Pittsburgh, PA 15219

Proxy Statement

Our Proxy Statement contains information relative to our 2025 Annual Meeting of Shareholders (Annual Meeting) to be held on Wednesday, May 7, 2025, beginning at 8:30 AM, Eastern Time (ET). This year's Annual Meeting will be held in an interactive, virtual-only format through a live webcast. We will provide the webcast of the Annual Meeting at www.virtualshareholdermeeting.com/FNB2025.

The Annual Meeting presentation will be available online during the meeting and, during the 30 days following the meeting, a replay of the meeting will be posted on FNB's website at www.fnb-online.com/investors. For further information on how to participate in the meeting, please see *Accessing Our Annual Meeting* and *About Our Annual Meeting* in this Proxy Statement. This Proxy Statement also relates to any adjournment of our Annual Meeting. This Proxy Statement was prepared under the direction of the F.N.B. Corporation Board of Directors to solicit your proxy for use at the Annual Meeting.

Our Proxy Statement and proxy voting card became available on March 27, 2025, and on that date, we commenced the mailing and distribution of our Proxy Statement and the accompanying proxy card to our shareholders of record as of March 10, 2025. We will bear all the costs of preparing and distributing our proxy materials 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.

Throughout this Proxy Statement, we summarize, describe or make references to various F.N.B. Corporation corporate governance documents, committee charters, ethical codes and policies. Should you desire to review these corporate governance documents and policies, you will find the corresponding weblink for each under Annex C.

We use the following terms in this Proxy Statement:

- "We," "us," "our," "FNB," "Company," or "Corporation" means F.N.B. Corporation and its subsidiaries and affiliates;
- "Board" means the joint F.N.B. Corporation and First National Bank of Pennsylvania Boards of Directors;
- "FNBPA" or "Bank" means First National Bank of Pennsylvania, our bank subsidiary;
- "CEO" means Chief Executive Officer; and
- "NEO" means Named Executive Officer.

Highlights of Superior Governance Practices

Our governance practices promote Board effectiveness and the interests of shareholders. These practices adhere to widely recognized public company best practices and are described in additional detail under the *Foundational Governance Principles* discussion in the *Corporate Governance* section of this Proxy Statement. Access to the corporate governance policies, guidelines and other documents can be found on our website at www.fnb-online.com/governance *(see also Annex C).*

Dynamic, Independent and Effective Board

Independent Board (all directors are independent except for CEO)

Strong and Empowered Independent Lead Director

Annual Board Succession Planning Process

Focused on Recognizing Best Governance Practices

Value the Benefits of a Diverse Board

Strong Alignment of Board Oversight of Enterprise-wide Risk Management Processes

Director Education Requirement Aligned With Board Regulatory, Risk Management and Strategic Plan Oversight Responsibilities

FNB Board Skill Matrix Reflecting Experience, Education and Skills Necessary for Fully Functioning Board

Annual Board Self-Assessment

Annually Conduct a Minimum of Four Executive Sessions of the Board

Committed to Shareholders

Proactive Shareholder and Proxy Advisory Firm Engagement Process

Declassified Board

One Share, One Vote Policy

Board and Management Stock Ownership Policy Aligned with Shareholder Interests and Long-Term Valuation Creation Strategy

Performance-based Incentive Compensation Program Designed to Promote Long-Term Shareholder Value

Responsive to Shareholder Feedback

Provide for Special Shareholder Meetings Called by Shareholders Holding Shares to Cast 25% of all of the Votes

Recoupment and Claw Back Policies Strictly Adhere to SEC Requirements

Director and Executive Officer Anti-Pledging/Anti-Hedging Policy

All Directors Re-Elected Annually

Strong Corporate Culture

High Standards of Accountability Required under the Code of Conduct and Code of Ethics

Strong Board and Board Committee Enterprise Risk Management Governance Oversight Structure

Effective Board and Board Committee Oversight of Corporate Responsibility Matters

Extensive Civic, Non-Profit and Community Involvement and Investments

Value Diverse and Inclusive Management and Employee Workforce

Ongoing Employee Satisfaction Surveys and Engagement Assessments

Local and National Recognition for Best Workplace, Including for Black, Hispanic, Women and LGBT+ Employees

Advancement Opportunities Through FNB's Employee Mentorship and Leadership Programs and Tuition Reimbursement for Educational Pursuits

Regular Workplace Satisfaction Surveys and Responsiveness to Survey Results

Robust Shareholder Engagement Program

Annual Engagement With Shareholders	• In 2024 and the first quarter of 2025, we reached out to and held nearly 190 shareholder engagements with investors. This included in-person and virtual meetings, phone calls and conferences. • Corporate responsibility-related engagement was offered to shareholders owning, in the aggregate, more than 72% of our outstanding shares.
Broad Scope Discussions	FNB tailors its engagements by aligning discussion topics with shareholders' interests, including, but not limited to: • Board and Corporate Governance • Executive Compensation • Financial Performance and Business Strategy • Corporate responsibility matters, including human capital, sustainability, risk management, and cybersecurity • Enhanced Proxy Statement disclosures regarding governance, compensation and other matters • Changes to governance and compensation practices and corresponding disclosures • Shareholder and proxy advisory firm voting policies
Responsive to Shareholder Feedback	• Informs Board and Executive Management decisions on corporate strategy and plans, corporate responsibility, governance and compensation matters, and enhances company disclosures and practices regarding such matters.

2024-2025 Shareholder-Proxy Advisor Engagement Topics

Shareholder/Proxy Advisor Topics	FNB Disclosure Updates
Board and Corporate Governance	See the following sections of the Proxy Statement for disclosures responsive to feedback:
• Board composition considerations – skills, experience, diversity, tenure, refreshment, and self-assessment	• **Board Refreshment and Self-Assessment**: *Board Succession, Refreshment and Self-Assessment Processes;* **Board Qualifications** – *FNB Board Skill Matrix and Biographical Information of Director-Nominees;* **Board Tenure** - *Proposal 1. Election of Board of Directors*
• Proxy access	• See *FNB Bylaws*
Executive Compensation • Incentive compensation practices	For detailed discussion, please see *Say-on-Pay Support and Shareholder Engagement* in the Compensation Discussion and Analysis (CD&A). No FNB NEO has an employment agreement with a single trigger change in control feature.
Corporate Responsibility Matters Requested additional information around:	For detailed discussion on the following, please see:
• Board oversight of Corporate Responsibility	• **Board and committee oversight of Corporate Responsibility matters**: *Corporate Responsibility Highlights—Corporate Responsibility Structure; 2024 F.N.B. Corporation Corporate Responsibility Report* (additional information will be disclosed in the *2025 F.N.B. Corporate Responsibility Report* to be published later in 2025)
• Human capital practices and policies	• **Employee matters**: *2024 F.N.B. Corporation Corporate Responsibility Report* (additional information will be disclosed in the *2025 F.N.B. Corporation Corporate Responsibility Report* to be published later in 2025) and Human Capital discussion in FNB 2024 Form 10-K
• Cybersecurity risk management oversight	• **Cybersecurity oversight**: See discussion in the proxy statement in section, *Board Oversight of Cybersecurity Information Security Risk*

Corporate Responsibility Highlights

The Board remains continually vigilant regarding the Company's longstanding commitment to create long-term value for our shareholders while overseeing FNB's commitment to maintaining a culture and work environment focused on the health, safety, equality and dignity of all employees, addressing consumer needs, helping businesses thrive and prosper, becoming an integral part of and investing in the welfare of our communities, including responsible and affordable products for historically underserved neighborhoods and communities, and promoting a cleaner and sustainable environment. We believe our four primary focus areas highlighted below, along with the corporate responsibility strategies detailed in the *2024 F.N.B. Corporation Corporate Responsibility Report* (refer to weblink in *Annex C*) best illustrate multiple ways in which our corporate culture and commitment embrace impactful strategies and tactics that benefit all of our stakeholders.

Environmental Stewardship

We have been intentional about deploying sustainability tactics, including reducing carbon emissions, through systematic and thoughtful implementation of other sustainability strategies for our Company facilities, and clean energy products for our clients.

Human Capital Management

We strive to build a diverse workforce based on principles of equality and merit-based performance criteria, a competitive compensation and benefits program, as well as promoting a strong sense of belonging by cultivating a work environment where all our employees learn, grow, advance, and prosper as contributing members of FNB's success and being integral participants in our communities.

Community Investment

We value being a good corporate citizen and we aim to improve the quality of life in the communities we serve, including our employees' broad-based commitment to volunteering opportunities, our substantial investments in and offer of opportunities to our communities that have been historically underserved, and deploying vendor practices which advance opportunities for women and minority businesses.

Business and Consumer Commitment

We help consumers, small businesses, commercial customers, and wealth clients achieve economic success and financial security by engaging in equitable and responsible practices by maintaining mutually beneficial relationships based on trust, integrity, equality, and fairness. We ensure that our specially tailored financial products and services remain affordable and appropriate in accordance with our clients' financial and banking needs and serve as the foundation for homeownership, small and medium size business financial success and wealth building.

In view of the breadth and scope of the Board's corporate responsibility oversight responsibilities, the Board has assigned principal oversight of corporate responsibility to the Nominating and Corporate Governance Committee while also delegating to each standing Board committee corporate responsibility review and oversight relative to topics ancillary to each Board committee's relevant expertise. We believe the design of FNB's corporate responsibility structure promotes an appropriate level of Board oversight of FNB's corporate responsibility strategies, plans and initiatives, while maintaining its principal focus of driving long-term shareholder value:

Corporate Responsibility Structure

BOARD LEVEL
FNB employs a mix of Board and Board committee oversight, with the Nominating and Corporate Governance Committee assigned principal oversight, while also leveraging the expertise of its other standing committees on corporate responsibility matters relative to each committee's expertise.
EXECUTIVE LEADERSHIP
The CEO and executive management develop, implement, support, advance and monitor FNB's corporate responsibility strategies and initiatives.
CORPORATE RESPONSIBILITY GROUP
FNB's Director of Corporate Responsibility spearheads the cross-functional Corporate Responsibility group, consisting of representatives from critical support functions and business groups, which collaborate, monitor, plan and report to the Board and executive management on corporate responsibility and human capital strategies and initiatives.
BUSINESS AND SUPPORT AREAS
Execution of FNB's corporate responsibility strategies is the responsibility of lines of business and support areas which have a role in FNB's corporate responsibility performance.

Additional information about our corporate responsibility and sustainability strategies and tactics will be further detailed in our 2025 Corporate Responsibility report that will be available at a later date in 2025. You may access the weblink to the *F.N.B. Corporation 2024 Corporate Responsibility Report* in *Annex C.*

PROPOSAL 1. ELECTION OF OUR BOARD OF DIRECTORS

The FNB Board has been deliberate in cultivating and maintaining a Board that possesses the proper mix of skills, expertise, diversity and experience to enable it to effectively fulfill the Board's myriad fiduciary oversight responsibilities, including FNB's long-term shareholder value creation strategies. We are asking shareholders to elect the 2025 nominees named in this Proxy Statement and listed in the "Nominees for Election" table to serve on the FNB Board of Directors until the 2026 Annual Meeting of Shareholders or until each of their successors have been duly elected and qualified. In addition to all our outside directors being independent (our CEO Mr. Delie being the only non-outside director), our director-nominee candidates for election at our Annual Meeting are a highly-qualified group of individuals who collectively possess diverse backgrounds and perspectives, skills and experience consistent with our Board Composition Criteria (described under *Criteria and Considerations for Recommending Director - Nominees)*, and the requisite commitment, leadership, financial acumen, risk management and strategic planning qualifications uniquely aligned with FNB's business and risk management strategies that are necessary to oversee FNB's strategic plan, management, financial performance, compliance with laws, risk management and business operations (see *Biographical Information of Director-Nominees and FNB Board Skill Matrix* (Director Skill Matrix)). Our Board has determined to set the number of directors, as of the 2025 Annual Meeting, at eleven (11).

THE BOARD RECOMMENDS THAT YOU VOTE "FOR" EACH OF THE NOMINEES

The Nominating and Governance Committee's assessment of each director's effectiveness and contributions to the Board avoids a formulaic approach that potentially could deprive FNB of directors who possess valuable and, oftentimes, deeper and irreplaceable knowledge and experience gained from varying economic cycles, banking industry crises, and challenging regulatory landscapes that have impacted the financial services industry, especially in recent years, and that the Company has encountered over an extended period of time. Moreover, the Board and Nominating and Corporate Governance Committee consider important, intangible attributes, such as proactive engagement, judicious foresight and understanding of FNB's culture and values that enable a director to contribute to the Board's ability to operate effectively and engage in prudent governance and decision-making processes. The Nominating and Governance Committee's and the Board's nomination of a longer-tenured director reflects, in each case, the determination that such director continues to exhibit strong commitment, knowledge, independence and a willingness to challenge management, when necessary, while also recognizing that such director possesses a unique perspective and insight that complements the different approaches and perspectives that lesser-tenured Board members may bring to the Board deliberations. The Board believes its flexible approach to considering re-nomination of longer-tenured directors results in a more balanced Board from a succession planning and tenure perspective. Consequently, the Board and Nominating and Corporate Governance Committee believe that certain qualified longer-tenured directors possess unique perspectives regarding emerging challenges and risks due to their broader understanding of the significant historical, financial, economic, regulatory and other complex issues and events that have plagued the financial services industry, thereby making such directors an indispensable component of the Company's strategies and responses to industry-related turmoil and crises. Conversely, while recognizing the values, perspectives and experience of certain longer-tenured directors, the Board understands that a static board lacking periodic refreshment is not in the best interests of shareholders. The Nominating and Corporate Governance Committee and the Board engage in careful discussions and deliberations for the purpose of maintaining an appropriate mix of lesser- and longer-term directors. Notably, in the prior ten (10) years there has been a turnover of fourteen (14) FNB directors. Should the Nominating and Corporate Governance Committee determine that board refreshment is necessary, or in the instance of a vacancy, the Committee will review all qualified candidates using the Board Composition Criteria set forth in the *Criteria and Considerations for Recommending Director-Nominees* section of this Proxy Statement.

Our Board and Nominating and Corporate Governance Committee's consideration of individual director tenures remains an iterative process which entails careful and objective deliberation as to whether each longer-tenured director continues to consistently demonstrate the requisite independent attributes and commitment required to objectively oversee and, when necessary, challenge management in furtherance of shareholder interests. In view of feedback received from a proxy advisory firm and certain institutional shareholder policies concerning director tenure, in 2023 our Nominating and Corporate Governance Committee sought to gain a broader perspective on the implications of longer-term directors through examination of recent relevant academic studies and our internal risk management study focused on the 2023 disruptions in the financial services industry. Significantly, the results of an important study published in December 2021, based on 15 years of data derived from 1,500 S&P companies, found that companies with longer-term directors perform better than boards composed of lesser-tenured directors, particularly for companies similar to FNB, which have complex operations and are in a more mature stage of their life cycle (*Long-tenured independent directors and firm performance,* Strategic Management Journal, Volume 43, Issue 8, August 2022, pages 1602-1634). Also, consistent with its governance risk management responsibilities, the Nominating and Corporate Governance Committee reviewed the board structure and composition of the three large financial institutions which failed in early 2023 and a fourth bank on the FDIC watch list. This analysis found in each case that the failed and problem financial institutions were composed of directors with significantly limited tenures as compared to industry director terms and FNB's directors' tenures. The Nominating and Governance Committee and the Board concluded these perspectives on director tenures were instructive in its deliberations and considerations on director nominations, particularly in view of the complexity and volatility of the economic, financial, and regulatory issues historically impacting the financial services industry.

We do not know of any reason why any nominee named in this Proxy Statement would be unable to serve as a director if elected. If any nominee is unable to serve, the shares represented by all valid proxies will be voted for the election of such other person as may be nominated in accordance with our bylaws. Proxies cannot be voted for a greater number of persons than the number of nominees named in this Proxy Statement. Each nominee for election as a director was elected as a director at our 2024 Annual Meeting. No director or nominee has a family relationship to any other director-nominee for director or executive officer.

Criteria and Considerations for Recommending Director-Nominees

The Nominating and Corporate Governance Committee assists the Board with reviewing and evaluating individuals who are qualified to become FNB Board members. The committee's evaluation process incorporates the consideration of our Board-approved director qualification criteria set forth in our *F.N.B. Corporation Corporate Governance Guidelines,* application of our Director Skill Matrix (see *Biographical Information of Director-Nominees and FNB Board Skill Matrix),* and "Board Composition Criteria*"* described below to make its determinations relative to recommending director-nominees at Annual Meetings and filling vacancies on the Board. Directors chosen to fill vacancies will hold office for a term expiring at the end of the next Annual Meeting.

The Nominating and Corporate Governance Committee will evaluate all qualified candidates suggested by the Board Chair or other sources utilized by FNB to identify a diverse pool of potential new director candidates, or any persons recommended for nomination by a shareholder made in accordance with the Company's advance notice bylaw provision. For information about recommending a candidate for nomination as a director, *see Shareholder Proposals and Nominations for the 2026 Annual Meeting.*

Board Composition Criteria	
Commitment to Shareholders' Interests	Each director's strong commitment to fulfilling their fiduciary duties through the diligent pursuit of shareholders' long-term interests, as evidenced by their meeting attendance and allocation of time to Board and Company matters and their adherence to the Investor Stewardship Group Principles (see *Corporate Governance-Principles*).
Professional Background and Experience	The individual's specific experience, background and education, as they pertain to the Director Skill Matrix.
Leadership Roles	The individual's sustained record of substantial accomplishments and leadership in executive, C-suite, senior-level management, entrepreneurship and/or policy-making positions in finance, law, business, government, education, technology or not-for-profit enterprises, as well as public company board experience and prior FNB board experience.
Judgement and Gravitas	The individual's seriousness of purpose in evaluating complex business issues, willingness to confront challenging circumstances and ability to exhibit sound judgments including, when necessary, constructively challenging management's recommendations and actions.
Diversity	The individual's contribution to the diversity of the Board includes such considerations as differences of viewpoints, professional experience, race, gender, education, veteran status, and skills, as well as the variety of personal attributes and life experiences that add to the Board's collective strength and perspectives. FNB embraces a broad view of diversity which considers skills, experiences, thinking styles, interests and values—all of which serve as the foundation for a more representative and dynamic Board.
Character and Integrity	The individual's commitment to ethical conduct and demonstration of character and integrity, along with the requisite interpersonal skills to work with other directors on our Board and executive management in ways that are effective and beneficial to the interests of the Company and its shareholders, employees, customers and communities.
Time and Independence	The individual's willingness, commitment and ability to allocate the necessary time and effort required for effective service on our Board and committees. To assure that our directors are appropriately focused on FNB and shareholder interest, we set limits on the number of other public company boards they may join. Each director is annually evaluated under rigorous independence standards (SEC, NYSE and the Company's categorical standards). With the exception of our CEO, all of our directors have been determined to be independent under applicable standards.
Understands FNB's Corporate Culture and Values	The individual's ability to effectively represent FNB's core values in the communities in which the Company operates, including adherence to Board and Company policies, such as FNB's Code of Conduct and rigid policies concerning FNB stock ownership and continuing education requirements.

FNB Board Skill Matrix

As highlighted in the FNB Board Skill Matrix and the Biographical Information of Director—Nominees below, our director-nominees' diverse range of qualifications and skills demonstrates that our Board is composed of directors who have held a broad array of leadership positions, possess varied backgrounds and perspectives, and are comprised of an appropriate mix of lengths of tenure, thereby providing historical and newer perspectives about FNB and the financial services industry, as well as experienced oversight capability of regulated businesses. In addition, we provide annual trainings and presentations to the Board on topics they wish to learn more about, as well as support their continued commitment to attending outside courses that bolster their skills and understanding of emerging trends in the financial industry. The board composition figures (average tenure, board diversity, gender diversity and independence) exclude FNB's Independent Lead Director# and our non-Independent Chairman/CEO*.

Financial Services Experience
Possesses a fundamental understanding of financial institution business operations, including public company investment practices, capital markets and treasury management, along with an understanding of the challenges that the industry faces

11

Accounting / Auditing
Understanding of financial institution and audit processes, controls and financial statements

10

Environmental, Social, Governance
Experience with the development and oversight of an effective corporate responsibility strategy

11

Risk Management
Possessing the ability to understand, identify and oversee the various types of risk which challenge financial institutions

11

Human Capital Management and Succession Planning
Provide insight on how our Company can develop and retain talent, promote broad-based diversity, and oversee the succession planning of both our Board and management and evaluate executive compensation

11

Cybersecurity / Technology / Information Security
Appropriate understanding of the critical aspects of financial institution technology, including digital innovation, and the challenges posed by a myriad of cybersecurity risks in order to perform their Board oversight responsibilities

9

Business
Has experience across FNB's various businesses

11

Public Company Board Service / Corporate Governance / Other Leadership
Current or prior experience serving on a public company board or counseling such boards on governance and fiduciary matters or serving in an executive or leadership capacity with a public company, including serving for a non-profit organization and/or in an academic environment

11

Strategic Planning
Possesses experience with oversight of our strategic plan development, implementation and execution, as well as experience with respect to mergers and acquisitions

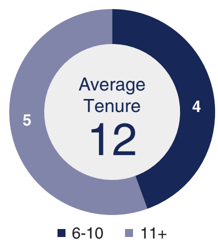
11

Legal / Regulatory / Government
Understands the highly-regulated environment in which we operate, in addition to the role that the various regulatory agencies play in our industry

10

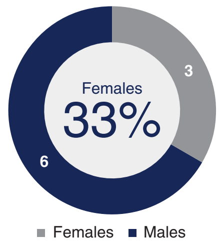
Median Director Term Starts 2013

Average Tenure

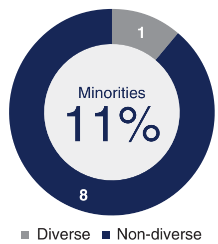


Independence (*)

Gender Diversity



Board Diversity



Our Board retirement policy prescribes a director retirement age of 75; however, directors who joined the Board at the time FNB was incorporated are "grandfathered." Independent Lead Director, William B. Campbell is grandfathered under this policy.

* Only FNB's CEO is not independent under the New York Stock Exchange (NYSE) and FNB categorical independence standards.

Although mindful of the various investor and proxy advisory firm voting guidelines concerning board composition, the Board has determined that its current size, collective skills and experience, tenure mix, independence and composition are optimal for the Board to effectively perform its oversight responsibilities. However, in the future, should there be a Board vacancy or additional Board seat, the Board remains committed to ensuring a broad-based recruiting process and director candidate identification process to ensure a diverse pool of qualified director candidates are included for nomination consideration. Notably, four of the past five directors most recently added to the Board were either female or minority directors. The Board proposes the election of the following director nominees for a term of one year. Below is information about each nominee, including biographical data for at least the past five years. If one or more of these nominees becomes unavailable to accept a nomination or election as a director, the individuals named as proxies on the proxy card will vote the shares that they represent for the election of such other persons as the Board may recommend, unless the Board reduces the number of directors.

Nominees for Election at Our Annual Meeting

Name	Age	Director Since	Independent	Principal Background and Relevant Experience
Pamela A. Bena	60	2018	Yes	Finance Executive
William B. Campbell (Independent Lead Director)	86	1975	Yes	Former Owner of Commercial, Aviation and Other Businesses
James D. Chiafullo	67	2012	Yes	Partner — National Law Firm
Vincent J. Delie, Jr. (Chairman, President and CEO)	60	2012(1)	No	FNB CEO and FNBPA President
Mary Jo Dively	66	2018	Yes	General Counsel — Globally Top Tier Ranked University
David J. Malone	70	2005	Yes	CEO — Investment and Insurance Advisory Firm
Frank C. Mencini	60	2016	Yes	Finance, Accounting and Healthcare Consulting
David L. Motley	66	2013	Yes	Consultant — Strategic Planning and Executive Development
Heidi A. Nicholas	70	2015	Yes	Commercial Developer — Housing
John S. Stanik	71	2013	Yes	Former CEO/Director — Public Companies
William J. Strimbu	64	1995	Yes	CEO — Transportation Company

(1) Chairman Delie was elected to the FNBPA Board on June 16, 2009. Chairman Delie was elected to the FNB Board on January 18, 2012.

Biographical Information of Director-Nominees

Pamela A. Bena

Committees:
- Audit
- Compensation
- Nominating and Corporate Governance

Other Public Company Directorships: None

Professional Experience

Zoological Society of Pittsburgh (formerly Pittsburgh Zoo & PPG Aquarium)
- Chief Financial Officer (July 2021-February 2023)
- Director of Finance (2020-June 2021)

Heeter Printing, *printing company*
- Vice President of Finance (2017-2019)

American Bridge, *civil engineering company*
- Senior Vice President, Finance (1994-2013)

Reasons for Nomination
- Extensive and varied background, experience, and skills relative to audit, finance, accounting, regulatory compliance and risk management, including preparation of public company financial statements in accordance with generally accepted accounting principles (GAAP), and SEC disclosure filings and the attendant quarterly Sarbanes Oxley review process.
- Broad-based experience and thorough understanding of complex audit/accounting principles and disclosures, and regulatory compliance.
- Previous executive experience included collaboration with IT and cyber security insurance carrier on cyber risk management protocols and mitigation strategies and working with Human Resource leadership on compensation planning.

William B. Campbell

Independent Lead Director
Committees:
- Executive
- Nominating and Corporate Governance
- Attends Audit, Compensation, Credit Risk, Fair Lending and CRA and Risk Committee meetings as part of his Independent Lead Director responsibilities

Other Public Company Directorships: None

Professional Experience

Shenango Steel Erectors, Inc., *commercial building construction company*
- Former owner and retired CEO of commercial construction, transportation, insurance and aviation companies
- NACD Director of the Year (2017)

Reasons for Nomination
- Experience offers unique perspective on the various economic, regulatory and industry-related challenges that the financial services industry has confronted during his Board tenure.
- Committed to promoting a Board culture that fosters ethical business practices, challenges management when appropriate and sets the tone at the top for maintaining prudent risk management and sound corporate culture.
- Thorough understanding of Board responsibilities, along with his ability to proactively act as an effective liaison to promote a cohesive and highly functioning Board.
- Adherence to sound corporate governance principles, high ethical standards and a strong commitment to maintaining an indivisible and clearly defined independence from management, which enables him to be an effective liaison between the Board and management.

James D. Chiafullo

Committees:
- Credit Risk, Fair Lending and CRA
- Nominating and Corporate Governance (Chair)

Other Public Company Directorships: None

Professional Experience

Steptoe & Johnson, PLLC, *law firm*
- Partner (January 2024-present)

Dentons, Cohen & Grigsby, P.C., *law firm*
- Partner (1999-January 2024)

Reasons for Nomination
- Corporate transactional governance and legal experience, along with a particular focus in the areas of fiduciary duties and responsibilities, regulatory compliance and finance, provide him with the necessary background to assist the Board with its oversight of FNB's governance responsibilities, corporate risk strategies and Board succession process.
- Prior experience serving as a board member of a public company providing environmental and specialty contracting service.
- Hands-on experience working with sophisticated technology systems in addition to legal work involving a major U.S. retailer in connection with cybersecurity threats and breaches.
- Mr. Chiafullo holds a Certificate in Cybersecurity Oversight from Carnegie Mellon University's (CMU) Community Emergency Response Team (CERT) Division of Software Engineering Institute. The Certificate attests to the recipient's knowledge, understanding and proficiency regarding critical best practice cybersecurity principles, including governance, risk and resilience practices, threat and vulnerability considerations, as well as incident response, business continuity and disaster recovery strategies.

Vincent J. Delie, Jr.

Chairman
Committees:
- Credit Risk, Fair Lending and CRA (Ex Officio)
- Executive (Chair)

Other Public Company Directorships: None

Professional Experience

F.N.B. Corporation, *financial services corporation*
- President (2011-present)
- CEO (2013-present)
- Board Chairman (December 2017-present)

First National Bank of Pennsylvania
- Board Member (2009-present)
- CEO (2011-present)
- President (2009-2011; 2015-present)

Reasons for Nomination
- More than 36 years of broad-based experience in the financial services industry which has included executive management roles with FNB and other large financial institutions.
- Under Mr. Delie's tenure as an executive leader, FNB has grown from $8.7 billion in assets in 2009 to approximately $49 billion in assets by the end of 2024.
- FNB has produced significant expansion in terms of scale, geographic markets, complexity of operations, revenue, earnings, capital growth and the breadth of its available products and services.
- FNB has completed and integrated numerous acquisitions and experienced record profitability. FNBPA has been recognized by various regional and national publications and firms which evaluate employee satisfaction, commitment to diversity and sustainability, the quality of bank products and services and deployment of innovative technology.
- Mr. Delie has been instrumental in positioning FNB's digital banking innovation strategy to reach new heights of engagement with its proprietary digital platform, eStore®, the centerpiece of the Company's Clicks-to-Bricks strategy and ability to provide customers and clients flexibility in managing their banking experience.
- Built a strong risk management framework which enables FNB to continue its trajectory to remain a successful financial services company in the U.S.

Mary Jo Dively

Committees:
- Audit
- Credit Risk, Fair Lending and CRA
- Risk

Other Public Company Directorships: None

Professional Experience

Carnegie Mellon University, *private, non-profit, research-based university*
- Vice President and General Counsel (2002-present)

Reasons for Nomination
- Unique legal background and experience with respect to challenges being confronted by the financial services industry, especially with respect to emerging risk management issues, such as business technology, cybersecurity, and the attendant regulatory environment.
- Significant international experience in opening and maintaining operations around the world, including in Europe, Africa, Asia, Australia, South America and the Middle East.
- Ms. Dively holds a Certificate in Cybersecurity Oversight from CMU's CERT Division of Software Engineering Institute. The Certificate attests to the recipient's knowledge, understanding and proficiency regarding critical best practice cybersecurity principles, including governance, risk and resilience practices, threat and vulnerability considerations, as well as incident response, business continuity and disaster recovery strategies.

David J. Malone

Committees:
- Audit
- Compensation (Chair)

Other Public Company Directorships: None

Professional Experience

Gateway Financial Group, Inc., *financial services group*
- Chairman and CEO (2005-present)

Reasons for Nomination
- Extensive broad-based experience assessing, analyzing and understanding the alignment of long-term interest of shareholders and executive compensation strategies.
- Experience as a CEO of a financial services firm which specializes in providing financial, investment and insurance advice to businesses and high net worth individuals.
- Board position with a major health care provider provides him with the requisite background and appropriate perspective for assisting our Board with confronting complex regulatory compliance challenges and issues attendant to a financial services organization operating in a heavily-regulated industry.

Frank C. Mencini

Committees:
- Audit (Chair)
- Executive
- Nominating and Corporate Governance
- Risk

Other Public Company Directorships: None

Professional Experience

BGS Consulting, *finance and accounting advisory services*
- Managing Partner (2023-present)

Inova Medical Group (Inova Health System), *non-profit health organization in Northern Virginia*
- Chief Financial Officer (2017-2023)

Mencini Healthcare Associates, *health care consulting firm*
- President and CEO (2002-present)

Reasons for Nomination
- Extensive experience as a certified public accountant (CPA) who possesses high-level public company audit, regulatory compliance, technology and business consulting experience.
- Significant experience guiding successful entrepreneurial business enterprises, including developing strategies to grow customers and profits.
- In-depth experience providing direction to heavily-regulated industries relative to assessing data and cybersecurity risks and developing effective response and remediation plans relative to risk management issues.
- Served as a Senior Partner in a Big 4 (previously Big 8) public accounting firm, working across the audit, transaction advisory, and business consulting segments of the firm.

David L. Motley

Committees:
- Compensation
- Credit Risk, Fair Lending and CRA
- Risk

Other Public Company Directorships
- Koppers, *global wood treatment solutions company* (2018–present)
- Deep Lake Capital Acquisition Corporation, *a special purpose acquisition company* (2021-2024)
- Coherent, Inc., *manufacturer of optical materials and semiconductors* (2021-present)

Professional Experience

BTN Ventures, *venture capital firm investing in seed stage software companies advancing software as a service, artificial intelligence and marketplace-creating business models with founding teams that have African American and diverse representation.*
- General Partner (2021-present)

BlueTree Venture Fund, *venture fund focused on early-stage life science and IT-related opportunities at the Series B stage of funding*
- General Partner (2014-present)

DDRC327, *real estate development company*
- General Partner (2016-present)

MCAPS, LLC, *professional services company providing construction management and IT capabilities and services*
- CEO, President (2017–present)

Reasons for Nomination
- More than three decades of working and consulting with corporate and business leaders regarding strategic development, implementation and advising executives for more than 40 businesses in the U.S. across multiple industry sectors, including heavily regulated industries.
- Provides unique insight with respect to FNB's diversity initiatives.
- Recognized leader in promoting increased Board and C-suite diverse representation at U.S. public companies and promotion of opportunities for minorities in the technology industry.
- Extensive and varied public company experience overseeing enterprise risk management processes and sustainability matters related to climate change and carbon reporting and accounting.

Heidi A. Nicholas

Committees:

- Audit
- Executive
- Risk (Chair)

Other Public Company Directorships: None

Professional Experience

Nicholas Enterprises, *firm that engages in the development and management of commercial and multi-tenant residential real estate in Central Pennsylvania*

- Principal (2001-present)

Reasons for Nomination

- Investment banking experience including financial institution and telecommunication industry analysis and transaction work.
- Unparalleled understanding of investment in, and risk management of, the commercial real estate industry.
- Understanding of the housing markets and economic conditions, including financing of complex multi-family and lower income residential developments.
- Significant and comprehensive finance and complex transaction experience.
- Extensive experience with financial services risk management challenges.

John S. Stanik

Committees:

- Credit Risk, Fair Lending and CRA
- Risk

Other Public Company Directorships: None

Professional Experience

Retired CEO

Ampco-Pittsburgh Corporation, *publicly held international company, specializing in manufacturing forged and cast rolls for the metals industry and other specialty industrial equipment*

- CEO and Director (2015-2018)

Calgon Carbon Corporation, *publicly held environmental products and services company*

- Retired CEO, President and Director (2003-2012)
- Chairman of the Board of Directors (2007-2012)

Reasons for Nomination

- Extensive CEO, C-suite and public company board experience, which place a premium on his unique combination of leadership, strategic, business planning and risk management skills, as well as an insightful perspective on investor expectations.
- Extensive experience with investors, risk management, executive compensation and financial disclosures, as well as full understanding of strategic considerations attendant to the Corporation's expanding business growth opportunities and investment thesis.

William J. Strimbu

Committees:

- Compensation
- Credit Risk, Fair Lending and CRA (Chair)
- Executive
- Nominating and Corporate Governance

Other Public Company Directorships: None

Professional Experience

Nick Strimbu, Inc., *goods and freight transportation company with common carrier authority*

- President (1982-present)

Reasons for Nomination

- Long-term executive and leadership experience in regional transportation, health care and philanthropic entities, including a strong background in developing logistical and strategic plans for changing economic conditions.
- Offers broad-based understanding regarding small and medium business challenges and foresight of emerging economic environments.
- Familiarity with the financial and credit challenges of medium and small businesses, including workouts, along with a unique perspective on emerging economic trends, including critical insight into the credit environment due to his early insight into emerging macroeconomic and lending trends that are predictive of future challenges and risks confronting the financial services industry.

CORPORATE GOVERNANCE

Foundational Governance Principles

The foundation of our corporate governance principles is our commitment to long-term value creation for shareholders, and our responsibility as a corporate citizen to the interests of our customers, employees, communities and other stakeholders based on the fundamental values of fairness, transparency, integrity and accountability. Our corporate governance standards are highlighted in our *Corporate Governance Guidelines* which are reviewed and, if required, updated annually by our Board. You may view the *Corporate Governance Guidelines* by following the link in *Annex C*. These guidelines are designed to adhere to regulatory requirements, including the NYSE corporate governance listing standards, SEC governance standards and other widely accepted best practices guidelines of proxy advisory firms, institutional investors and national organizations dedicated to promoting sound and prudent governance practices. Most notably, our *Corporate Governance Guidelines* are specifically modeled after the globally recognized best practice corporate governance framework established by the Investor Stewardship Group (ISG) for U.S. listed companies. They incorporate the principles of the Council of Institutional Investor's Policies on Corporate Governance, which we believe ensure our governance standards and shareholder voting rights adhere to the highest standards.

The information below highlights the strong alignment of our corporate governance practices with the ISG standards.

ISG Principle	FNB Corporate Governance Practice
Boards are accountable to shareholders.	• The full Board of Directors is elected annually by a majority of votes cast. • The Board has a mandatory director retirement age.
Shareholders should be entitled to voting rights in proportion to their economic interest.	• Each shareholder is entitled to one vote for every share they hold as of the meeting record date. • A special meeting of shareholders may be called by the consent of shareholders holding at least 25 percent of the outstanding shares of our common stock. • Shareholders may communicate directly with our Board or any Board Committee or any individual director (see *Communications with Our Board)*.
Boards should be responsive to shareholders and be proactive in order to understand their perspectives.	• In 2024-2025, FNB engaged with major proxy advisory firms and reached out to shareholders representing approximately 72% of our outstanding shares (see *Robust Shareholder Engagement Program* in *Highlights of Superior Governance Practices* and *Say-on-Pay Support and Shareholder Engagement* in the CD&A) to discuss our executive compensation practices and sustainability practices, financial performance and other topics of interest to shareholders.
Boards should have a strong independent leadership structure.	• 100% of our directors, excluding our CEO, are independent under SEC, NYSE and other best practice independence standards, which, we believe, coupled with an empowered and engaged Independent Lead Director, ensures effective Board oversight of management and strong governance processes.
Boards should adopt structures and practices that enhance their effectiveness.	• FNB's governance practices, processes and expectations regarding the qualifications, experience, background and commitment of our Board, as well as its rigorous annual self- assessment process, are designed to meet or exceed the U.S. and globally recognized best practices standards for public companies by both ISG and the Council of Institutional Investors.
Boards should develop management incentive structures that are aligned with the long-term strategy of the company.	• As discussed in the CD&A, FNB's compensation practices are designed to align with long-term shareholder interests, be fair and transparent to our shareholders and not to incentivize inappropriate risk taking.

Succession Planning
Board, CEO and Management

Board Succession, Refreshment and Self-Assessment Processes

Our Nominating and Corporate Governance Committee, in collaboration with our Independent Lead Director and Board Chair, are responsible for leading our Board nomination, succession planning and refreshment processes. The FNB director nomination process is designed to nominate a slate of candidates who collectively possess the optimal mix of skills and experience, while also evaluating such other important Board composition considerations as background, skills, leadership, interpersonal dynamics, strategic foresight, mix of director tenures, and independence; particularly, the ability to challenge management. The Board believes that these composition considerations are critical to producing a Board capable of prudently overseeing Company management and operations (see discussion under *Criteria and Considerations for Recommending Director-Nominees)*. Following consideration of prospective Director nominees' backgrounds, skills and experiences, our Nominating and Corporate Governance Committee makes a recommendation to the Board, who in turn, makes the recommendation of Director-nominees for election by the FNB shareholders.

Our Board's succession plan and refreshment practices are the culmination of a thoughtful and methodical process that is carried out throughout the year. The chart below describes in detail our Board succession planning process and objectives.

1. BOARD COMPOSITION REVIEW	The Nominating and Corporate Governance Committee reviews each Board Director-nominee's background, experience and skills relative to the FNB Board Skill Matrix and Board Composition Criteria (see discussion under *Criteria and Considerations for Recommending Director-Nominees* and the *Board Skill Matrix)*. In addition, with respect to incumbent directors seeking re-nomination the committee considers each incumbent Director's Board performance and contributions and compliance with Board ethics and governance policies.
2. REVIEW AND UPDATE DIRECTOR SKILL MATRIX AND OTHER BOARD COMPOSITION CRITERIA	In view of the ever-changing legal, audit, financial, regulatory, risk, and corporate responsibility business landscape, our Board and Nominating and Corporate Governance Committee regularly assesses and update the Skill Matrix to assure we maintain a capable and high performing Board.
3. REGULAR BOARD AND DIRECTOR SELF-ASSESSMENTS AND EVALUATIONS	Annual Board, Board committee and individual director self-assessments are conducted and the results are submitted to, and reviewed by, independent outside legal counsel and reported to the Nominating and Corporate Governance Committee. These results are then evaluated by the Nominating and Corporate Governance Committee and reported to the Board in an Executive Session meeting. The self-assessment process is designed to promote an effective and efficient Board by evaluating, among other considerations, qualities and relevant skills, Board and committee performance, accountability, quality of meeting materials and deliberations, oversight focus, Director contributions at meetings, and Board composition. The Board uses the self-assessment results to institute changes to governance policies and practices, training and meeting presentations and materials. Also, these assessments are one of the criteria used by the Nominating and Corporate Governance Committee in deciding whether to recommend the renomination of incumbent Directors.
4. CONSIDER FEEDBACK FROM SHAREHOLDERS AND PROXY ADVISORY FIRMS	Input provided by shareholders and proxy advisory firms concerning the Board's governance practices, composition, refreshment and other matters are reviewed and considered by the Nominating and Corporate Governance Committee and reported to the Board. As discussed in this Proxy Statement and our previous Proxy Statements, these engagements have contributed changes to our governance, corporate responsibility and executive compensation practices and disclosures.
5. BOARD RESPONSIVENESS	Our Board self-evaluation and shareholder/proxy advisory firm feedback process is an important tool for our Board to ensure that the qualities, relevant skills and experiences of potential director candidates are consistent with our company's long-term growth strategy and allows the Board to effectively perform its risk oversight responsibilities. Our Board also assesses its overall director recruitment and succession planning processes and committee composition, including identifying appropriate skills and backgrounds of future prospective director candidates. (see *Criteria and Considerations for Recommending Director – Nominees*).
6. ASSIGNMENT OF DIRECTORS TO COMMITTEES FOLLOWING ANNUAL ELECTION BY SHAREHOLDERS	Following the Annual Shareholder Meeting, the Board conducts its annual reorganization meeting where the directors are assigned to Board Committees and committee leadership positions based on their qualifications, background, skills and experience.

Board Leadership Structure

Our Board leadership structure is designed to facilitate the Board's effectiveness and to appropriately allocate authority and responsibility between the Chairman and Independent Lead Director. In implementing our current Board structure, our Board took into account, among other considerations, such factors as (i) the persons currently serving in the positions of Chairman and Independent Lead Director, (ii) the current composition of the Board and effective governance policies, procedures and practices to provide independent Board oversight and, when necessary, the ability to challenge management, (iii) trends in corporate governance, including practices of other public financial services companies, (iv) our Company's financial performance and other relevant circumstances, (v) the respective responsibilities of the Chairman and the Independent Lead Director (see below), and (vi) such other factors the Board determines to be relevant.

Our Board has determined that combining the roles of Chair and CEO is the most effective leadership structure for the Board. The Board believes the present structure provides the Company and the Board with effective leadership, appropriate independent oversight of management and risk continuity of experience that complements ongoing Board refreshment, and the ability to communicate FNB's business and strategy to shareholders, clients, employees, regulators and the public in a single voice. As set forth in our Corporate Governance Guidelines, when the role of the Chair is combined with that of the CEO, the independent directors may appoint an Independent Lead Director. Our Independent Lead Director provides a strong counterbalance to the Chair, including by facilitating independent oversight of management, promoting open dialogue among the independent directors during and in between Board meetings, leading independent executive session meetings of the Board, attending Board committee meetings and focusing on the Board's priorities and processes. In February 2024, following the recommendation of the FNB Nominating and Corporate Governance Committee, the independent directors conducted their annual review of the Board's leadership structure, in consideration of the forementioned factors determined to maintain its current leadership structure, and that William B. Campbell be re-appointed as Independent Lead Director. The Board believes the current leadership structure reinforces the Board's longstanding commitment to effective and independent oversight while also maintaining the Board's ability to fulfill its fiduciary duty to determine the leadership structure that best serves shareholders.

Key Respective Duties and Responsibilities of the Chairman and Independent Lead Director

The **Chairman** has the authority to (i) call Board and shareholder meetings, (ii) preside at Board and shareholder meetings, and (iii) approve Board meeting schedules, agendas and materials in collaboration with the Independent Lead Director.

The **Independent Lead Director** has the authority to (i) call for a meeting of independent directors, (ii) preside at Board meetings in the Chair's absence, (iii) when otherwise appropriate, collaborate with the Board Chairman on Board meeting agendas, (iv) act as liaison between independent directors and the Chair/CEO, (v) preside over executive sessions of independent directors, (vi) where appropriate, provide feedback to the CEO on director interactions, and (vii) preside at the executive session meeting for the annual performance review of the Chair/CEO.

Management and Employee Succession

Our Board oversees CEO and senior management succession planning, which is formally reviewed at least annually. Our CEO and our EVP of Human Resources discuss with our Board the CEO succession plan. Our Board reviews potential internal and external senior management candidates with our CEO and our EVP of Human Resources, including the qualifications, experience, and development priorities for any internal candidates. Further, our Board periodically reviews the overall composition of our senior management's qualifications, tenure and experience. The graphic below highlights important components of our CEO, senior leadership and employee succession planning process.

Management Succession Process for Company's CEO and Key Leadership Positions

Identify Key Areas and Positions
Key areas and positions are those that are critical to the organization and support its operations as well as its business activities and strategic objectives.
Identify Employee Capabilities for Key Areas and Positions
Establish selection criteria necessary to identify employees capable of fulfilling the duties of the position and create employee development opportunities and performance expectations for each position.
Management Identifies Potential Employee Succession Candidates and Assesses Them Against the Position's Capability Requirements
Identify potential succession candidates for each position and monitor their progress towards being capable of successfully filling the position.
Develop and Implement Succession and Knowledge Transfer Plans
Incorporate strategies for learning, training, development and the transfer of corporate knowledge into succession planning and management.
Evaluate Effectiveness
Evaluate and monitor succession plans for each employee being considered to succeed to these positions.

Crisis Management Succession Plan

Our Board also has a standing plan designed to address emergency CEO and senior leadership planning in extraordinary circumstances. Our emergency CEO and senior leadership succession planning is intended to enable our company to respond to unexpected position vacancies, including those resulting from a major catastrophe, by continuing our company's safe and sound operation and minimizing potential disruption or loss of continuity to our company's business and operations. The plan is reviewed annually and updated as necessary.

For additional, detailed information about our human capital management program, please see our 2024 Form 10-K (beginning on page 4), and for additional information about our human resources highlights, see the *2024 F.N.B. Corporation Corporate Responsibility Report* (see *Annex C*, *Company Information).* Our 2025 Corporate Responsibility Report will be issued later in 2025.

Board Attendance and Committee Structure

Under our Board attendance policy, directors are expected to attend all shareholder and Board meetings and those meetings of each committee of which they are a member. Our Board met six times in 2024, and our directors attended 98.5 percent of our meetings. All our directors attended our 2024 Annual Meeting. Our Board is required to annually conduct at least two independent director Board executive sessions to discuss, among other topics, executive management performance, as well as Company and strategic matters. Our Board conducted four executive sessions (two with independent directors and two with the full Board) in 2024.

Our principal Board committees serve as joint committees for both the Corporation and FNBPA and consist of the Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee and Risk Committee (collectively, the "Standing Committees"). The Board has determined that all directors who served as members of the Standing Committees (including their Chairs) during 2024 are independent under the applicable NYSE standards and SEC rules and otherwise meet the specific eligibility requirements for these committees. The Corporation also has an Executive Committee. Each member of the Executive Committee has been determined by our Board to be independent except for Mr. Delie (CEO). FNBPA has a Credit Risk, Fair Lending and Community Reinvestment Act (CRA) Committee. Each member of FNBPA's Credit Risk, Fair Lending and CRA Committee, other than Board Chairman and CEO Delie, who is an ex officio member, has been determined by our Board to be independent. The composition and qualifications of the Credit Risk, Fair Lending and CRA Committee is consistent with federal bank regulatory standards. We identify the current members and chairs of our Board and FNBPA committees in the table titled "Biographical Information of Director-Nominees."

Each of these committees has a written charter, and the charters of the committees of the Company are accessible on our website at www.fnb-online.com/governance. We anticipate the Standing Committees and the FNBPA Credit Risk, Fair Lending and CRA Committee will perform additional duties that are not specifically set out in their respective charters as may be necessary or advisable in order for us to comply with certain laws, regulations or corporate governance standards. The Company will provide copies of these documents, without charge, to any person upon written request sent to our Corporate Secretary at F.N.B. Corporation, FNB Financial Center, 626 Washington Place, Pittsburgh, Pennsylvania 15219, Attn: Legal Department.

Audit Committee (Met thirteen times in 2024) **Members** Frank C. Mencini (Chair) Pamela A. Bena Mary Jo Dively David J. Malone Heidi A. Nicholas	• Responsible primarily for selecting and overseeing the services performed by our independent registered public accounting firm and Internal Audit Department (Internal Audit), evaluating our accounting policies and system of internal controls and reviewing significant financial transactions and compliance matters. • Approves all audit services and permitted non-audit services, as well as all engagement fees and terms related thereto. • The Board has determined that each member of the Audit Committee qualifies as "financially literate," and as an "audit committee financial expert" as defined by the SEC. The determination that each of the Audit Committee members qualifies as an "audit committee financial expert" included an evaluation of each person's qualifications and other relevant experience under applicable SEC rules and definitions, including consideration of each person's work, financial, business and professional experience and educational background. Each Audit Committee member also meets the additional criteria for independence of audit committee members set forth under the SEC rules, NYSE listing standards, FNB categorical independence standards and applicable federal bank regulatory requirements. • Our Board policy provides that Audit Committee members cannot serve on the audit committees of more than two other public companies at the same time. • Our Board and committees have access to our external auditors in order to discharge their fiduciary and legal duties and responsibilities, including quarterly executive sessions with the auditors and the Audit Committee (committee members and Independent Lead Director only).

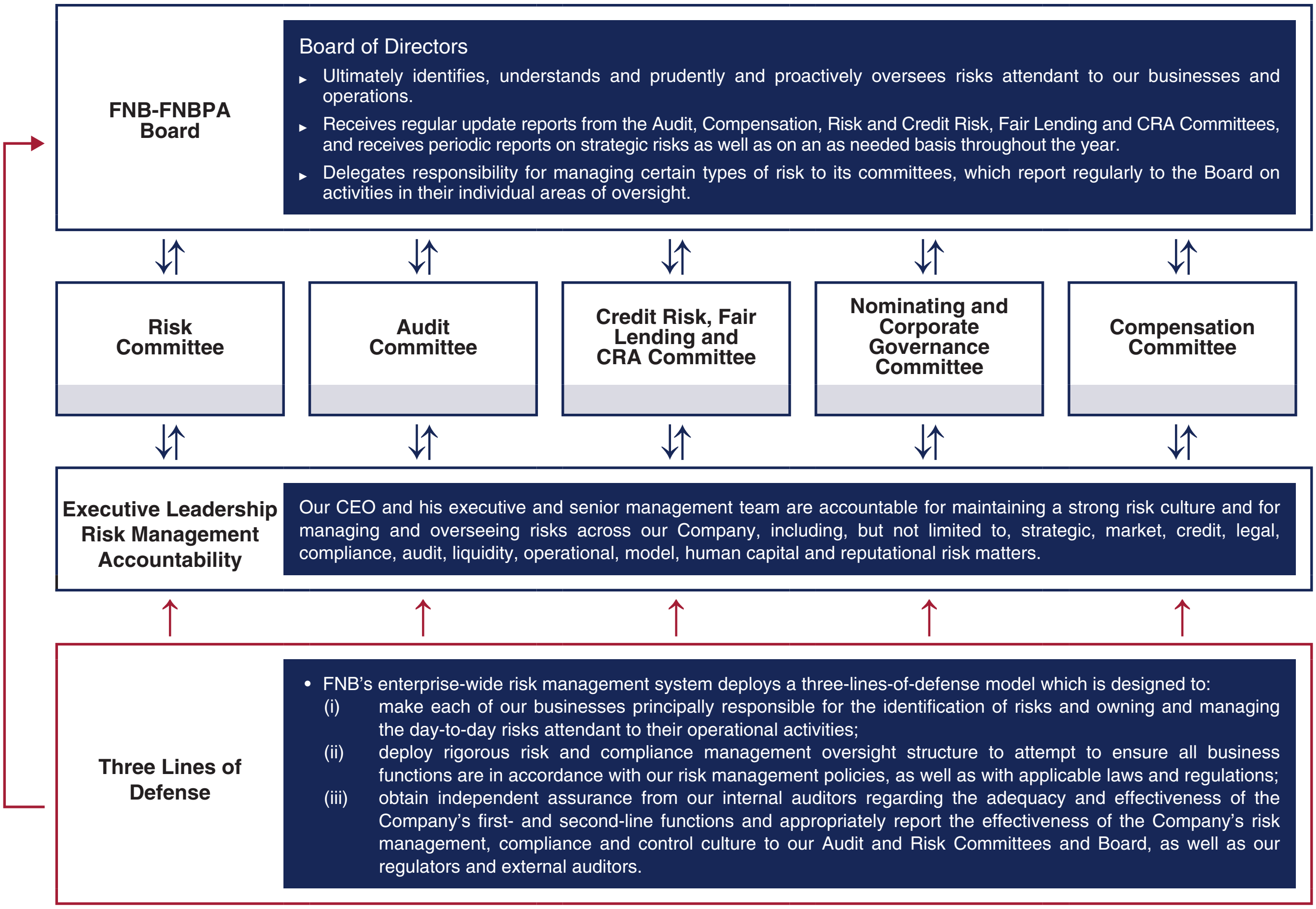
Compensation Committee (Met four times in 2024) **Members** David J. Malone (Chair) Pamela A. Bena David L. Motley William J. Strimbu	• Responsible primarily for structuring, reviewing and monitoring the compensation arrangements for our executive officers, including the CEO; administering our equity compensation plans and reviewing and recommending approval of the compensation of the Board for the purposes of establishing alignment with long-term shareholder interests; and determination of compensation plan with risk tolerances. • Works directly with our independent consultant to achieve the Committee's objectives. • The Board has affirmatively determined that each member of the Compensation Committee qualifies under the NYSE, FNB categorical and Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 "independence" standards. • Considers shareholders/proxy advisors' engagement feedback relative to our compensation practices and disclosures. • Oversees the Company's human capital management strategies, initiatives, and practices. For a more detailed description of the Compensation Committee's processes and procedures, including the roles of our independent compensation consultant in the Compensation Committee's decision-making process, we refer you to our CD&A.
Nominating and Corporate Governance Committee (Met four times in 2024) **Members** James D. Chiafullo (Chair) Pamela A. Bena William B. Campbell Frank C. Mencini William J. Strimbu	• Leads our Board governance processes regarding the development of standards concerning the qualifications and composition of our Board, including diversity considerations, development of Board Composition Criteria and the Director Skill Matrix. • Conducts annual Board and Committee succession planning and Board and director self-assessment processes, evaluates results and reports results to the Board. • Oversees the Company's overall corporate responsibility strategies, initiatives and practices and recommends public disclosures regarding these matters. • Reviews feedback from shareholders/proxy advisor firms' engagement and makes recommendations to Board based on such feedback.
Risk Committee (Met seven times in 2024) **Members** Heidi A. Nicholas (Chair) Mary Jo Dively Frank C. Mencini David L. Motley John S. Stanik	• Assists the Board with review and oversight attendant to Company management of its enterprise-wide risk management program (see *Oversight of Risk*), including establishing, in consultation with the Chief Risk Officer and senior management, an appropriate risk management framework and acceptable risk tolerance levels for the Company, and reports this information to the Board. • Oversees the Company's risk management, policies, procedures and processes and advises regarding public disclosures of such matters. • Reviews and approves risk appetite with respect to the Company's strategic plan, annual operating plan, business activities and executive compensation.
Executive Committee (Met two times in 2024) **Members** Vincent J. Delie, Jr. (Chair) William B. Campbell Frank C. Mencini Heidi A. Nicholas William J. Strimbu	• Assists the Board by offering an efficient means of considering matters and issues requiring immediate attention during intervals between regular meetings of our Board or considering specific responsibilities which may be delegated to it from time to time by the Board, including acquisitions.

Credit Risk, Fair Lending and CRA Committee (Met six times in 2024) **Members** William J. Strimbu (Chair) James D. Chiafullo Mary Jo Dively David L. Motley John S. Stanik Vincent J. Delie, Jr. (Ex Officio)	• Oversight of fair lending and credit risk management and strategies, including review of quality and performance of our loan portfolio, approval of loan loss reserves and internal credit policies and establishment of loan portfolio concentration limits. • Approval of inter-company and insider loans subject to Regulation W, and Regulation O, respectively, in accordance with applicable regulatory requirements. • Oversight of the Bank's Community Reinvestment Act (CRA) responsibilities, including the monitoring of FNBPA's community lending and investment activities relative to CRA and federal fair lending laws and regulations, our CRA Policy and our community development activities and collaborations with national, regional and local community development organizations. • Reviews and monitors the Bank's lending strategies as it relates to risk management credit considerations and relative to the Company's risk appetite.

Oversight of Risk

Enterprise-Wide Risk Management Framework

Our Board oversees risk management through multiple layers of defense and receives reports regarding FNB's risk management processes, challenges and issues from our Audit, Compensation, Risk and Credit Risk, Fair Lending and CRA Committees, executive management, internal information security and compliance departments, and our Chief Risk Officer.



Our primary risk exposures, as well as our risk management framework and methodologies, are discussed more fully under Item 1A-Risk Factors (pages 19-32) in the 2024 Form 10-K.

FNB Board Oversight of Risk

Oversight of our enterprise risk management framework is an important responsibility of our Board. Our Board and senior management understand their respective obligations to provide that FNB continuously strengthens its enterprise risk management framework to support the increased complexity and growth of its businesses. Our Board oversees management's overall objective to manage its businesses, and the associated risks, in a manner that balances serving the interests of our clients and investors, and also protects the safety and soundness of the Company. Our Board's oversight focuses on the alignment of our core values, culture and strategic plan with prudent risk management practices that promote ethical conduct, compliance with laws, rules, regulations and policies, accountability, as well as disciplined and responsible business practices, while at the same time ensuring that these practices serve the interests of our shareholders and other stakeholders.

Through their oversight responsibilities, our Board and its committees play a critical role in establishing and maintaining our culture, setting the tone at the top, challenging and holding management accountable for the maintenance of the highest ethical standards, compliance with laws and the implementation of effective policies and practices designed to protect our reputation, assets, businesses, and clients. Our Board and its committees do this in a variety of ways, including:

- Overseeing management's risk management governance and structures, as well as the identification, measurement, monitoring, and control of our material risks, including compliance, business, market, investment, liquidity, model, credit and operational risks;
- Requiring regular updates from senior management on enterprise risk management matters;
- Requiring the timely escalation of risk management issues for review with the Board and its committees; and
- Overseeing our incentive plan design and governance processes to provide for an appropriate and prudent balance of risk, business practices and compensation outcomes.

Our Risk Governance Process and Structure

Risk management is an inherent part of all of FNB's business activities. FNB's risk governance structure is managed on an enterprise-wide basis and under the oversight of our Board Risk Committee. Our Chief Risk Officer is responsible for management of our risk and compliance functions. Our Chief Risk Officer, in collaboration with executive management, prepares the Company's Risk Appetite Statement which describes our risk tolerances and includes both qualitative statements and quantitative limits identifying the aggregate amount of risk we are willing to take.

Under our enterprise risk management framework, each FNB line of business comprises the Company's "first line of defense" and is responsible for the identification of risks, as well as the design and execution of controls and safeguards to manage those risks. The first line of defense is responsible for compliance with applicable laws and regulations and for implementation of risk management governance structures that adhere to the Company's Risk Appetite Statement. FNB's risk management and compliance functions are the "second line of defense" and are responsible to independently assess and challenge the first line of defense risk management practices and its own compliance with applicable laws and regulations, as well as policies, standards, limits and thresholds established in accordance with the Risk Appetite Statement with respect to its own processes. Internal Audit is an independent function that provides objective assessment of the adequacy and effectiveness of FNB's processes, controls, governance and risk management as the "third line of defense." Internal Audit is headed by the General Auditor who reports to our Board Audit Committee and administratively to our CEO. Other functions, such as Finance, Accounting, Legal and Human Resources contribute to FNB's risk management control environment and are considered part of the first line of defense. Our risk management governance structure and framework are designed to identify and document material risks, and to manage, control, monitor and escalate risks to the Board and senior management as appropriate and in accordance with our Risk Appetite Statement.

Our directors have relevant risk management oversight experience; see "Proposal 1 Election of Our Board of Directors," (page 6),"FNB Board Skill Matrix," (page 9) and "Biographical Information of Our Director Nominees." (page 11) Our Chief Risk Officer, the Company's senior-most risk manager, who also oversees our enterprise-wide risk management framework, reports to the Board Risk Committee and administratively to our CEO. This governance structure is designed to complement our Board's overall commitment to maintaining objective, independent Board and committee leadership. This governance structure also fosters integrity through the company's risk management practices and further demonstrates our commitment to a strong culture of compliance, governance, and ethical conduct.

Board Oversight of Cybersecurity and Information Security Risk

Our Board also is engaged in the oversight and mitigation of cybersecurity risk. Our Board, which includes members with cybersecurity certificates and hands-on experience, oversees management's approach to staffing, policies, processes, and practices to address cybersecurity risk. Our Board and our Board Risk Committee, which is responsible for reviewing cybersecurity, receive regular presentations throughout the year and reports on internal and external cybersecurity developments, threats and risks, including periodic updates on our cybersecurity risk management protocols, from our Chief Information Officer and our Chief Information Security Officer. Under our Board's oversight, management works closely with key stakeholders, including regulators, government agencies, law enforcement, peer institutions and industry groups, and develops and invests in talent and innovative technology systems to better manage cybersecurity risk. Employees across the company also play a role in protecting the company from cybersecurity threats and receive periodic training and education on cybersecurity-related topics.

We believe our holistic, ongoing Board and committee risk oversight process provides for consistent and effective oversight of current and emerging risks facing our company and demonstrates our commitment to a culture of rigorous risk management and compliance.

Code of Conduct and Code of Ethics

The Code of Conduct reflects FNB's policy of responsible and ethical business practices and states that the Company's reputation for integrity depends on the conduct of its representatives. The Company annually requires all directors and employees to review and affirmatively certify their understanding of the Code of Conduct. Each employee is required to participate in annual training relative to the standards set forth in the Code of Conduct. The Company will disclose any changes in or waivers from its Code of Conduct by posting the revised Code or other related information on its website. You may view the Code of Conduct on our website at www.fnb-online.com/conduct.

The Code of Ethics applies to the Company's senior officers and employees. The Code of Ethics advocates for, among other things, honest behavior, integrity, compliance with statutes, rules and regulations of any federal, state and local government that are applicable to the Company's operations and acting in the interest of maintaining the Company's reputation. The Company will disclose any changes in or waivers from its Code of Ethics by posting the revised Code or other related information on its website. You may view the Code of Ethics on our website at www.fnb-online.com/ethics.

Insider Trading Policy

We have adopted the F.N.B. Corporation Insider Trading Policy, which governs, among other things, the purchase, sale and/or disposition of our securities by directors, officers, and employees, as well as by the Corporation itself. We believe this policy is reasonably designed to promote compliance with insider trading laws, rules and regulations, and applicable listing standards. A copy of the F.N.B. Corporation Insider Trading Policy was filed as an exhibit to our Annual Report on Form 10-K for the year ended December 31, 2024.

Director Independence

Applicable Standards for Determining Director Independence.

The NYSE listing standards and governance requirements require a majority of our directors and each member of our Audit, Compensation, and Nominating and Corporate Governance Committees to be independent. The standards can be found in the "NYSE Listed Company Manual," located at nyse.com/listings/resources. In accordance with our *Corporate Governance Guidelines,* all of our directors qualify as independent except for our CEO. Our Board has adopted Director Independence Categorical Standards (Categorical Standards), which are contained in our *Corporate Governance Guidelines*, to assist it in determining each director's independence. The Categorical Standards allow for the assessment of independence based upon the specified categories and types of transactions which conform to, or, in part, are more rigorous than, the independence requirements of the NYSE.

FNB Director Independence Determinations.

In early 2025, the independent directors on our Board, in coordination with our Nominating and Corporate Governance Committee, evaluated the relevant relationships between each director/director-nominee (and his or her immediate family members and affiliates), FNB and its subsidiaries under the NYSE, and FNB categorical independence standards (collectively, "FNB Independence Standards"), which are described more fully in our *Corporate Governance Guidelines.* It was affirmatively determined that no Director relationship was determined to be material and all our directors/director-nominees are independent, except for Mr. Delie, due to his position as CEO of our Company. Specifically, the independent members of our Board have affirmatively determined that the following 10 of our 11 directors/director-nominees are independent under the FNB Independence Standards: Directors Bena, Campbell, Chiafullo, Dively, Malone, Mencini, Motley, Nicholas, Stanik and Strimbu.

Related Persons Transactions

We have a written policy formalizing our protocols for reviewing a proposed transaction involving the Company and any of our directors, any director-nominees, any executive officers, any 5 percent or greater shareholder or any immediate family member of the foregoing (related persons) because of the possibility of a conflict of interest. A related persons transaction is generally defined as a transaction arrangement or relationship, or any series of similar transactions, arrangements or relationships, exceeding $120,000 in which the Company or any of its subsidiaries was, is or will be a participant, and in which a related person had, has or will have a direct or indirect material interest. A copy of the Related Persons Transactions Policy is posted on our website. Under our policy, all proposed related person transactions, except for (i) transactions generally available to all employees or shareholders of the Company, and (ii) compensatory transactions consistent with the plans, policies and decisions approved by the Company's Board of Directors or Compensation Committee, must receive the prior approval of the Nominating and Corporate Governance Committee of our Board before we can take part in the transaction, and if such transaction continues for more than one year, the Nominating and Corporate Governance Committee and Board must annually approve the transaction.

The Company has a $2.5 million (which represents approximately a 5% investment commitment in the fund) limited partner equity investment in Black Tech Nation Ventures ("BTN.vc"), a majority Black-owned venture capital fund of which Director Motley has less than 5% investment interest and is a general partner. BTN.vc is based in Pittsburgh and invests in technology startups and firms with Black and diverse founders and teams. The Company's investment therein represented part of its broader commitment to fostering diversity and economic equality and was made through its mezzanine finance subsidiary, F.N.B. Capital Corporation.

Other than the BTN.vc investment discussed above, no other Company directors, director nominees, executive officers, or immediate family members of the foregoing persons, or any entity owned or controlled by the foregoing persons, conducted any related person transactions with the Company in 2024 that required disclosure pursuant to SEC rules. Personal loans made to any Director or executive officer or their related interests must comply with Sarbanes-Oxley, Regulation O, our Code of Conduct and our Related Persons Transaction Policy.

BlackRock, Inc. (BlackRock), the Vanguard Group (Vanguard), Fuller & Thaler Asset Management, Inc., and Dimensional Fund Advisors LP indicated that they beneficially owned more than five percent of our outstanding shares of common stock (including through certain of their subsidiaries) as of December 31, 2024 (see *Security Ownership of Certain Beneficial Owners*). We may in the ordinary course of business, engage in transactions with BlackRock and Vanguard mutual funds, including selling BlackRock and Vanguard investment products to our customers, placing our customer funds in BlackRock and/or Vanguard mutual and exchange traded funds, and using Vanguard funds as an investment vehicle for the FNB 401(k) accounts.

You may view the Related Persons Transactions Policy on our website at: www.fnb-online.com/related-person-policy.

BOARD AND EXECUTIVE STOCK OWNERSHIP

Stock Ownership Policies Align Board and Executive Management Interests with Shareholders' Long-Term Interests

Our Board has implemented minimum stock ownership policies for our Board, NEOs and other members of senior management who are designed to require that their interests are meaningfully aligned with shareholders' interests. Below is a summary of the FNB stock ownership policies and practices we employ to ensure that the Board, executive and senior officers maintain meaningful investment stakes in the future financial success of the Company.

FNB Board and Executive Stock Ownership Policies	
Policy	**Description**
Stock Ownership Policy	We maintain a Management Stock Ownership Policy that requires the CEO, the other NEOs and certain senior management who participate in the long-term incentive (LTI) plan to have varying levels of FNB stock ownership based upon the level of the officer's responsibilities and contributions to FNB financial success. Our directors and senior level managers who participate in the LTI plan, including our NEOs, are currently in compliance with our stock ownership policy (see discussion under *Additional Compensation Policies and Practices* in the *CD&A* of this Proxy Statement).
Anti-Hedging/Pledging Policy	Our anti-hedging/pledging policy prohibits our directors, NEOs, executive officers, and senior officers from engaging in FNB stock hedging or pledging transactions and other derivative transactions.
Recoupment Policy	The Company has a mandatory recoupment policy applicable to current and former executive officers. In the event of a restatement of FNB's financial results, the Company will claw back incentive-based compensation erroneously received by current or former executive officers during the three completed fiscal years immediately preceding the year in which the Company is required to prepare an accounting restatement due to material noncompliance with financial reporting requirements. Incentive-based compensation is broadly defined and includes any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a financial reporting measure, i.e., any measure determined and presented in the Company's financial statements, or derived from such measure, and would include stock price and Total Shareholder Return (TSR). The policy also provides for the claw back of incentive-based compensation from other officers upon a determination of misconduct which contributed to the non-compliance that resulted in the obligation for an accounting restatement.

Director and NEO Stock Ownership

The table below sets forth certain information as of the March 10, 2025, record date with respect to beneficial ownership[a] of our common stock by: (i) each director and nominee; (ii) each currently employed NEO listed in the table entitled *2024 Summary Compensation Table*; and (iii) all directors and executive officers as a group. As of the March 10, 2025, record date, we had 359,461,443 shares of common stock issued and outstanding. All persons named as beneficial owners of the Company's common stock have sole voting power and sole investment power with respect to the shares indicated as beneficially owned. Otherwise, we include a notation where the director or executive officer has shared voting or investment power with other persons[b].

Name of Beneficial Owner	Shares Beneficially Owned	Percentage Owned
Pamela A. Bena	81,410	*
William B. Campbell	160,906(1)	*
James D. Chiafullo	139,328(2)	*
Vincent J. Delie, Jr. #+	1,773,287	*
Mary Jo Dively	78,148	*
David J. Malone	137,191	*
Frank C. Mencini	96,080	*
David L. Motley	65,344	*
Heidi A. Nicholas	297,119(3)	*
John S. Stanik	94,915(4)	*
William J. Strimbu	149,821(5)	*
Vincent J. Calabrese, Jr. #+	815,260	*
Gary L. Guerrieri #+	354,721(6)	*
David B. Mitchell #+	117,220	*
Barry C. Robinson #+	302,132	*
All executive officers and directors as a group (17 persons) +	4,927,609(7)	1.37%

a The term "beneficial ownership" means any person who, directly or indirectly, through any contract, agreement, arrangement, understanding, relationship or otherwise, has or shares voting or investment power with respect to FNB common stock.

b Includes shares held or obtainable by the person within 60 days of March 10, 2025, shares related to dividend equivalents accrued on such shares, and shares in FNB's deferred compensation plan. This figure does not include time-based and performance-based restricted stock units (RSUs) granted to NEOs that do not vest within such sixty (60) day period (see footnote + below).

# Denotes a person who served as an executive officer of the Corporation during 2024.

* Unless otherwise indicated, represents less than 1% of all issued and outstanding common stock.

+ The table does not include time-based or performance-based RSUs granted to NEOs, except to the extent that any of the same will vest within 60 days of March 10, 2025. Upon vesting, shares of common stock are issued on a one-for-one basis for such units. The amount of RSUs presently held by each NEO and Director and not otherwise included in the table (with the performance-based RSUs being presented at target level) is as follows: Mr. Delie, 623,744 units; Mr. Calabrese, 158,908 units; Mr. Guerrieri, 97,306 units; Mr. Mitchell, 75,429 units; Mr. Robinson, 73,748 units; and all executive officers and directors as a group, 1,121,837 units. The number of shares actually issued upon the vesting of the units may be different based upon the Company's performance. The disclosed units also include shares related to dividend equivalents accrued on such units.

(1) Includes 2,072 shares owned by Mr. Campbell's wife.

(2) Includes 600 shares held in a custodial account for Mr. Chiafullo's grandsons.

(3) Includes 121,936 shares owned by the Nicholas Family Trust (Ms. Nicholas is Sole Trustee) and 102,913 shares owned by Nicholas Family Limited Partnership.

(4) Includes 17,013 shares jointly held with Mr. Stanik's wife.

(5) Includes 400 shares held in a custodial account for Mr. Strimbu's children.

(6) Includes 897 shares held in a custodial account for Mr. Guerrieri's daughter.

(7) Includes the number of shares beneficially owned by Corporate Controller and Principal Accounting Officer, James L. Dutey, and Chief Legal Officer and Corporate Secretary, James G. Orie.

2024 Director Compensation

The following table shows the compensation paid to our directors for services rendered in all capacities during 2024. Mr. Delie is not included as his compensation as a director is disclosed in the *2024 Summary Compensation Table* on page 61.

Name	Fees Earned or Paid in Cash ($)(1)	Stock Awards ($)(2)	All Other Compensation ($)(3)	TOTAL ($)
Pamela A. Bena	92,500	79,988	0	172,488
William B. Campbell	130,000	79,988	0	209,988
James D. Chiafullo	87,500	84,981	0	172,481
Mary Jo Dively	95,000	79,988	0	174,988
David J. Malone	97,500	84,981	0	182,481
Frank C. Mencini	117,500	84,981	0	202,481
David L. Motley	90,000	79,988	0	169,988
Heidi A. Nicholas	107,500	84,981	0	192,481
John S. Stanik	80,000	79,988	0	159,988
William J. Strimbu	110,000	84,981	0	194,981

(1) This column includes the annual retainer, as well as additional retainers for the Independent Lead Director of the Board and the chairs of committees, for 2024.

(2) Annually each director, including Mr. Delie, is awarded a time-based restricted stock unit award. The awards granted were valued at $75,000, except for directors who serve as Chairperson of a Committee, in which case the awards granted were valued at $80,000, rounded down to the nearest whole unit at a price determined in accordance with the FNB Incentive Plan. The time-based restricted stock unit awards were issued on May 8, 2024, after our Annual Meeting, with a fair market value of $13.87 per share. Additionally, each director, including Mr. Delie, who completes a relevant educational program during the preceding calendar year is awarded a time-based restricted stock unit award valued at $5,000, rounded down to the nearest whole unit at a price determined in accordance with the FNB Incentive Plan. These time-based restricted stock unit awards were issued on May 8, 2024, after our Annual Meeting, with a fair market value of $13.87 per share. See *Annual Grant of Stock Awards* for restricted stock unit awards to directors that remained outstanding at December 31, 2024. Directors have the ability to defer the receipt of equity compensation that vests until after their departure from the Board pursuant to the F.N.B. Corporation Deferred Compensation Plan (DCP). The time-based restricted stock units that are deferred have dividend equivalent rights. Messrs. Campbell, Malone, Motley and Strimbu have elected to defer 100% of their 2024 awards.

(3) The valuation of all perquisites is at our actual cost. SEC rules require disclosure of the perquisites to any one director unless the amount of perquisites is less than $10,000 in the aggregate. There were no perquisites required to be disclosed for 2024.

Annual Board/Committee Retainer Fees

We pay our annual fees and fees for committee meetings to our directors on a retainer basis. We annualize the fees and pay them monthly. The current annual Board and committee fees are as follows:

	Member Fee ($)	Chairman Fee ($)
Board (1)	60,000	55,000
Audit Committee (2)	15,000	32,500
Compensation Committee (2)	10,000	22,500
Credit Risk, Fair Lending and CRA Committee (2)	10,000	25,000
Executive Committee (2)	7,500	10,000
Nominating and Corporate Governance Committee (2)	7,500	17,500
Risk Committee (2)	10,000	25,000

(1) The Independent Lead Director is entitled to an additional fee of $55,000 per year.

(2) Committee chairs do not receive a member fee in addition to the chairman's fee.

For information regarding the number of full Board and committee meetings held during 2024, see *Board Attendance and Committee Structure* on page 19. We reimbursed various directors' expenses in traveling to our meetings and determined these amounts were consistent with our guidelines and thus are not included in the *2024 Director Compensation* table.

Annual Grant of Stock Awards

We awarded each director time-based restricted stock units under the FNB Incentive Plan as detailed in the *2024 Director Compensation* table above. These awards will vest on May 7, 2025, except that Mr. Delie's award will vest on May 8, 2025. The following table sets forth the equity incentive awards outstanding as of December 31, 2024. Mr. Delie is not included as his time-based restricted stock unit award received as a director is disclosed in the *2024 Outstanding Equity Awards at Fiscal Year-End Table*.

Name	Stock Awards (#)
Pamela A. Bena	5,916
William B. Campbell	5,916
James D. Chiafullo	6,285
Mary Jo Dively	5,916
David J. Malone	6,285
Frank C. Mencini	6,285
David L. Motley	5,916
Heidi A. Nicholas	6,285
John S. Stanik	5,916
William J. Strimbu	6,285

Deferred Compensation Plan

Our Deferred Compensation Plan provides our directors with the ability to defer up to 100% of their cash and/or stock compensation under the plan. An election to defer can be made on an annual basis and is irrevocable after the election period expires.

Under the plan, investment options in the Deferred Compensation Plan are the same as those available under our 401(k) plan. Cash amounts deferred will accrue interest, earnings and losses based on the performance of the deemed investment option(s) selected by the director. Equity awards will accrue earnings and losses based on the performance of FNB's common stock. Investments into the FNB common stock fund will remain in the FNB common stock fund until distributed and will be distributed in kind. We do not pay above-market or preferential earnings on any director compensation that is deferred.

At the time of each deferral election, a director also elects the timing and method of distribution of their contributions to the plan. Elections include timing of distribution: specified date or separation from service and method of distribution: lump sum or installments. A director may change his or her current distribution election if the change is made at least 12 months prior to his or her first payment and is delayed by at least five years. In the case of an unforeseen emergency, as defined in the plan, a director may also request a withdrawal prior to a separation from service to the extent permitted in the plan.

The Deferred Compensation Plan is intended to constitute a nonqualified, unfunded plan for federal tax purposes and for the purposes of Title I of the Employee Retirement Income Security Act of 1974, as amended. The Plan is intended to comply with Section 409A of the Code and the final regulations issued and will be interpreted, implemented and administered in compliance with the Code.

Director Stock Ownership Requirement

Our Board believes that each director's equity ownership in the Corporation should be aligned with the Corporation's shareholders. Accordingly, our *Corporate Governance Guidelines* require each of our directors to have beneficial ownership of the lesser of 40,000 shares of Corporation common stock (or common stock equivalent) or $400,000 in value of the Corporation's common stock (or common stock equivalent). The Corporation's director stock ownership requirement is progressively phased in over a six-year period. As of December 31, 2024, each FNB director is in compliance with the stock ownership requirement.

EXECUTIVE OFFICERS

The table below lists the names of our current Executive Officers with their positions and ages. The table below does not include this information for CEO Vincent J. Delie, Jr., whose information is in the section of this Proxy Statement entitled *Biographical Information of Director-Nominees*.

Name	Position with Company	Age as of Annual Meeting
Vincent J. Calabrese, Jr.	Chief Financial Officer	62
James L. Dutey	Corporate Controller and Principal Accounting Officer	51
Gary L. Guerrieri	Chief Credit Officer	65
David B. Mitchell II	Chief Wholesale Banking Officer	67
James G. Orie	Chief Legal Officer and Corporate Secretary	66
Barry C. Robinson	Chief Consumer Banking Officer	62

Vincent J. Calabrese, Jr. has served as our Chief Financial Officer since 2009. Mr. Calabrese joined the Company in 2007, serving as our Corporate Controller from 2007 to 2009. Prior to joining the Company, Mr. Calabrese was Senior Vice President, Controller and Chief Accounting Officer of People's Bank, Connecticut, from 2003 to 2007. During his 19-year tenure at People's Bank, Mr. Calabrese's principal responsibilities included financial planning and reporting, accounting policies, general accounting operations and investor relations.

James L. Dutey joined our Company in January 2017 and has served as our Corporate Controller and Principal Accounting Officer since March 2017. Mr. Dutey has more than 28 years of accounting experience in the banking and financial services sectors. During his 12 years at Huntington Bancshares, Inc., Mr. Dutey served in various senior management roles, including Assistant Corporate Controller, with a primary focus on SEC and bank regulatory financial reporting requirements. Prior to joining Huntington Bancshares, Inc., Mr. Dutey was employed at KPMG LLP, ending his tenure there as senior manager for the assurance practice, primarily serving the banking industry. Mr. Dutey is a licensed Certified Public Accountant in the Commonwealth of Pennsylvania.

Gary L. Guerrieri became Chief Credit Officer of FNB in April of 2011 and has been an Executive Vice President and Chief Credit Officer of FNBPA since 2005. In his role as Chief Credit Officer, Mr. Guerrieri is responsible for managing the entire credit function for the Company, including commercial and retail underwriting, credit administration, credit policy and credit risk management. He also has oversight of FNBPA's special assets, loan servicing and indirect lending functions. Prior to joining FNBPA in 2002, Mr. Guerrieri was an Executive Vice President of Commercial Banking with Promistar Financial Corporation, a bank holding company acquired by FNB in 2002.

David B. Mitchell II became our Chief Wholesale Banking Officer in January 2021. As Chief Wholesale Banking Officer, Mr. Mitchell oversees commercial lines of business and functional areas across FNBPA's market footprint including Commercial Banking, Capital Markets and the Wealth Management group. Prior to his position as Chief Wholesale Banking Officer, Mr. Mitchell served as Executive Vice President of FNBPA's Capital Markets and Specialty Finance businesses. Mr. Mitchell joined FNBPA in January 2018 after more than 36 years with The PNC Financial Services Group, Inc (PNC). During his tenure with PNC, Mr. Mitchell served in various bank officer positions and, most recently, in the following leadership roles: Executive Vice President with responsibility over the company's national large corporate, energy, metals and mining businesses and Executive Vice President, Public Finance, where he led the company's banking and capital markets activities in the government, higher education and non-profit spaces.

James G. Orie has been our Chief Legal Officer since 2004 and became Corporate Secretary in January 2015. Mr. Orie is principally responsible for advising the Corporation, its Board and executive management team on all legal and regulatory affairs impacting the Corporation, corporate governance, legal risk mitigation, litigation management, mergers and acquisitions and other critical transaction matters, and for providing compliance guidance on business and corporate strategies and activities. Prior to joining FNB as Corporate Counsel in 1996, Mr. Orie began his 40-year career in financial services with the Office of the Comptroller of the Currency. Later, he served as counsel with the Federal Home Loan Bank of

Pittsburgh and Office of Thrift Supervision during the "thrift crisis," and also led the Financial Services Practice Group of a regional Pittsburgh-based law firm.

Barry C. Robinson has served as our Chief Consumer Banking Officer since August 2015. As Chief Consumer Banking Officer, Mr. Robinson is responsible for leading the team that provides our full range of consumer financial products and services to our customers. Mr. Robinson joined our Company in July 2010 as Executive Vice President of our Consumer Banking operations, for which he had principal responsibility for strategic planning and oversight of the Company's consumer retail operations, including leading the development of our digital banking platform. Prior to joining the Company, Mr. Robinson held several key leadership and executive positions with large regional banks, including as Regional Leader of Wealth Management and Private Banking in Cleveland, Ohio for PNC and National City Bank, and as Head of Corporate Banking in Kentucky and Tennessee for National City Bank.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

We are not aware of any shareholder who was the beneficial owner of more than five percent of our outstanding common stock as of December 31, 2024, except for the entities identified in the table below:

Name and Address	Amount and Nature of Beneficial Ownership(1)	Percent of Outstanding Common Stock Beneficially Owned(2)
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	44,867,234(3)	12.48%
The Vanguard Group 100 Vanguard Boulevard Malvern, PA 19355	39,416,478(4)	10.96%
Fuller & Thaler Asset Management, Inc 411 Borel Avenue, Suite 300 San Mateo CA 94402	24,439,656(5)	6.80%
Dimensional Fund Advisors LP 6300 Bee Cave Road Building One Austin, TX 78746	21,014,103(6)	5.84%

(1) Under the regulations of the SEC, a person who has or shares voting or investment power with respect to a security is considered a beneficial owner of the security. Voting power is the power to vote or direct the voting of shares, and investment power is the power to dispose of or direct the disposition of shares.

(2) Based on the Corporation's common stock outstanding as of December 31, 2024.

(3) According to Schedule 13F filed under the Exchange Act on February 7, 2025, by BlackRock, Inc. The Schedule 13F states that BlackRock, Inc. has sole voting power over 42,686,828 shares and sole dispositive power over 44,867,234 shares.

(4) According to Schedule 13F filed under the Exchange Act on February 11, 2025, by The Vanguard Group. The Schedule 13F states that The Vanguard Group has shared voting power over 199,513 shares, sole dispositive power over 38,789,981 shares, and shared dispositive power over 626,497 shares.

(5) According to Schedule 13F filed under the Exchange Act on February 14, 2025, by Fuller & Thaler Asset Management, Inc. The Schedule 13F states that Fuller & Thaler Asset Management, Inc has sole voting power over 24,119,189 shares and sole dispositive power over 24,439,656 shares.

(6) According to Schedule 13F filed under the Exchange Act on February 13, 2025, by Dimensional Fund Advisors LP. The Schedule 13F states that Dimensional Fund Advisors LP has sole voting power over 19,745,958 shares, shared voting power over 888,282 shares, sole dispositive power over 20,108,686 shares and shared dispositive power over 905,417 shares.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires that directors and officers of the Company and beneficial owners of more than 10 percent of its Common Stock file reports with the SEC with respect to changes in their beneficial ownership of equity securities of the Company. Except as described below, to the Company's knowledge, based solely upon a review of the copies of such reports, written representations and information furnished to the Company, insiders of the Company compiled with all filing requirements during the fiscal year ending December 31, 2024. Ms. Heidi Nicholas, a director, filed a corrected Form 5, reporting a correction of her beneficial ownership of shares held by the Nicholas Family Limited Partnership.

Communications with our Board

Shareholders or other interested parties may send communications to our Board, the independent directors as a group, the Board Chairman, any committee chair, and/or any individual director, including our Independent Lead Director, by addressing such communications to the Board, c/o Corporate Secretary, F.N.B. Corporation, FNB Financial Center, 626 Washington Place, Pittsburgh, Pennsylvania 15219, Attn: Legal Department. Our Corporate Secretary is authorized to open and review any mail that is addressed to the Board or individual director(s) unless the envelope is marked "Confidential" or "Personal." If so marked, it will be delivered, unopened, to the Chairman of the Board (addressed to the Board) or to the individual director addressee. If the Corporate Secretary opens an unmarked envelope which contains a magazine, solicitation or advertisement, the contents may be discarded.

PROPOSAL 2. ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION

In accordance with Section 14A of the Exchange Act, which was adopted under the Dodd-Frank Act, we are asking shareholders to adopt an advisory resolution approving our executive compensation for our NEOs as reported in this Proxy Statement. We are pleased to announce that in 2024, 87.32% of our shareholders voted in favor of our advisory say-on-pay resolution.

We have designed our executive compensation programs to support our long-term success and believe our performance-based plans help to drive our results because our incentive compensation is aligned with the best interests of all our constituents, including our shareholders.

In the CD&A, we describe in more detail how our executive compensation policies and procedures operate and are designed to achieve our compensation objectives. Please read it in conjunction with the 2024 Summary Compensation Table and related compensation tables and narrative that provide detailed information on the compensation of our NEOs. The Compensation Committee and the Board believe that the policies and procedures as set forth in the CD&A are effective in achieving our goals and that the compensation of our NEOs reported in this Proxy Statement has supported and contributed to our success.

THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THE ADOPTION OF AN ADVISORY SAY-ON-PAY RESOLUTION.

Why You Should Approve Our Executive Compensation Program

Our compensation philosophy is designed to attract and retain executive talent and emphasizes pay for performance, primarily through the creation and protection of shareholder value. Our compensation program includes base salary, short-term annual incentive compensation, long-term incentive compensation, retirement benefits, perquisites, and deferred compensation.

We believe our compensation programs and policies are appropriate and effective in implementing our compensation philosophy while achieving our performance goals and are strongly aligned with long-term shareholder interests and worthy of continued shareholder support.

We believe the shareholders should consider the following information in determining whether to approve this proposal:

The Compensation Program is Highly Aligned with Shareholder Value

A significant portion of our NEOs’ compensation is directly linked to our relative performance and the creation of shareholder value, because a significant portion of the direct and total compensation is in the form of incentive compensation, including annual incentive compensation and a significant long-term incentive award. Our long-term awards are in the form of RSUs and divided into a time-based portion and a performance portion. The performance portion for our most recent awards, which is 60% of the overall award, only vests at the conclusion of three years if performance measures are met. We believe these long-term awards motivate our executives to achieve long-term performance and reward them for success. Furthermore, we do not award stock options, and only the Compensation Committee may approve equity grants.

Summary of Key Compensation Practices

We seek to align our compensation programs and practices with evolving governance best practices. The Compensation Committee strives to meet best practices with respect to executive compensation including the following:

FNB Compensation Practices
• The Compensation Committee approves all elements of compensation for all executive officers. Risk Management, Finance, Human Resources and Legal all review and advise the Compensation Committee on executive officer compensation.
• Executive management reviews all incentive compensation plans and programs to ensure an appropriate balance between risk and compensation outcomes, as well as fairness across the organization.
• We annually conduct a robust risk assessment of all compensation plans, and the Committee annually reviews the assessment to ensure the compensation programs do not encourage inappropriate risk taking.
• We primarily use peer-based metrics in our incentive plans.
• We target base compensation to be competitive with peers and structure our compensation plans to increase compensation when our performance under various measures, including TSR, is better than peers, and decrease compensation when worse than peers.
• Our short-term and long-term incentive plans contain maximum limits.
• Earned dividend equivalents on unvested RSUs are not paid until vesting.
• Stock ownership guidelines are in place for our executive officers and directors. Our directors and senior level managers who participate in the LTI plan, including our NEOs, are currently in compliance with our stock ownership policy.
• We maintain a compensation recoupment or "clawback" policy. Our compensation recoupment or clawback policy allows our Board to recoup any excess compensation, whether in the form of cash or equity, paid to our NEOs if the Company restates its financial results upon which an award is based.
• We maintain a prohibition on executive officers and directors engaging in hedging transactions using Company common stock or common stock equivalents. Our anti-hedging policy prohibits our directors, NEOs, executive officers, and senior officers from engaging in hedging transactions with Company stock and requires FNB employees to consult with the Company Legal Department regarding these restrictions.
• We annually provide our shareholders an opportunity to provide a "Say-on-Pay" advisory vote on our compensation programs.
• We do not provide tax gross-up payments for executive perquisites nor approve any new employment contracts that contain a tax gross-up.
• We provide for a double trigger (rather than a single trigger) acceleration in our equity award agreements and all employment agreements.
• We do not make severance payments for "cause" terminations or resignations other than for good reason.
• We do not provide extraordinary relocation benefits.
• We do not allow the re-pricing or exchange of, or additional grants for, underwater stock options.

Our Compensation Program Has Appropriate Long-Term Orientation

Our compensation programs and policies have a long-term focus:

- We encourage our executives to maintain a long-term focus by using a three-year performance period and vesting schedule for long-term Performance-Based Awards.
- Our LTI plan is based upon multiple peer relative performance metrics, Operating Return on Average Tangible Common Equity (Operating ROATCE)*, Internal Capital Generation (ICG) growth* and TSR.
- We have stock ownership requirements for executive officers and directors, so our executive officers and directors have a meaningful personal stake in our long-term success.

Our Compensation Committee Stays Current on Best Practices

We regularly update our Compensation Committee on compensation best practices and trends. In addition, the Compensation Committee engages an independent compensation consultant to provide advice on compensation trends and market information to assist the Compensation Committee in designing our compensation programs and making compensation decisions.

The Compensation Committee directly engaged an independent compensation consultant that reported directly to the Compensation Committee and had no prior relationship with our CEO or any other NEO. Our directors are elected annually and meet without management present as a Compensation Committee and Board when necessary. The Compensation Committee maintains a charter and reviews its provisions annually. All committee charters and our Code of Conduct are posted on our website (see www.fnb-online.com/governance).

In accordance with Section 14A of the Exchange Act, which was adopted under the Dodd-Frank Act, we are asking shareholders to adopt an advisory resolution approving our executive compensation for NEOs, as reported in this Proxy Statement. We submitted an advisory resolution to approve 2023 executive compensation to our shareholders at our 2024 Annual Meeting. Shareholders owning approximately 87.32% of the shares for which votes were cast regarding the advisory resolution on executive compensation approved the compensation of our NEOs as stated in our 2024 Proxy Statement.

Following the last shareholder vote on executive compensation, the Committee considered the results of the advisory vote in determining compensation policies and decisions. The advisory vote reaffirms our pay-for-performance philosophy, and the Committee will continue to use this philosophy and past practices in determining future compensation decisions.

We are asking shareholders to approve the following advisory resolution at the 2025 Annual Meeting:

> "RESOLVED, that the shareholders of F.N.B. Corporation (the Company) approve, on an advisory basis, the compensation of the Company's Named Executive Officers listed in the *2024 Summary Compensation Table* included in the Proxy Statement for this meeting, as such compensation is disclosed pursuant to Item 402 of Regulation S-K in this Proxy Statement under the Section entitled *Executive Compensation and Other Proxy Disclosure*, including the *Compensation Discussion and Analysis*, the compensation tables and other narrative and other executive compensation disclosures set forth under that section."

This advisory vote on the compensation of our NEOs, commonly referred to as a "Say-on-Pay" vote, gives shareholders another mechanism to convey their views about our compensation programs and policies. Although non-binding, the Board and the Compensation Committee will carefully review and consider the voting results when evaluating our executive compensation programs. The Board has determined to provide shareholders with an annual advisory vote on executive compensation at each Annual Meeting of Shareholders. Accordingly, the next annual advisory vote on executive compensation will be provided at our Annual Meeting of Shareholders in 2025.

EXECUTIVE COMPENSATION AND OTHER PROXY DISCLOSURE

Compensation Committee Interlocks and Insider Participation

Compensation Committee Members

The members of the Compensation Committee (Committee) were Committee Chair Malone and Directors Bena, Motley and Strimbu[1].

Neither we nor FNBPA have ever employed any member of the Committee. No such member has, during our last fiscal year, any relationship with us requiring disclosure under Item 404 of Regulation S-K or under the Compensation Committee Interlocks disclosure requirements of Item 407(e)(4) of Regulation S-K. We have determined that the Committee members are independent under both the NYSE corporate governance standards and Section 952 of the Dodd-Frank Act and are non-employees under the meaning of Rule 16b-3 under the Exchange Act. Our Board has delegated to the Committee the responsibility of setting the compensation of our directors and all Section 16 officers, including our CEO and Chief Financial Officer (CFO). The Committee met four times in 2024.

Authority and Responsibilities

The Committee administers our F.N.B. Corporation 2022 Incentive Compensation Plan, including any predecessor or successor plans (FNB Incentive Plan) and our executive compensation programs, as well as the oversight of executive compensation policies and decisions applicable to our Section 16 officers. Additionally, the Committee oversees and interprets our qualified and non-qualified benefit plans, establishes guidelines, approves participants in the non-qualified plans, approves grants and awards, and exercises other power and authority required and permitted under the plans and the Compensation Committee Charter (Charter). The Committee also reviews and approves executive officer, including CEO, compensation, including, as applicable, salary, short-term incentive and long-term incentive compensation levels, perquisites and equity ownership. The Committee reviews the Charter annually and recommends any proposed changes to the Board[2].

Delegation

From time to time, and subject to statutory and regulatory limitations, the Committee may delegate authority to fulfill various administrative and ministerial functions attendant to the Company's plans to our employees. Currently, it delegates administration of our qualified plans to the Pension Committee, a committee comprised of our senior officers who have the appropriate expertise, experience and background in handling defined benefit and defined contribution plans.

Role of Independent Compensation Consultant

The Committee selected Aon Human Capital Solutions (Aon) as its independent compensation consultant for, among other reasons, its reputation for providing comprehensive solutions to complex compensation challenges facing companies and specific expertise in the financial services industry. Aon assists with evaluating our compensation practices and provides ongoing advice and recommendations regarding CEO, NEO, Section 16 officer and director compensation practices that are consistent with our business goals and compensation philosophy, assists with benchmarking Board and executive officer compensation, offers input regarding our Proxy Statement compensation-related disclosures and consults with the Committee on our shareholder outreach engagements.

In performing its duties, Aon reported directly to the Chairman of the Committee, and regularly interacted with the Chairman and other members of the Committee, in addition to attending Committee meetings on an as-needed basis. While performing its duties as directed by the Committee, our independent compensation consultant interacted with our CEO, CFO, Executive Vice President of Human Resources and Corporate Services, Chief Legal Officer and other FNB employees. In addition to our Independent Lead Director, our CEO regularly attended Committee meetings and discussed with Aon and the Committee

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1 For additional information regarding the qualifications of the Committee members, please see *Biographical Information of Director-Nominees* and *FNB Board Skill Matrix*.

2 A copy of the Charter is available on our website (www.fnb-online.com/governance).

members, both during and outside of meetings, his perspective regarding the total compensation for the other Section 16 officers, including appropriate base salary and short-term and long-term incentives. Our CFO regularly attended meetings of the Committee for the limited purpose of discussing the Company's performance relative to the short-term and long-term incentive plans versus peers. Executive officers are not involved in setting the amount or structure of their own compensation and are not present during deliberations regarding their own compensation. The Committee and independent compensation consultant consider our CEO's insight and recommendations before approving compensation for our Section 16 officers.

The Committee annually evaluates Aon's independence and performance under the applicable NYSE listing standards. The Committee believes that working with Aon furthers the Company's objectives to recruit and retain qualified executives, aligns their interests with those of shareholders and ensures that their compensation packages will appropriately motivate and reward ongoing achievement of business goals. In 2024, the Committee determined that Aon is independent under applicable SEC and NYSE listing independence criteria and retained them to advise the Committee with respect to compensation of the CEO and other executive officers.

COMPENSATION DISCUSSION AND ANALYSIS

The following CD&A section describes the philosophy, objectives and structure of our 2024 executive compensation program for our NEOs, whose compensation is noted in the *2024 Summary Compensation Table* and other compensation tables contained in this Proxy Statement. This CD&A is intended to be read in conjunction with the tables which follow this section which provide further historical compensation information for our NEOs as identified below.

Name	Position
Vincent J. Delie, Jr.	Chairman, President and CEO
Vincent J. Calabrese, Jr.	Chief Financial Officer
Gary L. Guerrieri	Chief Credit Officer
David B. Mitchell II	Chief Wholesale Banking Officer
Barry C. Robinson	Chief Consumer Banking Officer

Executive Summary

Introduction

The following CD&A is organized around three facets for stakeholders to consider:

- Strategic and Financial Highlights
- Compensation Philosophy and Objectives
- Compensation Plan Structure and Outcomes

These facets summarize our strategic planning effort that focused on six pillars designed to increase shareholder value over the long-term as more particularly detailed on the following pages.

We achieved new milestones, set new records, and the Committee and Board are confident in management's ability to execute our strategic plan. We have proven that we are well-positioned and continue to manage through various macro-economic environments, including during challenging times. We have consistently performed well in many important financial measures compared to our peer financial institutions while driving continued growth and shareholder value.

I. Strategic and Financial Highlights

The execution of FNB's targeted business strategy and distinctive long-term strategic initiatives has enabled FNB to achieve record and peer-leading results while navigating an uncertain economic environment in 2024. The disclosure below summarizes our strategic pillars, some of our key initiatives, and select key financial metrics including our incentive compensation metrics which demonstrate the strength of our 2024 and longer-term financial performance.

Strategic Highlights:

- ✓ Peer-leading financial results, with consistent credit underwriting and thoughtful capital and liquidity management while navigating disruptive macro-economic events through various cycles.
- ✓ Achieved our strategic goal of mid-to-upper-single digit compound annual growth since 2020 on assets, loans and deposits through organic growth and small in-footprint, non-dilutive and quick earn-back acquisitions.
- ✓ A physical delivery channel of approximately 2,000 combined branches, ATMs and interactive teller machines, together with award-winning omni-channel delivery via the mobile eStore®, including the Common Application.
- ✓ Quality deposit franchise that has achieved a top 5 deposit market share position in nearly half of our MSAs and a top 10 deposit market share in more than 80% of our MSAs.
- ✓ National brand recognition for digital innovation, client satisfaction, employee experience, diversity, community impact and leadership.
- ✓ Demonstrated our corporate responsibility through our environmental stewardship, community investment, business and consumer commitment, and human capital management.
- ✓ Attractive dividend yield and ample capital flexibility with key capital ratios at record levels.

Financial Highlights:

- ✓ Achieved 11% total shareholder return in 2024, culminating in a 36% TSR during the trailing three-year period for a number 3 TSR rank among peers.
- ✓ Led by revenues of $1.6 billion, including record operating non-interest income* of $350 million, we achieved operating EPS* of $1.39.
- ✓ Improved loan-to-deposit ratio by 500 basis points from June 2024 to December 2024 through a combination of deposit gathering initiatives and ongoing balance sheet management.
- ✓ Grew average loans and leases by $1.63 billion year over year (excluding loan sales of $763 million), or 5%, through footprint wide growth.
- ✓ Grew average deposits by 7% to $37 billion while maintaining peer-leading overall cost of funds.
- ✓ Achieved a top-quartile efficiency ratio* of 55.6% for the full year by controlling expenses and achieving approximately $17 million of cost savings in 2024.
- ✓ Our consistent underwriting standards resulted in a median reserve position of 1.25% and total delinquencies ended the year at 83 basis points and net charge-offs were 19 basis points for the full year.
- ✓ Strengthened our total shareholders' equity to over $6.3 billion and achieved a record Common Equity Tier 1 (CET1) ratio of 10.6% and record tangible common equity (TCE) ratio of 8.2%, while returning nearly $180 million to shareholders through common dividends and our active share repurchase program.
- ✓ Achieved operating ROATCE* of 14.5%.
- ✓ Drove 10.8% growth in tangible book value per share* to a record $10.49 per share.

* Non-GAAP measures are used by management to measure performance in operating the business that management believes enhances investors' ability to better understand the underlying business performance and trends related to core business activities. In this Proxy Statement, the following are references to non-GAAP measures: Operating Net Income Available to Common Shareholders; Operating Earnings per Diluted Common Share (EPS); Tangible Book Value (TBV) per Common Share; Operating ROATCE, excluding Accumulated Other Comprehensive Income (AOCI) impact; Tangible Common Equity to Tangible Assets; Operating Non-Interest Income; Efficiency Ratio; and ICG Growth. Please refer to Annex B (non-GAAP to GAAP Reconciliations) to this Proxy Statement, where we include information to reconcile the non-GAAP measures to GAAP. The * is a non-GAAP designation used throughout this Proxy Statement to identify non-GAAP measures.

Strategic Pillars

Drive Organic Growth	Maintain Efficiency & Expense Control	Build a Durable & Scalable Infrastructure	Optimize the Retail Bank	Build a Strong & Differentiated Brand	Promote Core Values including Corporate Responsibility

● Governance ● Transparency ● Accountability ● Compliance ●

Key Initiatives & Enablers

Targeted Business Strategy
- Strong & diverse geographic presence
- Diverse fee-income platform
- Granular low-cost deposit base with strong market share position across MSAs
- Omni-channel delivery
- Cost Advantage

Leading Innovation & Growth
- Over 2 million website page views monthly
- Increased eStore engagement by over 20% year-over-year
- Five Digital Innovation awards in 2024
- Six CEO leadership awards in 2024 including *CEO of the Year* "The CEO Magazine"

Foundation in Service & Culture
- Earned 82 third-party awards in 2024 including being named to lists of the best, most trusted and most admired companies in the U.S. and around the globe by prominent organizations such as *Forbes*, *Newsweek* and *Time*
- International recognition for eStore

Cost Advantage
- Investing in technology, data and analytics
- Omni-channel retail delivery
- FNB Financial Center facility consolidation
- 55.6% efficiency ratio*
- Nearly $100M of cost savings over 6 years

Credit Discipline
- Consistent and conservative underwriting standards
- Diversified portfolio
- Strong credit performance through the cycle

● Strong Financial Results in 2024 ● Capital Flexibility ● Well Positioned to Manage Through the Cycle ●

Strong Fundamentals

Record Total Assets Nearly $49 Billion	$1.6 Billion or 5% year-over-year Average Loan Growth	**Record** $37.1 Billion Deposits Top 5 Market Share in Nearly 50% of MSAs	Operating EPS* $1.39	10.8% year-over-year TBV/share* growth	**Top Quartile** Efficiency Ratio* 55.6%
Record CET1 Ratio of 10.6% TCE Ratio* of 8.2%	Revenue of $1.6 Billion inclusive of **Record** $350 Million of Operating Non-Interest Income*	14.5% Operating ROATCE*	Nearly $180 Million of Capital Returned to Shareholders	Strong ACL Reserve Ratio at 1.25%	Non-Interest Bearing to Total Deposit Ratio of 26%

* non-GAAP measure

II. Compensation Philosophy and Objectives

Compensation Philosophy:

✓ Ensure the philosophy and total compensation support the attraction and retention of top talent and foster a collaborative and team-oriented environment capable of successfully executing our strategic plan.

✓ Ensure pay and performance are properly aligned to appropriately compensate the CEO, other NEOs and the entire leadership team.

✓ Use competitor compensation data to establish multiple reference points and appropriate targets.

✓ Evaluate performance using a balanced and diverse set of metrics.

✓ Consider factors such as business and individual performance, scope of responsibility, historical results, relative equity ownership, critical needs and skill sets, and leadership potential.

✓ Maintain strong governance practices and transparency with respect to shareholders.

✓ Consistent with industry practices, consider shareholder feedback, the advice of our compensation consultant and ensure compensation is aligned with shareholder value creation and interests.

Compensation Design and Structure:

✓ Aligns compensation metrics to key strategic initiatives.

✓ Adheres to our Risk Appetite Statement and risk management protocols.

✓ Rewards performance relative to competitors by incorporating a diverse and balanced set of five metrics across the short-term incentive (STI) and long-term incentive (LTI) plans, with four of the five metrics directly tied to relative performance versus peers and the fifth measure grounded in operating earnings per share versus plan and investor expectations.

✓ Uses metrics focused on profitability, efficiency, productivity and valuation drivers.

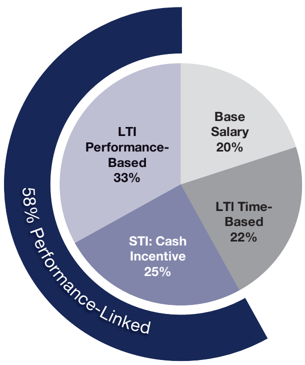
✓ Uses TSR and ICG Growth* metrics which are highly correlated to shareholder value, including growth in tangible book value per share* and dividends paid to shareholders.

Pay Aligned to Performance

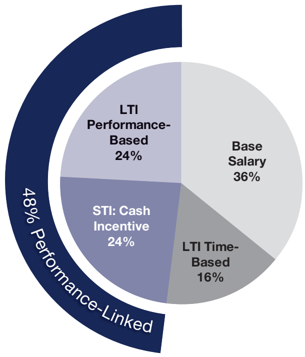
✓ 58% of our CEO's target 2024 pay was performance linked, which is commensurate with average peer CEO levels.

✓ 48% of our average NEO's target pay was performance linked.

CEO Target 2024 Pay



Average Other NEO Target 2024 Pay



Response to Shareholder Feedback:

✓ FNB deploys a robust and proactive shareholder engagement program to better understand and address the priorities of our shareholders.

✓ Contacted significant number of shareholders comprising approximately 72% of outstanding shares.

✓ Continually incorporate shareholder comments in our compensation program, governance practices and proxy disclosures.

Other Compensation Actions:

✓ Conducted a robust compensation risk review and assessment to ensure all our compensation programs promote long-term business success that is aligned with shareholders' interests, without encouraging undue risk taking.

✓ Maintained a consistent structure for our LTI plan; the performance award vesting and payouts are based entirely on peer-relative metrics.

✓ Reviewed and altered peer set in 2024 after considering FNB and peer bank asset growth and prominent mergers and acquisitions completed by peer banks in 2023 and 2024.

III. Compensation Plan Structure and Outcomes

✓ After considering FNB's recent performance and the multi-year successful execution of its business strategy, the Board awarded Mr. Delie $7,295,441 in total reported[1] compensation for 2024.

✓ Other NEOs had awarded compensation in the range of $1,295,970 to $2,225,369.

[1] As reported in the *2024 Summary Compensation Table*

I. Strategic Pillar Highlights

Dynamic Organic Growth

Grew total assets by 5.3% year-over-year to $48.6 billion	Grew period-end loans & deposits 5% and 7%, respectively, year-over-year, exceeding industry benchmarks	Hold a top 5 market share in ~ 50% and top 10 in ~ 80% of our Metropolitan Statistical Areas (MSAs)	Delivered record operating non-interest income* of $350 million	Improved loan-to-deposit ratio through a combination of deposit gathering initiatives and active balance sheet management

Efficiency & Expense Control

Delivered top quartile efficiency ratio* of 55.6%	Realized $17 million of gross cost savings for a total of nearly $100 million over 6 years	Consolidated operations and gained efficiency with the transition to the FNB Financial Center	Strategically exchanged low yielding securities for securities of similar duration and convexity with much higher yields	Centralized and streamlined back-office credit functions

Optimize the Retail Bank

Opened six (6) de novo branches in key expansion markets	Expanded the FNB ATM fleet to over 1,600 with 23 new locations	Expanded Opportunity IQ, a proprietary tool that integrates data to create a holistic view of the customer relationship & financial needs	Shifted to a faster and more consultative customer experience through our transition to relationship bankers in our branches	Drove 50% of our checking account generation through digital conversion marketing programs

Durable & Scalable Infrastructure

Expanded the unique eStore Common application that allows customers to apply for up to 30 loan and deposit products simultaneously	9% 10-year Compound Annual Growth Rate (CAGR) for non-interest income	Used Robotic Process Automation (RPA), workflow automation, AI & machine learning to automate multiple processes, and offer customized product recommendations	Launched an enterprise initiative to oversee key performance indicators (KPIs) and service level agreements (SLAs) allowing for improved operations management	Made significant and strategic investments in our risk management, audit, data governance, data analytics and data science teams and systems

Strong & Differentiated Brand

Recipient of multiple prestigious awards including employee, workplace and performance recognition	Earned more than 80 third-party awards highlighting growing reputation as a leader in innovation, performance, workplace culture and leadership	Top 100 Equipment Finance Companies	Won various prestigious awards for digital innovation on a national scale	Received 11 Coalition Greenwich awards for Middle Market banking, pertaining to best brand and excellence

Promote Core Values and Corporate Responsibility

Opened the new Pittsburgh headquarters that is certified LEED-Gold	Invested nearly $5 million in grant funds, impact investment funds and community development financial institutions	Contributed more than $630,000 to the United Way in support of FNB's communities	FNB employees logged nearly 19,000 volunteer hours in our communities	Completed companywide sustainability initiatives across FNB's branches and offices

II. COMPENSATION PHILOSOPHY AND OBJECTIVES

Governance and Risk Management
Role of the Compensation Committee

Our Committee meets regularly during the year and:

1. Reviews all aspects of executive compensation to ensure our compensation programs and policies are consistent with and adhere to our Risk Appetite Statement.
2. Reviews proposed and enacted legislation, industry trends, peer compensation, shareholder feedback, and proxy advisor service pronouncements when evaluating our philosophy, programs, and awards.
3. Ensures the structure of our compensation programs and their effectiveness are linked to our financial performance.
4. Regularly evaluates all our compensation programs, including programs compensating our CEO and NEOs, for reasonableness and competitiveness to the market.
5. Ensures our compensation programs and decisions detailed in the CD&A and accompanying tables fairly compensate our CEO and NEOs, provide for and result in both retention of our existing talent and attraction of diverse top talent, and ensure appropriate alignment and risk taking.

We believe a strong compensation program is rooted in a pay-for-performance philosophy that rewards long-term results that are aligned with shareholder interests.

Compensation Committee's Systematic Approach to Oversight of Compensation Matters

When reviewing and evaluating our compensation program, including adopting our philosophy, setting goals and awarding compensation, we assess market information and shareholder feedback, evaluate appropriate levels of risk taking, and ensure governance adherence with our Risk Appetite Statement, and applicable and developing laws and regulations, such as Heightened Standards. The chart below outlines the comprehensive process by category and is followed by a chart providing the levels of review of our comprehensive risk management program.

Governance

Review and approves as appropriate:

- Compensation philosophy statement and overall effectiveness of the program
- Compensation Committee eligibility
- CD&A and Compensation Committee Report
- Independence of Compensation consultant
- Compensation consultant's report on compensation practices
- Compensation policies including stock ownership
- Committee Charter
- Performance of the Committee's compensation consultant

Target Setting

- Sets corporate performance measures and goals for short-term and long-term incentives
- Annually evaluates and sets STI and LTI targets for the CEO and executive officers

Performance Assessments and Compensation Determinations

- Tracks performance against annual and LTI performance measures and goals
- Reviews independent consultant's annual market compensation evaluation of executive officer positions, including the CEO, including the reasonableness and appropriateness of the total compensation program

Market & Risk Assessment

- Considers risks arising from incentive plans and compensation programs
- Receives and evaluates consultant's industry and market updates
- Reviews and approves the Compensation Risk Assessment report from Chief Risk Officer
- Reviews annual and ongoing trends and developments

Shareholder Feedback

- Reviews managements' annual engagement with shareholders and proxy advisory services
- Analyzes reports from proxy advisory services
- Evaluates Say-on-Pay voting recommendations from proxy advisors and shareholder Annual Meeting voting results

Levels of Review

Compensation Committee

- Guided by FNB's risk appetite and risk management culture.
- Monitors and evaluates compensation practices from a risk management perspective by ensuring compensation policies and procedures do not encourage unnecessary or excessive risk taking.

Management Compensation Committee

- Reviews compensation plans to ensure the plans are appropriately balanced between risk and reward.
- Evaluates and ensures all awards are consistent with our risk appetite statement and do not incent unnecessary risk taking.
- Reviews KRIs and clawbacks for effectiveness.

Chief Risk Officer

- Reviews all compensation plans and programs to identify potential employee risk taking that poses a threat to FNB's financial performance.
- Provides reporting to the Management Compensation Committee, the Risk Management Committee and the Compensation Committee.

Internal Audit

- Conducts annual risk review across all lines of business.
- Performs risk-based reviews of controls related to plan governance and plan participants.

2nd level Business Unit Review

- Reviews incentive plans by Wholesale and Consumer Banking Solutions and Human Resource for consistency and risk mitigation.

Business Unit Review

- Reviews and adjusts incentive compensation goals and plans as necessary and appropriate.
- Establishes key performance indicators (KPIs) and ensures that goals and KPIs will not incent unnecessary risk taking.
- Establishes Key Risk Indicators (KRIs), risk mitigants and clawbacks.

Competitor Peer Set

We screened all 2023 peers and financial institutions included in the KBW Regional Banking Index, using several quantitative and qualitative criteria to define an appropriate peer set for determining 2024 compensation levels and for performance comparison metrics.

The Committee seeks peers that have a business model similar to ours which provides a diversified focus on consumer and corporate banking; and believes that peer group construction requires a balance between including companies that match in size, focus and competitive dynamics, including similar geographic and demographic footprints, and similar competition for talent. Accordingly, we consulted Aon in reviewing whether each potential peer is a key business or market competitor, its asset size, geography, and business model, including ownership, number of retail locations, staffing, and whether it is part of a merger, acquisition or is an acquisition target.

Based on this process and philosophy, the Committee determined that going forward our peer group composition was suboptimal due to the change in FNB's asset size relative to the 2023 peer group, primarily due to acquisition activity of peers. As a result, the Committee determined it appropriate to add three new peers: Texas Capital Bancshares, Inc. (TCBI), Fulton Financial Corp (FULT), and Simmons First National Corp (SFNC) with lower asset bases and removed Umpqua (UMPQ) due to its acquisition by Columbia State Bank (COLB) and removed New York Community Bank (NYCB) due to its FDIC-assisted acquisition of Signature Bank and significant changes that took place following the first quarter 2023 banking crisis, including its recapitalization and rebranding to Flagstar Financial (FLG). The Committee believes that the 2024 peer group, as stated below, represents an appropriate comparative reference for both determining executive compensation and establishing appropriate relative peer benchmarks for use in incentive compensation plans.

Competitor Peer Set Determination for the 2024 STI Plan and 2024-2026 LTI Plan

Peer Prospects
(sorted from highest to lowest asset base at 12/31/24; unless otherwise noted)

2023 Peers

Huntington Bancshares, Inc. (HBAN)
Regions Financial (RF)
New York Community Bancorp., Inc. (NYCB) [2]
Zions Bancorporation (ZION)
First Horizon National Corp. (FHN)
Comerica (CMA)
Webster Financial Corp. (WBS)
Wintrust Financial Corp. (WTFC)
Valley National Bancorp. (VLY)
Synovus Financial Corp. (SNV)
Pinnacle Financial Partners (PNFP)
Cullen/Frost Bankers, Inc. (CFR)
UMB Financial Corp. (UMBF)
BOK Financial (BOKF)
South State Bank (SSB)
Associated Banc-Corp. (ASB)
BankUnited, Inc. (BKU)
Hancock Whitney Corp. (HWC)
Commerce Bancshares, Inc. (CBSH)
Umpqua Holdings Corp. (UMPQ) [3]

+ KBW Composite Banks[4]

Filtering Criteria

Primary Selection Criteria

Asset Size
- $25B - $90B in Total Assets
- Exception: Key business or market competitor
- Located in Continental US
- No merger targets

Refinement Criteria

Refinement Criteria:
- Geography
- Business Model
- Ownership
- Part of Merger, Acquisition or an Acquisition Target
- # Retail Locations
- Employee Headcount

Fiscal 2024 Peer Group[1]
(sorted from highest to lowest asset base at 12/31/24)

2024 Peers

Huntington Bancshares, Inc. (HBAN)
Regions Financial (RF)
Zions Bancorporation (ZION)
First Horizon National Corp. (FHN)
Comerica (CMA)
Webster Financial Corp. (WBS)
Wintrust Financial Corp. (WTFC)
Valley National Bancorp. (VLY)
Synovus Financial Corp. (SNV)
Pinnacle Financial Partners (PNFP)
Cullen/Frost Bankers, Inc. (CFR)
UMB Financial Corp. (UMBF)
BOK Financial (BOKF)
South State Bank (SSB)
Associated BaneCorp. (ASB)
BankUnited, Inc. (BKU)
Hancock Whitney Corp. (HWC)
Fulton Financial Corp. (FULT)[5]
Commerce Bancshares, Inc. (CBSH)
Texas Capital Bancshares, Inc. (TCBI)[5]
Simmons First National Corp. (SFNC)[5]

1 The Committee also recognized that some of the peers in the 2024 peer group may be in process of a strategic combination pending regulatory approval, or have made such an announcement, during the 2024 fiscal year. As such, the Board will revisit those peers for the purposes of the 2025 peer group.

2 NYCB completed its acquisition of Flagstar on 12/2/22 and acquired portions of Signature Bank out of receivership in Q1 2023. NYCB was removed from the 2024 peer group.

3 UMPQ was acquired by Columbia State Bank on March 1, 2023. UMPQ was removed from the 2024 peer group.

4 Represents the top 50 regional banks or thrifts per KBW.

5 Three new lower asset sized peers were added to the 2024 peer group (TCBI, FULT, SFNC)

Philosophy and Structure

Pay for Performance

Pay Component	Rationale	Design Element
• Majority of our NEOs' target pay is variable and long- term.	• Ensures that target pay has strong alignment between pay and performance and this balance emphasizes the importance of long-term results on total compensation.	• 58% of CEO's target pay is performance-based. • 48% of other average NEOs' pay is performance-based.
• Our LTI awards are divided into time and performance awards.	• Addresses executive retention with the need for performance-based incentive structures.	• 60% of LTI awards are performance-based measured over a three-year performance period. • Performance-based LTI awards will not vest if we do not achieve the threshold performance level. • 40% of LTI awards are time-based.
• Substantial portion of compensation has performance-linked components for our CEO and NEOs.	• Performance versus peers measures effectively tie pay and performance. • Award payouts require performance goals, utilizing a best-in-class plan design.	• Use of a balanced and diversified set of five metrics in our STI and LTI plans, four of which are peer-relative that are directly tied to shareholder value. • Conversely, most peers do not use peer-relative metrics in their STI plan.
• Direct compensation, including salary, STI and LTI, are within a reasonable range of peer median.	• Offers a market competitive executive compensation package.	• When performance is above or below median, our NEOs' realized pay moves similarly. • Considers peer group compensation practices. • Considers recommendations of the independent compensation consultant.

Say-on-Pay Support and Shareholder Engagement

Highlights of Our Shareholder Engagement Program:

Because we value feedback from our shareholders our management team engages with a significant number of shareholders throughout the year. Additionally, in conjunction with preparation of our proxy and reviewing results of our annual meeting, we attempt to meet with large proxy advisory services and our largest shareholders annually. We then take the information we learn during those engagements and appropriately update our proxy disclosures, structure and messages. After engaging with our shareholders, we made the following changes over the past few years:

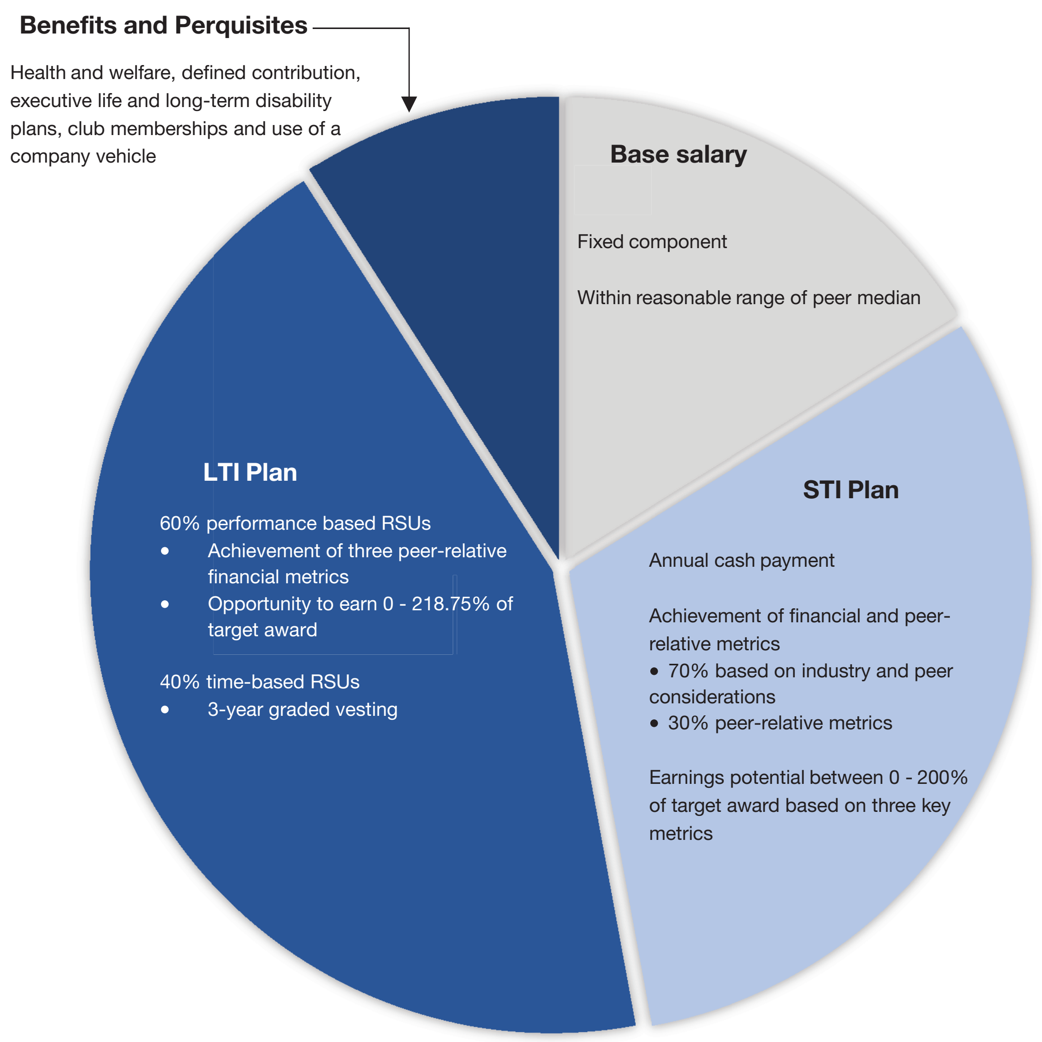
- Enhanced disclosures on performance metrics and rationale for making compensation program changes.
- Increased the detail provided on our peer selection process and improved the overall peer discussion.
- Eliminated the single-trigger vesting change-in-control provisions in LTI awards and legacy employment agreements.
- Revised Our Stock Ownership Guidelines and disclosure ensuring our requirements remained robust and consistent with market practices.

2024 Say-on-Pay Shareholder Support	Number of Shareholders Contacted in Fall 2024	Percentage of Outstanding Shares	Engagement Participants
87.32%	50	72%	C-Suite Executives, members of our Investor Relations, Legal, Finance and Human Resources Departments

III. COMPENSATION PLAN STRUCTURE AND OUTCOMES

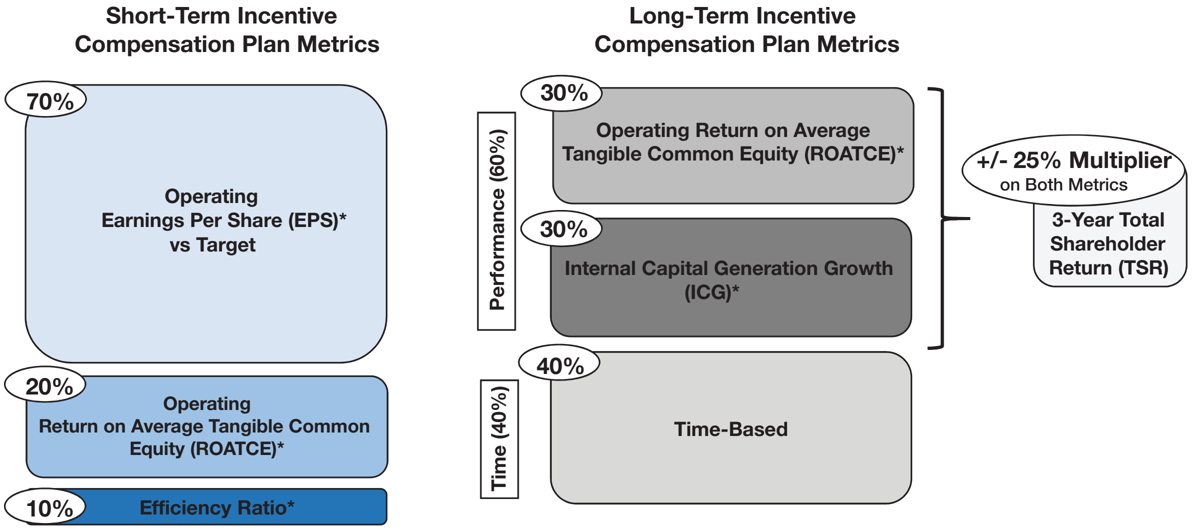
Our NEOs receive compensation through the following mix of elements: base salary, cash and equity-based awards, including time- and performance-based equity awards. A detailed overview of each element of compensation is provided below:

Mix of Compensation Elements



Compensation Philosophy Provide a total compensation package that attracts and retains talent and rewards performance	
Compensation Component	**Rationale**
Base Salary	Provides fixed compensation for executives, providing financial certainty
STI Plan	Rewards achievement of key drivers of FNB's operating plan and performance relative to peers
LTI Plan	Rewards NEOs for commitment to FNB, rewards long-term performance and encourages stock ownership
Benefits and Perquisites	Plans and programs are consistent with market practices across the industry
Risk Mitigants	Large use of peer relative metrics without unnecessary risk taking

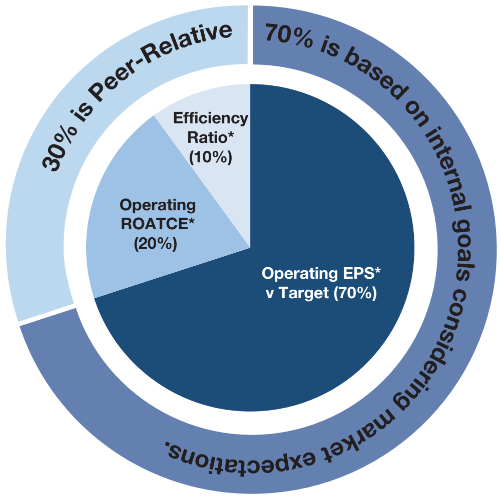
Incentive Compensation Metrics & Design Structure



* non-GAAP measures

Short-Term Incentive Compensation Plan Structure and Awards

Introduction



* non-GAAP measure

- The use of peer-relative metrics in FNB's STI Plan distinguishes it from most peer compensation plans which generally do not use peer-relative metrics in short-term plans.
- For the "Operating EPS* vs. Plan Operating EPS Target" metric, the Board considers many elements of the plan including:
  - ✓ The macroeconomic environment,
  - ✓ The degree of positive operating leverage,
  - ✓ Our risk appetite,
  - ✓ Peer performance and industry growth estimates, and
  - ✓ All external conditions effecting operations, including factors related to employees, earnings and expenses.

Short-Term Incentive Compensation Plan Structure

A brief description of each of the 2024 STI metrics is provided below along with why FNB believes they are important to the performance, strategy and investment thesis of FNB.

Metric	Description	Why is It Important?
Operating EPS* vs. Plan Operating EPS Target	▪ Net income available to common shareholders divided by total average diluted outstanding shares. ▪ Compares actual operating performance to plan/target performance.	▪ Widely used measure for estimating corporate value. ▪ Provides a core run-rate look at bottom-line earnings for a company. ▪ For this reason, the Committee generally requires: (a) budgeted performance levels to be achieved for target payout levels to be paid out; and that (b) budgeted performance levels are set with positive year-over-year operating leverage, which may exclude the effects of certain changes in accounting standards.
Operating ROATCE* compared to peer-relative levels	▪ Peer-relative ranking of operating return on average tangible common equity divided by average tangible common equity for the year.	▪ Measures how efficient a bank is at optimizing common shareholder capital and earning a return on it. ▪ Determines a company's capacity to generate shareholder value.
Efficiency Ratio* compared to peer-relative levels	▪ Peer-relative ranking of operating expenses divided by operating revenues for the year.	▪ Good measure of bank profitability and disciplined cost management. ▪ Strong measure of financial stability. ▪ Supports FNB's cost advantage in lower cost of living geographies and investment in scalable digital channels.

* non-GAAP measure

Calculation of Total STI Payout Award

A payout percentage is computed for each metric and then averaged based upon established weightings. Threshold, target and maximum payout levels vary by NEO and are established based on market analysis which considers role, degree of responsibility, experience, and skillset when making the determination. The chart below presents the threshold, target and maximum payout levels for each of the STI measures. Consistent with industry standards and with the target-setting process utilized by more than 80% of our peers, target performance is set at 50th percentile of peer performance. This is consistent with our philosophy of paying within a reasonable range of peer median compensation for target performance.

Performance Level	Operating EPS* vs Target	Peer-Relative Operating ROATCE*	Peer-Relative Efficiency Ratio*	Vesting Percentage(1)
Threshold	90%	25th Percentile	25th Percentile	50% of Target
Target	100%	50th Percentile	50th Percentile	100% of Target
Maximum	110%	75th Percentile	75th Percentile	200% of Target
Metric Weighting	**70%**	**20%**	**10%**	

(1) There is straight-line interpolation between all levels.

2024 Short-Term Incentive Compensation Award Target Opportunities

The Committee sets CEO and other NEOs target incentive opportunity expressed as a percentage of each of their base salaries. We increased the NEOs 2023 base salaries in 2024, as noted below, to ensure competitive direct compensation relative to the market median. Furthermore, to ensure total compensation for our CEO remained competitive with peer CEOs, we increased his target STI percentage.

Name	2024 Salary	2023 Salary	% Increase	Below Threshold	Threshold (50%)	Target (100%)	Maximum (200%)
Vincent J. Delie, Jr.	$1,200,000	$1,187,000	1.1%	0%	62.5%	125.0%	250.0%
Vincent J. Calabrese, Jr.**	565,000	554,000	2.0	0	40.0	80.0	160.0
Gary L. Guerrieri	519,000	509,000	2.0	0	30.0	60.0	120.0
David B. Mitchell II	447,000	438,000	2.1	0	30.0	60.0	120.0
Barry C. Robinson	437,000	428,000	2.1	0	30.0	60.0	120.0

** Based on our compensation process, the Committee increased Mr. Calabrese's STI target payout for 2025 to 85% of his base salary.

2024 STI Performance Results Summary

A summary of the Company's short-term incentive compensation performance metrics results, STI performance and payout results are shown below.

Short-Term Incentive Compensation Metrics	FNB Metric Result	Performance Level (Threshold / Target / Maximum)	Metric Payout %	Weight	Weighted Payout %
Operating Earnings Per Share* vs. Target	$1.39	$1.39 — $1.24 / $1.38 / $1.52	112%	70%	79%
Operating ROATCE* Relative to Peers[(1)]	13.7%	81st — 25th / 50th Percentile / 75th	200%	20%	40%
Efficiency Ratio* Relative to Peers	55.6%	76th — 25th / 50th Percentile / 75th	200%	10%	20%
Total Payout %					**139%**

(1) excludes Accumulated Other Comprehensive Income (AOCI)

* non-GAAP measure

2024 Operating Plan EPS Target

The Board set the 2024 Operating EPS target at $1.38, which reflected a more challenging operating environment compared to 2023 driven by evolving macroeconomic and regulatory factors. This target was consistent with industry and investor expectations as negative annual operating leverage was expected for both FNB and the broader banking sector in 2024 and, confirmed by the 2024 performance of 17 of 22 peer banks.

Key factors included: (1) an inverted yield curve and anticipated Federal Open Market Committee (FOMC) interest rate decisions led to higher deposit costs due to increased competition and a shift towards higher-yielding deposit products, and (2) ongoing regulatory compliance efforts, including preparations for the Office of the Comptroller of the Currency's (OCC's) Heightened Standards requirements.

The Operating EPS target represented a balanced earnings goal, consideration of our low-to-moderate risk appetite and the asset-sensitive position of our balance sheet. We anticipated and achieved a return to positive operating leverage and a top-quartile efficiency ratio relative to peers in the second half of 2024.

Performance on Operating EPS* vs. Plan Operating EPS Target

FNB's final 2024 operating earnings per diluted common share* of $1.39 resulted in performance that was 101% of the plan target. The outperformance to plan was driven by peer-leading loan and deposit growth reflecting strong customer acquisition and retention strategies, record operating non-interest income*, and favorable credit quality, combined with active balance sheet management focused on optimizing capital and liquidity levels.

Performance on Peer-Relative Performance Metrics

For purposes of our STI performance results both our 2024 Operating ROATCE, excluding AOCI impact*, and Efficiency Ratio* resulted in a maximum payout based on absolute performance of 13.7% and 55.6% ranking in the top quartile relative to peers. In calculating the Operating ROATCE measure, the Board excluded the effects of Accumulated Other Comprehensive Income (AOCI) from performance results for FNB and all its peers, to avoid volatility from non-cash items and to ensure compensation reflects core operating performance. This aligns incentives with sustainable, long-term results, rather than having short-term market fluctuations influencing results in a misleading way. It provides a stable and predictable framework for rewarding management based on controllable factors.

Overall Short-Term Incentive Compensation Performance and Payout

After considering the performance of actual results compared to Plan target, peer-relative Operating ROATCE, excluding AOCI, and peer-relative Efficiency Ratio according to the formulaic calculation of FNB's STI Plan, the resulting performance was 139% of target and the level at which the Committee awarded each NEO. The Committee also recognized that FNB's performance exceeded peer performance on loan growth, deposit growth and deposit cost management in an uncertain interest rate environment. Furthermore, FNB achieved record performance related to total assets, capital metrics, non-interest income, deposit market share, and tangible book value. Overall, TSR for 2024 was 11% culminating in a 36% TSR for the trailing three-year period for a number 3 rank amongst peers.

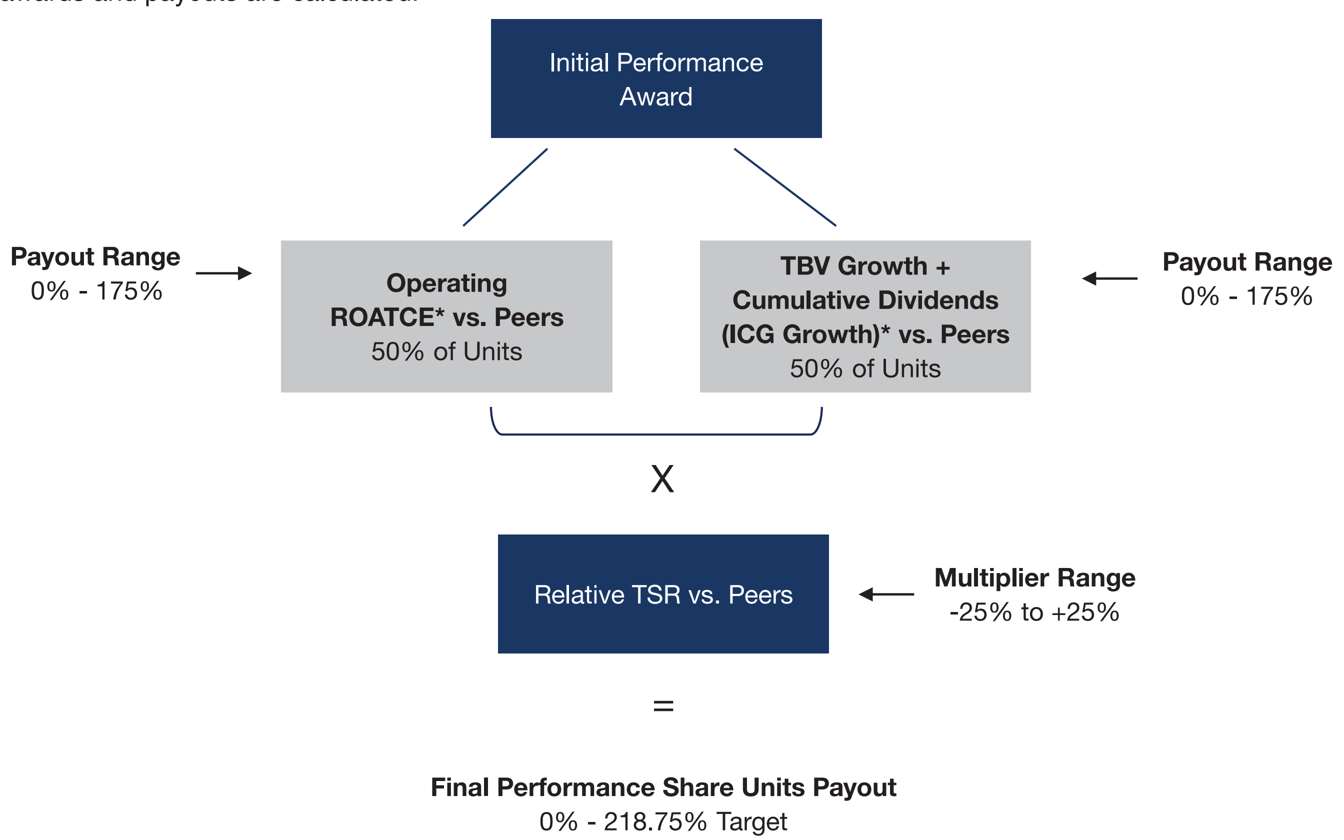
Long-Term Incentive Compensation Plan Structure and Awards

Introduction

Our compensation program is designed to be competitive and align with our philosophy of tying pay to performance. For our NEOs, this includes a mix of equity-based awards, including time- and performance-based equity awards that measure performance over a three-year period.

Long-Term Incentive Compensation Plan Structure

The chart below depicts the components of our long-term awards and illustrates how our performance-based awards and payouts are calculated:



As shown in the previous graph, the performance award component of our LTI plan is split into two performance metrics. The first metric component uses Operating ROATCE* and measures our annual performance versus peer performance for each of the three years in the award time horizon. Each LTI plan measure is calculated independently for each of the three years and then averaged for FNB and each of its peers. We determine the payout level based upon how this average measure compares to our peers. This payout level is then increased or decreased based on relative TSR performance to determine the final payout percentage. TSR performance at median results in no adjustment to the award. If our TSR performance is at or below the 25th percentile of peers, the award is adjusted downward 25%. If our TSR performance is at or above the 75th percentile, the award is adjusted upward 25%. The final payout percentage is calculated by multiplying the metric result by the TSR result (1+/-25%) utilizing straight-line interpolation between the 25th and 75th percentiles.

The second metric is ICG Growth* which is defined as the annual change in Tangible Book Value (TBV)* per common share plus the dividends declared per common share during the annual period, divided by TBV* per common share at the beginning of the performance period versus the same measures for our peers. Similar to Operating ROATCE*, the award level associated with this measure is calculated independently for each of the three years of the award time horizon, and then averaged. Thereafter, the award is multiplied for TSR performance versus peers the same as described above for Operating ROATCE* performance.

Metric	Description	Why is It Important?
Operating ROATCE* compared to peer-relative levels	▪ Measures the operating return on average tangible common equity for the given reporting period.	▪ Measures how efficient a bank is at optimizing common shareholder capital and earning a return on it. ▪ Determines a company's capacity to generate shareholder value.
	▪ Measures annual performance relative to peer performance for each of three reporting periods in the award time horizon. ▪ Measures are calculated independently for each of the three years and then averaged. ▪ Payout level is based upon how the average of each of the three year's calculations compare to peers.	
Internal Capital Generation (ICG) Growth * compared to peer-relative levels	▪ Measures the annual change in Tangible Book Value* per common share plus the dividends declared per common share during the annual reporting period, divided by Tangible Book Value* per common share at the beginning of the performance period.	▪ Highly correlated to Total Shareholder Return. ▪ Supports FNB's strategy of capital deployment to shareholders.
Total Shareholder Return	▪ Measures the peer-relative performance in total shareholder return amongst peers. ▪ Total Payout level is used to multiply the payouts for Operating ROATCE* and ICG Growth*. Total payout is increased or decreased based on relative TSR performance.	▪ TSR fully aligns a portion of management compensation with shareholder returns.

* non-GAAP measure

All stock-based performance awards vest based on the following tables:

Performance Level	Percent Rank	Vesting Percentage(1)
Threshold	25th Percentile	25% of Target
Target	50th Percentile	100% of Target
Maximum	75th Percentile	175% of Target

(1) There is straight-line interpolation between all levels.

2024 Long-Term Incentive Compensation Award Target Opportunities

The following table shows the target value of the 2024 grants for each of the NEOs. The performance-based awards will vest in 2027 only to the extent performance goals are met.

Name	2024 LTI Plan Opportunity (% of Salary)	Performance-Based ($)	Time-Based ($)
Vincent J. Delie, Jr.[1]	275%	1,980,000	1,320,000
Vincent J. Calabrese, Jr.	150	508,500	339,000
Gary L. Guerrieri	100	311,400	207,600
David B. Mitchell II	90	241,380	160,920
Barry C. Robinson	90	235,980	157,320

(1) Based on our compensation process, the committee increased Mr. Delie's LTI target payout for 2025 to 300% of his base salary.

2022 to 2024 LTI Performance Results Summary

As a result of the strong performance during 2022 through 2024, the performance award for that period paid out at 172% of each NEOs' target. The Operating ROATCE* metric achieved target results and the ICG Growth* metric achieved top quartile results with TSR performance at the 95th percentile of peers for the three-year measurement period. Additional ranking and measurement details for each metric are shown below.

Long Term Incentive Compensation Metrics	FNB 3 Yr. Avg Metric Results	Performance Level (Threshold / Target / Maximum)	Metric Payout %	Weight	Weighted Payout %
Operating ROATCE* Relative to Peers (2022-2024 Plan)	16.8%	50th; 25th / 50th Percentile / 75th	100.0%	50%	50.00%
ICG Growth* Relative to Peers (2022-2024 Plan)	12.7%	95th; 25th / 50th Percentile / 75th	175.0%	50%	87.50%
3-Yr Total Shareholder Return[1] Relative to Peers	44.8%	95th; 25th / 50th Percentile / 75th		Multiplier 1+/- 25%	125.00%
Total Payout %					**172%**

(1) TSR at median results in no adjustment, at or below 25th percentile of peers adjusted downward 25%, at or above 75th percentile of peers adjusted upward 25%

Total 2024 STI and LTI Compensation Plan Payout Results

Based on the above analysis and considerations, the Committee reasonably believes the 2024 short-term and long-term incentive award determinations appropriately balance long-term shareholder interests and reward executives for successfully executing on both FNB's 2024 Operating Plan and our broader long-term strategic initiatives. This strong operating performance has enabled FNB to return nearly $180 million to our shareholders in 2024, and nearly $1 billion to our shareholders since 2020 (representing dividends paid and shares repurchased).

Additional Compensation Policies and Practices

Management Stock Ownership Policy

We maintain a Management Stock Ownership Policy that requires the CEO, other NEOs and certain senior management who participate in the LTI plan to have varying levels of stock ownership based upon the officer's participation level in the plan. The policy requires participants to hold the lesser of a specific share amount or a number of shares equal to a specific dollar threshold that is a multiple of the participant's salary. We believe that this policy aligns management with shareholder interests and acts as a risk mitigant, because our NEOs have a significant long-term stake in our success. Under our policy, acceptable forms of stock ownership include:

- shares owned individually and by immediate family;
- long-term time-based stock awards, including all restricted stock and unit awards;
- shares held in the 401(k) and/or non-qualified deferred compensation plan;
- stock held in F.N.B.'s Dividend Reinvestment Plan.

Specific ownership guidelines for the NEOs are as follows:

Named Executive Officer	Share Value	Number of Shares	Compliance
Vincent J. Delie, Jr.	5 x salary	250,000	met
Vincent J. Calabrese, Jr.	3 x salary	100,000	met
Gary L. Guerrieri	3 x salary	100,000	met
David B. Mitchell II	3 x salary	100,000	met
Barry C. Robinson	3 x salary	100,000	met

We annually review progress toward achieving the ownership guidelines. Our NEOs are required to reach the stock ownership guidelines within five years after the later of any of the following events: commencement of participation in the LTI Plan; promotion to a higher participation level; or, an increase in a participant's ownership requirement. If an NEO does not hold the required share amount after the five-year period, the NEO will receive any future incentive awards as stock, in lieu of cash, that the participant must hold until he or she reaches the applicable required ownership level. All our NEOs currently meet the required stock ownership levels based on current policies and are within the time period allotted to achieve the level required under our current stock ownership guidelines.

Retirement and Other Post-Employment Benefits

All employees are eligible to participate in a 401(k) Plan. All salaried employees hired before January 1, 2008, except employees of First National Insurance Agency, LLC (FNIA), participated in our defined benefit pension plan, the Retirement Income Plan (RIP), through December 31, 2010. At that time, we froze each participant's accrued benefit amount and ceased future accruals.

In general, we have designed our retirement plans to provide NEOs and other employees with financial security after retirement. We provide matching contributions and a performance-based contribution under the 401(k) Plan for all employees, including the NEOs. Previously, we offered a defined benefit pension plan (RIP). We detail its benefits to employees more particularly in the narrative accompanying the 2024 *Pension Benefits* table. Additionally, due to Code limits on the amount of compensation that may be recognized for tax-qualified retirement plans, certain NEOs were unable to make the full amount of contributions to the 401(k) Plan and the amount of their total pay that is included in the calculation of their pension benefit is limited. To address that limitation, we offered the F.N.B. Corporation ERISA Excess Retirement Plan (Excess Plan) and continue to offer the DCP to allow any affected employee, including the NEOs, to receive the full benefit intended by the qualified retirement plans. In 2010, we amended the Excess Plan consistent with the amendments to the RIP.

In addition to those plans, we previously provided to some senior executives, including Mr. Guerrieri, a supplemental executive retirement plan, called the Basic Retirement Plan (BRP), which is designed to supplement the benefits provided by the RIP and the Excess Plan. The purpose of the BRP was to ensure a minimum level of retirement income for the NEOs and other senior officers who participated in the plan. We closed the BRP to new participants and ceased future accruals for all participants, effective December 31, 2008.

Post-Employment and Change in Control Payments

We believe post-retirement compensation is necessary to attract and retain talented executives and that our post-retirement benefits are competitive in the industry and provide NEOs with appropriate retirement benefits.

We provide severance and change-in-control payments through employment contracts that provide additional security for our NEOs. We determined that the continued retention of the services of our NEOs on a long-term basis fosters stability of senior management through retention of well-qualified officers. The *2024 Potential Payments Upon Termination or Change in Control* tables and accompanying narrative detail the NEOs' employment contracts.

The RIP benefit is determined by a precise formula set forth in the plan document and explained in the narrative accompanying th*e 2024 Pension Benefits* table. The DCP and Excess Plan benefit formulas are based upon the specific opportunity, or the amounts lost by the participant due to Code limits and are more fully detailed in the *2024 Non-Qualified Deferred Compensation* and *2024 Pension Benefits* tables and narratives. The benefit under the BRP is a monthly benefit equal to a target benefit percentage based on years of service at retirement and a designated tier as determined by the Committee and detailed in the narrative accompanying the *2024 Pension Benefits* table. We do not grant extra years of credited service under any of our qualified or non-qualified plans. The termination and change in control benefits for NEOs were set by contract and are described more fully in the *2024 Potential Payments Upon Termination or Change in Control* tables and in the narrative accompanying the *2024 Summary Compensation Table*.

Deferred Compensation

We believe it appropriate to offer our most senior executives and Board members the opportunity to defer compensation for financial planning purposes, including the DCP implemented in April 2022. The Committee has selected a group of management employees eligible to participate in the plan that includes the NEOs. Participants may choose to defer base salary, STI and/or LTI awards. See the detailed discussion about our plan below our Non-qualified Deferred Compensation Table.

Life Insurance

Under a life insurance agreement with Mr. Delie, we will pay the insurance premium on behalf of Mr. Delie during his employment on a life insurance policy issued and owned by him. The annual premium amount is $182,450 and is payable through the end of the policy year in which Mr. Delie attains age 68. The death benefit payable to Mr. Delie's beneficiaries under the policy is $2.4 million. The life insurance agreement and our obligation to remit premiums terminates upon: Mr. Delie's death, the date he voluntarily terminates employment prior to attaining age 68, the date Mr. Delie's employment is terminated for Cause, as defined in the life insurance agreement, or the date Mr. Delie violates any restrictive covenants contained in his employment agreement (described below). If Mr. Delie remains continuously employed by FNB through December 31, 2027, we are obligated to pay annual policy premiums through the end of the policy year in which Mr. Delie attains age 68 regardless of whether he voluntarily terminates his employment, unless he violates any applicable restrictive covenants. If we terminate Mr. Delie's employment without Cause, as defined in the life insurance agreement, or he terminates his employment for Good Reason upon or following a Change in Control, as each are defined in his employment agreement, in either case prior to his attainment of age 68, we are obligated to remit an additional premium amount needed for the life insurance policy to become fully paid-up, such that all the premium payments are complete, Mr. Delie is free of all payment obligations, and the life insurance policy will remain intact and fully paid until Mr. Delie's death.

Tax Policy and Accounting Treatment of Compensation

We adopted a policy that we will not allow tax gross-ups unless we are required to make such a payment due to a prior existing contractual obligation. Currently, we do not have any contractual obligations to our NEOs or any other employee with tax gross-ups but may be required to honor such a contract due to a merger or acquisition with another entity.

Section 162(m) of the Code currently limits the deductibility of compensation in excess of one million dollars paid to the CEO, CFO or another "covered employee" (as defined by Section 162(m)), or who was such an employee beginning in any year after 2017. Accordingly, compensation awarded to covered employees in excess of one million dollars will generally not be deductible. While we are cognizant of the tax deduction limitations applicable to our compensation program for NEOs, we may set compensation levels or structure arrangements outside the deduction limitations if we deem the amount of compensation appropriate. The Committee has the discretion to establish the compensation paid or intended to be paid or awarded to the NEOs, as the Committee may determine in our and our shareholders' best interests. This is an important feature of our compensation practices because it provides the Committee with sufficient flexibility to respond to specific situations.

As discussed above, we have calculated and discussed with the Committee the tax impact to us and the executives of each of our cash and equity compensation awards and agreements. We also calculate and monitor the accounting expense related to equity-based compensation using the guidance of Accounting Standards Codification (ASC) Topic 718, *Compensation — Stock Compensation.*

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board has reviewed and discussed the Compensation Discussion and Analysis of this Proxy Statement with the Company's management and based on such review and discussion, we recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement. Portions of this Proxy Statement, including the Compensation Discussion and Analysis, have been incorporated by reference into the Company's 2024 Form 10-K.

Respectfully submitted,

David J. Malone, Chair
Pamela A. Bena
David L. Motley
William J. Strimbu

2024 Summary Compensation Table

The following table shows the total compensation paid or earned by the Company's CEO, CFO and the three most highly-paid executive officers other than the CEO and CFO who were employed as of December 31, 2024. Each of the above is referred to as an NEO and, collectively, NEOs. The amounts include services rendered in all capacities to us and our subsidiaries for the year ended December 31, 2024:

Name and Principal Position	Year	Salary ($)	Bonus ($) (1)	Stock Awards ($) (2)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($) (3)	Change in Pension Value and Non-qualified Deferred Compensation Earnings ($) (4)	All Other Compensation ($) (5)	Total ($)
Vincent J. Delie, Jr. President and CEO	2024	1,199,500	0	3,529,358	0	2,079,300	0	487,283	7,295,441
	2023	1,187,000	0	3,225,435	0	2,279,040	15,954	649,180	7,356,609
	2022	1,185,887	0	3,211,952	0	2,136,600	0	283,935	6,818,374
Vincent J. Calabrese, Jr. Chief Financial Officer	2024	564,577	0	885,891	0	626,562	0	148,339	2,225,369
	2023	553,385	0	880,825	0	850,944	8,977	194,912	2,489,043
	2022	537,492	0	853,080	0	774,720	0	139,973	2,305,265
Gary L. Guerrieri Chief Credit Officer	2024	518,615	0	542,527	0	431,663	7,434	96,740	1,596,979
	2023	508,423	0	539,521	0	586,368	77,827	127,550	1,839,689
	2022	493,529	0	522,227	0	533,520	0	101,426	1,650,702
David B. Mitchell II Chief Wholesale Banking Officer	2024	446,654	0	420,524	0	371,779	0	79,071	1,318,028
	2023	437,500	0	417,865	0	504,576	0	86,498	1,446,439
	2022	424,039	0	404,360	0	459,000	0	82,110	1,369,509
Barry C. Robinson Chief Consumer Banking Officer	2024	436,654	0	411,119	0	363,462	0	84,735	1,295,970
	2023	427,539	0	408,331	0	493,056	0	100,159	1,429,085
	2022	415,633	0	395,786	0	449,280	0	83,208	1,343,907

(1) Payments under the Company's annual incentive plan for 2024 are reported in the Non-Equity Incentive Plan Compensation column instead of in the Bonus column, in accordance with SEC requirements.

(2) The amounts shown in this column represent the grant date fair value of the awards granted during the fiscal year determined pursuant to ASC Topic 718. Assumptions used in the calculation of these amounts are included in Note 17 to the Company's audited financial statements for the fiscal year ended December 31, 2024, included in the Company's 2024 Form 10-K filed with the SEC on February 27, 2025. These awards earn dividend equivalents, which are subject to the same restrictions and vesting schedule as the underlying units. The amounts reflected in the table for 2024 assume that the performance goals for the performance-based RSUs will be achieved at target. The actual performance cannot be determined for three years and could be zero. At the maximum level of performance, the grant date fair value of the performance-based RSUs granted in 2024 would be: Mr. Delie, $4,657,968; Mr. Calabrese, $1,196,309; Mr. Guerrieri, $732,629; Mr. Mitchell, $567,878; and Mr. Robinson, $555,163. The amount for Mr. Delie also includes a time-based restricted stock unit award, granted for service as a director in 2024 that vests on May 8, 2025 (see narrative under the *Director Compensation* discussion of this Proxy Statement).

(3) Amount earned by the NEO as an annual incentive bonus under our STI plan, based upon the Company's performance. The STI plan is discussed in further detail in the CD&A under "Short-Term Incentive Compensation Plan Structure and Awards".

(4) The amounts in this column reflect the actuarial change in the present value of the NEO's benefit under all our pension plans determined using interest rate and mortality rate assumptions consistent with those used in our financial statements and include amounts that the NEO may not currently be entitled to receive because such amounts are not vested. Our pension plans are described in the narrative accompanying the *2024 Pension Benefits* table. Note that the change in values for Messrs. Delie and Calabrese was actually a decrease of $1,950 and $354, respectively. However, based on the SEC's interpretive guidance, the amount shown in the *2024 Summary Compensation Table* should not be less than $0. Therefore, the amount shown above for Messrs. Delie and Calabrese is $0. We do not pay or provide above-market interest under Non-Qualified Deferred Compensation Plans.

(5) All other compensation as reported in this column for 2024 is comprised of the following amounts:

Name	Perquisites and Other Personal Benefits ($)(a)	Executive Insurance Premiums ($)(b)	401(k) Match and Company Contributions ($)	Deferred Compensation Restoration Match ($)(c)	Total All Other Compensation ($)
Vincent J. Delie, Jr.	77,551	194,507	22,548	192,677	487,283
Vincent J. Calabrese, Jr.	58,680	11,577	22,548	55,534	148,339
Gary L. Guerrieri	22,751	11,350	22,548	40,091	96,740
David B. Mitchell II	13,446	11,720	22,548	31,357	79,071
Barry C. Robinson	24,453	7,584	22,548	30,150	84,735

(a) The NEOs receive various perquisites provided by or paid for by us pursuant to our policies or individual agreements with the executive. SEC rules require disclosure of the perquisites and other personal benefits, securities or property for an NEO unless the amount of that type of compensation is less than $10,000 in the aggregate. The dollar amount of the perquisite or other personal benefits represents the incremental cost to us of providing the benefit. This column includes the costs of social club dues for Messrs. Delie, Calabrese, Guerrieri and Mitchell; personal financial planning for Messrs. Delie and Calabrese; personal use of company-provided automobiles for Messrs. Delie, Calabrese ($34,189), Guerrieri and Robinson; parking fees for Messrs. Delie, Calabrese, Guerrieri, Mitchell and Robinson; cost of executive physicals for Messrs. Delie and Robinson; cost of security system at personal residence for Mr. Delie; and personal use of corporate aircraft for Mr. Delie. The valuation of the company-provided automobiles was calculated as our current year depreciation or leasing expense for the automobile plus all costs incurred related to the automobile (including, but not limited to, the cost of insurance, gas, car washes, repairs, registration and inspection fees), less our mileage reimbursement allowance for business miles driven by employees who use their own automobile for business purposes. While our Compensation Committee has a strong preference for our CEO to take all his flights on the corporate aircraft (personal and business), our Aircraft Usage Policy limits the number of personal flight hours our CEO may use each year during times when it is not being used for business travel. In authorizing such personal usage, our Compensation Committee considered the advantages that personal aircraft usage offers the Company, including mitigating security risks and encouraging reduced travel time, thereby promoting the CEO's availability, efficiency and productivity. Mr. Delie's use of the aircraft did not exceed two (2) personal flight hours in 2024. In regard to such personal use by Mr. Delie or his approved non-business guests, income is imputed to Mr. Delie for tax purposes, for which he covers the tax liability and no gross-up is provided by the Company. In addition, our Aircraft Usage Policy contains procedures to document the principles to be applied in determining the classification of a flight as business or personal and the calculation of the aggregate incremental cost for perquisite purposes, including a definition of personal use and appropriate methodologies for allocating cost between business and personal use when necessary.

Based upon certain operational restrictions and administrative efficiencies, we operate our corporate aircraft under Federal Aviation Administration rules and regulations that limit our ability to accept reimbursement for personal flights on our aircraft. The incremental cost to FNB for personal aircraft use is calculated by dividing the total number of personal passenger hours by the total passenger hours, then multiplying that number by the Company's total variable cost for 2024. The total variable cost includes costs related to maintenance, crew expenses, pro rata cost of extra fuel due to additional weight, meals, beverages, landing fees and ground transportation services. Since the aircraft is used primarily for business travel, total variable cost does not include the calculation of fixed costs that do not change based on particular usage, such as crew salaries, insurance, aircraft management services, hangar rental, capital improvement costs intended to cover a multi-year period, and other fixed costs not affected by the presence of additional passengers.

(b) This amount reflects Company paid premiums for executive owned life insurance coverage. The amount for Mr. Delie includes a premium payment of $182,450 for his life insurance coverage.

(c) This amount reflects Company contributions during the year to the DCP as more fully described in the narrative accompanying the *2024 Non-Qualified Deferred Compensation* table. Includes Restoration Match accrued in 2024 and contributed to the DCP in 2025.

The foregoing *2024 Summary Compensation Table* does not include certain fringe benefits generally made available on a non-discriminatory basis to all our salaried employees such as group health insurance, dental insurance, vision insurance, life insurance, accidental death and dismemberment insurance and long-term disability insurance, which we consider to be ordinary and incidental business costs and expenses.

Mr. Delie became CEO in 2012 and entered into his employment agreement with us and FNBPA on December 15, 2010. Mr. Delie's contract has an initial term of three years and, unless sooner terminated, automatically extends for one year on the anniversary of the commencement date such that, on the anniversary date, the contract continues to have a three-year term. Either party may terminate the automatic renewal provision by providing the other party with 30 days' advance written notice of non-renewal prior to the anniversary of the commencement date. Currently, Mr. Delie's employment agreement runs through December 2027. Under the terms of the agreement, Mr. Delie is entitled to receive a base salary that may be increased from time to time as determined by the Committee. Additionally, in 2024, Mr. Delie was eligible to participate in our annual incentive compensation plan at a target award level of 125% of his base salary. Thus, he had the possibility of achieving a bonus between 0% and 250% of his base salary. In addition to his employment agreement, as a retention incentive we entered into a life insurance agreement with Mr. Delie on November 3, 2022, as described above, pursuant to which we will pay the insurance premium on behalf of Mr. Delie during his employment on a life insurance policy issued and owned by him. The severance and change in control provisions of Mr. Delie's employment agreement and the obligations and proceeds from life insurance are described in the narrative accompanying the *2024 Potential Payments Upon Termination or Change in Control* tables.

Mr. Calabrese serves as our CFO and entered into his employment agreement, the amounts for which are detailed in the *2024 Summary Compensation Table*, with FNBPA on February 21, 2013. The initial term of the agreement was for two years, and automatically extends for a one-year period on each anniversary of its commencement date such that, on the anniversary date, the contract has a two-year term unless sooner terminated. Either party may terminate the automatic renewal of the agreement by providing the other with 30 days' advance written notice of non-renewal. Mr. Calabrese's contract runs through February 2027. Under the terms of the agreement, Mr. Calabrese receives a base salary that may be increased from time to time as determined by the Committee. Additionally, Mr. Calabrese is eligible to participate in our annual incentive compensation and bonus plans at the discretion of the Committee with a target award level of 80% of base salary for 2024. Thus, he had the possibility of achieving a bonus between 0% and 160% of his base salary. The severance and change in control provisions of Mr. Calabrese's employment agreement are described in the narrative accompanying the *2024 Potential Payments Upon Termination or Change in Control* tables.

Mr. Guerrieri serves as our Chief Credit Officer. He entered into his current employment agreement on November 30, 2023, which is an amendment and restatement of his original employment agreement with FNBPA dated January 25, 2002, and amended in December 2008 and December 2012, in order to comply with IRS Code Section 409A, Mr. Guerrieri's employment agreement was amended and restated in 2023 to replace the single-trigger change in control provision with a double-trigger provision. Mr. Guerrieri's contract had an initial term of two years and automatically extends for a one-year period on the anniversary of its commencement date such that, on the anniversary date, the contract has a two-year term, unless either party terminates the contract sooner. Either party may terminate the automatic renewal of the agreement by providing the other 30 days' advance written notice of non-renewal. Mr. Guerrieri's contract runs through November 2027. Under the terms of the agreement, Mr. Guerrieri receives a base salary, as reflected in the *2024 Summary Compensation Table* that may be increased from time to time as determined by the Committee. Mr. Guerrieri is also eligible to participate in our annual incentive compensation and bonus plans at the Committee's discretion. Mr. Guerrieri's target award level for annual incentive compensation was 60% of his base salary for 2024. Thus, he has the possibility of achieving a bonus between 0% and 120% of his base salary. The severance and change in control provisions of Mr. Guerrieri's employment agreement are described in the narrative accompanying the *2024 Potential Payments Upon Termination or Change in Control* tables.

Mr. Mitchell serves as our Chief Wholesale Banking Officer and entered into his current change in control agreement on December 30, 2020. His agreement does not contain a set term. Mr. Mitchell receives the base salary as reflected in the *2024 Summary Compensation Table* that may be increased from time to time as determined by the Committee. He is eligible to participate in our annual incentive compensation and bonus plans at the Committee's discretion. His target award level for annual incentive compensation in 2024 was 60% of base salary with the possibility of achieving between 0% and 120% of base salary. The severance and change in control provisions of Mr. Mitchell's agreement are described in the narrative accompanying the *2024 Potential Payments Upon Termination or Change in Control* table.

Mr. Robinson serves as our Chief Consumer Banking Officer and entered into his current employment agreement on November 4, 2015. His agreement was for an initial term of two years and automatically renews such that, on the anniversary date, he has two years remaining. Under the terms of the contract, Mr. Robinson receives the base salary as reflected in the *2024 Summary Compensation Table* that may be increased from time to time as determined by the Committee. He is eligible to participate in our annual incentive compensation and bonus plans at the Committee's discretion. His target award level for annual incentive compensation in 2024 was 60% of base salary with the possibility of achieving between 0% and 120% of base salary. The severance and change in control provisions of Mr. Robinson's employment agreement are described in the narrative accompanying the *2024 Potential Payments Upon Termination or Change in Control* tables.

2024 Grants of Plan-Based Awards

The following table sets forth grants of plan-based awards to the NEOs for 2024:

Name	Award Type (1)	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(2)			Estimated Future Payouts Under Equity Incentive Plan Awards(3)			All Other Stock Awards: Number of Shares of Stock or Units (#)(4)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($)(5)
			Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)				
Vincent J. Delie, Jr.	STI	n/a	0	1,500,000	3,000,000	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	RSU-TB	2-21-2024	n/a	n/a	n/a	n/a	n/a	n/a	98,582	n/a	n/a	1,320,013
	RSU-PB	2-21-2024	n/a	n/a	n/a	27,726	147,872	323,470	n/a	n/a	n/a	2,129,357
	DIR	5-08-2024	n/a	n/a	n/a	n/a	n/a	n/a	5,767	n/a	n/a	79,988
Vincent J. Calabrese, Jr.	STI	n/a	0	452,000	904,000	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	RSU-TB	2-21-2024	n/a	n/a	n/a	n/a	n/a	n/a	25,318	n/a	n/a	339,008
	RSU-PB	2-21-2024	n/a	n/a	n/a	7,121	37,978	83,077	n/a	n/a	n/a	546,883
Gary L. Guerrieri	STI	n/a	0	311,400	622,800	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	RSU-TB	2-21-2024	n/a	n/a	n/a	n/a	n/a	n/a	15,505	n/a	n/a	207,612
	RSU-PB	2-21-2024	n/a	n/a	n/a	4,361	23,258	50,877	n/a	n/a	n/a	334,915
David B. Mitchell II	STI	n/a	0	268,200	536,400	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	RSU-TB	2-21-2024	n/a	n/a	n/a	n/a	n/a	n/a	12,018	n/a	n/a	160,921
	RSU-PB	2-21-2024	n/a	n/a	n/a	3,380	18,028	39,436	n/a	n/a	n/a	259,603
Barry C. Robinson	STI	n/a	0	262,200	524,400	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	RSU-TB	2-21-2024	n/a	n/a	n/a	n/a	n/a	n/a	11,750	n/a	n/a	157,333
	RSU-PB	2-21-2024	n/a	n/a	n/a	3,305	17,624	38,553	n/a	n/a	n/a	253,786

(1) Award types are as follows: STI plan is our annual incentive cash award, RSU-TB is our long-term, time-based RSUs, RSU-PB is our long-term performance-based RSUs and DIR is the annual director time-based restricted stock unit award.

(2) The amounts shown for STI plan represent the threshold, target and maximum amounts to be earned by the NEO under the annual incentive compensation program based upon our performance during 2024. The amounts actually earned for 2024 were above the target and are reflected in the Non-Equity Incentive Plan Compensation column of the *2024 Summary Compensation Table.*

(3) For awards granted February 21, 2024, the amounts shown represent the threshold, target and maximum unit amounts, subject to limitations in the FNB Incentive Plan, that could be earned by the NEO under performance-based RSUs based upon the Company's performance during a three-year performance period commencing January 1, 2024, through December 31, 2026, provided the NEO remains continuously employed through the March 18, 2027, vesting date. As of December 31, 2024, we believe that it is probable that we will achieve the performance conditions between the threshold and target levels for the awards granted February 21, 2024. We will not know the actual amount that vests until 2027. If we meet the performance conditions, and the NEO terminates service prior to the vesting date, the program may provide partial vesting depending on the reason for termination as more particularly detailed in the *2024 Potential Payments Upon Termination or Change in Control* tables.

(4) The amount shown represents the number of time-based RSUs granted February 21, 2024, which will vest if the NEO remains continuously employed until the March 18, 2025, January 18, 2026, and January 18, 2027, vesting dates. The amount for Mr. Delie also includes the annual director time-based restricted stock unit award as more particularly detailed in the *2024 Summary Compensation Table* and the narrative under the *Director Compensation* discussion of this Proxy Statement.

(5) The amount shown represents the grant date fair value as determined under ASC Topic 718 of all time-based restricted stock unit awards and all performance-based restricted stock unit awards, assuming payout at target levels, granted in 2024.

Participants who terminate service prior to year-end are not eligible for annual incentive compensation under the program. In the event of death, disability, or retirement (i.e., age 55 with five years of service) during the year or before we make payment of the annual incentive award amount, the Committee may approve a discretionary award. The program provides for payment in the case of a change in control as more particularly detailed in the *2024 Potential Payments Upon Termination or Change in Control* tables.

We issue time-based and performance-based awards in the form of RSUs that accrue dividend equivalents that are subject to the same restrictions and vesting schedule as the underlying RSUs. The program allows for accelerated or pro-rated vesting of the RSUs in the case of death, disability, retirement, or change in control as more particularly detailed in the *2024 Potential Payments Upon Termination or Change in Control* tables.

There are 9,070,832 shares remaining available for awards under the FNB Incentive Plan, which represents approximately 2.5% of the outstanding shares of our common stock as of December 31, 2024.

2024 Outstanding Equity Awards at Fiscal Year-End(1)

The following table sets forth certain information summarizing the outstanding equity awards of each NEO as of December 31, 2024.

	Option Awards(2)					Stock Awards(3)			
Name	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(4)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(5)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)
Vincent J. Delie, Jr.	0	0	0	0	n/a	200,837	2,968,371	567,851	8,392,838
Vincent J. Calabrese, Jr.	0	0	0	0	n/a	51,949	767,806	155,733	2,301,734
Gary L. Guerrieri	0	0	0	0	n/a	31,812	470,181	95,357	1,409,376
David B. Mitchell II	0	0	0	0	n/a	24,649	364,312	73,841	1,091,370
Barry C. Robinson	0	0	0	0	n/a	24,101	356,213	72,232	1,067,589

(1) All awards were made under the FNB Incentive Plan.

(2) Options may be granted under the FNB Incentive Plan with up to a ten-year expiration date and with a strike price of no less than 100% of the closing sales price of our common stock on the NYSE on the business day preceding the award date. Options cannot be transferred or assigned by a participant under the FNB Incentive Plan, other than by will or pursuant to the laws of succession. We have not issued stock options for any year reported in the *2024 Summary Compensation Table*.

(3) Units awarded under the FNB Incentive Plan are subject to a restriction period and/or satisfaction of one or more performance-based criteria, as determined by the Committee. Unless otherwise determined by the Committee, if a participant terminates employment with us or our subsidiaries for a reason other than retirement, disability, death or change in control, as detailed in the *2024 Potential Payments Upon Termination or Change in Control* tables, before the expiration of the applicable restriction period, the participant will forfeit any units that are still subject to a restriction. When awards vest, the participant recognizes ordinary income on the then market value of the shares or cash amount received, as applicable, and we receive a tax deduction in that same amount subject to limitations provided in the Code, including Section 162(m).

(4) RSUs in this column consist of all time-based RSUs outstanding that will vest if the NEO remains employed on the vesting date. The RSUs reflected for Mr. Delie below with a vesting date of May 8, 2025, are those he received for service as a director in 2024. The RSUs have vested or are scheduled to vest as follows:

Vesting Date	Mr. Delie	Mr. Calabrese	Mr. Guerrieri	Mr. Mitchell	Mr. Robinson
January 5, 2025	62,907	17,347	10,623	8,227	8,047
March 18, 2025	34,016	8,736	5,349	4,147	4,054
May 8, 2025	5,916	0	0	0	0
January 5, 2026	29,966	8,393	5,140	3,981	3,891
January 18, 2026	34,016	8,736	5,349	4,147	4,054
January 18, 2027	34,016	8,737	5,351	4,147	4,055

(5) This column represents the performance-based units that were issued to the NEOs. For the purposes of the disclosure requirements related to this table, we have reported the awards granted in 2022 at the maximum levels, one-half of the awards granted in 2023 at the maximum level and the other one-half at the target level, and awards granted in 2024 at the threshold level, all subject to the limitations in the FNB Incentive Plan. Based on these assumptions, these units have vested or are scheduled to vest as follows:

Vesting Date	Mr. Delie	Mr. Calabrese	Mr. Guerrieri	Mr. Mitchell	Mr. Robinson
March 18, 2025	324,228	88,174	53,976	41,790	40,916
March 18, 2026	214,921	60,187	36,867	28,551	27,894
March 18, 2027	28,702	7,372	4,514	3,500	3,422

2024 Option Exercises and Stock Vested[1]

The following table contains information concerning the aggregate option exercises and the vesting of restricted stock by the NEOs in 2024.

Name	Option Awards		Stock Awards[2]	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)(3)
Vincent J. Delie, Jr.	0	0	399,701	5,352,890
Vincent J. Calabrese, Jr.	0	0	106,786	1,428,869
Gary L. Guerrieri	0	0	65,351	874,440
David B. Mitchell II	0	0	49,118	657,265
Barry C. Robinson	0	0	49,493	662,252

(1) All awards were made under the FNB Incentive Plan.

(2) The amount included in the table above reflects a value realized upon vesting by multiplying the number of shares of stock by the market value of the underlying shares and units on the vesting date. Vested amounts included (i) time-based shares that vested as a result of the NEO being employed by us during the entire required period and (ii) performance-based units which vested at 181.25% of their target amounts.

(3) The amount for Mr. Delie includes 7,870 shares with a value of $109,865 deferred into the DCP and the amount for Mr. Guerrieri includes 2,004 shares with a value of $26,673 deferred into the DCP.

2024 Pension Benefits

The following table contains information concerning the pension benefits for each NEO as of December 31, 2024, Messrs. Mitchell and Robinson do not have any accrued benefits under any of the plans described in the table as each of the plans was frozen before they commenced employment with us:

Name	Plan Name	Number of Years Credited Service (#)(1)	Present Value of Accumulated Benefit ($)(2)	Payments During Last Fiscal Year ($)
Vincent J. Delie, Jr.	F.N.B. Corporation Retirement Income Plan	5.17	122,390	0
	F.N.B. Corporation ERISA Excess Retirement Plan	5.17	40,604	0
Vincent J. Calabrese, Jr.	F.N.B. Corporation Retirement Income Plan	3.75	91,397	0
	F.N.B. Corporation ERISA Excess Retirement Plan	3.75	6,574	0
Gary L. Guerrieri	F.N.B. Corporation Retirement Income Plan	24.17	753,327	0
	F.N.B. Corporation ERISA Excess Retirement Plan	24.17	114,396	0
	F.N.B. Corporation Basic Retirement Plan	22.17	67,784	0

(1) Our pension plans do not provide credit for additional years of service to any of the NEOs.

(2) For the RIP, the Excess Plan and the BRP, the present value of accumulated benefits reflected above was determined using the same assumptions as used for the December 31, 2024, financial statement disclosures, except assuming retirement at the earlier of age 65 or the earliest unreduced retirement age. We have assumed a discount rate of 5.50% for the RIP and 5.35% for the BRP and the Excess Plan. For post-retirement mortality, we are using the Pri-2012 nondisabled annuitant table projected generationally with the MP-2021 improvement scale.

The following is a summary of our qualified and non-qualified plans mentioned in the *2024 Pension Benefits* table:

Retirement Income Plan

Until 2008, the RIP, a traditional defined benefit plan qualified under the Code and subject to the Employee Retirement Income Security Act of 1974, as amended (ERISA), was available to all salaried employees, except FNIA employees. In 2007, we closed the RIP to employees who commenced employment with us or our affiliates on or after January 1, 2008, and in 2010, we froze the plan and we have not made accruals for participants after December 31, 2010. The RIP provides for benefit payments in the form of a lifetime annuity with five years guaranteed and provides the participant with the ability to select from several choices for the form of the annuity. The election that the participant chooses may affect the amount of the annual benefit as reflected in the *2024 Pension Benefits* table. Effective January 1, 2007, we amended the plan such that the benefit is calculated in two pieces. First, for the period worked by a participant prior to January 1, 2007 (Pre-2007 Benefit), the annual annuity benefit is payable without reduction to participants with five years of service who retire after age 62 and is calculated by multiplying each participant's final average base salary by 1.2% plus, if appropriate, 0.5% of the participant's final average base salary that is in excess of covered compensation (as defined in Section 401(1)(5)(E) of the Code), with the sum being multiplied by the participant's years of credited service, not to exceed 25 years including service through December 31, 2006. A participant's final average base salary is calculated using the highest 60 consecutive months of base salary, not including incentive compensation, within the last 120 months of the participant's service with us or our affiliates prior to January 1, 2007. The Pre-2007 Benefit was frozen as of December 31, 2006. Beginning in 2007, we calculated each participant's benefit by adding the Pre-2007 Benefit to the benefit determined under the post-2007 formula detailed below. For 2007 through 2010 (Post-2007 Benefit), we calculated each participant's annual retirement benefit by taking the participant's total pay earned from January 1, 2007, through December 31, 2010, and multiplying it by 1%. The benefit earned after 2007 is payable without reduction to participants who retire on or after age 65. The RIP provides for cliff vesting after five years of employment. The RIP provides for an early commencement reduction factor that decreases as the participant's age approaches the normal retirement age of 62 for the Pre-2007 Benefit and 65 for the Post-2007 Benefit. The early reduction factor is multiplied by the participant's benefit as determined by the RIP to arrive at the reduced benefit.

ERISA Excess Retirement Plan

The Excess Plan is a non-qualified plan under ERISA and was available to all participants of the RIP until December 31, 2010, when we ceased all future accruals. The Excess Plan provides retirement benefits equal to the difference, if any, between the maximum benefit allowable under the Code and the amount that would be provided under the RIP formula if the Code did not impose limits on the amount of compensation included for purposes of calculating a qualified plan benefit. The Excess Plan provides the full amount of benefit that would have been paid under the formula of the RIP but for the Code limits, reduced by the amount of benefit that is actually provided by the RIP. The participant's rights to benefits under the Excess Plan cliff vest at 100% if the participant terminates service due to death, after a "change in control" (as defined in the Excess Plan), or upon retirement on or after reaching age 55 with five years of service. Benefits are payable either in an annuity or a lump sum depending upon the reason for termination, with payments commencing the first day of the month following six months after the participant separates from service.

Basic Retirement Plan

The BRP is a separate supplemental executive retirement benefit plan. Mr. Guerrieri is the only NEO to which the plan applies. Effective December 31, 2008, we amended the BRP such that there have not been any new participants in the plan or additional accruals for existing participants since the amendment. Officers participating in the BRP receive a benefit based on a target benefit percentage that is based on the officer's years of service at retirement. The target percentages are based upon the tier assigned to the participant by the Committee. The tier percentage for Tier 1 participants, the level at which Mr. Guerrieri was a participant, is as follows: Tier 1, 3.00% for each of the first ten years of employment, plus 1.50% for each of the next ten years of employment, plus 0.75% for each of the next ten years of employment. The other Tiers were higher percentages but there are no longer any active employees participating above Tier 1.

When a participant retires, the benefit under the BRP is a monthly benefit equal to the participant's aggregate target benefit percentage multiplied by the participant's highest average monthly cash compensation including bonuses during five consecutive calendar years within the last ten calendar years of employment before 2009. This monthly benefit is reduced by the monthly benefit the participant receives from the Social Security Administration, the RIP, the Excess Plan and the annuity equivalent of the automatic contributions paid to participants under the 401(k) and DCP. Before the BRP was frozen, the participant's rights to benefits under the BRP vest at 100% if the participant terminates service due to death, disability, after a "change in control" (as defined in the BRP) or normal retirement (age 65). The BRP contains a provision for reducing the basic benefit if the participant retires prior to normal retirement but on or after early retirement (age 55 with five years of service). A participant forfeits benefits in the event we terminate the participant's employment for cause or a participant voluntarily terminates employment prior to early retirement.

2024 Non-Qualified Deferred Compensation

The following table contains information concerning the non-qualified deferred compensation plans for each NEO for 2024. All contributions were under the DCP as described below.

Name	Executive Contributions in Last Fiscal Year ($)(1)	Company Contributions in Last Fiscal Year ($)(2)	Aggregate Earnings in Last Fiscal Year ($)(3)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last Fiscal Year End ($)(4)
Vincent J. Delie, Jr.	109,865	192,677	133,703	(105,285)	2,366,032
Vincent J. Calabrese, Jr.	0	55,534	48,879	0	1,026,310
Gary L. Guerrieri	26,673	40,091	63,257	0	915,077
David B. Mitchell II	0	31,357	37,116	0	382,449
Barry C. Robinson	0	30,150	43,177	0	375,353

(1) Includes the portion of the STI bonus deferral accrued for 2024 and contributed in 2025.

(2) The amount of our contributions is also included in the "All Other Compensation" column of the *2024 Summary Compensation Table*. These contributions are not in addition to the amount reported there. Includes the Restoration Match on the STI bonus accrued for 2024 and contributed in 2025.

(3) No amounts in this column have been reported in the *2024 Summary Compensation Table* as this plan does not provide for above-market or preferential earnings. This column includes any unrealized gains and losses on investments.

(4) Our contributions during each fiscal year have historically been reported in the *Summary Compensation Table* for each year in which the NEO was considered such, and aggregate earnings during the fiscal year have been historically excluded from the *Summary Compensation Table.* Additionally, the amounts reflected represent the NEO's entire balance under this plan which is fully vested.

Our Deferred Compensation Plan provides a select group of management, including the NEOs, eligibility to defer up to 75% of base salary, up to 100% of STI and/or up to 75% of LTI awards.

The DCP also provides for Company contributions, equal to the difference, if any, between the maximum benefit allowable under the Code and the amount that would be provided under the 401(k) Plan if the IRS did not impose contribution or pay limitations. An election to defer can be made on an annual basis and is irrevocable after the election period expires.

Under the Plan, a participant may direct the investment of employee deferrals and employer contributions. Investment options in the DCP are the same as those available under our 401(k) plan. Cash amounts deferred will accrue interest, earnings and losses based on the performance of the deemed investment option selected by the participant. Equity awards will accrue earnings and losses based on the performance of FNB's common stock. Investments into the FNB common stock fund will remain in the FNB common stock fund until distributed and will be distributed in kind. We do not pay above-market or preferential earnings on any compensation that is deferred.

At the time of each deferral election, a participant also elects the timing and method of distribution of their employee contributions to the plan. Elections include timing of distribution: specified date or separation from service and method of distribution: lump sum or installments. Employer contributions to this plan, including earnings thereon, will be distributed in a single lump sum on the first of the month following six months from the participant's separation from service. A participant may change their current distribution election if the change is made at least 12 months prior to their first payment and is delayed by at least 5 years. In the event of an unforeseen emergency, as defined in the DCP, a participant may also request a withdrawal prior to a separation from service to the extent provided in the DCP.

The Deferred Compensation Plan is intended to constitute a nonqualified, unfunded plan for federal tax purposes and for the purposes of Title I of the Employee Retirement Income Security Act of 1974, as amended. The Plan is intended to comply with Section 409A of the Code and the final regulations issued and will be interpreted, implemented and administered in compliance with the Code.

2024 Potential Payments Upon Termination or Change in Control

Our current NEOs are each a party to an employment agreement that provides for certain salary and benefits upon termination of employment under various scenarios. Also, Mr. Delie is a party to a life insurance agreement. The agreements are all described more fully in the narrative and tables below. The tables below set forth the estimated current value of benefits that could be paid to each of our NEOs upon various termination events. The actual amounts paid upon any of these termination events will only be known at the time that the benefits become payable. The tables reflect the amounts that could be payable under the various arrangements if the event in question occurred as of December 31, 2024. The NEOs' employment agreements do not provide for any additional payments or benefits in the event of a voluntary termination of employment by the executive without good reason or an involuntary termination by us for cause. Under those scenarios, the NEOs are only entitled to their accrued and unpaid obligations, such as salary, unused vacation and vested benefits. The following tables contain common information about our qualified and non-qualified plans and policies, as well as assumptions used by us in arriving at the amounts contained in the tables. To the extent the information is common it is contained in the endnotes to the *2024 Potential Payments Upon Termination or Change in Control* tables and is indicated by letters.

2024 POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL
VINCENT J. DELIE, JR.

Executive Benefits and Payments Upon Termination	Retirement ($)	Change in Control – Termination ($) (h)	Good Reason or Involuntary Not for Cause Termination ($) (h)	Death ($)	Disability ($)
Compensation:					
Accrued Base Salary (a)	55,385	55,385	55,385	55,385	55,385
Base Salary Continuation(1)	0	3,600,000	3,600,000	0	1,024,500
Executive Incentive Compensation (b)(2)	0	2,079,300	0	2,079,300	2,079,300
Bonus(1)	0	6,494,940	6,494,940	0	0
Restricted / Performance Units: Unvested and Accelerated (c)(2)	10,448,765	11,310,469	11,310,469	9,414,520	8,263,130
Benefits and Perquisites:					
Accrued Vacation (d)	46,154	46,154	46,154	46,154	46,154
Post-Termination Health Care(3)	0	49,939	49,939	0	0
401(k) Plan (e)(4)	576,380	576,380	576,380	576,380	576,380
RIP (f)(4)	123,260	123,260	123,260	113,125	122,390
Excess Plan (g)(4)	38,220	40,001	38,220	35,110	40,604
DCP (5)	2,246,726	2,246,726	2,246,726	2,246,726	2,246,726
Executive Retention Life Insurance Agreement(6)	0	912,250	912,250	2,400,000	0
Total:	13,534,890	27,534,804	25,453,723	16,966,700	14,454,569

(1) In the event that we terminate Mr. Delie's employment without cause, or if he terminates his employment for good reason, he is entitled to base salary continuation and a bonus payment for three years. In the event of a change in control resulting in his termination, he is entitled to three times his base salary plus a bonus amount payable immediately as a lump sum. The bonus amount is calculated by taking the average of the annual amounts paid, whether paid in cash, company stock or other form, to Mr. Delie as a bonus for the last three completed fiscal years. In the event of disability, he is entitled to the amount set forth in our Officers' Disability salary continuation program.

(2) Based on Mr. Delie's age and length of service, he is eligible for early retirement under the FNB Incentive Plan. In the case of retirement, the amount reflected represents the value of restricted stock awards that vest upon early retirement. Refer to the endnotes to these tables for when the shares or cash, respectively, would be distributed to Mr. Delie.

(3) In the event that we terminate Mr. Delie's employment without cause, or if he terminates his employment for good reason, he is entitled to continue to participate in our group health plan on the same terms and at the same cost as active employees for 36 months or until he first becomes eligible for coverage under any group health plan of another employer. In the case of termination for any other reason, Mr. Delie is not entitled to any additional amounts.

(4) Mr. Delie is 100% vested in his benefit under this plan.

(5) Mr. Delie is 100% vested in his benefit under this plan. The amounts reflected represent the dollar amount of our company contributions into this plan as of December 31, 2024. Upon termination of employment for any reason, Mr. Delie is entitled to receive a lump sum distribution of these balances under this plan on the first of the month following six months from his termination of employment, pursuant to the applicable plan terms. In the case of a change in control that does not result in termination, no benefit is immediately payable. Includes the Restoration Match on the STI bonus accrued for 2024 and contributed in 2025.

(6) Insurance premium obligations reflected above are based on the assumption that Mr. Delie has met the requisite employment period requirement or that he is entitled to premium payments based on the reason for his termination of employment. In certain termination scenarios, we are obligated to remit an additional premium amount needed for the life insurance policy to become fully paid up. This additional premium amount is unknown at this time and would be in addition to the amounts reported above. Please see further details regarding the life insurance agreement below.

Mr. Delie's employment agreement does not provide for any additional benefits, other than the payment of accrued and unpaid obligations existing at the time of a voluntary termination of employment by Mr. Delie without good reason or by us for cause. Mr. Delie's agreement allows him to terminate the agreement for good reason and obtain the same termination benefits as if he was terminated by the Company for a reason other than cause. Under the terms of his agreement, good reason exists if Mr. Delie experiences any of the following: reduction in base salary unless the reduction is less than 10% and part of an overall reduction; a material diminution in compensation and benefits unless part of an overall reduction; a material diminution of his authority, duties and responsibilities; a change of material duties that are inconsistent with the position; a material diminution of the budget over which he maintains control; relocation of his office more than 50 miles from both Pittsburgh and Hermitage, Pennsylvania; or a material breach of the agreement by us. Mr. Delie's contract does not provide a gross-up under Section 280G of the Code.

Under Mr. Delie's life insurance agreement, if Mr. Delie remains continuously employed by FNB through December 31, 2027, we are obligated to pay annual policy premiums through the end of the policy year in which Mr. Delie attains age 68 regardless of whether he voluntarily terminates his employment, unless he violates any applicable restrictive covenants. If we terminate Mr. Delie's employment without Cause, as defined in his life insurance agreement, or he terminates his employment for Good Reason upon or following a Change in Control, as each are defined in his employment agreement, in either case prior to his attainment of age 68, we are obligated to remit an additional premium amount needed for the life insurance policy to become fully paid-up, such that all the premium payments are complete, Mr. Delie is free of all payment obligations, and the life insurance policy will remain intact and fully paid until Mr. Delie's death.

For purposes of Mr. Delie's and all other NEO's employment agreements, "change in control" means any merger or consolidation with another corporation, and as a result of such merger or consolidation, our shareholders as of the day preceding such transaction will own less than 51% of the outstanding voting securities of the surviving corporation, or in the event that there is (in a single transaction or series of related transactions) a sale or exchange of 80% or more of our common stock for securities of another entity in which our shareholders will own less than 51% of such entity's outstanding voting securities, or in the event of the sale of a substantial portion of our assets (including the capital stock we own in our subsidiaries) to an unrelated third party.

2024 POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL VINCENT J. CALABRESE, JR.					
Executive Benefits and Payments Upon Termination	**Retirement ($)**	**Change in Control – Termination ($) (h)**	**Good Reason or Involuntary Not for Cause Termination ($) (h)**	**Death ($)**	**Disability ($)**
Compensation:					
Accrued Base Salary (a)	26,077	26,077	26,077	26,077	26,077
Base Salary Continuation(1)	0	1,695,000	1,695,000	0	389,496
Executive Incentive Compensation (b)(2)	0	626,562	0	626,562	626,562
Bonus(1)	0	2,252,226	2,252,226	0	0
Restricted / Performance Units: Unvested and Accelerated (c)(2)	2,795,194	3,021,017	3,021,017	2,502,801	2,211,527
Benefits and Perquisites:					
Accrued Vacation (d)	19,558	19,558	19,558	19,558	19,558
Post-Termination Health Care(3)	0	49,939	49,939	0	0
401(k) Plan (e)(4)	551,641	551,641	551,641	551,641	551,641
RIP (f)(4)	88,346	88,346	88,346	79,735	91,397
Excess Plan (g)(4)	6,337	6,624	6,337	5,719	6,574
DCP (5)	694,057	694,057	694,057	694,057	694,057
Total:	4,181,210	9,031,047	8,404,198	4,506,150	4,616,889

(1) In the event that we terminate Mr. Calabrese's employment without cause or if he terminates his employment for good reason, he is entitled to base salary continuation and a bonus payment for three years. In the event of a change in control resulting in his termination, he is entitled to three times his base salary plus a bonus amount payable immediately as a lump sum. The bonus amount is calculated by taking the average of the annual amounts paid, whether paid in cash, company stock or other form, to Mr. Calabrese as a bonus for the last three completed fiscal years. In the event of disability, he is entitled to the amount set forth in our Officers' Disability salary continuation program.

(2) Based on Mr. Calabrese's age and length of service, he is eligible for early retirement under the FNB Incentive Plan. In the case of retirement, the amount reflected represents the value of restricted stock awards that vest upon early retirement. Refer to the endnotes to these tables for when the shares or cash, respectively, would be distributed to Mr. Calabrese.

(3) In the event that we terminate Mr. Calabrese's employment without cause, or if he terminates his employment for good reason, he is entitled to continue to participate in our group health plan on the same terms and at the same cost as active employees for 36 months or until he first becomes eligible for coverage under any group health plan of another employer. In the case of termination for any other reason, Mr. Calabrese is not entitled to any additional amounts.

(4) Mr. Calabrese is 100% vested in his benefit under this plan.

(5) Mr. Calabrese is 100% vested in his benefit under this plan. The amounts reflected represent the dollar amount of our company contributions into this plan as of December 31, 2024. Upon termination of employment for any reason, Mr. Calabrese is entitled to receive a lump sum distribution of these balances under this plan on the first of the month following six months from his termination of employment. In the case of a change in control that does not result in termination, no benefit is immediately payable. Includes the Restoration Match on the STI bonus accrued for 2024 and contributed in 2025.

2024 POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL
GARY L. GUERRIERI

Executive Benefits and Payments Upon Termination	Retirement ($)	Change in Control – Termination ($) (h)	Good Reason or Involuntary Not for Cause Termination ($) (h)	Death ($)	Disability ($)
Compensation:					
Accrued Base Salary (a)	23,954	23,954	23,954	23,954	23,954
Base Salary Continuation(1)	0	1,038,000	1,038,000	0	343,500
Executive Incentive Compensation (b)(2)	0	431,663	0	431,663	431,663
Bonus(1)	0	1,018,031	1,018,031	0	0
Restricted / Performance Units: Unvested and Accelerated (c)(2)	1,711,583	1,849,850	1,849,850	1,532,568	1,354,130
Benefits and Perquisites:					
Accrued Vacation (d)	19,962	19,962	19,962	19,962	19,962
Post-Termination Health Care(3)	0	567	567	0	0
401(k) Plan (e)(4)	678,895	678,895	678,895	678,895	678,895
RIP (f)(4)	747,510	747,510	747,510	660,349	753,327
Excess Plan (g)(4)	113,447	118,588	113,447	100,207	114,396
BRP (g)(4)	69,011	72,138	69,011	61,795	67,784
DCP (5)	501,965	501,965	501,965	501,965	501,965
Total:	3,866,327	6,501,123	6,061,192	4,011,358	4,289,576

(1) In the event that we terminate Mr. Guerrieri's employment without cause, he is entitled to base salary and a bonus payment for 24 months, where the first installment is payable on the first regularly scheduled payroll date following the 60-day anniversary of the termination date, with the first installment including the amounts for the first two months following the termination date. In the event of a change in control resulting in his termination or if Mr. Guerrieri terminates his employment for good reason within two years following a change in control, he is entitled to two times his base salary plus a bonus amount payable in a lump sum within 15 business days of his termination date. The bonus amount is calculated by taking the sum of the annual amounts paid, whether paid in cash, company stock or other form, to Mr. Guerrieri as a bonus for the last three completed fiscal years ending with the term of his employment agreement and dividing by the number of completed fiscal years ending within the term of his employment agreement, multiplied by two. In the event of disability, he is entitled to the amount set forth in our Officers' Disability salary continuation program.

(2) Based on Mr. Guerrieri's age and length of service, he is eligible for early retirement under the FNB Incentive Plan. In the case of retirement, the amount reflected represents the value of restricted stock awards that vest upon early retirement. Refer to the endnotes to these tables for when the shares or cash, respectively, would be distributed to Mr. Guerrieri.

(3) In the event that we terminate Mr. Guerrieri's employment without cause or following a change in control, or if he terminates his employment for good reason within two years of a change in control, he is entitled to an amount sufficient to pay COBRA premiums for medical insurance, to the same extent as we contributed to such premium while he was an active employee, for the period beginning on the termination date and ending on the earlier of (i) the later of the expiration of the COBRA coverage or the 24 month anniversary of the termination date, provided that the date specified in (ii) has not occurred and Mr. Guerrieri has exhausted available COBRA coverage for reasons other than non-payment, or (ii) the date Mr. Guerrieri or such dependents, as the case may be, first become eligible for coverage under another group health plan of another employer. The amount reported above assumes payment for 18 months which is the current limit for COBRA coverage. In the case of termination for any other reason, Mr. Guerrieri is not entitled to any additional amounts.

(4) Mr. Guerrieri is 100% vested in his benefit under this plan.

(5) Mr. Guerrieri is 100% vested in his benefit under this plan. The amounts reflected represent the dollar value of our company contributions into this plan as of December 31, 2024. Upon termination of employment for any reason, Mr. Guerrieri is entitled to receive a lump sum distribution of these balances under this plan on the first of the month following six months from his termination of employment. In the case of a change in control that does not result in termination, no benefit is immediately payable. Includes the Restoration Match on the STI bonus accrued for 2024 and contributed in 2025.

2024 POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL
DAVID B. MITCHELL II

Executive Benefits and Payments Upon Termination	Retirement ($)	Change in Control – Termination ($)	Death ($)	Disability ($)
Compensation:				
Accrued Base Salary (a)	20,631	20,631	20,631	20,631
Base Salary Continuation(1)	0	894,000	0	271,500
Executive Incentive Compensation (b)(2)	371,779	371,779	371,779	371,779
Restricted / Performance Units: Unvested and Accelerated (c)(3)	1,325,722	1,432,877	1,187,233	1,048,792
Benefits and Perquisites:				
Accrued Vacation (d)	3,438	3,438	3,438	3,438
401(k) Plan (e)(4)	195,284	195,284	195,284	195,284
DCP (5)	190,080	190,080	190,080	190,080
Total:	2,106,934	3,108,089	1,968,445	2,101,504

(1) In the event that we terminate Mr. Mitchell's employment without cause within 12 months following a change in control, he is entitled to base salary continuation for two years. In the event of disability, he is entitled to the amount set forth in our Officers' Disability salary continuation program.

(2) Based on Mr. Mitchell's age and length of service, he is eligible for normal retirement under the FNB Incentive Plan.

(3) Based on Mr. Mitchell's age and length of service, he is eligible for normal retirement under the FNB Incentive Plan. The amount reflected represents the value of restricted stock awards that vest under each termination scenario. Refer to the endnotes to these tables for when the shares or cash, respectively, would be distributed to Mr. Mitchell.

(4) Mr. Mitchell is 100% vested in his benefit under this plan.

(5) Mr. Mitchell is 100% vested in his benefit under this plan. The amounts reflected represent the dollar amount of our company contributions into this plan as of December 31, 2024. Upon termination of employment for any reason, Mr. Mitchell is entitled to receive a lump sum distribution of these balances under this plan on the first of the month following six months from his termination of employment. In the case of a change in control that does not result in termination, no benefit is immediately payable. Includes the Restoration Match on the STI bonus accrued for 2024 and contributed in 2025.

2024 POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL
BARRY C. ROBINSON

Executive Benefits and Payments Upon Termination	Retirement ($)	Change in Control – Termination ($)	Good Reason(1) or Involuntary Not for Cause Termination ($)	Death ($)	Disability ($)
Compensation:					
Accrued Base Salary (a)	20,169	20,169	20,169	20,169	20,169
Base Salary Continuation(2)	0	874,000	874,000	0	261,504
Executive Incentive Compensation (b)(3)	0	363,462	0	363,462	363,462
Restricted / Performance Units: Unvested and Accelerated (c)(3)	1,296,679	1,401,410	1,401,410	1,160,984	1,025,948
Benefits and Perquisites:					
Accrued Vacation (d)	11,765	11,765	11,765	11,765	11,765
Post-Termination Health Care(4)	0	25,798	25,798	0	0
401(k) Plan (e)(5)	441,926	441,926	441,926	441,926	441,926
DCP (6)	375,353	375,353	375,353	375,353	375,353
Total:	2,145,892	3,513,883	3,150,421	2,373,659	2,500,127

(1) Amounts reported in this column apply to good reason termination within one year following a change in control. If Mr. Robinson terminates his employment for good reason at any other time, Mr. Robinson is not entitled to any additional amounts.

(2) In the event that we terminate Mr. Robinson's employment without cause or following a change in control, or if he terminates his employment for good reason within one year of a change in control, he is entitled to base salary continuation for two years. In the event of disability, he is entitled to the amount set forth in our Officers' Disability salary continuation program.

(3) Based on Mr. Robinson's age and length of service, he is eligible for early retirement under the FNB Incentive Plan. In the case of retirement, the amount reflected represents the value of restricted stock awards that vest upon early retirement. Refer to the endnotes to these tables for when the shares or cash, respectively, would be distributed to Mr. Robinson.

(4) In the event that the Company terminates Mr. Robinson's employment without cause or following a change in control, or Mr. Robinson terminates his employment for good reason within one year of a change in control, he is entitled to an amount sufficient to pay COBRA premiums for medical insurance, to the same extent as we contributed to such premium while he was an active employee, for 18 months or until Mr. Robinson or such dependents, as the case may be, first become eligible for coverage under another group health plan of another employer, if earlier. In the case of termination for any other reason, Mr. Robinson is not entitled to any additional amounts.

(5) Mr. Robinson is 100% vested in his benefit under this plan.

(6) Mr. Robinson is 100% vested in his benefit under this plan. The amounts reflected represent the dollar amount of our company contributions into this plan as of December 31, 2024. Upon termination of employment for any reason, Mr. Robinson is entitled to receive a lump sum distribution of these balances under this plan on the first of the month following six months from his termination of employment. In the case of a change in control that does not result in termination, no benefit is immediately payable. Includes the Restoration Match on the STI bonus accrued for 2024 and contributed in 2025.

Messrs. Calabrese, Guerrieri and Robinson's contracts do not provide for any additional benefits other than payment of accrued and unpaid obligations existing at the time of a voluntary termination of employment or by the Company for cause. Additionally, neither Mr. Delie nor the other NEOs are entitled to any type of gross up under Section 280G of the Code. "Change in Control" has the same definition as noted for Mr. Delie.

Endnotes to All 2024 Potential Payments Upon Termination or Change in Control Tables:

(a) Upon termination for any reason, the NEOs are entitled to an immediate lump sum payment of accrued salary due to us paying employees one week in arrears.

(b) The amounts reflected in the Executive Incentive Compensation row represent the payout earned under the annual incentive portion of the FNB Incentive Plan. We make the payout in a lump sum approximately 60 days after the end of the year provided the participant is still employed by us on December 31st. For purposes of this table, in the event of death, disability or retirement, the Committee may approve a pro-rated award. The amount in the table is based on the assumption that the Committee would approve the award. Since the table assumes termination of employment as of December 31, 2024, pro-ration is not necessary. In the case of a change in control, the participant is entitled to receive a pro-rated award based on the date of termination not less than his targeted award. Therefore, the amount shown in the case of a change in control is based on the amount the NEO earned for 2024, not the NEO's targeted award. In the event we terminate any of the NEOs for cause, we do not owe the NEO any additional amount.

(c) The amounts reflected represent the taxable income realized by the NEOs under each potential termination scenario based on the terms of the FNB Incentive Plan. Under the FNB Incentive Plan, both time-based and performance-based outstanding restricted stock unit awards will become 100% vested at target levels in the event of the death of the participant or upon a change in control, except for the performance-based awards which will become 100% vested at the higher of target or actual performance in the event of a change in control. For awards granted in 2024, 2023 and 2022, the awards only vest after a change in control if the NEO's employment is terminated. For purposes of this table, we have assumed that the NEO's employment was terminated as of December 31, 2024. Under the FNB Incentive Plan, a change in control occurs when there is a merger or other consolidation which results in a 50% or greater change in the ownership of the common stock of the resulting company. In the event a current NEO becomes disabled, all time-based restricted stock unit awards will become 100% vested. If an NEO terminates employment due to retirement (normal or early), all time-based awards of restricted stock units will become 100% vested. In the event an NEO terminates employment due to retirement (normal or early) and we achieve the performance objectives, the performance-based units will become 100% vested. In the event an NEO terminates employment due to disability, the performance-based units will vest on the vesting date in a pro-rated amount based on the period worked. In the event of the death of the participant or if an NEO terminates employment due to disability and we achieve the performance objectives, any performance-based units will vest on the vesting date in a pro-rated amount based on the period worked. If an NEO terminates employment due to retirement and we achieve the performance objectives, any performance-based unit will become 100% vested.

As of December 31, 2024, for purposes of these tables, we have assumed that all of the performance-based units for the awards granted in 2022 and the awards measuring ROATCE granted in 2023 will vest between the target and maximum levels and that the awards measuring ICG Growth granted in 2023 and all of the awards granted in 2024 will vest between the threshold and target levels. The NEOs will forfeit all unvested awards if we terminate them for cause or if they terminate their employment for any other reason. In the case of Mr. Delie, the amounts include the taxable income that would be realized upon immediate vesting of his director time-based restricted stock unit award upon termination of service on the Board for any reason.

(d) Upon termination for any reason, the NEOs are entitled to an immediate lump sum payment of earned but unused vacation days.

(e) The amounts reflected represent the dollar amount of our matching and Company contributions into the 401(k) Plan as of December 31, 2024. Distributions from the 401(k) Plan will be paid at the NEO's election in a single lump sum, in a partial lump sum, or in monthly, quarterly or annual installments after termination of employment. For purposes of these tables, we have assumed that the NEOs would elect a single lump sum form of payment. In the case of a change in control that does not result in termination, the NEO would still be employed, thus no benefit is immediately payable.

(f) The present values reflected above for the RIP were determined using the following assumptions: benefit payments paid as a monthly annuity commencing at age 65, except in the case of disability where payments would commence at age 65 once long-term disability benefits cease; an interest rate of 5.50%; no pre-retirement mortality; and for post-retirement mortality, the Pri-2012 nondisabled table projected generationally with the MP-2021 improvement scale.

The present values for Retirement, Change in Control Termination, Good Reason or Involuntary Not for Cause Termination, and Disability were calculated based on a five-year certain and continuous annuity option. The present value for Death was calculated based on a 100% joint and survivor annuity option and assumes that the NEO and his spouse are the same age. In addition, the death benefit is assumed to commence immediately if the NEO is over age 55 or otherwise at age 55. In the case of a change in control that does not result in termination, no benefit is immediately payable. Note that we have shown the present value of the benefit available for consistency with the *2024 Pension Benefits* table; however, the participant is only entitled to a lump sum distribution if the lump sum benefit under the RIP is less than $60,000. Messrs. Mitchell and Robinson did not participate in the RIP.

(g) The present values reflected above for the Excess Plan and BRP were determined using the following assumptions: benefit payment paid as a monthly annuity commencing at age 65, except in the case of disability where payments would commence at age 65 once long-term disability benefits cease, and in the case of termination following a change in control where the payment would be in the form of an immediate lump sum; an interest rate of 5.35% for annuity payments and the IRS-mandated segment rates for distributions in 2025 for the lump sum payment triggered due to Change in Control — Termination; no pre-retirement mortality; and for post-retirement mortality, the Pri-2012 nondisabled table projected generationally with the MP-2021 improvement scale for annuity payments and the IRS-mandated mortality for the lump sum payment due upon Change in Control — Termination. The present values for Retirement, Involuntary Not for Cause Termination, and Disability were calculated based on a five-year certain and continuous annuity option. The present value for Death was calculated based on a 100% joint and survivor annuity option and assumes that the NEO and his spouse are the same age. In addition, the death benefit is assumed to commence immediately if the NEO is over age 55 or, if the NEO is under age 55, the benefit is assumed to commence when the NEO reaches age 55. Note that we have shown the present value of the benefit available for consistency with the *2024 Pension Benefits* table. The participant is not entitled to a lump sum payment unless there is a change in control. See the *2024 Pension Benefits* table and accompanying narrative for more information about the pension benefits under this plan.

(h) If the total payments would cause the NEO to become subject to the excise tax imposed under Section 4999 of the Code, then payments and benefits will be reduced to the amount that would not cause the NEO to be subject to the excise tax if such a reduction would put the NEO in a better after-tax position than if the NEO were to pay the tax.

CEO Pay Ratio Disclosure

As required by Item 402(u) of Regulation S-K, we are providing the following information:

For fiscal 2024, our last completed fiscal year:

- The median of the annual total compensation of all employees of our Company was $77,518; and
- The annual total compensation of Mr. Delie, our CEO, was $7,313,395*.

Based on this information, the ratio for 2024 of the annual total compensation of our CEO to the median of the annual total compensation of all employees is 94:1, which is a reasonable estimate that has been calculated in a manner consistent with the rules adopted by the SEC.

Our median employee is a full-time associate serving as a Training Specialist; and participates in our 401(k) Plan and in the medical, dental, life, and disability insurance programs provided by the Company.

In accordance with the rule, we completed the following steps to identify the median of the annual total compensation of all our employees and to determine the annual total compensation of our median employee and CEO:

- As of December 31, 2024, our employee population consisted of approximately 4,280 individuals, including any full-time, part-time, temporary or seasonal employees employed on that date.
- To find the median of the annual total compensation of all our employees, we used wages from our payroll records as reported to the Internal Revenue Service on Form W-2 for fiscal 2024. No full-time equivalent adjustments were made for part-time employees.
- After identifying the median employee, we added together all of the elements of such employee's compensation for 2024 in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K, resulting in annual total compensation of $77,518.

We calculated the annual total compensation for the median employee using the same methodology used to calculate Mr. Delie's total compensation in the Summary Compensation Table. We also included

* Total compensation differs slightly from that reported in the 2024 Summary Compensation Table due to health care plan premium and Healthcare Spending Account contributions being included.

FNB's health care plan premium contributions for both the employee and Mr. Delie. As a result, Mr. Delie's annual total compensation for pay ratio purposes is slightly higher than the amount reported for him in the Summary Compensation Table.

In addition to the information provided above required by the Dodd-Frank Wall Street Reform and Consumer Protection Act, we conducted additional analysis of our CEO pay versus our employee population using alternative methodologies that we believe are more reflective of our business model and our employee population. We have a significant portion of our employees in our retail network who primarily work fewer and a variable number of hours than most employees. When comparing our CEO's pay to our average employee the ratio is 68:1 and when compared to our average full-time employee the ratio is 61:1.

The pay ratio disclosure rules of Item 402(u) of Regulation S-K provide companies with a great deal of flexibility in determining their pay ratio reporting methodologies and in estimating the ratio of the annual total compensation of the CEO to the median of the annual total compensation of all other employees. Our methodology may differ materially from the methodology used by other companies, which, among other factors such as differences in employee populations, geographic locations, business strategies, and compensation practices, may contribute to a lack of comparability between our pay ratio and the pay ratio reported by other companies, including other companies within the financial services industry. Therefore, we do not believe the ratio should be used as a comparison between companies.

Pay versus Performance Disclosure

In accordance with rules adopted by the Securities and Exchange Commission pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, and Item 402(v) of Regulation S-K, we provide the following disclosure regarding executive compensation and Company performance for the five-year period of 2020 through 2024. The language noted in the tables below and required by Regulation S-K refers to "compensation actually paid."

"Compensation actually paid" includes the difference in the fair market value of the LTI awards from the prior year end to the vesting date, for awards that vested during the year, or to the current year end, for awards that are outstanding at year end.

The CD&A provides further detail on the Company's pay-for-performance philosophy. The Compensation Committee did not consider the pay-versus-performance disclosure below in making its pay decisions for any of the NEOs for the years shown below.

Year	Summary Compensation Table Total for PEO[1]	Compensation Actually Paid to PEO[2],[3]	Average Summary Compensation Table Total for Non-PEO NEOs[4]	Average Compensation Actually Paid to Non-PEO NEOs[2],[3]	Value of Initial Fixed $100 Investment Based On[5]		Net income (millions)[6]	Operating ROATCE(*)
					TSR	KRX Index Total Return		
2024	$7,295,441	$ 7,664,122	$1,609,087	$1,669,209	$143	$131	$465.3	14.5%
2023	$7,356,609	$10,068,081	$1,801,064	$2,245,242	$129	$116	$484.9	18.3%
2022	$6,818,374	$14,217,675	$1,667,346	$2,870,951	$118	$116	$439.1	17.5%
2021	$6,577,522	$11,913,114	$1,584,381	$2,475,609	$105	$125	$404.6	15.7%
2020	$6,308,713	$ 4,838,248	$1,573,184	$1,327,493	$ 79	$ 91	$286.0	13.1%

(*) Non-GAAP measure

(1) The amounts shown are based on the total compensation figures presented in the Summary Compensation Table for Mr. Vincent J. Delie, Jr., our principal executive officer (PEO), for each of the years listed.

(2) The amounts shown for Compensation Actually Paid to PEO and Average Compensation Actually Paid to Non-PEO NEOs have been calculated in accordance with Item 402(v) of Regulation S-K. The amounts do not reflect the actual amount of compensation earned by or paid to Mr. Delie or the Non-PEO NEOs during the applicable year. These amounts reflect total compensation as set forth in the Summary Compensation Table above for each year, adjusted as described in footnote 3 below.

(3) Compensation Actually Paid reflects the exclusions and inclusions from the Summary Compensation Table total for our PEO and Non-PEO NEOs as set forth below. Amounts excluded, which are set forth in the Exclusion of Stock Awards and Change in Pension Value columns in each of the PEO Compensation Actually Paid and the Non-PEO NEOs Compensation Actually Paid tables below in this footnote 3, are the aggregate amounts shown in the "Stock Awards" and "Change in Pension Value" columns from the Summary Compensation Table. Amounts included, which are set forth in the Inclusion of Equity Award Adjustments and Pension Service Cost columns in each of such tables below in this footnote 3, are the aggregate of the following components:

a. Add the fair value as of the end of the year of unvested equity awards granted in that year;

b. Add the change in fair value (if positive, or subtract if negative) as of the end of the year (from the end of the prior year) of equity awards granted in prior years that remained outstanding and unvested at the end of the year;

c. Add the change in fair value (if positive, or subtract if negative) as of the end of the vesting date during the year (from the end of the prior year) of equity awards granted in prior years that vested during that year;

d. Subtract the fair value at the end of the prior year for awards granted in prior years that forfeited or failed to meet applicable vesting conditions during the covered year; and

e. Add the aggregate of: the service cost (which is calculated as the actuarial present value of each NEO's benefit under all plans reported in the "Changes to Pension Value" in the Summary Compensation Table, attributable to services rendered during the covered year), and the prior service cost (which is calculated as the entire cost of benefits granted (or credit for benefits reduced) in a plan amendment (or initiation) during the covered year that are attributable by the benefit formula to services rendered in periods prior to the amendment).

f. Equity values are calculated in accordance with FASB ASC Topic 718. There were no adjustments required for pension service cost or prior pension service.

PEO Compensation Actually Paid Table

Year	Summary Compensation Table Total for PEO	Exclusion of Stock Awards and Change in Pension Value	Inclusion of Equity Award Adjustments and Pension Service Costs (a)	Compensation Actually Paid to PEO(2)(3)
2024	$7,295,441	$3,529,358	$ 3,898,039	$ 7,664,122
2023	$7,356,609	$3,225,435	$ 5,936,907	$10,068,081
2022	$6,818,374	$3,211,952	$10,611,253	$14,217,675
2021	$6,577,522	$3,118,203	$ 8,453,795	$11,913,114
2020	$6,308,713	$3,118,593	$ 1,648,128	$ 4,838,248

(a) The components of the amounts shown in this column for our PEO are presented in the table below:

PEO Components of Compensation Actually Paid

Year	Fair Value of Awards Granted in Applicable Year at Year-End	Change in Value of Prior Years' Awards Unvested at Applicable Year-End	Change in Value of Prior Years' Awards that Vested in Applicable Year at Vesting Date	Change in Value of Prior Years' Awards that Forfeited During Applicable Year	Total Equity Value included in Compensation Actually Paid (total of prior four columns)	Pension Service Costs	Total Inclusion of Equity Values and Pension Service Costs
2024	$3,773,892	$ 462,534	$ (338,387)	$ 0	$ 3,898,039	$0	$ 3,898,039
2023	$3,435,782	$ 1,860,710	$ 640,415	$ 0	$ 5,936,907	$0	$ 5,936,907
2022	$3,538,712	$ 6,735,690	$ 336,851	$ 0	$10,611,253	$0	$10,611,253
2021	$3,208,558	$ 4,097,867	$1,147,370	$ 0	$ 8,453,795	$0	$ 8,453,795
2020	$4,399,042	$(1,425,294)	$ (531,199)	$(794,421)	$ 1,648,128	$0	$ 1,648,128

Average of Non-PEO NEOs Compensation Actually Paid Table

Year	Average Summary Compensation Table Total for Non-PEO NEOs	Exclusion of Stock Awards and Change in Pension Value	Inclusion of Equity Award Adjustments and Pension Service Costs (a)	Average Compensation Actually Paid to Non-PEO NEOs(2)(3)
2024	$1,609,087	$565,015	$ 625,137	$1,669,209
2023	$1,801,064	$561,636	$1,005,814	$2,245,242
2022	$1,667,346	$543,863	$1,747,468	$2,870,951
2021	$1,584,381	$523,109	$1,414,338	$2,475,609
2020	$1,573,184	$561,297	$ 315,606	$1,327,493

(a) The components of the amounts shown in this column for our non-PEO NEOs are presented in the table below:

Average of Non-PEO NEOs Components of Compensation Actually Paid

Year	Fair Value of Awards Granted in Applicable Year at Year-End	Change in Value of Prior Years' Awards Unvested at Applicable Year-End	Change in Value of Prior Years' Awards that Vested in Applicable Year at Vesting Date	Change in Value of Prior Years' Awards that Forfeited During Applicable Year	Total Equity Value included in Compensation Actually Paid (total of prior four columns)	Pension Service Costs	Total Inclusion of Equity Values and Pension Service Costs
2024	$603,851	$ 80,026	$ (58,740)	$ 0	$ 625,137	$0	$ 625,137
2023	$594,310	$ 322,176	$ 89,328	$ 0	$1,005,814	$0	$1,005,814
2022	$597,422	$1,096,293	$ 53,753	$ 0	$1,747,468	$0	$1,747,468
2021	$552,429	$ 648,464	$213,445	$ 0	$1,414,338	$0	$1,414,338
2020	$812,601	$ (233,836)	$ (95,398)	$(167,761)	$ 315,606	$0	$ 315,606

(4) The Non-PEO NEOs for whom the Summary Compensation Table total average compensation is presented are for 2024, 2023, 2022 and 2021, Mr. Vincent J. Calabrese Jr., Mr. Gary L. Guerrieri, Mr. David B. Mitchell, and Mr. Barry C. Robinson; and for 2020, Mr. Vincent J.

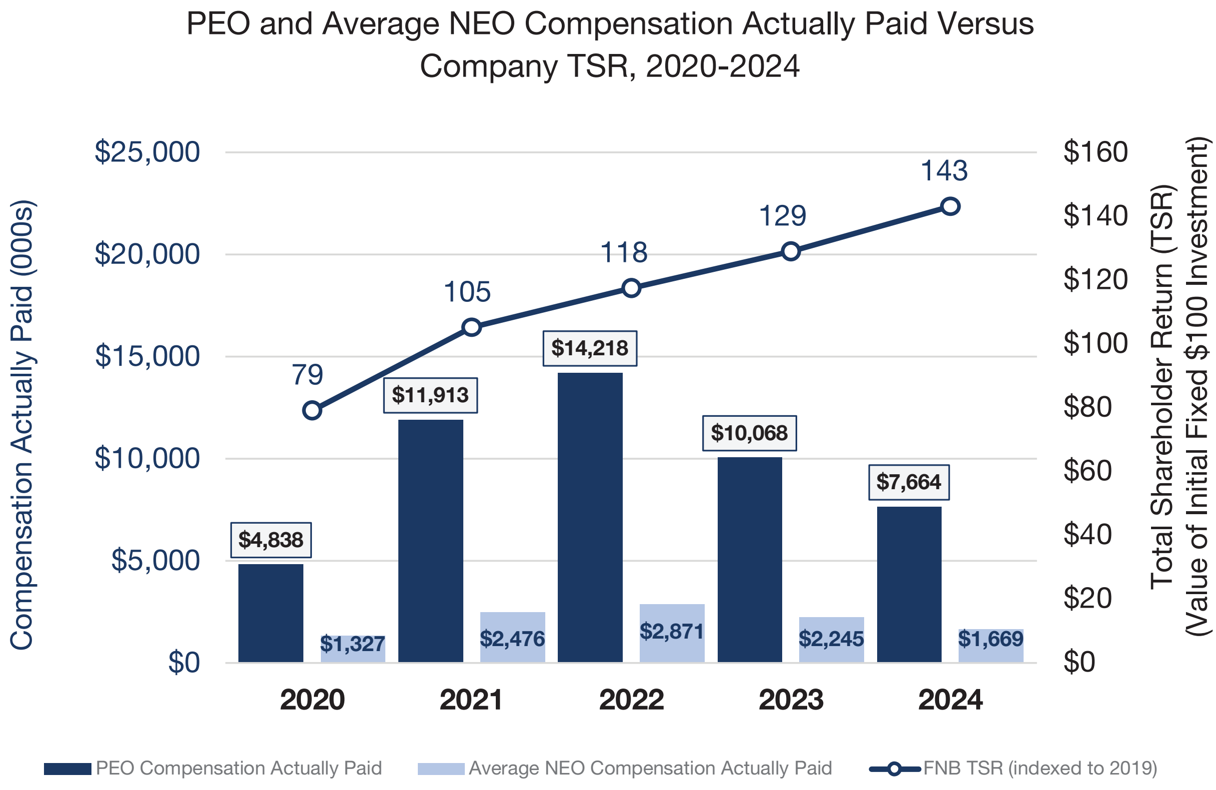
Calabrese Jr., Mr. Gary L. Guerrieri, Mr. Robert Moorehead and Mr. Barry C. Robinson. Figures shown are based on the total compensation figures presented in the Summary Compensation Table for each Non-PEO NEO for each of the years listed.

(5) This column shows the Company's TSR and the TSR for the peer group used by the Company in its stock performance graph in its 2024 Form 10-K, and the KBW Regional Bank Index ("KRX"), on a cumulative basis for each year of the five-year period from 2020 through 2024 (indexed to 2019). Dollar values assume $100 was invested for the cumulative period from December 31, 2019, through December 31, 2024, in either FNB or in the KRX index, and reinvestment of the pre-tax value of the dividends paid.

(6) Net income represents net income before preferred dividends.

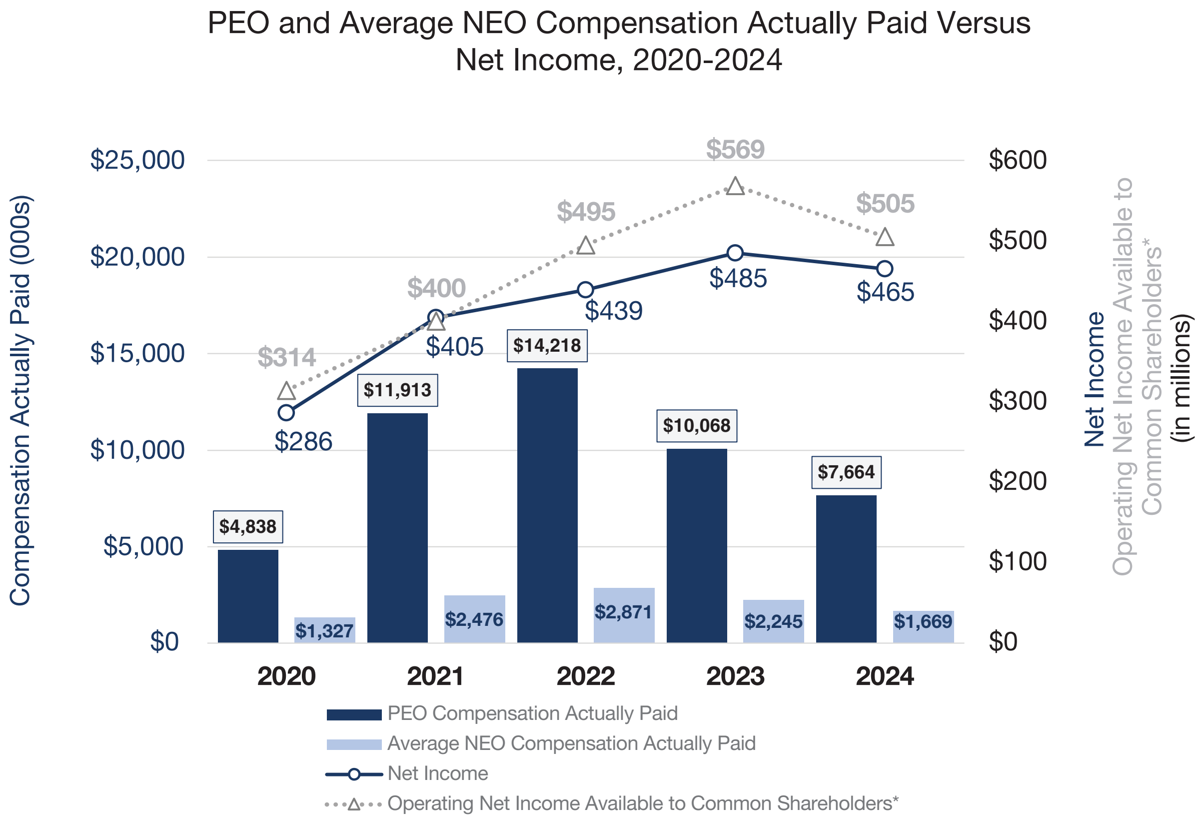
Relationship Between Compensation Actually Paid and Company Cumulative TSR

The following chart presents the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our Non-PEO NEOs, and the Company's cumulative TSR for each year of the five-year period from 2020 through 2024.



Relationship Between Compensation Actually Paid and Net Income

The following chart presents the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our Non-PEO NEOs, and the Company's net income for each year of the five-year period from 2020 through 2024.

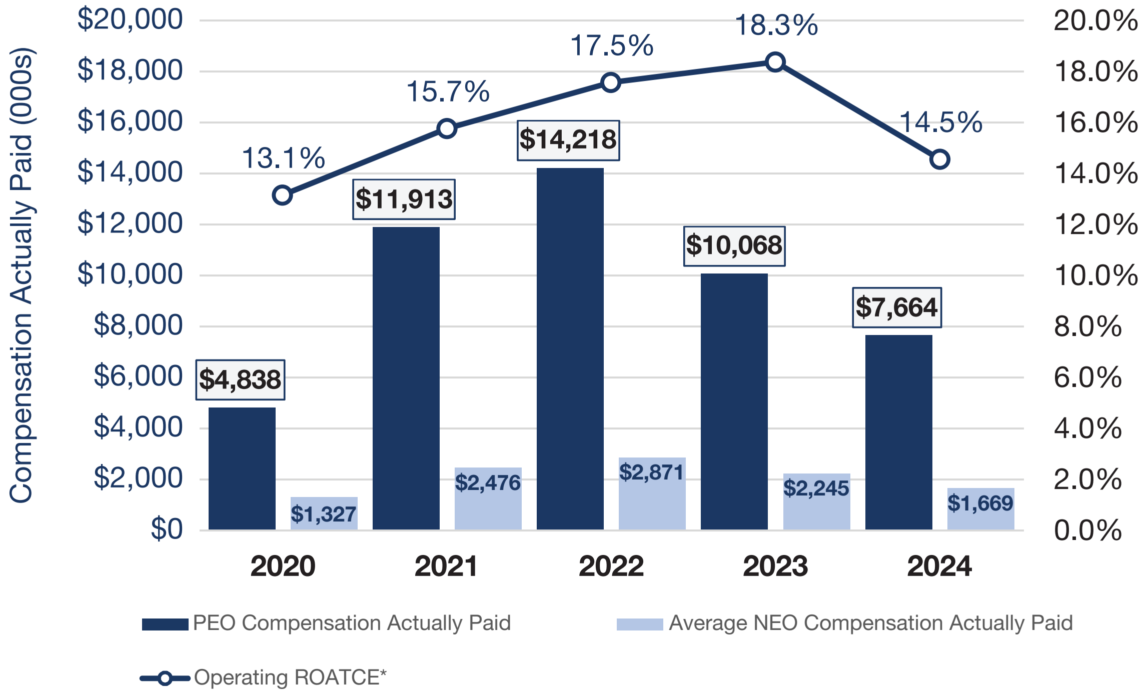


* Non-GAAP measure

Relationship Between Compensation Actually Paid and Operating ROATCE*

The following chart presents the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our Non-PEO NEOs, and the Company's Operating ROATCE* for each year of the five-year period from 2020 through 2024.

PEO and Average NEO Compensation Actually Paid Versus Operating ROATCE*, 2020-2024

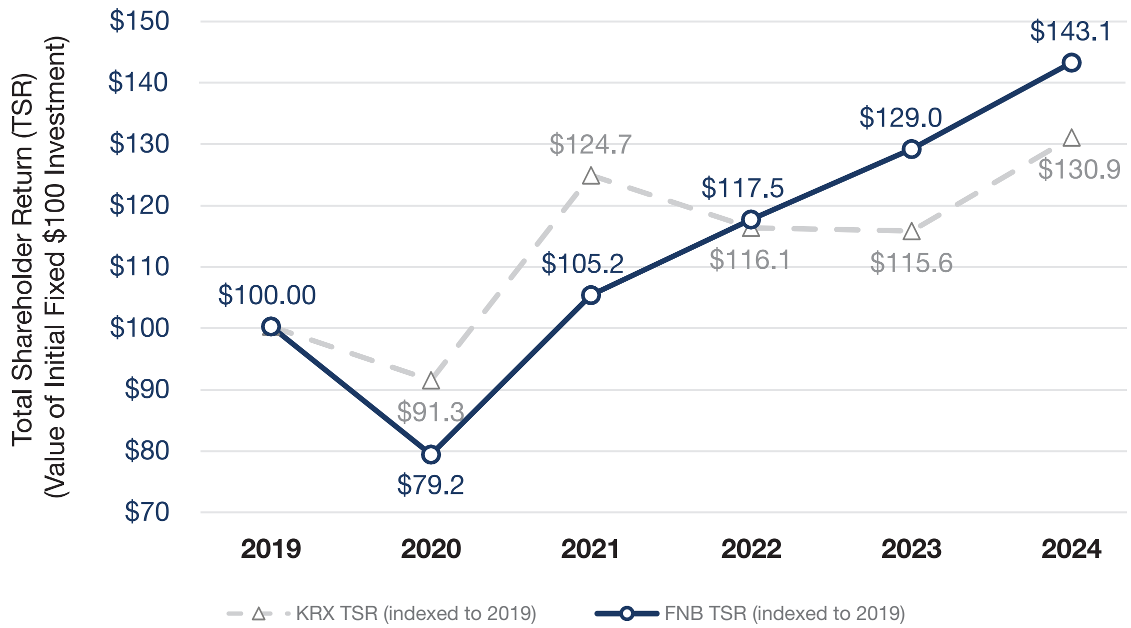


* Non-GAAP measure

Relationship Between Company TSR and Selected Peer Group TSR

The following chart presents the relationship between FNB's cumulative TSR and the KRX TSR for each year of the five-year period from 2020 through 2024 (indexed to 2019).

Total Shareholder Return:
FNB versus KRX Index, 2020-2024
(Indexed to 2019)



Discussion of FNB versus KRX Total Shareholder Return

The Total Shareholder Return: FNB versus KRX Index table above shows that FNB's cumulative four-year TSR (indexed to 2019), has exceeded the broader KRX index for the 2020 to 2024 measurement period presented. Initially during this measurement period, FNB's TSR dipped lower than the KRX index total return and thereafter rebounded to surpass the KRX index total return in 2022 through 2024.

There are four key dynamics that explain the relative outperformance of FNB during this time horizon. First, FNB increased its asset sensitivity position notably throughout the low-interest rate time horizon of 2020 to 2023 time to prepare for a higher interest rate environment that ensued in 2022 and 2023 when more earnings could be generated. Second, FNB has achieved significant growth in its fee-based businesses, including capital markets, mortgage banking, treasury management and payment solutions, and wealth management. Third, FNB improved its overall capital and liquidity position on an absolute and peer-relative basis, achieving record levels in 2024. Lastly, the value of FNB's stable and granular deposit base translated into significant outperformance versus peers notably in 2023 and 2024 post-2023 banking crisis.

List of the Most Important Financial Performance Measures

The following list presents the financial measures that the Company considers to be the most important in linking Compensation Actually Paid to our PEO and our Non-PEO NEOs in 2024 to Company performance. The measures in this list emulate the diverse set of metrics used in our incentive compensation plans. The measures in this list are not ranked:

- Operating Earnings Per Diluted Common Share (EPS)*
- Operating Return on Average Tangible Common Equity (Operating ROATCE)*
- Efficiency Ratio*
- Internal Capital Generation Growth (ICG Growth)*
- Total Shareholder Return (TSR)

PROPOSAL 3. RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS FNB'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2025

The Audit Committee selected Ernst & Young LLP as our independent registered public accounting firm to audit the books of the Company and its subsidiaries for the year ending December 31, 2025, to report on our internal controls and our consolidated statement of financial position and related statements of income of us and our subsidiaries, and to perform such other appropriate accounting services as our Board may require. Ernst & Young LLP has advised us that they are independent accountants with respect to us, within the meaning of standards established by the American Institute of Certified Public Accountants, the Public Company Accounting Oversight Board, the Independence Standards Board and federal securities laws administered by the SEC. In the event a majority of the votes cast in person or by proxy do not ratify the appointment of Ernst & Young LLP, we anticipate that we would make no change in our independent registered public accounting firm for the current year because of the difficulty and expense of making any change so long after the beginning of the current year, but that vote would be considered when we consider the appointment of auditors for 2026.

THE BOARD RECOMMENDS THAT YOU VOTE "FOR" RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS ITS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2025

Ernst & Young LLP served as our independent registered public accounting firm for the year ended December 31, 2024. We expect that a representative of Ernst & Young LLP will attend our Annual Meeting, be available to respond to appropriate questions and, if the representative desires, which we do not anticipate, make a statement.

The discussion under *Audit and Non-Audit Fees* describes the aggregate fees for professional services provided by Ernst & Young LLP to us for the calendar years 2023 and 2024.

AUDIT COMMITTEE REPORT

To Our Shareholders:

The Audit Committee oversees the Corporation's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process, including the system of internal control. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed the audited financial statements in the Annual Report with management, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements.

The Audit Committee reviewed and discussed with Ernst & Young LLP, its independent registered public accounting firm who is responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles, the matters we and Ernst & Young LLP must discuss pursuant to Auditing Standard No. 1301, Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board, including Ernst & Young LLP's judgments as to the quality, not just the acceptability, of the Corporation's accounting principles and such other matters as are required to be discussed with the Audit Committee by the applicable requirements of the Public Company Accounting Oversight Board and the SEC.

The Audit Committee has discussed with Ernst & Young LLP its independence from management and the Corporation, including the matters in the required written disclosures. The Audit Committee has considered whether the provision of non-audit services by Ernst & Young LLP is compatible with maintaining its independence.

The Audit Committee discussed with the Corporation's internal auditors and Ernst & Young LLP the overall scope and plans for their respective audits. The Audit Committee meets with the internal auditors and Ernst & Young LLP, with and without management present, to discuss the results of their examinations, their evaluations of the Company's internal controls and the overall quality of the Company's financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the 2024 Form 10-K, for filing with the SEC.

Respectfully submitted,

Frank C. Mencini, Chair
Pamela A. Bena
Mary Jo Dively
David J. Malone
Heidi A. Nicholas

AUDIT AND NON-AUDIT FEES

Ernst & Young LLP served as the Corporation's independent registered public accounting firm for the fiscal years ended December 31, 2024, and 2023 The Company has been advised by such firm that none of its members or any of its associates has any direct financial interest or material indirect financial interest in the Corporation or its subsidiaries.

Fees and out-of-pocket expenses billed by Ernst & Young LLP for professional services during 2024 and 2023 were as follows:

	Audit	Audit-Related	Tax	All Other
2024	$2,630,500	$216,890	$760,264	$ 3,852
2023	$2,265,900	$191,400	$795,311	$248,852

Audit Fees relate to the audit of the Corporation's annual financial statements and internal control over financial reporting, review of the financial statements included in the Corporation's Reports on Forms 10-Q and other SEC filings, services provided in connection with statutory/subsidiary audits and regulatory filings including registration statements filed with the SEC, and accounting consultations related to the audit.

Audit-Related Fees relate to Service and Organization Controls (SOC), custody exam, employee benefit plan and agreed-upon procedures work.

Tax Fees relate to tax compliance, tax planning and tax advice services.

All Other Fees relate to subscriptions for Ernst & Young's web-based accounting and auditing research library and for FDIC assessment advisory services.

Audit and Non-Audit Services Pre-Approval Policy

The Audit Committee must pre-approve the audit and non-audit services the independent registered public accounting firm will perform in order to assure that the provision of such services does not impair the auditor's independence. The Audit Committee annually reviews and pre-approves the services that the independent registered public accounting firm may provide. The Audit Committee will revise the list of pre-approved services from time to time, based on subsequent determinations. The Audit Committee does not delegate its responsibilities to pre-approve services performed by the independent registered public accounting firm to management but may delegate pre-approval authority to one or more of its members. The member or members to whom the Audit Committee delegates such authority must report any pre-approval decisions to the Audit Committee at its next scheduled meeting. The Audit Committee annually establishes pre-approval fee levels for all services the independent registered public accounting firm may provide. Any proposed services exceeding these levels require specific pre-approval.

The annual audit services engagement terms and fees are subject to the pre-approval of the Audit Committee. In addition, the Audit Committee may grant pre-approval for other audit services, including statutory audits or financial audits for our subsidiaries or our affiliates and services associated with SEC registration statements, periodic reports and other documents filed with the SEC.

Our Audit Committee must also pre-approve audit-related services. Audit-related services include, among others, due diligence services pertaining to potential business acquisitions/dispositions, accounting consultations related to accounting, financial reporting or disclosure matters not classified as "audit" services, assistance with understanding and implementing new accounting and financial reporting guidance from rule-making authorities, financial audits of employee benefit plans, agreed upon or expanded audit procedures related to accounting and/or billing records required to respond to or comply with financial, accounting or regulatory reporting matters and assistance with internal control reporting requirements. Tax services include tax compliance, tax planning and tax advisory services.

Our Audit Committee may grant pre-approval to those permissible non-audit services classified as "All Other" services that it believes are routine and recurring services and when such pre-approval would not impair the independence of the independent registered public accounting firms.

SHAREHOLDER PROPOSALS AND NOMINATIONS FOR THE 2026 ANNUAL MEETING

SEC Rule 14a-8

If you are a shareholder who would like us to include your proposal in our notice of the 2026 Annual Meeting and related proxy materials, you must follow SEC Rule 14a-8 under the Securities Exchange Act of 1934. In submitting your proposal, our Corporate Secretary must receive your proposal, in writing, at our principal executive offices at FNB Financial Center, 626 Washington Place, Pittsburgh, Pennsylvania 15219, Attn: Legal Department, no later than November 28, 2025. If you do not follow SEC Rule 14a-8, we will not consider your proposal for inclusion in next year's Proxy Statement.

Advance Notice Requirements Under Our Bylaws

Pursuant to Article I, Section 1.11 of our bylaws, a shareholder who wishes to nominate an individual for election to the Board of Directors directly at an Annual Meeting, or to propose any business to be considered at an Annual Meeting, must deliver advance notice of such nomination or business to our Corporate Secretary. The notice must be delivered in person, by first-class U.S. mail postage prepaid or by reputable overnight delivery service to the attention of our Corporate Secretary, at our principal executive offices at F.N.B. Corporation, FNB Financial Center, 626 Washington Place, Pittsburgh, Pennsylvania 15219, Attn: Legal Department, during the period commencing at the close of business on November 28, 2025, and ending at the close of business on December 29, 2025. The shareholder must be a shareholder of record as of the date the notice is delivered and at the time of the Annual Meeting and must be entitled to vote at the meeting. The notice must be in writing and contain the information specified in our bylaws for a director nomination or other business. The notice must contain certain information about the proposal or nominee, as applicable, which is generally equivalent to the information that would be required to be disclosed under the proxy rules of the SEC if proxies were solicited for shareholder consideration of the matter at a meeting of shareholders, as well as certain information about the shareholder who is making the proposal or nomination. Nominees also will be required to submit a completed and signed questionnaire. The questionnaire will be provided by our Corporate Secretary upon request and is similar to the annual questionnaire completed by all of our directors regarding their background, experience and independence, and will also contain certain representations and agreements on the part of the nominee as set forth in the bylaws.

Only shareholder proposals and nominations submitted in accordance with the Company bylaw provisions will be eligible for presentation at our 2026 Annual Meeting, and any other matter not submitted to our Board in accordance with such provisions will not be considered or acted upon at our 2026 Annual Meeting. The Board Chairman is authorized to determine whether a nomination or proposal was made in accordance with our bylaws and to declare that a defective nomination or proposal be disregarded.

OTHER MATTERS

As of March 10, 2025, our Board does not know of any other matter to be presented for consideration at our Annual Meeting other than the matters described above. However, if any other matter is presented in conformance with our bylaws, proxies in the enclosed form returned to us will be voted in accordance with the recommendation of our Board or, in the absence of such a recommendation, in accordance with the judgment of the individuals designated as proxies.

Householding of Proxy Materials

The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy materials with respect to two or more shareholders sharing the same address by delivering a single annual report, Proxy Statement or Notice of Internet Availability of Proxy Materials, as applicable, addressed to those shareholders. This process, which is commonly referred to as "householding," potentially provides extra convenience for shareholders and cost savings for companies. We, and some brokers who household proxy materials, may deliver a single copy of these proxy materials to multiple shareholders who share the same address unless contrary instructions have been received from the affected shareholders. Once you have received notice from your broker or us that they or we will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate copy of the proxy materials, or if you are receiving multiple copies of the proxy materials and wish to receive only one, please notify your broker if your shares are held in a brokerage account, or us if you hold registered shares. You can notify us by sending a written request to: Shareholder Services, F.N.B. Corporation, FNB Financial Center, 626 Washington Place, Pennsylvania 15219, Attn: Legal Department, or by calling our Transfer Agent representative at 844-877-8750. Upon written or oral request to us or our Transfer Agent representative, a separate copy of our proxy materials will promptly be sent to you.

Electronic Delivery of Proxy Materials

You can also access our 2025 Proxy Statement, 2024 Annual Report and 2024 Form 10-K Report at http://materials.proxyvote.com/302520.

For our 2026 Annual Meeting, you can help us save significant printing and mailing expenses by consenting to access our proxy materials electronically by the Internet. If you hold your shares in your own name (instead of street name through a bank, broker or other nominee), you can choose this option by appropriately marking the box on your proxy card denoting your consent to electronic access or, if voting by telephone at 800-690-6903, following the prompts for consenting to electronic access, or following the instructions at the Internet voting website at http://materials.proxyvote.com/302520 which has been established for you to vote your shares for the meeting. If you choose to receive your proxy materials electronically, then prior to next year's Annual Meeting you will receive notification when the proxy materials are available for review by the Internet, as well as the instructions for voting electronically by the Internet. Your choice for electronic distribution will remain in effect until you revoke it by sending a written request to: Shareholder Services, F.N.B. Corporation, FNB Financial Center, 626 Washington Place, Pittsburgh, Pennsylvania 15219, Attn: Legal Department. If you hold your shares in street name through a bank, broker or other nominee, you should follow the instructions provided by that entity if you wish to access our proxy materials electronically by the Internet.

BY ORDER OF THE BOARD OF DIRECTORS,

James G. Orie
Chief Legal Officer and Corporate Secretary
March 27, 2025

ANNEX A - ABOUT OUR ANNUAL MEETING

What is a proxy?

Your proxy gives us authority to vote your shares and tells us how to vote your shares at the Annual Meeting or any adjournment. Three of our employees, who are called “proxy holders” (or “proxies” for short) and are named on the proxy card, will vote your shares at the Annual Meeting according to the instructions you give on the proxy card.

Why are you soliciting a proxy from me?

Our Board of Directors is soliciting your proxy to make sure that your vote is properly submitted and received on time, and to improve the efficiency of the Annual Meeting. We may ask for, or solicit, proxies using several methods.

We may solicit proxies by mail, personal interviews, telephone or fax. We may also use the Internet to solicit proxies. FNB officers or employees may solicit proxies but will not receive any special compensation for doing so. We have engaged the firm of Laurel Hill Advisory Group, LLC to assist us with soliciting proxies.

What is included in our proxy materials?

Our proxy materials, which are available on our website (see *Annex C, Proxy Materials)*, include:

(i) Our Notice of 2025 Annual Meeting of Shareholders;

(ii) Our 2025 Proxy Statement; and

(iii) Our 2024 Annual Report and 2024 Form 10-K.

If you received printed versions of these materials by mail (rather than through electronic delivery), the materials also included a proxy card or voting instruction form. For further information, see *Information about Paper and Electronic Delivery of Proxy Materials* below.

What will our shareholders vote on at our Annual Meeting?

Our shareholders will vote on each of the following proposals, which our Board recommends you vote “FOR,” at our Annual Meeting:

- Proposal 1. Election of the 11 nominees for directors named in this Proxy Statement, each to serve for a term of one year and until the election of their successors;
- Proposal 2. Adoption of an advisory resolution to approve the 2024 compensation of our named executive officers;
- Proposal 3. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2025; and
- Any other business that may come before our Annual Meeting in compliance with the advance notice and other applicable provisions of our bylaws (described in the *Shareholder Proposals* discussion in this Proxy Statement).

PARTICIPATING IN THE ANNUAL MEETING

How are shareholders able to ask questions at the virtual Annual Meeting?

We are committed to acknowledging each relevant question we receive, subject to the guidelines described in this section and in the Rules of Conduct and Procedures. Consistent with our prior in-person annual meetings, questions submitted in accordance with the Rules of Conduct and Procedures will be generally addressed, as time permits. We limit each shareholder to one question in order to allow us to answer questions from as many shareholders as possible. Questions and answers will be grouped by topic and substantially similar questions will be grouped and answered once. Questions regarding personal matters and questions regarding general economic, political or product matters that are not directly related to the business of FNB will not be answered. If there are matters of individual concern to a shareholder and not of general concern to all shareholders, or if a question posed was not otherwise answered, shareholders may contact FNB’s Chief Communications Officer separately after the Annual Meeting. Contact details, as well as other helpful information, can be found in the shareholder services section of our website at www.fnb-online.com/About-Us/Investor-Information/Investor-Relations.

Questions may be submitted prior to the Annual Meeting, or you may submit questions in real time during the meeting using the Annual Meeting website at www.virtualshareholdermeeting.com/FNB2025. Please note that in order to access these sites, shareholders will need their unique 16-digit control number that appears on the Notice of Internet Availability of Proxy Materials of the proxy card (printed in the box and marked by the arrow) or the instructions that accompany these proxy materials, as applicable. Instructions should be provided to beneficial owners on the voting instruction form provided by their broker or bank.

We encourage you to access the meeting website prior to the start time. If you encounter any difficulties accessing the virtual meeting during the check in or meeting time, please contact the technical support number that will be posted on the website log-in page. The Annual Meeting website is supported on browsers and devices running the most updated version of applicable software and plugins.

VOTING AT THE ANNUAL MEETING

Who can vote at our Annual Meeting?

Our Board has set March 10, 2025, as the record date for our Annual Meeting. Only holders of record of our common stock 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 of our Annual Meeting.

What constitutes a quorum in order to conduct the Annual Meeting?

On our March 10, 2025, record date, we had 359,461,443 shares of our common stock outstanding, which are eligible to be voted. Under Pennsylvania law, we must have a quorum before we can consider proposals at our Annual Meeting. A quorum is the number of shares that must be present at the meeting. In determining if a quorum exists, we count the number of shares represented by shareholders virtually, as well as the number of shares represented by proxies. If you return a signed and dated proxy card, vote by Internet, vote by our QR Code feature, vote by telephone or vote virtually in person at our Annual Meeting, you will be considered present for purposes of establishing a quorum.

To have a quorum, we need the presence of shareholders or their proxies who are entitled to cast at least a majority of the votes that all shareholders are entitled to cast. Although a quorum may be achieved, not all proposals will be subject to the same voting or approval requirement. We discuss the vote required to approve each proposal below.

Shareholders who hold their shares in an account at a bank or brokerage firm (street name) may need to take additional precautions to ensure that their vote counts.

What is the difference between holding shares as a shareholder of record and as a beneficial owner of shares held in street name?

Shareholder of Record: If your shares of FNB common stock are registered directly in your name with our transfer agent, Broadridge Financial Solutions (Broadridge), you are considered a "shareholder of record" of those shares.

Beneficial Owner of Shares Held in Street Name: If your shares are held in an account at a bank, brokerage firm, broker-dealer or other similar organization, then you are a beneficial owner of shares held in street name. In that case, you will have received these proxy materials, as well as a voting instruction form, from the organization holding your shares. As a beneficial owner, you have the right to direct the organization as to how to vote them. Most individual shareholders are beneficial owners of shares held in street name.

How do I vote?

You can vote by proxy whether or not you attend our Annual Meeting virtually. When you or your authorized attorney-in-fact grants us your proxy, you authorize us to vote your shares of our common 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 virtually. If your shares are held in street name, you will receive a separate card from your bank or brokerage firm with instructions about the manner in which you may vote your shares.

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 U.S.) or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.
- **Vote during the virtual Annual Meeting:** If you are a registered shareholder and attend our virtual Annual Meeting, you must enter the 16-digit control number found next to the label "Control Number" on your notice of internet availability, proxy card, or voting instruction form, or in the email sending you the Proxy Statement, to be admitted to the virtual Annual Meeting at www.virtualshareholdermeeting.com/FNB2025. Even if you returned a proxy to us before our virtual Annual Meeting, you may revoke it and vote during the virtual Annual Meeting.

- **Vote by Internet at www.proxyvote.com:** Instructions are provided on your proxy card. If you vote by Internet, you should not return your proxy card.
- **Vote by QR Code by scanning the QR Code on your proxy card with your mobile device:** If you vote by QR Code, you should not return your proxy card.
- **Vote by telephone at 1-800-690-6903:** Instructions are provided on your proxy card. If you vote by telephone, you should not return your proxy card.

Proxies voted by mail, by Internet, by QR Code or by telephone must be received by 11:59 PM EDT, on May 6, 2025, in order to be counted in the vote.

If you hold your FNB shares in an account at a bank or brokerage firm, and you want to vote virtually at our Annual Meeting, you will need to obtain a signed proxy card from the brokerage firm or the bank that holds your FNB stock. If your FNB stock is registered in the name of a bank or brokerage firm, you may be eligible to vote your shares electronically by Internet, by the QR Code on your proxy card and/or notice card, or by telephone. Many banks and brokerage firms participate in programs such as the Broadridge online program. These programs provide eligible shareholders who receive a paper copy of this Proxy Statement the opportunity to vote by the Internet, by QR Code or by telephone. If your bank or brokerage firm is participating in one of these programs, your proxy card will contain instructions for voting by Internet, by QR Code or by telephone. If your proxy card does not reference voting by Internet, QR Code or telephone information, please complete and return the proxy card in the enclosed self-addressed, postage-paid envelope.

How will my shares be voted if I do not give specific voting instructions?

If you sign, date and return your proxy card, but do not provide voting instructions, or if you do not provide voting instructions when voting over the Internet, we will vote your shares represented by that proxy as recommended by our Board of Directors, and this vote will count as a vote cast.

Can I change my vote after I voted?

You can amend your voting decisions in several ways. We refer to this as “revoking” your proxy. To revoke your current proxy and replace it with a new proxy, we must receive the newly executed proxy before the applicable deadline. If you revoke by mail, we must receive the new proxy card before the Annual Meeting begins. Please make sure you have provided enough time for the new proxy card to reach us. You may change your vote by delivering a written notice of revocation to our Corporate Secretary at F.N.B. Corporation, FNB Financial Center, 626 Washington Place, Pittsburgh, PA 15219, Attn: Legal Department, by signing and returning a new proxy card with a later date. If you revoke using the phone or Internet voting options, we must receive your revocation by the deadline for voting set forth in the Notice of Internet Availability of Proxy Materials or set forth on the proxy card you received. You may change your vote by voting by the Internet, by scanning the QR Code on your proxy card with your mobile device at a later date, by telephone, or by attending the virtual Annual Meeting and voting online. Once the polls close at the Annual Meeting, the right to revoke your proxy ends. If you have not properly revoked your proxy by that time, we will vote your shares in accordance with your most recent valid proxy received by the deadline.

Only your latest instruction will be counted; however, your attendance at our virtual 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, FNB Financial Center, 626 Washington Place, Pittsburgh, Pennsylvania 15219, Attn: Legal Department.

If you hold FNB shares in street name, follow the instructions provided by your broker or bank to revoke your voting instructions or otherwise change your vote:

If my shares are held in “street name,” which proposals are considered “routine” or “non-routine” in connection with broker discretionary voting of my shares?

Please ensure that you instruct your bank or brokerage firm how to vote your shares. Under NYSE rules applicable to brokers, your broker has discretionary authority to vote your shares without receiving your instructions on “routine” matters. The only routine matter before our Annual Meeting will be the ratification of Ernst & Young LLP as the Corporation’s independent registered public accounting firm for 2025. All other proposals that will be considered at our Annual Meeting are “non-routine” matters. Your bank or brokerage firm does not have discretionary authority to vote on a non-routine matter unless you provide them with your voting instructions. The inability of your bank or brokerage firm to vote on a matter absent direction from you (while using its discretionary authority to vote on routine matters) is known as a “broker non-vote” on the non-routine matter. Therefore, in order to have your vote counted, please ensure that you instruct your bank or brokerage firm how to vote your shares with respect to the election of our directors, the advisory resolution to approve the 2024 compensation of our named executive officers and the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2025.

If I am a participant in the 401(k) Savings Plan, how do I vote the shares held in the plan?

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 Fidelity, the trustee of our 401(k) Plan, pursuant to the voting instruction card being mailed with this Proxy Statement to plan participants. The trustee will vote your shares in accordance with your duly executed voting instruction card, provided that the trustee receives it by 3:00 AM, Eastern Time, on April 30, 2025.

In the case of the 401(k) Plan, if you do not return your voting instruction card, the shares credited to your plan account will be voted by the trustee in the same proportion that it votes the shares for which it timely received voting instruction cards.

You may also revoke a previously given proxy card until 3:00 AM, Eastern Time, on April 30, 2025, by filing with the trustee either a written notice of revocation or a properly completed and signed voting instruction card or Internet vote, telephone vote or scanned QR code vote having a later date.

What is the quorum and voting requirement to approve each of the proposals?

In order to conduct our Annual Meeting, at least one-half of the outstanding shares entitled to vote must be present or be represented by proxy. This is referred to as a quorum. If you vote by Internet, by QR Code or by telephone, or submit a properly executed proxy card, you will be considered part of the quorum. Abstentions and broker non-votes on any proposal to be acted on by shareholders will be treated as present at the Annual Meeting for purposes of a quorum. In general, for a proposal to be approved, it requires a majority of the votes “cast” on the matter. Votes “cast” are votes “for” or “against” the proposal. If you abstain from voting, it will not count as a vote “cast.” Please see the summaries below for more specific information about how proposals are approved and how abstentions will be counted with respect to each proposal. With respect to Proposals 2 and 3, if you desire to abstain, you must check the “Abstain” box on your proxy card or select the appropriate option when voting by the Internet, by QR Code or by telephone.

PROPOSAL 1: ELECTION OF DIRECTORS

Our bylaws provide that in the circumstance of an uncontested director election, which is the case for this year’s director election, our directors are elected by a majority of the votes cast in person or by proxy at our Annual Meeting. Our Articles of Incorporation do not authorize cumulative voting for the election of directors. To receive a majority of votes cast means that the shares voted for a director’s election exceed the number of votes withheld. This matter is considered a non-routine matter and, as a result, there may be broker non-votes (see description of broker non-votes in the next section, below). Broker non-votes and abstentions will not be included in the total votes cast and will not affect the results of the vote on this proposal. Our bylaws provide that any incumbent director who does not receive a majority of votes cast will promptly tender his or her resignation to the Board. Upon recommendation of the Nominating and Corporate Governance Committee, the Board shall determine whether to accept the resignation. If there is a contested election (which is not the case in 2025), directors are elected by a plurality of votes cast at the meeting.

PROPOSAL 2. ADOPTION OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION

A majority of the votes cast will be required to approve the advisory vote on 2024 executive compensation. Because your vote is advisory, it will not be binding on the Board or the Company. This matter is considered a non-routine matter and, as a result, there may be broker non-votes (see description of broker non-votes in the next section, below). Broker non-votes and abstentions will not be included in the total votes cast and will not affect the results of the vote on this proposal.

PROPOSAL 3. RATIFICATION OF AUDITOR

A majority of the votes cast will be required to approve the ratification of our Audit Committee’s selection of Ernst & Young LLP as our independent registered public accounting firm for 2025. This matter is considered a routine item, and brokers have the discretion to vote uninstructed shares on behalf of clients. Therefore, broker non-votes are not expected to exist for this proposal, although a broker may otherwise fail to submit a vote. Failures by brokers to vote and abstentions will not be included in the total votes cast and will not affect the results of the vote on this proposal.

OTHER MATTERS REGARDING THE CONDUCT OF THE ANNUAL MEETING

Impact of Broker Non-Votes or Abstentions

With respect to Proposals 1 and 2,which are non-routine matters, any broker non-votes or abstentions will not be included in the total votes cast and will not affect the results of the voting on these proposals. Also see the question and answer regarding broker discretionary voting, above.

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.

Could other matters be decided at the 2025 Annual Meeting?

We do not know of any matters that will be considered at the Annual Meeting other than those described above. If a shareholder proposal that was properly excluded from this Proxy Statement or is otherwise not properly presented at the meeting is nevertheless brought before the meeting, the Chairman will declare such a proposal out of order, and it will be disregarded. If any other matters arise at the Annual Meeting that are properly presented at the meeting, the proxies will be voted at the discretion of the proxy holders.

What happens if the meeting is postponed or adjourned?

Your proxy will remain valid and may be voted at the postponed or adjourned meeting. You will still be able to change or revoke your proxy until it is voted.

Who counts the votes cast at our annual meeting?

Judges of Election, who will be FNB employees approved by the FNB Board of Directors, will tabulate the votes cast at our Annual Meeting, and Broadridge will act as the independent inspector of election.

Where can I find the voting results of our 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 will file with the SEC by May 13, 2025.

Who is paying the costs of this proxy solicitation?

The Company is paying the costs of the solicitation of proxies. The Company has retained Laurel Hill Advisory Group, LLC 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 service is $8,000 including out-of-pocket expenses. Laurel Hill Advisory Group, LLC may be contacted at 888-742-1305.

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.
- Obtaining beneficial owners' voting instructions.

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.

INFORMATION ABOUT PAPER AND ELECTRONIC DELIVERY OF PROXY MATERIALS

How do I sign up for electronic delivery of proxy materials?

This Proxy Statement, our 2024 Annual Report and 2024 Form 10-K are available on our website (see *Annex C, Proxy Materials).* We encourage our shareholders to voluntarily elect to receive future proxy materials electronically. If you would like to help reduce the environmental impact of our Annual Meetings and our costs of printing and mailing future materials, you can agree to access these documents over the Internet rather than receiving printed copies in the mail. For your convenience, you may find links to sign up for electronic delivery for both shareholders of record and beneficial owners who hold in street name at www.proxyvote.com. You may also scan the QR code on your proxy card to vote using your mobile device, sign up for e-delivery and download the Annual Meeting materials.

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. At your request, we will “household” your proxy materials (i.e., 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. On the proxy card, there will be a householding election where you will indicate if you consent to receive your proxy materials in a single package per household. Please refer to the section titled, *Householding of Proxy Materials* at the end of this Proxy Statement.

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 our Corporate Secretary at 412-385-4773.

ANNEX B – NON-GAAP TO GAAP RECONCILIATIONS

The information below is provided to reconcile to GAAP those financial metrics included in this Proxy Statement that are non-GAAP financial metrics. The reconciliations of non-GAAP operating measures and key performance indicators discussed in this Proxy Statement to the most directly comparable GAAP financial measures are included in the following tables.

Operating Net Income Available to Common Shareholders

Year Ended December 31	2024	2023	2022	2021	2020
(in thousands)					
Net income available to common shareholders	$ 459,327	$ 476,810	$ 431,068	$ 396,561	$ 277,965
Preferred dividend at redemption	3,995	—	—	—	—
Merger-related expense	—	2,215	45,259	1,764	—
Tax benefit of merger-related expense	—	(465)	(9,504)	(370)	—
COVID-19 expense	—	—	—	—	11,276
Tax benefit of COVID-19 expense	—	—	—	—	(2,368)
Gain on sale of Visa class B stock	—	—	—	—	(13,818)
Tax expense of gain on sale of Visa class B stock	—	—	—	—	2,902
Loss on FHLB debt extinguishment and related hedge terminations	—	—	—	—	25,611
Tax benefit of loss on FHLB debt extinguishment and related hedge terminations	—	—	—	—	(5,378)
Provision expense related to acquisitions	—	—	28,515	—	—
Tax benefit of provision expense related to acquisitions	—	—	(5,988)	—	—
Branch consolidation costs	1,194	—	7,016	2,644	18,745
Tax benefit of branch consolidation costs	(251)	—	(1,473)	(555)	(3,936)
Service charge refunds	—	—	—	—	3,780
Tax benefit of service charge refunds	—	—	—	—	(794)
FDIC special assessment	5,212	29,938	—	—	—
Tax benefit of FDIC special assessment	(1,095)	(6,287)	—	—	—
Realized loss on investment securities restructuring	33,980	67,354	—	—	—
Tax benefit of realized loss on investment securities restructuring	(7,136)	(14,144)	—	—	—
Software impairment	3,690	—	—	—	—
Tax benefit of software impairment	(775)	—	—	—	—
Loss related to indirect auto loan sales	8,969	16,687	—	—	—
Tax benefit of loss related to indirect auto loan sales	(1,883)	(3,504)	—	—	—
Operating net income available to common shareholders (non-GAAP)	505,227	568,604	494,893	400,044	313,985
Preferred stock dividends	6,005	8,041	8,041	8,041	8,041
Operating net income (non-GAAP)	$ 511,232	$ 576,645	$ 502,934	$ 408,085	$ 322,026

Operating Earnings per Diluted Common Share

Year Ended December 31	2024	2023	2022	2021	2020
Earnings per diluted common share	$ 1.27	$ 1.31	$ 1.22	$ 1.23	$ 0.85
Preferred dividend at redemption	0.01	—	—	—	—
Merger-related expense	—	0.01	0.13	0.01	—
Tax benefit of merger-related expense	—	—	(0.03)	—	—
COVID-19 expense	—	—	—	—	0.03
Tax benefit of COVID-19 expense	—	—	—	—	(0.01)
Gain on sale of Visa class B stock	—	—	—	—	(0.04)
Tax expense of gain on sale of Visa class B stock	—	—	—	—	0.01
Loss on FHLB debt extinguishment and related hedge terminations	—	—	—	—	0.08
Tax benefit of loss on FHLB debt extinguishment and related hedge terminations	—	—	—	—	(0.02)
Provision expense related to acquisitions	—	—	0.08	—	—
Tax benefit of provision expense related to acquisitions	—	—	(0.02)	—	—
Branch consolidation costs	—	—	0.02	0.01	0.06
Tax benefit of branch consolidation costs	—	—	—	—	(0.01)
Service charge refunds	—	—	—	—	0.01
Tax benefit of service charge refunds	—	—	—	—	—
FDIC special assessment	0.01	0.08	—	—	—
Tax benefit of FDIC special assessment	—	(0.02)	—	—	—
Realized loss on investment securities restructuring	0.09	0.19	—	—	—
Tax benefit of realized loss on investment securities restructuring	(0.02)	(0.04)	—	—	—
Software impairment	0.01	—	—	—	—
Tax benefit of software impairment	—	—	—	—	—
Loss related to indirect auto loan sales	0.02	0.05	—	—	—
Tax benefit of loss related to indirect auto loan sales	(0.01)	(0.01)	—	—	—
Operating earnings per diluted common share (non-GAAP)	$ 1.39	$ 1.57	$ 1.40	$ 1.24	$ 0.96

Operating Return on Average Tangible Common Equity

Year Ended December 31	2024	2023	2022	2021	2020
(dollars in thousands)					
Operating net income available to common shareholders	$ 505,227	$ 568,604	$ 494,893	$ 400,044	$ 313,985
Amortization of intangibles, net of tax	13,821	15,892	10,956	9,573	10,556
Tangible operating net income available to common shareholders (non-GAAP)	$ 519,048	$ 584,496	$ 505,849	$ 409,617	$ 324,541
Average total shareholders' equity	$ 6,132,346	$ 5,851,082	$ 5,475,843	$ 5,033,188	$ 4,904,300
Less: Average preferred shareholders' equity	(13,141)	(106,882)	(106,882)	(106,882)	(106,882)
Less: Average intangible assets[(1)]	(2,537,778)	(2,556,119)	(2,481,533)	(2,310,419)	(2,322,981)
Average tangible common equity (non-GAAP)	$ 3,581,427	$ 3,188,081	$ 2,887,428	$ 2,615,887	$ 2,474,437
Average accumulated other comprehensive income impact	220,734				
Average tangible common equity excluding average accumulated other comprehensive income impact (non-GAAP)	$ 3,802,161				
Operating return on average tangible common equity (non-GAAP)	14.49%	18.33%	17.52%	15.66%	13.12%
Operating return on average tangible common equity excluding average accumulated other comprehensive income impact (non-GAAP)	13.65%				

(1) Excludes loan servicing rights.

Tangible Book Value per Common Share

December 31	2024	2023
(dollars in thousands, except per share data)		
Total shareholders' equity	$ 6,301,650	$ 6,049,969
Less: Preferred shareholders' equity	—	(106,882)
Less: Intangible assets[(1)]	(2,529,558)	(2,546,353)
Tangible common equity (non-GAAP)	$ 3,772,092	$ 3,396,734
Ending common shares outstanding (000's)	359,616	358,829
Tangible book value per common share (non-GAAP)	$ 10.49	$ 9.47

(1) Excludes loan servicing rights.

Efficiency Ratio

Year Ended December 31	2024
(dollars in thousands)	
Non-interest expense	$ 961,339
Less: Amortization of intangibles	(17,495)
Less: OREO expense	(996)
Less: Branch consolidation costs	(1,194)
Less: Tax credit-related project impairment	(10,397)
Less: FDIC special assessment	(5,212)
Less: Software impairment	(3,690)
Less: Loss related to indirect auto loan sales	(8,969)
Adjusted non-interest expense	$ 913, 386
Net interest income	$1,280,443
Taxable equivalent adjustment	11,686
Non-interest income	316,395
Less: Net securities losses	34,011
Adjusted net interest income (FTE) + non-interest income	$1,642,535
Efficiency ratio (FTE) (non-GAAP)	55.6%

Tangible Common Equity to Tangible Assets

December 31	2024
(dollars in thousands)	
Total shareholders' equity	$ 6,301,650
Less: Intangible assets[(1)]	(2,529,558)
Tangible common equity (non-GAAP)	$ 3,772,092
Total assets	$48,624,985
Less: Intangible assets[(1)]	(2,529,558)
Tangible assets (non-GAAP)	$46,095,427
Tangible common equity to tangible assets (non-GAAP)	8.2%

(1) Excludes loan servicing rights.

Operating Non-Interest Income

Year Ended December 31	2024
(dollars in thousands)	
Non-interest income	$ 316,395
Realized loss on investment securities restructuring	33,980
Operating non-interest income (non-GAAP)	$ 350,375

ANNEX C – COMPANY INFORMATION

Proxy Materials

Document	Website
2025 Proxy Statement	www.fnb-online.com/2025proxystatement
2024 Annual Report	www.fnb-online.com/2024annualreport
2024 Form 10-K	www.fnb-online.com/2024form10k

Company Information

Document	Website
Company Website	www.fnb-online.com
Company Profile	www.fnb-online.com/about-us/corporate-information/corporate-overview
Our Leadership	www.fnb-online.com/about-us/corporate-information/leadership-team
Press Releases	www.fnb-online.com/about-us/newsroom/press-releases
2024 F.N.B. Corporation Corporate Responsibility Report	www.fnb-online.com/corporateresponsibilityreport
SEC Filings	www.fnb-online.com/about-us/investor-information/reports-and-filings

F.N.B. Corporation