

**Metro Bancorp, Inc. (NASDAQ: METR; Harrisburg, PA) has agreed to merge with F.N.B. Corporation (NYSE: FNB; Pittsburgh, PA)**

**Deal Value: Approximately \$474 million**

Sandler O'Neill served as financial advisor and provided a fairness opinion to Metro Bancorp, Inc. in this transaction. This transaction represents Sandler O'Neill's 88<sup>th</sup> bank or thrift transaction nationwide since January 1, 2014, representing \$14.5 billion in aggregate transaction value, more than any other investment bank during that time period.<sup>1</sup>

Since January 1, 2014, Sandler O'Neill has advised on 6 bank or thrift transactions in Pennsylvania for an aggregate transaction value of \$914 million.<sup>1</sup> Since January 1, 2010, Sandler O'Neill has been involved in 15 bank and thrift transactions with a deal value between \$400 million and \$2 billion, more than any other investment bank, and for a greater aggregate value during that time period.<sup>1</sup>

PITTSBURGH, PA and HARRISBURG, PA, August 04, 2015 -- F.N.B. Corporation ("FNB") (NYSE: FNB) and Metro Bancorp, Inc. ("Metro") (NASDAQ: METR) today jointly announced the signing of a definitive merger agreement pursuant to which F.N.B. Corporation will acquire Metro Bancorp, Inc., the holding company and parent of Metro Bank, in an all stock transaction valued at approximately \$32.72 per share, or \$474 million in the aggregate, using the closing stock price of FNB as of Monday, August 3, 2015.

The acquisition of the Harrisburg-based bank will provide FNB with approximately \$3.0 billion in total assets, including \$2.4 billion in total deposits, \$2.1 billion in total loans and 32 banking offices located in the Harrisburg, York, Lancaster, Reading and Lebanon MSAs. The transaction will enhance FNB's distribution and scale across Central Pennsylvania and strengthen its position as the largest Pennsylvania-based regional bank, moving its state deposit market share rank to a top five position. With the acquisition of Metro, FNB will have \$19.6 billion in assets, including \$14.7 billion in total deposits, \$13.7 billion in total loans and more than 300 full service banking offices.

Under the terms of the merger agreement, which has been approved by the board of directors of each company, shareholders of Metro will be entitled to receive 2.373 shares of FNB common stock for each common share of Metro. The exchange ratio is fixed and the transaction is expected to qualify as a tax-free exchange for shareholders of Metro.

"We are very excited about this transaction and the significant scale it adds to our franchise in Central Pennsylvania," said Vincent J. Delie, Jr., President and Chief Executive Officer of F.N.B. Corporation. "These markets have attractive demographics with tremendous revenue potential given the number of retail and commercial prospects. The meaningful size of this transaction will allow FNB to leverage the significant infrastructure investments we have made in the expansion of our product offerings and risk management systems. Additionally, Metro is a well-established institution with an excellent customer service culture and an attractive deposit base with modern branches in prime locations."

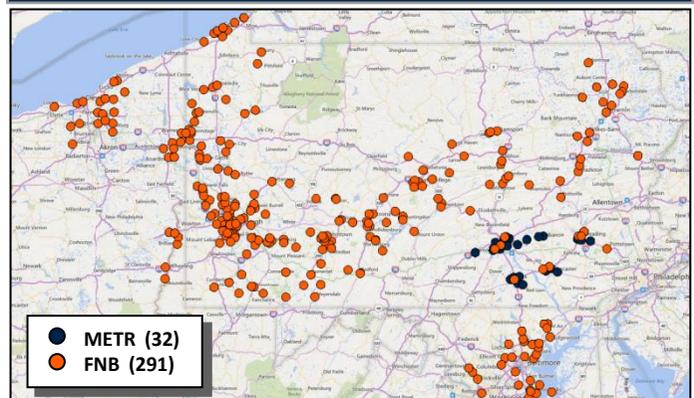
"We are enthused about our announced merger with FNB," said Metro Bancorp Chairman and CEO Gary Nalbandian. "The combination is a tremendous opportunity for everyone involved with Metro. It will deliver significant value to Metro shareholders and an opportunity for our employees and customers to partner with one of Pennsylvania's fastest growing and best performing banks. FNB has tremendous financial strength, considerable resources and capabilities and values that are very similar to ours."

## Financial Highlights

(\$ in USD millions):	METR	FNB
Total Assets	\$3,001	\$16,599
Gross Loans	2,070	11,627
Total Deposits	2,369	12,358
Total Equity	267	2,066
TCE/TA	8.86%	6.93%
LTM ROAA	0.71%	0.97%

<sup>1)</sup> Source: SNL Financial; excludes terminated transactions and self-advisory roles

## Pro Forma U.S. Branch Map



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