



Executive Committee Charter

Purpose

The Joint Executive Committee of the Boards of Directors of F.N.B. Corporation (“F.N.B.”) and First National Bank of Pennsylvania (“FNBPA”) (the “Committee”) shall act on behalf of the Board of Directors of F.N.B. Corporation and First National Bank of Pennsylvania (the “Board”) in accordance with the authority set forth, respectively, in Section 2.12 of the F.N.B. Corporation Bylaws and Section 3.02 of the First National Bank of Pennsylvania Bylaws to determine matters which, in the judgment of the Board or Chairman of the Board, do not warrant convening a special meeting of the Board, but should not be postponed until the next regular scheduled meeting of the Board and, from time to time, specific responsibilities delegated to the Committee by the Board.

Membership

The Executive Committee is comprised of Senior Management and Executive Management. The Executive Committee consists of the following members:

Voting

1. Chief Executive Officer (CEO) – Committee Chair (Delie)
2. Board Chair
3. Independent Lead Director

Non-Voting

Committee members may request the participation of business and functional risk managers with expertise in the specific agenda items to support appropriate discussion of the risk issues.

Committee Secretary:

- 1.

Quorum

The majority of Executive Committee (2 out of 3) voting members must be present for business to be conducted. It is recognized, however, that it may not be expedient to conduct important business if key members are not in attendance. The Executive Committee Chair or designee reserves the right to make that determination. In the absence of a quorum, a majority of the members of the Committee present may adjourn any meeting, from time to time, until a quorum is present.

Generally, the Executive Committee will meet quarterly basis or as deemed necessary to fulfill its duties and purpose.

Meeting Materials

The Committee Chairperson shall prepare or approve an agenda in advance of each meeting. The Committee Chairperson shall preside at all meetings. At the request of or in the absence of the Chair,



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another voting committee member shall preside at meetings and otherwise fulfill the duties and obligations of the Chair. The Committee will cause to be kept adequate minutes of its proceedings. Committee members will be furnished with copies of draft minutes of each meeting and any actions taken.

Duties

The following are areas the Executive Committee will focus on in carrying out its objectives:

- The Committee may serve as a sounding board for management on emerging issues, problems and initiatives or on significant transactions.
- The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting, financial or other advisors and to approve the fees and other retention terms related to such external counsel, consultants and advisors.
- The Committee may form and delegate authority to subcommittees where appropriate.
- All actions and considerations of the Committee shall be reported to the Board at the meeting next succeeding such action or consideration.
- The Committee shall periodically review and re-assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Roles and Responsibilities

Committee Chair

- *Determines membership of the committee and makes changes as appropriate*
- *Sets the meeting agendas, ensuring compliance with the requirements set forth in this charter*
- *Plans and runs the meeting in accordance with the requirements set forth in this charter*
- *Promotes a robust risk discussion and ensures questions are adequately addressed*
- *Determines when a vote will be called for approval of items in accordance with this charter*

Committee Secretary

- *Prepares meeting agendas, collects all appropriate briefing materials and distributes materials in advance to all members*
- *Confirms that all actions taken by the committee are adequately recorded*
- *Keeps minutes and Committee records on file in accordance with FNB's record retention schedule*
- *Socializes actions taken by the Committee with impacted stakeholders, as applicable.*

Committee Members

- *Prepares for, attends, and actively participates in all meetings of the committee*
- *Reviewing the committee minutes to verify member actions are appropriately documented prior to approval*

Governance

- *The Executive Committee is responsible for reviewing and approving the Committee charter at least annually for renewal.*



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- *The Committee Chair is authorized to make changes to the Committee's membership as necessary and appropriate. Members changes will be reported to the Committee at the next scheduled meeting and recorded in the minutes.*