

METRO BANCORP, INC.  
Form 425  
September 24, 2015

Filed by F.N.B. Corporation

Pursuant to Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12 of the Securities Exchange Act of 1934

Subject Company: Metro Bancorp, Inc.

(File No. 001-36852)

About F.N.B. Corporation

(1)

Pro forma for 6/30/2015.

(2)

SNL Financial, retail market share (excludes custodian banks).

Total Assets (In Billions)

Total Revenue (In Millions)

Net Income (In Millions)

High-Quality, Growing

Regional Financial Institution

\$16.6

billion

in

total

assets

(~\$20

billion

including

Metro

acquisition

(1)

)

Headquartered in Pittsburgh, PA

Founded in 1864

Well-Positioned for Sustained Growth

Attractive and expanding footprint: banking and consumer finance locations span six states

Top

market

share

position

in

Metro

Markets:

Pittsburgh,

Baltimore

and

Cleveland

(2)

Consistent, Strong Operating Results

High-quality earnings, top-quartile profitability performance

Industry-leading, consistent organic loan growth results

Operating Strategy

Position for sustained, profitable growth

Maintain a low-risk profile

Disciplined expense control

Metro Transaction Rationale

Source:

SNL

Financial,

Hoover's

and

Company

public

documents.

(1)  
Based  
on  
6/30/2015  
GAAP  
data.

(2)  
Based  
on  
assets  
and  
market  
capitalization  
on  
a  
pro  
forma  
basis.

(3)  
Based  
on  
FDIC  
deposit  
data  
as  
of  
6/30/2014.  
Pro  
forma  
for  
announced  
acquisition  
of  
BofA  
branches.  
Custodian  
banks  
were  
excluded  
from  
the  
rankings.

(4)  
Data  
includes  
Metro s  
markets  
(Harrisburg,  
York,  
Lancaster,

Reading,  
and  
Lebanon  
MSAs).  
(5)  
Assets  
and  
core  
net  
income  
pro  
forma  
for  
LTM  
6/30/2015.

Core  
net  
income  
represents  
net  
income  
available

to common shareholders. Excludes realized gain on securities, amortization of intangibles, goodwill impairment and nonrecurring

Strategically

Compelling

FNB

will

become

the

largest

regional

bank

and

second

largest

bank

based

in

Pennsylvania

(2)

FNB obtains immediate scale and #3 market share in the Harrisburg MSA with \$1.4 billion in deposits

(3)

Attractive demographics with significant retail and commercial opportunities

Access to 45 thousand businesses and population of over 2 million with median household

income

of

\$58

thousand

(4)

Significant operating scale and leveraging of FNB's risk management infrastructure

Pro

Forma

total

assets

of

\$20

billion

and

core

net

income

of

\$180

million

(5)

Complementary balance sheet and attractive funding profile

Low

Risk

Credit diligence covered over 80% of commercial portfolio

Comprehensive due diligence review and conservative credit mark (4.9% of loans)

Metro Overview

Total assets of \$3.0bn as of 6/30/2015

Currently operates through 32 branches across Pennsylvania

Utilizes retail driven business model, focused on convenience and customer service

Attractive

deposit

base

with

24%

non-interest

bearing

deposits

as

of

6/30/2015

(1)

FNB Banking Footprint  
FNB Recent Acquisition Summary  
MSA  
FNB  
Deposit  
Market  
Share  
Region  
Population

Pittsburgh

#3

2.4 Million

(#22 MSA)

PVSA -

Closed 1Q12, FITB Branches

expected 1H16

Baltimore

#8

2.7 Million

(#20 MSA)

ANNB -

Closed 2Q13, BCSB -

Closed 1Q14,

OBAF -

Closed 3Q14

Cleveland

#14

2.1 Million

(#29 MSA)

PVFC -

Closed 4Q13

Harrisburg

#3

2.1 Million

(2)

5 BofA

Branches 3Q15, METR

Expected

Close 1Q16

Cleveland MSA

Pittsburgh MSA

Baltimore MSA

(1)

Pro-Forma for 17 branches from FITB and recently closed 5 branches from BAC

(2)

Population data includes Metro's markets (Harrisburg, York, Lancaster, Reading, and Lebanon MSAs)

FNB Locations

(1)

FNB Headquarters

FNB Regional Hubs

METR Locations

Note: Circles represent the 6 FNB regions (3 large circles for metro markets and 3 smaller circles for community markets)

Efficient Management of Capital

Tier 1 Common (%)

Tier 1 Capital (%)

Tier 1 Leverage (%)

TCE / TA (%)

Source: Company public documents.

Note: Pro forma columns incorporate the closed acquisition of five Bank of America branches in 3Q15, pending acquisition of Fifth Third Bank branches.

6.0%

6.7%

6.1%

6.8%

6.8%

6.9%

6.6%

2010Y

2011Y

2012Y

2013Y

2014Y

2015Q2

Pro Forma

2015Q2

8.4%

9.0%

8.4%

9.3%

9.6%

9.6%

9.2%

2010Y

2011Y

2012Y

2013Y

2014Y

2015Q2

Pro Forma

2015Q2

Basel III Minimum: 4.5%

8.7%

9.2%

8.3%

8.8%

8.4%

8.2%

7.7%

2010Y

2011Y

2012Y

2013Y

2014Y

2015Q2

Pro Forma

2015Q2

Basel III Minimum: 4.0%

11.4%

11.7%

10.6%

11.1%

11.1%

10.6%

10.1%

2010Y

2011Y

2012Y

2013Y

2014Y

2015Q2

Pro Forma

2015Q2

Basel III Minimum: 6.0%