

FNCB Bancorp, Inc.  
Form DEF 14A  
April 17, 2017  
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to 240.14a-12

FNCB Bancorp, Inc.

(Name of Registrant as Specified in Its Charter)

\_\_\_\_\_  
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies: \_\_\_\_\_

(2) Aggregate number of securities to which transaction applies: \_\_\_\_\_

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_

(4) Proposed maximum aggregate value of transaction: \_\_\_\_\_

(5) Total fee paid: \_\_\_\_\_

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid: \_\_\_\_\_

(2) Form, Schedule or Registration No.: \_\_\_\_\_

(3) Filing Party: \_\_\_\_\_

(4) Date Filed: \_\_\_\_\_

**FNCB BANCORP, INC.**

102 East Drinker Street

Dunmore, Pennsylvania 18512

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**NOTICE OF 2017 ANNUAL MEETING OF SHAREHOLDERS**

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To our Shareholders:

FNCB Bancorp, Inc., a Pennsylvania corporation (“FNCB”) will hold an Annual Meeting of Shareholders at FNCB Bank’s (the “Bank”) Exeter Branch Office located at 1625 Wyoming Avenue, Exeter, Pennsylvania 18643, on May 17, 2017 at 9:00 A.M. Eastern Time, for the following purposes:

1. To elect three (3) directors to the Board of Directors for terms expiring in 2020 and until their successors are elected;
2. To hold an advisory vote on the compensation of FNCB’s named executive officers;
3. To ratify the appointment of Baker Tilly Virchow Krause, LLP as FNCB’s independent registered public accounting firm for the year ending December 31, 2017; and
4. To transact any other business properly presented at the annual meeting and any adjournment or postponement of the meeting.

The Board of Directors unanimously recommends that you vote “FOR” each of the proposals named above.

The shareholders of record at the close of business on April 7, 2017 (the "Record Date") are entitled to notice of, and to vote at, the annual meeting or any adjournment of postponement thereof.

Please refer to the attached proxy statement and the 2016 Annual Report to Shareholders. You may obtain a copy of this Proxy Statement and the Annual Report on Form 10-K including the financial statements and exhibits for the 2016 fiscal year at no cost on our website at [www.fnbc.com/investorrelations](http://www.fnbc.com/investorrelations).

By Order of the Board of Directors,

/s/ Dominick L. DeNaples  
Dominick L. DeNaples, Chairman  
Dunmore, Pennsylvania  
April 17, 2017

#### **IMPORTANT NOTICE**

**Please vote your shares by one of the following methods as soon as possible, whether or not you plan to attend the Annual Meeting: (1) a toll-free telephone call, (2) the Internet, or (3) the enclosed proxy in the postage paid envelope provided. If you hold shares through a broker, trust, bank or other nominee holder, please complete the voting instructions of that broker or custodian. Brokers may not vote your shares on the election of directors and the advisory vote on the compensation of FNCB's named executive officers unless you provide your nominee with specific instructions as to how to vote your shares. Please vote your shares so your vote can be counted.**

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## FREQUENTLY ASKED QUESTIONS AND ANSWERS

### *Who is entitled to vote?*

Only those shareholders who held their shares of record as of the close of business on April 7, 2017, the Record Date, are entitled to vote. As of April 7, 2017, there were 16,692,314 shares of FNCB's common stock outstanding and entitled to vote. Each of FNCB's shareholders on the Record Date is entitled to one vote per share.

### *How do I vote?*

If you are a shareholder of record as of April 7, 2017, you may vote your shares by using one of four methods: mail, via the internet, telephone or in person. (See instructions on the proxy card).

### *How does discretionary authority apply?*

If you are a shareholder of record and vote by proxy but make no specification how to vote your shares on your proxy card that you have otherwise properly executed, the proxy holders will vote the shares represented by your proxy by voting **FOR** each of the proposals listed on the proxy card.

### *Is my vote confidential?*

Yes. Only the Judge of Election, the proxy holders and the transfer agent will have access to your proxy. All comments will remain confidential unless you ask that your name be disclosed.

### *Who will count the votes?*

A representative of FNCB's transfer agent, American Stock Transfer and Trust Company, LLC, will tabulate the votes and act as Judge of Election.

***What does it mean if I receive more than one proxy?***

Your shares are probably registered in more than one name or are held in more than one account. Vote all proxies to ensure that all your shares are voted.

***What constitutes a quorum?***

As of April 7, 2017, 16,692,314 shares of common stock were outstanding and entitled to vote. The presence, in person or by proxy, of shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast, constitutes a quorum for the transaction of business at the annual meeting. If you vote by proxy or in person, you will be considered part of the quorum.

***What percentage of stock do the directors and officers own?***

Approximately 14.17% of FNCB's common stock as of April 7, 2017 is owned by our directors and executive officers as a group. (See page 9 of the proxy statement for more details).



***What are the solicitation expenses?***

FNCB has retained American Stock Transfer and Trust Company, LLC of Brooklyn, New York as its transfer agent. In its capacity as transfer agent, American Stock Transfer and Trust Company, LLC will assist in the distribution of proxy materials and solicitation of votes, and will act as the Judge of Election. The estimated fee to provide these services is \$13,200 plus out-of-pocket expenses.

***Who is the largest principal shareholder?***

The largest principal shareholder of FNCB as of April 7, 2017 is Louis A. DeNaples (see page 9 of the proxy statement for more details).

***How many votes are needed to approve each proposal and what are the effects of abstentions or broker non-votes on the voting results?***

<b>Proposal Number</b>	<b>Item</b>	<b>Vote Required for Approval of Each Item</b>	<b>Abstentions*</b>	<b>Uninstructed Shares/Effect of Broker Non-votes</b>	<b>Signed but Unmarked Proxy Cards</b>
<b>1</b>	Election of Directors	Plurality	No effect	Not voted/No effect	Voted "for"
<b>2</b>	Advisory Vote on the compensation of FNCB's named executive officers	Majority of votes cast	No effect	Not voted/No effect	Voted "for"
<b>3</b>	Ratification of Baker Tilly Virchow Krause, LLP as FNCB's independent registered public accounting firm for the year ending December 31, 2017	Majority of votes cast	No effect	Discretionary vote by Broker	Voted "for"

\* Abstentions are included in determining whether a quorum is present.

**FNCB Bancorp, Inc.**

102 E. Drinker Street

Dunmore, PA 18512

**PROXY STATEMENT**

**FOR THE 2017 ANNUAL MEETING OF SHAREHOLDERS, to be held on May 17, 2017**

*Date, Time and Place of Annual Meeting*

This proxy statement is being furnished as part of the solicitation of proxies by the Board of Directors (the “Board”) of FNCB Bancorp, Inc. (“FNCB”), a Pennsylvania business corporation and registered bank holding company, to be voted at FNCB’s 2017 annual meeting of shareholders (“annual meeting”). The annual meeting will be held at FNCB Bank’s (the “Bank”) Exeter Branch Office, 1625 Wyoming Avenue, Exeter, Pennsylvania 18643 on Wednesday, May 17, 2017 at 9:00 a.m., prevailing time. All inquiries regarding the annual meeting should be directed to Joseph Coccia, Secretary of FNCB. This proxy statement and the enclosed form of proxy are first being sent to shareholders of FNCB on or about April 17, 2017.

*Internet Availability of Proxy Materials*

The proxy materials relating to the 2017 annual meeting and the 2016 Annual Report on Form 10-K are available free of charge on the Internet. Please go to [www.fncb.com/investorrelations](http://www.fncb.com/investorrelations) to view and obtain the materials online.

*Purpose of the Annual Meeting*

At the annual meeting, shareholders will be requested:

to elect three (3) directors to the Board of Directors for terms expiring in 2020 and until their successors are duly elected and qualified;

to hold an advisory vote on the compensation of FNCB's named executive officers;

to ratify the appointment of Baker Tilly Virchow Krause, LLP as FNCB's independent registered public accounting firm for the year ending December 31, 2017; and

to transact any other business properly presented at the annual meeting and any adjournment or postponement of the meeting.

We have not authorized anyone to provide you with information about FNCB; therefore, you should rely only on the information contained in this document or on documents to which we refer you. Although we believe we have provided you with all the information helpful to you in your decision to vote, events may occur at FNCB after printing this proxy statement that might affect your decision or the value of your stock.

***Record Date, Quorum and Voting Rights***

FNCB's Board has fixed April 7, 2017 as the Record Date for the determination of shareholders entitled to notice of, and to vote at, the annual meeting. On the Record Date, FNCB had 16,692,314 shares of common stock, par value \$1.25 per share (the "common stock"), outstanding and entitled to vote, held by approximately 1,921 shareholders. FNCB's common stock is the only authorized class of stock entitled to vote.

Under Pennsylvania law and FNCB's bylaws, the presence of a quorum, in person or by proxy, is required for each matter to be acted upon at the annual meeting. The presence, in person or by proxy, of a majority of the shares of common stock entitled to vote at the annual meeting, constitutes a quorum for the transaction of business at the annual meeting. Votes withheld and abstentions will be counted in determining the presence of a quorum. A "broker non-vote" results on a matter when your broker or nominee returns a proxy but does not vote on a proposal because it does not have discretionary authority to vote on that proposal and has not received voting instructions from you. We believe that your broker or nominee only has discretionary voting power with respect to the proposal regarding the ratification of the appointment of the independent registered public accounting firm for 2017.

Each holder of common stock is entitled to one vote, in person or by proxy, for each share of common stock held in his or her name in FNCB's books as of the Record Date. 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 from that organization holding your account and, as a beneficial owner, you have the right to instruct your broker, bank, trustee, or nominee how to vote the shares held in your account. If no voting instructions are given, your broker or nominee has discretionary authority to vote your shares on your behalf on routine matters. If you hold your shares in "street name" through a broker, trust, bank or other nominee, your nominee holder may not be able to vote your shares on the proposal to elect directors and the advisory vote on the compensation of FNCB's named executive officers unless you provide specific instructions how to vote on those proposals.

Assuming the presence of a quorum, the three (3) nominees for director receiving the highest number of votes will be elected at the annual meeting. The advisory vote on the compensation of FNCB's named executive officers, the ratification of Baker Tilly Virchow Krause, LLP as FNCB's independent registered public accounting firm for 2017, and any other matters that may come before the annual meeting, will require the affirmative vote of a majority of the votes cast on the proposal to be approved. Any abstention or broker non-votes will not be counted as a vote cast on a proposal but will be counted in determining whether a quorum is present at the annual meeting.

***Solicitation of Proxies and Voting***

The cost of preparing, assembling, printing, mailing and soliciting proxies, and any additional material regarding the annual meeting that FNCB sends to its shareholders will be paid by FNCB. In addition to solicitation by American Stock Transfer and Trust Company, LLC, the directors, officers and employees of FNCB and the Bank may solicit proxies from shareholders personally or by telephone, facsimile or other electronic means without additional compensation. Arrangements will be made with brokerage firms and other custodians, nominees and fiduciaries to forward proxy solicitation materials to the beneficial owners of the common stock held of record by these persons, and upon their request, FNCB will reimburse them for their reasonable forwarding expenses.

Shareholders of record can vote their shares by: (1) completing and returning the enclosed written proxy card; (2) by telephone using the toll-free number, 1-800-776-9437; and (3) the Internet. To vote via the Internet, go to [www.voteproxy.com](http://www.voteproxy.com) and follow the onscreen instructions. Please have your control number from your proxy card available when you access the web page.

Shareholders of record can also vote in person at the meeting. Submitting your voting instructions by returning a proxy card or by voting over the telephone or over the Internet will not affect your right to attend the meeting and vote. The method by which you vote will in no way limit your right to vote in person at the annual meeting, after giving written notice to Joseph Coccia, Secretary of FNCB.

Please note that you may not vote shares held in street name in person at the annual meeting unless you obtain a legal proxy from that organization holding your account. If your shares are held in an account at another bank, brokerage firm, broker-dealer or other similar organization, these proxy materials are being forwarded to you by your broker or nominee which is considered, with respect to those shares, the shareholder of record. As the beneficial owner, you have the right to direct your broker how to vote and are also invited to attend the meeting. **If you plan to attend the annual meeting, you will be required to provide a “Broker Letter” as proof of ownership of FNCB’s common stock to be allowed to attend the annual meeting.** Your broker or nominee has enclosed a voting instruction card for you to use in directing the broker or nominee how to vote your shares.

#### *Revocation of Proxies*

A shareholder of record who returns a proxy may revoke the proxy prior to the time it is voted at the annual meeting in any one of the following ways:

by giving written notice of revocation to Joseph Coccia, Secretary of FNCB Bancorp, Inc., 102 East Drinker Street, Dunmore, Pennsylvania 18512; or

by executing a later-dated proxy and giving written notice to the Secretary of FNCB; or

by voting in person after giving written notice to the Secretary of FNCB.

Attendance by a shareholder at the annual meeting will not in and of itself constitute a revocation of the proxy.

**PRINCIPAL BENEFICIAL OWNERS OF FNCB'S COMMON STOCK***Principal Owners*

The following table sets forth, as of April 7, 2017, information about the number of shares held by persons FNCB knows to be the beneficial owners of more than 5.0% of FNCB's outstanding common stock. As of April 7, 2017, FNCB had 16,692,314 shares of common stock outstanding and entitled to vote.

<u>Name and Address</u>	Shares Beneficially Owned (1)	Percent of Outstanding Common Stock Beneficially Owned
Louis A. DeNaples 400 Mill Street  Dunmore, PA 18512	1,730,813	10.37%

(1) All shares are owned individually or jointly with a spouse unless otherwise indicated. For additional details on the shares beneficially owned, see "Beneficial Ownership by Directors, Executive Officers and Nominees" on page 9.

***Beneficial Ownership by Directors, Executive Officers and Nominees***

The following table sets forth certain information concerning the number and percentage of whole shares of FNCB's common stock beneficially owned by each of its directors and director nominees, its executive officers whose compensation is disclosed in this Proxy Statement, its principal shareholders who own more than 5.0% of FNCB's common stock, and by its current directors and all executive officers as a group, as of April 7, 2017. The address of each of the beneficial owners identified is 102 E. Drinker Street, Dunmore, PA 18512. Except as otherwise indicated, each person included in this table owns his or her shares directly and possesses sole voting and sole investment power with respect to all such shares; none of which are pledged as security. Except as set forth below, FNCB knows of no other person or persons who beneficially owns more than five percent (5.0%) of FNCB's common stock. Further, FNCB is not aware of any arrangement which at a subsequent date may result in a change of control of FNCB.

<b>Name</b>	<b>Position</b>	<b>Number of Shares</b>	<b>Percentage (15)</b>
William G. Bracey (1)	Director of FNCB and the Bank	106,796	*
Joseph Coccia (2)	Director of FNCB and the Bank; Secretary of the Board of Directors	181,820	1.09%
Dominick L. DeNaples (3)	Director, Chairman of the Boards of FNCB and Bank	65,304	*
Louis A. DeNaples (4)	Director of FNCB and the Bank; Former Chairman of the Boards of FNCB and the Bank	1,730,813	10.37%
Louis A. DeNaples, Jr. (5)	Director, Vice Chairman of FNCB and the Bank	103,470	*
Keith W. Eckel (6)	Director of FNCB and the Bank	4,843	*
Thomas J. Melone (7)	Director of FNCB and the Bank	800	*
John P. Moses (8)	Director of FNCB and the Bank	84,877	*
Gerard A. Champi (9)	Director, President and Chief Executive Officer of FNCB and the Bank; Former Chief Operating Officer of the Bank; and Former Interim President and Chief Executive Officer of FNCB and the Bank	26,322	*
		22,517	*



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James M. Bone, Jr. (10)	Executive Vice President and Chief Financial Officer/Treasurer of FNCB and the Bank and Former Chief Information Officer of the Bank		
Brian C. Mahlstedt (11)	Executive Vice President and Chief Lending Officer of the Bank	8,922	*
Mary Griffin Cummings (12)	Senior Vice President and General Counsel of the Bank	4,549	*
Lisa L. Kinney (13)	Senior Vice President and Retail Lending Officer of the Bank	6,948	*
	All current directors and executive officers as a group (20 persons)(14) +	2,364,477	14.17%

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\*Indicates ownership of less than 1%.

+Includes all options held by all current directors and executive officers that are exercisable within 60 days.

(1) Comprised of 3,965 shares held individually by Mr. Bracey and 102,831 shares held by a business which is 100.00% owned by Mr. Bracey.

(2) Comprised of 9,075 shares held jointly with Mr. Coccia's spouse and 172,745 shares held by a family limited partnership.

(3) Comprised of 5,272 shares held individually by Mr. DeNaples, 57,593 shares held jointly with Mr. DeNaples' spouse and 2,439 shares held by a business in which he is a 33.33% owner with his brother, Louis A. DeNaples.

(4) Comprised of 1,708,259 shares held individually by Mr. DeNaples, 15,099 shares owned individually by his spouse, 5,016 shares owned jointly with Mr. DeNaples' spouse and 2,439 shares held by a business in which he is a 33.33% owner with his brother, Dominick L. DeNaples.

(5) Comprised of 74,515 shares held individually by Dr. DeNaples, Jr., 27,658 co-owned with Dr. DeNaples, Jr.'s children and 1,297 shares held for the benefit of a minor nephew.

(6) Comprised of 4,843 shares held individually by Mr. Eckel.

(7) Comprised of 800 shares held individually by Mr. Melone.

(8) Comprised of 2,673 shares held individually by Mr. Moses and 82,204 shares held jointly with Mr. Moses' spouse.

(9) Comprised of 12,550 shares held individually by Mr. Champi, 2,907 shares held jointly with Mr. Champi's spouse, 1,765 shares held as custodian for the benefit of a minor, and exercisable options to purchase 9,100 shares.

(10) Comprised of 2,233 shares held jointly with Mr. Bone's spouse, 8,998 shares held individually, 4,722 shares co-owned with Mr. Bone's father and three of his siblings, 64 shares held by Mr. Bone's adult child who is considered his dependent, and exercisable options to purchase 6,500 shares.

(11) Comprised 8,922 shares held individually by Mr. Mahlstedt.

(12) Comprises 4,549 shares held individually by Ms. Cummings.

(13) Comprises 4,178 shares held individually by Ms. Kinney, 170 shares held by Ms. Kinney's adult child who is considered her dependent, and exercisable options to purchase 2,600 shares.

(15) Percentages are calculated in accordance with Rule 13d-3 under the Exchange Act, and represent percentage of 16,692,314 shares issued, outstanding and entitled to vote as of April 7, 2017, except with respect to individuals holding options exercisable within 60 days of that date, in which event, represents percentage of shares issued, outstanding and entitled to vote plus the number of shares for which that person holds options exercisable within 60 days of April 7, 2017 and except with respect to all directors and executive officers of FNCB as a group, in which case represents percentage of shares issued, outstanding and entitled to vote plus the number of shares for which those persons hold options exercisable within 60 days of April 7, 2017. The above table excludes unvested shares of restricted stock because, though those shares are outstanding, the holder does not have the power to vote or transfer the shares. Certain shares beneficially owned by FNCB's directors and executive officers may be held in accounts with third-party firms, where such shares may from time to time be subject to a security interest for margin credit provided in accordance with such firm's policies.

## **PROPOSAL 1**

### **ELECTION OF DIRECTORS**

In accordance with Section 2.02 of FNCB's bylaws, FNCB has a classified Board of Directors with staggered three-year terms of office. The Board is divided into three classes, with each class to be as nearly equal in number as possible. The terms of the separate classes expire in successive years. Thus, at each annual meeting of shareholders, successors to the class of directors whose term then expires are elected to hold office for a term of three years. Therefore, the term of office of one class of directors expires in each year. The Board of Directors is authorized to increase the number of directors that constitutes the whole Board of Directors provided that the total number of directors in each class remains relatively proportionate to the others.

Unless otherwise instructed, the proxy holders will vote the proxies received for the election of the three (3) nominees for Class A Director named below. If any nominee should become unavailable to serve for any reason, proxies will be voted in favor of a substitute nominee as designated by the Board of Directors. The Board of Directors currently believes that the nominees named will be able to serve if elected. Any vacancy on the Board of Directors, including vacancies resulting from an increase in the number of directors, will be filled by a majority of the remaining members of the Board of Directors and each person so appointed will be a director until the expiration of the term of office of the class to which he or she was appointed. Assuming the presence of a quorum, the three (3) nominees for director receiving the highest number of votes will be elected at the annual meeting.



Cumulative voting rights do not exist with respect to the election of directors. Except as may otherwise be provided by statute or by the articles of incorporation, at every shareholders' meeting, each shareholder entitled to vote has the right to one vote for each share of common stock owned on the Record Date fixed for the meeting. For example, if a shareholder owns 100 shares of common stock, he or she may cast up to 100 votes for each of the nominees for director in the class to be elected.

### ***Information as to Nominees***

The following section contains, as of April 7, 2017, certain information with respect to the nominees for directors for terms to expire in 2020. You will find information about their share ownership on page 10.

### **NOMINEES FOR CLASS A DIRECTOR WHOSE TERMS WILL EXPIRE IN 2020**

#### **Gerard A. Champi (Director of FNCB since 2016)**

Mr. Gerard A. Champi, 56, was appointed to President and Chief Executive Officer and Board Member of FNCB and the Bank on July 1, 2016. Prior to holding this position, Mr. Champi was Chief Operating Officer of the Bank from March 2011 to June 2016. Mr. Champi also served as Interim President and Chief Executive Officer of FNCB and the Bank and as a director of the Bank from March 2010 until February 2011. Mr. Champi has been with the Bank since 1991 and has served in various leadership roles in the Retail, Commercial Sales and Executive Divisions. Mr. Champi currently serves as the President of the Northeastern Pennsylvania Council Boy Scouts of America. He also serves as Board member of the St. Joseph's Center and the Lackawanna Blind Association, Advisory Board member of Penn State Worthington Scranton, a campus of the Pennsylvania State University and Past President of the Boards of Directors of the Greater Pittston Chamber of Commerce and the Luzerne County Community College Foundation. Mr. Champi's extensive knowledge of FNCB and the Bank, his time as Interim President and Chief Executive Officer and other various leadership positions with the Bank and extensive community and charitable involvement qualify him to serve as a director of FNCB.

#### **Louis A. DeNaples (Director of FNCB from 1998 to 2008 and 2013 to Present)**

Mr. Louis A. DeNaples, 76, is an independent director of FNCB and the Bank. He has been a director of the Bank since 1972 and served as Chairman of the Board of Directors of FNCB from 1998 until he took a leave of absence from involvement with FNCB and the Bank in February 2008. In 2013, Mr. DeNaples returned from a leave of absence and rejoined the Bank's Board on December 23, 2013. He was re-elected to FNCB's Board of Directors on

May 21, 2014. Mr. DeNaples is President of DeNaples Auto Parts, Inc., President of Keystone Landfill Inc. and Vice President of Rail Realty Corp., each of which he co-owns with his brother, Dominick L. DeNaples. Mr. DeNaples serves on the boards of AllOne Foundation, AllOne Charities, AllOne Health Resources, Allied Services Foundation, and Scranton Preparatory School. Mr. DeNaples also serves as a citizen member of the Community Advisory Board for Geisinger Commonwealth School of Medicine and was past Chairman of the University of Scranton Board of Trustees. Mr. DeNaples' extensive business knowledge, community and charitable involvement and association with the Bank for many years, which qualify him to serve as a director of FNCB. Mr. DeNaples is the brother of director, Dominick L. DeNaples, and the father of director, Louis A. DeNaples, Jr.

**Keith W. Eckel (Director of FNCB since 2014)**

Mr. Keith W. Eckel, 70, was appointed an independent Director of FNCB and the Bank on September 24, 2014. Mr. Eckel is the sole owner and Chief Executive Officer of Fred W. Eckel and Sons and President of Eckel Farms, Inc. Mr. Eckel serves as a Trustee of Pennsylvania State University. Mr. Eckel formerly served as Board member and Chairman of Nationwide Mutual Insurance Company, a Fortune 100 insurance provider, and Allied Group, Inc., a subsidiary of Nationwide Mutual Insurance Company. Mr. Eckel also previously served as Board member of International Food and Agricultural Development, an organization that advises the United States Agency for International Development on agricultural priorities and issues, and is a former President of the Pennsylvania Farm Bureau. Mr. Eckel's strong business background, extensive knowledge in the insurance industry and agribusiness and community and charitable involvement qualifies him to serve as a director of FNCB.

***Board Recommendation***

*FNCB's Board of Directors recommends that shareholders vote **FOR** the election for each of the nominees for director listed above.*

***Information as to Directors Who Will Continue in Office***

The following section contains, as of April 7, 2017, certain information with respect to Class B and Class C directors who are continuing directors and are not standing for election at the annual meeting:

**CLASS B DIRECTORS WHOSE TERMS WILL EXPIRE IN 2018**

**William G. Bracey (Director of FNCB since 2014)**

Mr. William G. Bracey, 62, was appointed as an independent Director of FNCB and the Bank on May 12, 2014. Mr. Bracey owns two Shoprite Supermarkets, as well as several retail businesses including an Ace Hardware Store, two NAPA Auto Parts Stores, two Hallmark Gold Crown Stores and Plociniak Fuel Services. Mr. Bracey currently serves on the Board of the Pennsylvania Food Merchants and Johnson College. He formerly served as Board member and Chairman of Affiliated Foods, Board member and Co-chairman of Associated Wholesale and Board member of Scranton Preparatory School. Mr. Bracey's 40 years of entrepreneurial and corporate management experience, strong network of community relationships and partnerships, and significant knowledge of the retail business climate in the region qualifies him to serve as director of FNCB.

**Louis A. DeNaples, Jr. (Director of FNCB since 2008)**

Dr. Louis A. DeNaples, Jr., 49, has been an independent Director of FNCB and the Bank since 2008. He was elected Vice-Chairman of FNCB and the Bank in December 2013. Dr. DeNaples is a licensed physician and practices emergency medicine at Geisinger-Community Medical Center Emergency Department in Scranton, Pennsylvania. Dr. DeNaples served as Director and Vice Chairman for The Community's Bank of Bridgeport Connecticut from 2001 through September 2013. Dr. DeNaples' understanding of the banking and medical industries, considerable community and charitable involvement and service as director of FNCB and the Bank since 2008 qualify him to serve as a director of FNCB. Dr. DeNaples is the son of director and nominee for director, Louis A. DeNaples, and the nephew

of director, Dominick L. DeNaples.

**Thomas J. Melone, CPA (Director of FNCB since 2011)**

Mr. Thomas J. Melone, CPA, 58, was appointed as an independent Director of FNCB and the Bank on May 25, 2011. Mr. Melone is a Partner with the Albert B. Melone Company Certified Public Accountants, a leading provider of accounting, tax and consulting services throughout the Northeastern Pennsylvania region. Mr. Melone, who has been with this firm since 1984, leads the firm's Tax Preparation and Advisory Services line as well as its Small Business Advisory and Consulting Services line. Additionally, he has extensive experience in the financial management of public school districts operating in the Commonwealth of Pennsylvania. Mr. Melone is also an owner of Pro-Data Processing, Inc. Mr. Melone is an active member of several professional, business and community organizations including the American Institute of Certified Public Accountants, Pennsylvania Institute of Certified Public Accountants and the Allied Services Board, specifically serving as Chairman of the Allied Institute of Rehabilitation Medicine and the John Heinz Institute of Rehabilitation Medicine. Mr. Melone is a graduate of King's College in Wilkes-Barre, Pennsylvania. Mr. Melone's community involvement, extensive business and accounting experience and service as a director of FNCB and the Bank qualify him to serve as a director of FNCB.



**CLASS C DIRECTORS WHOSE TERMS WILL EXPIRE IN 2019**

**Joseph Coccia (Director of FNCB since 1998)**

Mr. Joseph Coccia, 62, has been a Director of FNCB and the Bank since 1998. Mr. Coccia was appointed as Secretary of the Board of Directors in May 2015. Mr. Coccia is President of Coccia Ford, Inc. (doing business as Coccia Ford Lincoln), a car dealership in Wilkes-Barre, Pennsylvania, and President of Eastern Auto Exchange, Inc. Mr. Coccia is a member of the Boards of Directors of AllOne Charities and NEPA Highmark. Mr. Coccia also served on the Lincoln Mercury Dealer Association Board. Mr. Coccia's strong business background and knowledge of owning and operating a large local business, his broad community involvement, and his service as a director of FNCB and Bank since 1998 qualify him to serve as a director of FNCB.

**Dominick L. DeNaples (Director of FNCB since 1998)**

Mr. Dominick L. DeNaples, 79, has been an independent Director of FNCB since 1998 and of the Bank since 1987. Mr. DeNaples has served as the Chairman of the Board of Directors of FNCB and Bank since 2010. Previously, he served as Vice Chairman of the Boards of Directors of FNCB and Bank from December 2009 until he was elected Chairman in May 2010. He is President of Rail Realty Corporation, Vice President of DeNaples Auto Parts Inc., and Vice President of Keystone Landfill, Inc., each of which he is also co-owner with his brother Louis A. DeNaples. Mr. DeNaples currently serves as Chairman of the Finance Committee of Lackawanna College's Board of Trustees, and Chairman of the Board and the Finance Committees of St. Joseph's Center and St. Joseph's Foundation. Mr. DeNaples serves on the Board of Geisinger Health Services, Hospice of the Sacred Heart and on the Advisory Board of Penn State University – Worthington campus. He formerly served as Chairman of the Board of Lackawanna College, President of the Council and Chairman of Finance of the Northeastern Pennsylvania Council of Boy Scouts of America, and currently serves as a Board member. He also served as former Vice Chairman of the Board and Finance Committee of Scranton Preparatory School. Mr. DeNaples' extensive business background, years of community and charitable involvement and service as a Director of FNCB and the Bank for many years qualify him to serve as Director of FNCB. Mr. DeNaples is the brother of director and nominee for director, Louis A. DeNaples, and the uncle of director, Louis A. DeNaples, Jr.

**John P. Moses (Director of FNCB since 1999)**

Mr. John P. Moses, Esquire, 70, has been an independent Director of FNCB and the Bank since 1999. Atty. Moses is engaged in private practice since 1971, including as Of Counsel at the law firm of Cozen O'Connor since 2009. Mr. Moses has served as the Chairman of BlueCross of Northeastern Pennsylvania from 1997 to 2015. During his career, he also has served as chair of the Northeast Pennsylvania Heart Association and as Chairman and President of the

Board of Governors of St. Jude Children's Research Hospital ("St. Jude"), and as Chief Executive Officer for ALSAC, the fundraising arm of St. Jude. Mr. Moses also has had a distinguished career in public service, having served as a member of state commissions and as counsel to various state and local judicial, executive, legislative and administrative offices and non-profits. Mr. Moses has received numerous awards for his contributions in public service, business, the law and charitable causes, including the Ellis Island Medal of Honor. Mr. Moses serves on the Boards of Villanova University School of Law and Highmark, Inc. Mr. Moses also serves as Chairman of Board of AllOne Foundation, AllOne Charities and AllOne Health Resources. Mr. Moses previously served on the Board of The Commonwealth Medical College. Admitted to practice law in Pennsylvania and before the U.S. Supreme Court, Mr. Moses is a graduate of the Villanova University School of Law. Mr. Moses' extensive business and legal background, community and charitable involvement and service as a director of FNCB and the Bank since 1999 qualify him to serve as a director of FNCB.

*Information as to Executive Officers and Significant Employees*

**Executive Officers Who Are Not Directors**

Information as of April 7, 2017, regarding persons who are executive officers of FNCB or the Bank and who are not directors of FNCB is set forth below. Except as otherwise indicated, the occupation listed has been such person's principal occupation for at least the last five years.

**James M. Bone, Jr., CPA**

Mr. James M. Bone, Jr., 55, is Executive Vice President and Chief Financial Officer/Treasurer of FNCB and the Bank, a position he has held since September 2012. Previously, Mr. Bone was Executive Vice President and Chief Information Officer from May 2010 to August 2012 and First Senior Vice President and Administrative Services Division Manager from July 2000 to April 2010. Mr. Bone has been with the Bank since 1986 and has served in various leadership roles in Retail, Commercial Sales, Compliance, Operations and Technology and Internal Audit. Mr. Bone is a licensed Certified Public Accountant. In addition, Mr. Bone owns a limited liability company through which he provides tax and consulting services to various individual clients and small businesses. Mr. Bone is a member of the Issuer Advisory Council of the OTCQX and an Advisory Board Member for the Federal Home Loan Bank of Pittsburgh. Mr. Bone is also active in the community with King's College and currently serves as Vice President of Finance, Chair of Council Friends of Scouting and Board Member of the Northeastern Pennsylvania Council Boy Scouts of America.

**Cathy Conrad**

Ms. Cathy J. Conrad, 43, is Senior Vice President and Credit Administration Officer of the Bank, a position she has held since September 2013. Ms. Conrad has been with the Bank since 1995. Her previous roles include Senior Vice President and Credit Administration Manager from 2010 until September 2013 and Vice President, Credit Department Manager from 2004 to 2009.

**Mary Griffin Cummings, Esquire**

Attorney Mary Griffin Cummings, 54, is Senior Vice President and General Counsel of the Bank, a position she has held since October 1, 2012. Prior to joining the Bank, she was Associate General Counsel, Resident Counsel and General Counsel for Wyoming Valley Health Care System, Inc. (“WVHCS”), a large health care system previously located in Wilkes-Barre, Pennsylvania, from May 2000 to May 2009. From May 2009 through October 2012, Ms. Cummings practiced law both in her own private practice and for Wyoming Valley Health and Education Foundation and WVHCS Retention Company. Ms. Cummings is a licensed attorney and admitted to practice law in the Courts of the Commonwealth of Pennsylvania and the United States District Court for the Middle District of Pennsylvania. She is a member of the Wilkes-Barre Law and Library Association and the Pennsylvania Bar Association. Ms. Cummings serves as Chair and Board member of the Catherine McAuley Center, Scranton, PA and the McGlynn Learning Center, Wilkes-Barre, PA. Ms. Cummings also serves on the Leadership Council for the American Red Cross/Wyoming Valley.

**Richard D. Drust**

Mr. Richard D. Drust, 55, is Senior Vice President and Retail Banking Officer of the Bank, a position he has held since February 2014. Prior to joining the Bank, he was Vice President of Retail Banking, Business Banking and Deposit Operations at Franklin Security Bank from 2007 to February 2014. Mr. Drust currently serves as Treasurer of The Arc of Luzerne County and has served as a member of its board since 2005.

**Mary Ann Gardner, CRCM**

Ms. Gardner, 58, is Senior Vice President and Compliance Officer of the Bank, a position she has held since April 2013. Ms. Gardner is a Certified Regulatory Compliance Manager and has been an employee of the Bank since 1976. She previously served as Regulatory Compliance Manager from 2010 to 2011 and Compliance and Community Reinvestment Act Officer from 2011 to 2013.

**Dawn D. Gronski**

Ms. Dawn D. Gronski, 46, is Vice President and Human Resources Officer, a position she has held since March 2017. Ms. Gronski has been an employee of the Bank since 1998 with her previous roles including Vice President and Compensation and Benefits Officer from April 2013 to March 2017; and Assistant Vice President and Payroll/HRIS Administrator from June 2010 to March 2013. Ms. Gronski serves as the treasurer of the Scranton Civic Ballet Company and has served as member of its board since 2009.

**Ronald S. Honick, Jr. CPA, CIA**

Mr. Ronald S. Honick, Jr., CPA, CIA, 39, is Senior Vice President and Operations and Technology Services Officer, a position he has held since June 2017. Previously, Mr. Honick was Senior Vice President and Audit Manager of the Bank from January 2011 to May 2016. Prior to joining the Bank, Mr. Honick was a Financial Analyst in the technical accounting department of a global manufacturing company from 2008 to December 2010. Mr. Honick is a licensed Certified Public Accountant and a Certified Internal Auditor.

**Lisa L. Kinney**

Ms. Lisa L. Kinney, 47, is Senior Vice President and Retail Lending Officer of the Bank, a position she has held since September 2008. Ms. Kinney has been an employee of the Bank since 1994, with her previous roles including Vice President and Indirect Lending Manager from January 2007 to September 2008; Vice President and Indirect Lending Officer from December 2005 to December 2006; and Assistant Cashier and Indirect Lending Officer from May 1998 to November 2005. Ms. Kinney is currently a Board Member of the Dunmore Lions Club and has served as Past-President.

**Brian C. Mahlstedt**

Mr. Brian C. Mahlstedt, 57, is Executive Vice President and Chief Lending Officer of the Bank since September 2013. Mr. Mahlstedt first joined the Bank in 1999 and served as Senior Vice President and Commercial Loan Officer until 2009. From 2011 to September 2013, when he rejoined the Bank, Mr. Mahlstedt was a Senior Vice President, Senior Commercial Loan Officer at Wayne Bank. Mr. Mahlstedt also served as Vice President, Senior Loan Officer at Pennstar Bank from 2009 to 2011.

**William A. McGuigan, CPA**

Mr. William A. McGuigan, CPA, 67, is a Vice President and Audit Officer of the Bank, a position he has held since June 2016. Previously, Mr. McGuigan was Audit Manager of the Bank from March 2012 to June 2016. Prior to joining the Bank, Mr. McGuigan was a partner in a local public accounting firm serving the Banking and Small Business sectors. He also spent 10 years leading corporate audit and accounting departments. Mr. McGuigan is a licensed Certified Public Accountant.

**Stephanie A. Westington, CPA**

Ms. Stephanie A. Westington, CPA, 51, is Senior Vice President and Controller of the Bank, a position she has held since July 2012. Prior to joining the Bank, Ms. Westington was Director of Finance for Physicians Health Alliance, a physicians group that is a member of the Moses Taylor Health Care System, from March 2011 to July 2012. Ms. Westington is a licensed Certified Public Accountant and has previous banking experience from her time as Vice President of Finance at the former Community Bank and Trust Company from January 1998 to March 2011 and Assistant Vice President and Controller at the former LA Bank, N.A. from September 1990 to December 1997. Ms. Westington currently serves as Board Member of the Howard Gardner Multiple Intelligence Charter School and is a member of the Rotary Club of the Abingtons.

**CORPORATE GOVERNANCE**

Our Board of Directors believes that the purpose of corporate governance is to promote shareholder value in a manner consistent with legal requirements and the highest standards of integrity. The Board has adopted and adheres to corporate governance practices that it and management believe promote this purpose, are sound and represent best practices. The Board continually reviews these governance practices, Pennsylvania law (FNCB's state of incorporation), the rules and listing standards of NASDAQ, and Securities and Exchange Commission ("SEC") regulations, as well as best practices suggested by recognized governance authorities to maintain the highest governance standards.

The Board of Directors has four standing committees: Audit Committee, Risk Management Committee, Compensation Committee and Corporate Governance Committee, which is the committee that makes director nominating recommendations to the Board of Directors. The charters of these committees have been approved by the Board and are available on our corporate website at [www.fnbc.com/investorrelations](http://www.fnbc.com/investorrelations).

Currently, the Board of Directors has nine members. FNCB evaluates the independence of directors under the SEC and NASDAQ stock market's standards for independence. The NASDAQ standards require the Board of Directors be comprised of a majority of independent directors. The NASDAQ standards also require that, except for exceptional and limited circumstances, the Board of Directors maintain an audit committee comprised only of independent directors and that director nominees must be selected either by independent directors comprising a majority of the Board's independent directors in a vote in which only independent directors participate, or by a nominations committee comprised solely of independent directors. The Corporate Governance Committee of FNCB's Board has responsibility for selecting director nominees and is comprised solely of independent directors. NASDAQ corporate governance standards also require that the Board maintain a compensation committee comprised of at least two members, each of whom is an independent director. The Board of Directors of FNCB has appointed a Compensation Committee, currently comprised of four directors, each of whom the Board has determined is "independent."

Independence is reviewed at least annually to determine whether all existing and potential committee members are independent. The Board of Directors has determined that William G. Bracey, Louis A. DeNaples, Louis A. DeNaples, Jr., Keith W. Eckel, John P. Moses, Dominick L. DeNaples and Thomas J. Melone met the standards for independence.

In making its independence determinations, the Board considers all relevant facts and circumstances, and not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation. The Board considered that in the ordinary course of business FNCB and the Bank may provide commercial banking and other services to some of the independent directors and to business organizations and to individuals associated with them. The Board also considered that in the ordinary course of business some business organizations with which an independent director is associated may provide products and services to FNCB and the Bank. The Board has determined that, based on the information available to the Board, none of these relationships were material.



Mr. Moses, a director, is Of Counsel at the law firm of Cozen & O'Connor ("Cozen"), which provided legal services to FNCB during 2016. Mr. Moses does not have any ownership or profit sharing interest in Cozen. The Board has considered this relationship and determined that it did not impair Mr. Moses' independence. Please see the relationships discussed under the section of this Proxy Statement entitled "CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS" for a description of the other relationships considered by FNCB's Board of Directors.

### ***Code of Ethics***

FNCB has adopted a Code of Business Conduct and Ethics (the "Code") that applies to FNCB's directors and employees, including the President and Principal Executive Officer ("PEO"), Principal Financial Officer ("PFO") and Principal Accounting Officer ("PAO"). The Code includes guidelines relating to compliance with laws, the ethical handling of actual or potential conflicts of interest, the use of corporate opportunities, protection and use of FNCB's confidential information, accepting gifts and business courtesies, accurate financial and regulatory reporting, and procedures for promoting compliance with, and reporting violations of, the Code. The Code is available in the Investor Relations section on FNCB's website at [www.fncb.com/investorrelations](http://www.fncb.com/investorrelations) by clicking on Corporate Information and then Governance Documents. FNCB intends to post any amendments to the Code on its website and to disclose any waivers (to the extent applicable to FNCB's President and PEO, PFO or PAO) on a Form 8-K within the prescribed time period.

### ***Shareholder Communications***

Any shareholder who wishes to communicate with the Board of Directors may send correspondence to Joseph Coccia, Secretary, at 102 East Drinker St., Dunmore, PA 18512, or by sending an electronic message to [corporatesecretary@fncb.com](mailto:corporatesecretary@fncb.com). Mr. Coccia will submit your correspondence to the Board of Directors or the appropriate committee as applicable.

### ***Submission of Shareholder Proposals for 2018 Annual Meeting***

Shareholder proposals for the 2018 annual meeting of shareholders must comply with applicable SEC rules and regulations and must be received by the Secretary of FNCB prior to December 18, 2017 to be considered for inclusion in FNCB's Proxy Statement for that meeting. If the December 18, 2017 deadline is missed, a shareholder proposal may still be submitted for consideration at the 2018 annual meeting of shareholders, although it will not be included in FNCB's Proxy Statement, if it is received earlier than February 17, 2018 and later than March 9, 2018. If notification of a shareholder proposal is not received by December 15, 2017, FNCB may vote, in its discretion, any, and all, of the proxies received in its solicitation against such proposal. See "Director Nominations" on page 11 for more information on director nominations.

In addition, any shareholder who intends to nominate a candidate for election to the Board of Directors (other than a candidate proposed by FNCB's then existing Board of Directors) or submit a proposal for consideration at the 2018 annual meeting must comply with the advance notice provisions of FNCB's bylaws. The advance notice provisions in FNCB's bylaws require that the following additional information must be provided to FNCB by a shareholder submitting a shareholder proposal:

- a) the name and address of the shareholder who intends to make the nomination or propose the business, and, as the case may be, of the person or persons to be nominated;

- b) a representation that the shareholder is a holder of record of shares of FNCB and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice or to make the proposal;
- c) the number of and class of shares owned by the shareholder and any Shareholder Associated Person (as defined in the bylaws), which information must be supplemented as of the record date;
- d) a description of any agreement, arrangement or understandings between the shareholder or any other person or persons, pursuant to which the nominations or nominations are to be made by the shareholder, or the business is to be proposed, which information must be supplemented as of the record date;
- e) information regarding the shareholder's, Shareholder Associated Person's or certain affiliated partnership's ownership of derivative instruments (such as options, warrants, convertible security, etc.) or any other opportunity of the shareholder or Shareholder Associated Person to profit from a change in the value of shares of FNCB and the existence of any hedging transactions, which information must be supplemented as of the record date;
- f) if applicable, the consent of each nominee to serve as a director of FNCB if so elected; and
- g) any other information regarding the nominee or each matter of business to be proposed by such shareholder that would be required under the SEC's proxy rules and regulations had the nominee been nominated, or the matter been proposed, by the Board of Directors.

Copies of the full text of the bylaw provision relating to advance notice can be obtained by writing to Joseph Coccia, Secretary, at 102 East Drinker St., Dunmore, PA 18512. A copy of FNCB's bylaws was filed with the SEC as Exhibit 3.2 to FNCB's Current Report on Form 8-K on October 4, 2016.

### ***The Board of Directors***

FNCB's business is managed under the direction of our Board of Directors, in accordance with the Pennsylvania Business Corporation Law, FNCB's Articles of Incorporation and our bylaws. The positions of Chairman of the Board and Chief Executive Officer are separated, as the Board believes separation of these positions enhances the independent oversight of FNCB and the monitoring and objective evaluation of the Chief Executive Officer's performance. Mr. Dominick L. DeNaples serves as non-executive Chairman of the Board of Directors and is independent of management.

Management is responsible for the day-to-day management of the risks faced by FNCB, while the Board of Directors, as a whole, is responsible for the general oversight of risk management. For 2016, this oversight was primarily conducted through the Risk Management and Audit Committees. The Risk Management Committee has the primary role in risk management of FNCB. The Risk Management Committee oversees FNCB's enterprise-wide risk management program and provides oversight and guidance to management on FNCB's risk appetite. The Audit Committee, pursuant to its charter, considers and reviews with FNCB's internal audit department, independent registered public accounting firm, and management, the adequacy of FNCB's internal controls, including the processes for identifying significant risks or exposures, and elicits recommendations for the improvements of such procedures where desirable. In addition to the Audit and Risk Management Committees roles, the full Board of Directors is involved in oversight and administration of risk and risk management practices by overseeing members of senior management in their risk management capacities, regularly reviewing and analyzing FNCB's investment and loan portfolios and accompanying risk levels, and considering the potential impact on FNCB's objectives. Members of

FNCB's senior management have day-to-day responsibility for risk management and establishing risk management practices, and members of management are expected to report matters relating specifically to the Risk Management Committee and Audit Committee directly thereto, and to report all other matters directly to the Board of Directors as a whole. Members of FNCB's senior management have an open line of communication to the Board of Directors and have the discretion to raise issues from time-to-time in any manner they deem appropriate, and management's reporting on issues relating to risk management typically occurs through direct communication with directors or committee members as matters requiring attention typically arise.

The Bank Board maintains a Directors Loan Committee that is comprised of the Bank’s Chairman, President and Chief Executive Officer, Chief Financial Officer and Chief Lending Officer. In addition, the following Directors are members of this committee: Gerard A. Champi, Dominick L. DeNaples, Louis A. DeNaples, Keith W. Eckel, and Thomas J. Melone. The Directors Loan Committee meets bi-weekly before each Bank Board meeting or more often as necessary. In 2016, this committee met thirty-seven (37) times.

During 2016, FNCB’s Board of Directors held eighteen (18) meetings. Each of the directors attended at least 75% of the meetings of FNCB’s Board of Directors and of the committees on which they served. Pursuant to FNCB’s policy, the directors are expected to attend FNCB’s annual meeting of shareholders. All of FNCB’s directors attended FNCB’s annual meeting of shareholders in 2016.

***Committees of the Board of Directors***

FNCB’s Board of Directors has an Audit Committee, Risk Management Committee, Compensation Committee and Corporate Governance Committee. The charters of these committees have been approved by the Board of Directors and are available on FNCB’s website [www.fncb.com](http://www.fncb.com) under the link for “Investor Relations.” The following table shows the current composition of each standing committee of the FNCB Board of Directors and the number of meetings held by such committees during 2016.

	Compensation Committee	Corporate Governance Committee	Audit Committee	Risk Management Committee
William G. Bracey	X	X	X	X
Gerard A. Champi				
Joseph Coccia				X <sup>(1)</sup>
Dominick L. DeNaples				
Louis A. DeNaples, Jr.	X <sup>(1)</sup>	X	X	X
Louis A. DeNaples				
Keith W. Eckel		X	X	X
Thomas J. Melone	X	X	X <sup>(1)</sup>	
John P. Moses	X	X <sup>(1)</sup>	X	
Number of meetings in 2016	5	7	6	4

X Current member

<sup>(1)</sup> Chairperson



**Director Compensation**

The following table sets forth information regarding compensation paid to, or earned by, non-employee directors of FNCB during the fiscal year ended December 31, 2016 for service as members of FNCB and Bank Boards of Directors. Directors who also are FNCB or Bank employees (currently Mr. Champi) do not receive any compensation or other fees for service as a Board member.

Name	Fees Earned or Cash Paid	Stock Awards	Option Awards	Change in		All Other Compensation	Total
				and Non- Qualified	Pension Value and Non- Qualified Deferred Compensation Earnings		
William G. Bracey	\$ 30,000	\$ -	\$ -	\$ -	-	\$ -	\$ 30,000
Gerard A. Champi	-	-	-	-	-	-	-
Joseph Coccia	30,000	-	-	-	-	-	30,000
Dominick L. DeNaples	30,000	-	-	-	-	-	30,000
Louis A. DeNaples	30,000	-	-	-	-	-	30,000
Louis A. DeNaples, Jr.	30,000	-	-	-	-	-	30,000
Keith W. Eckel	30,000	-	-	-	-	-	30,000
Thomas J. Melone	30,000	-	-	-	-	-	30,000
John P. Moses	30,000	-	-	7,451	-	-	37,451

Directors receive no remuneration for attendance at FNCB's board meetings. All non-employee members of the Bank's Board of Directors receive an annual retainer of \$30,000, payable at a rate of \$2,500 per month, for each month or portion thereof that the director serves as a director of the Bank. The aggregate amount of director fees paid in 2016 was \$240,000. Members of committees of the Board of Directors of FNCB or the Bank, as applicable, do not receive fees for attending meetings of those committees.

Directors serving on the Board of Directors of the Bank are entitled to participate in the Bank's Deferred Compensation Plan. Under the Deferred Compensation Plan, directors may voluntarily defer up to 50% of the director fees paid to them for service on the Board of Directors of the Bank. For additional information regarding the Deferred Compensation Plan, refer to "Executive Compensation — Compensation Disclosure and Analysis - Deferred

Compensation Plan.”

### **Directors’ Stock Plan**

Directors who are not employees or officers of FNCB or the Bank are eligible to participate in the LTIP. No awards have been made to directors under the LTIP plan.

### **Compensation Committee**

The Compensation Committee operates under a written charter that has been approved by the Board of Directors. The charter is reviewed annually by the Compensation Committee with any recommended changes approved by the Board of Directors. The current Compensation Committee charter is available in the Investor Relations section on FNCB’s website at [www.fncb.com](http://www.fncb.com) by clicking on Investor Relations, Corporate Information and then Governance Documents under the heading “Compensation Committee Charter.” As noted above, the Board of Directors has determined that each of the directors serving on this committee qualifies as an “independent” director under the applicable standard. The Compensation Committee is responsible for evaluating and approving FNCB’s compensation plans, policies and programs. The Compensation Committee has the authority to retain and terminate a compensation consulting firm, including the authority to approve the firm’s fees and other terms of retention. The Compensation Committee also has the authority to delegate responsibility to subcommittees. For a discussion of the role of the Compensation Committee in determining executive and director compensation, see the discussion under the heading “Executive Compensation - Compensation Discussion and Analysis” below.



## **RISK MANAGEMENT COMMITTEE**

The Risk Management Committee operates under a written charter that has been approved by the Board of Directors. The charter is reviewed annually by the Risk Management Committee with any recommended changes approved by the Board of Directors. The current Risk Management Committee charter is available in the Investor Relations section on FNCB's website at [www.fncb.com](http://www.fncb.com) by clicking on Investor Relations, Corporate Information and then Governance Documents under the heading "Risk Management Committee Charter." The Risk Management Committee is responsible for ensuring management has established an enterprise-wide risk management program and for providing oversight and guidance to management regarding FNCB's risks. The Risk Management Committee has authority to retain independent counsel, experts and advisors it believes are appropriate in carrying out its duties, including the authority to approve the advisor's fees and other terms of retention. The Risk Management Committee also has the authority to delegate responsibility to subcommittees.

## **Corporate Governance Committee**

The Corporate Governance Committee operates under a written charter that has been approved by the Board of Directors. The charter is reviewed annually by the Corporate Governance Committee with any recommended changes approved by the Board of Directors. The current Corporate Governance Committee charter is available in the Investor Relations section on FNCB's website at [www.fncb.com](http://www.fncb.com) by clicking on Investor Relations, Corporate Information and then Governance Documents under the heading "Corporate Governance Committee Charter." The Board of Directors has determined that each of the directors serving on this committee qualifies as "independent" under the applicable standard. The Corporate Governance Committee: (1) recommends to the Board of Directors for its selection (i) potential nominees for director to stand for election at FNCB's annual meeting of shareholders, including without limitation, those proposed by shareholders, and (ii) individuals to be considered by the Board of Directors to fill vacancies; (2) in its discretion, considers candidates based on criteria for selecting new directors; (3) evaluates the background and qualifications of new director candidates; and (4) evaluates directors before nomination for reelection. The Corporate Governance Committee also oversees and makes recommendations to the Board of Directors with respect to corporate governance of FNCB.

## ***Director Nominations***

The Corporate Governance Committee recommends director nominees to the Board of Directors. The Corporate Governance Committee seeks individuals who are qualified to be directors based on the committee's judgment of the potential candidate's experience, skills and knowledge of business and management practices. If needed, the Corporate Governance Committee will use a third party search firm to assist in finding director candidates. No third parties were engaged to evaluate or assist in identifying potential director nominees in 2016 or 2017.

The Corporate Governance Committee and the Board of Directors have not established a specific diversity component in their consideration of candidates for director and instead consider the diversity of directors as part of the overall mix of factors when identifying and evaluating candidates for the Board of Directors. FNCB considers diversity broadly to include differences of viewpoint, professional experience, individual characteristics, qualities and skills, resulting in naturally varying perspectives among the directors and individual skills that complement the full Board. Therefore, the Board, as a unit, possesses the appropriate skills and experience to oversee FNCB's business.

The Corporate Governance Committee will give appropriate consideration to qualified persons recommended by shareholders for nomination as directors and will evaluate such qualified persons in the same manner as other identified candidates, when submitted prior to the shareholder proposal date referred to in the “Submission of Shareholder Proposals for 2018 Annual Meeting” section of this Proxy Statement (the “Proposals Section”), provided such recommendations comply with the advance notice procedures in FNCB’s bylaws, which are summarized in the Proposals Section. Such recommendations must also include: (1) sufficient biographical information about the proposed nominee to permit the Corporate Governance Committee to evaluate their qualifications and experience, and (2) the nominee’s consent to serving as a director if elected. Shareholders must deliver any proposals or nominations in writing to the Corporate Governance Committee or the Secretary of FNCB Bancorp, Inc. at its principal executive office, 102 E. Drinker Street, Dunmore, Pennsylvania 18512.

Any nomination for director not made in accordance with Section 1.07 of FNCB’s bylaws will be disregarded by the presiding officer of the annual meeting, and votes cast for each such nominee will be disregarded by the Judge of Election. In the event that the same person is nominated by more than one shareholder, if at least one nomination for such person complies with Section 1.07, the nomination will be honored and all votes cast for the nominee will be counted.

## **AUDIT COMMITTEE**

The Board of Directors has a standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The Board of Directors has determined that each of the members of the Audit Committee is independent, as that term is defined by the SEC and in the NASDAQ listing standards related to audit committees. The current Audit Committee charter is available in the Investor Relations section on FNCB’s website at [www.fncb.com](http://www.fncb.com) by clicking on Investor Relations, Corporate Information and then on Governance Documents under the heading “Audit Committee Charter.” The principal duties of the Audit Committee, as set forth in its charter, include reviewing significant audit and accounting principles, policies and practices, reviewing the effectiveness of the internal auditing function, reviewing reports of examination received from regulatory authorities, and reviewing the performance and independence of and recommending, annually, to the Board of Directors the engagement of an independent certified public accountant.

Currently, the Board has identified Thomas J. Melone, CPA as the Audit Committee financial expert. Mr. Melone qualifies as a financial expert based on his extensive accounting experience as a certified public accountant and as a partner of the Albert B. Melone Company Certified Public Accountants.

### ***Report of the Audit Committee***

To the Shareholders of FNCB Bancorp, Inc.:

The Audit Committee provides oversight of FNCB's financial reporting process on behalf of the Board of Directors. Management is responsible for the financial statements and the financial reporting process, including internal controls. In fulfilling its oversight responsibilities, the Audit Committee discussed the financial statements in the annual report with management, including a discussion of the quality, not just acceptability, of the accounting principles; the reasonableness of significant judgments; and the clarity of disclosures in the financial statements.

The Audit Committee discussed with the independent auditors their judgments as to the quality, not just the acceptability, of FNCB's accounting principles, and such other matters as required to be discussed with the Audit Committee under the standards of the Public Company Accounting Oversight Board (United States). The independent auditors are responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles. In addition, the Audit Committee has discussed with the independent registered public accounting firm the auditors' independence from management and FNCB, including the matters in written disclosures required by the Independence Standards Board, and considered the compatibility of non-audit services with the auditors' independence.

The Audit Committee discussed with FNCB's internal and independent auditors the overall scope and plans for their respective audits. The Audit Committee meets with the internal auditors and independent registered public accounting firm, with and without management present, to discuss the results of their examinations, their evaluations of FNCB's internal controls and the overall quality of FNCB's financial reporting.

Based on these discussions, the Audit Committee has recommended to the Board of Directors (and the Board has approved) that the audited financial statements be included in the annual report on Form 10-K for the year ended December 31, 2016, for filing with the Securities and Exchange Commission.

***Audit Committee***

/s/Thomas J. Melone, Chairman

/s/William G. Bracey

/s/Louis A. DeNaples, Jr.

/s/Keith W. Eckel

/s/John P. Moses

**EXECUTIVE COMPENSATION**

***Compensation Discussion and Analysis***

FNCB is committed to responsible compensation practices and strives to balance sound risk management with the need to attract, hire, motivate and retain executive team members who will maximize successful performance. FNCB intends to provide executives with a balanced mix of fixed and variable pay. The purpose of all incentive plans is to motivate, reward and reinforce performance and achievement of team and/or individual goals in support of FNCB's strategic objectives for growth and profitability. They provide the opportunity for reward for meeting and exceeding established financial goals as well as recognition of individual achievements.

This Compensation Discussion and Analysis and the series of tables that follow contain information about the compensation earned or paid in 2016 to FNCB's named executive officers. At December 31, 2016, the following

individuals were serving as our named executives:

Mr. Gerard A. Champi, the President and Chief Executive Officer and PEO of FNCB

Mr. James M. Bone, Jr., the Chief Financial Officer/Treasurer and PFO of FNCB

Mr. Brian C. Mahlstedt, Chief Lending Officer of the Bank

Ms. Mary Griffin Cummings, the General Counsel of the Bank

Ms. Lisa L. Kinney, the Retail Lending Officer of the Bank

During 2016, our “named executive officers” also included Steven R. Tokach, who served as President and Chief Executive Officer and a member of the Board of Directors until he retired on June 30, 2016. Gerard A. Champi, who formerly served as our Chief Operating Officer, was appointed our President and Chief Executive Officer effective July 1, 2016.

The overall executive compensation philosophy and strategy and primary objective of the Board of Directors with respect to executive compensation at FNCB is to provide a total compensation package that meets a number of interrelated goals. FNCB's compensation package is designed to:

Be balanced and competitive in the external market in a manner consistent with FNCB's size and industry;

Correlate with FNCB's strategic business plan;

Align the interests of executives with those of shareholders;

Drive superior performance and reward executives for achievement;

Enable FNCB to attract, motivate, develop and retain key executives whose experience, expertise and abilities will promote FNCB's performance for the benefit of its shareholders without encouraging undue risk-taking that could materially threaten the safety and soundness of FNCB;

Achieve an appropriate mix of fixed and variable compensation;

Equally support annual and long-term financial and strategic performance objectives as well as the stability of the organization;

Ensure compliance with applicable regulations;

Deliver executive compensation in a manner that is prudent and cost-effective; and

Support the mission, vision and values of FNCB.

## **Design of Compensation Program**

In 2016, executive compensation decisions were made by the Compensation Committee of the Board of Directors. The Compensation Committee's fundamental policy is to provide our executive officers with competitive compensation for their positions and to provide opportunities based upon their contributions to FNCB's development and financial success in accordance with the overall design of FNCB's compensation package.

## **The Role of Consultant**

In 2016, the Compensation Committee engaged Mosteller and Associates, a Pennsylvania-based human resources consulting firm, to conduct an Executive Compensation Review. Mosteller and Associates' review included: (1) a market review of FNCB's compensation for the named executive officer positions in comparison to the compensation levels of executive positions at similar financial institutions; and (2) recommendations for enhancements to FNCB's overall executive compensation programs. Mosteller and Associates' review served as a foundation for executive compensation decisions in 2016.

The Compensation Committee continues to engage Mosteller and Associates to provide consulting services on an ongoing basis, advising on executive and broad-based compensation matters. Mosteller and Associates was chosen because of its expertise in the field of human resources and the financial services industry in FNCB's geographic footprint. The Compensation Committee has evaluated the independence of Mosteller and Associates under the applicable standard set forth in the NASDAQ rules and concluded that Mosteller and Associates is independent considering the appropriate factors.



## **The Role of Management**

The Compensation Committee makes, or has final approval authority regarding, all compensation decisions with respect to all of our executives. Input from management, including the President and Chief Executive Officer and the Human Resources Officer, along with FNCB's external consultants was critical to permit the Board of Directors and Compensation Committee to make informed and appropriate decisions regarding compensation for executive officers other than the President and Chief Executive Officer. The Compensation Committee has the sole responsibility for setting the compensation for our President and Chief Executive Officer. For 2016, input from management included:

Performance summaries for management team members and recommendations regarding compensation; and

Data and recommendations for changes necessary to ensure the continued market competitive nature of FNCB's overall compensation package and/or the individual components of executive compensation.

Each member of management excuses himself or herself from all Board and Compensation Committee discussions of that individual's compensation.

## **Benchmarking and Peer Group**

During 2016, the Compensation Committee utilized a peer group to provide comparative market data for executive compensation pay levels. The peer group, which is based on industry, asset size, organizational structure, performance levels and geographic location, included financial organizations from the Mid-Atlantic States with asset size ranging from approximately \$730 million to \$1.8 billion. The Compensation Committee believes these companies were an appropriate group against which to benchmark compensation for 2016.

Below is a listing of the peer group used by the Compensation Committee in 2016 to benchmark its executive compensation:

ACNB Corporation	ESSA Bancorp, Inc.	Norwood Financial Corp.
Ameriserve Financial, Inc.	Fidelity D & D Bancorp, Inc.	Orrstown Financial Services, Inc.
Chemung Financial Corporation	First Keystone Corporation	Penns Woods Bancorp, Inc.
Citizens and Northern Corporation	First United Corporation	

Citizens Financial Services  
Codorus Valley Bancorp, Inc.

Franklin Financial Services Corporation  
Mid Penn Bancorp, Inc.

Peoples Financial  
Services Corp.  
QNB Corp.

### **Material Differences in Named Executive Officers' Compensation**

The Compensation Committee considers the following factors, among others, when making executive compensation decisions:

- Compensation philosophy and strategy;
- Individual performance relative to goals;
- Corporate performance;
- Budgetary constraints;
- Regulatory requirements;
- Competitive market data for the individual position;
- Best practices in the marketplace;
- Ability to retain and attract executive employees;
- External economic and industry environment; and
- Risk assessment considerations.

The named executive officers receive base salaries and incentives commensurate with their positions, responsibilities and accomplishments. In determining the appropriate types and amounts of compensation for the President and Chief Executive Officer each year, the Compensation Committee evaluates both corporate and individual performance. The corporate factors include the financial performance of FNCB, including return on stockholders' equity, return on assets, asset quality and trends in the foregoing measures, the performance of FNCB's stock price, comparative results achieved by FNCB's peer group institutions, and progress in realizing FNCB's long-term strategic plan. The individual factors include initiation and implementation of successful business strategies, development of an effective management team and leadership qualities.

In determining the appropriate types and amounts of compensation for the named executive officers other than the President and Chief Executive Officer, the Compensation Committee takes into consideration the officer's experience, expected personal performance and total compensation levels for comparable positions.

### **Compensation Components**

The compensation package for each named executive officer is comprised primarily of base salary, short-term incentives in the form of cash bonuses and long-term stock-based incentive awards. Three of the five named executive officers also receive contributions under a Supplemental Executive Retirement Plan ("SERP"). FNCB also offers executives who meet the eligibility requirements the opportunity to participate in a nonqualified deferred compensation plan, in addition to a 401(k) Plan and health and welfare benefits available to all Bank employees.

**Base Salary** - The Bank has established salary ranges that are competitive with its peer group and the banking industry in our region. The base salary for each named executive officer is based upon responsibilities, experience, personal performance, salary levels for comparable positions in the banking industry, and internal base salary comparability considerations. Base salaries are reviewed annually and adjusted from time to time, based market data and assessment of FNCB and individual executive performance. Salary increases are based upon merit and are not guaranteed.

Please refer to "Executive Compensation Tables" below for additional information on compensation of FNCB's named executive officers.

**Short-Term Incentive Program/Cash Bonuses** - FNCB has an Executive Incentive Plan ("EIP") which is designed to link annual cash bonus awards to specific bank financial targets and individual performance metrics. According to the terms of the EIP, the Board of Directors is responsible for establishing the Bank-wide financial targets which are utilized to trigger funding of the EIP. The Board of Directors determines the individual performance goals used to evaluate the President and Chief Executive Officer. The President and Chief Executive Officer is responsible for

establishing individual performance goals for all other executives which, in conjunction with achievement of Bank-wide financial goals, are used to determine individual awards. The EIP provides for a potential claw-back of award payments if the relevant performance measures on which they are based are restated or otherwise adjusted with a 36-month period following the public release of the financial information.

On February 25, 2016, the Board approved a performance target for purposes of the 2016 Incentive Plans (the “2016 Performance Target”). The 2016 Performance Target was the budgeted net income for the 2016 fiscal year (excluding certain non-core items). Based on the Bank’s 2016 financial results in which core banking net income exceeded the budgetary target, the Board authorized the 2016 EIP to be paid in March 2017. The 2016 Performance Target for each of FNCB’s named executive officers under the EIP were as follows:

<b>Name</b>	<b>Position</b>	<b>Target EIP Award</b>
Gerard A. Champi	President and CEO	25% of base salary
James M. Bone, Jr. CPA	Chief Financial Officer	15% of base salary
Brian C. Mahlstedt	Chief Lending Officer	15% of base salary
Mary G. Cummings	General Counsel	10% of base salary
Lisa L. Kinney	Retail Lending Officer	10% of base salary

**Long-Term Incentive Programs** - FNCB has a Long-term Incentive Plan (“LTIP”). The LTIP is designed to reward directors, executives and key employees for their contributions to the long-term success of FNCB, primarily as measured by the increase in FNCB’s stock price. The LTIP authorizes the Board to grant up to 1.2 million shares of FNCB’s common stock over a 10-year period, which can be in the form of stock options, stock appreciation rights, restricted stock, restricted stock units, performance units and performance shares.

FNCB believes that stock ownership by management and equity-based performance compensation arrangements are useful tools to align the interests of management with those of FNCB’s shareholders. Where executives are shareholders themselves, the executives will realize a direct benefit by achieving the objective of maximizing shareholder value.

On February 25, 2016 and upon the recommendation of the Compensation Committee, the Board approved awards under the terms of the LTIP to named executive officers and key employees. The 2016 grants were awarded on March 1, 2016 and were comprised solely of restricted stock. For more information about these awards to FNCB’s named executive officers, see the Summary Compensation Table and the Grants of Plan-Based Awards Table.

On February 22, 2017 and upon the recommendation of the Compensation Committee, the Board approved awards under the terms of the LTIP to executives and key employees. The 2017 grants were awarded on March 1, 2017 and were comprised solely of 54,549 shares of restricted stock, of which 27,672 shares were awarded to FNCB’s named executive officers.

*Prior Plans*

During 2016, FNCB had in place a stock incentive plan, the 2000 Stock Incentive Plan (the “Stock Incentive Plan”) which expired on August 30, 2010. Only incentive stock options were ever awarded under the Stock Incentive Plan, and no additional awards have been granted from the Stock Incentive Plan since its expiration. The expiration of the Stock Incentive Plan did not affect any awards outstanding as of the expiration date.

The exercise price of qualified stock options under the Stock Incentive Plan was not permitted to be less than 100% of the fair market value of the common stock on the date of grant, as determined in the Stock Incentive Plan.

Under the Stock Incentive Plan, the time period during which any qualified incentive stock option is exercisable, as determined by the Compensation Committee, did not commence before the expiration of six (6) months or continue beyond the expiration of ten (10) years after the date such option is awarded.

## **Tax and Accounting Considerations**

To the extent the recipient of an incentive award recognizes ordinary income, generally FNCB will be entitled (subject to the requirement of reasonableness, the provisions of Code Section 162(m), and the satisfaction of any tax reporting obligations) to a corresponding income tax deduction. Wherever possible, FNCB structures compensation for its executive officers in a way that preserves tax deductibility under Section 162(m).

FNCB does not generally consider the tax consequences to named executive officers of cash compensation or of equity-based compensation, though it considers the tax treatment to FNCB for non-qualified options and the non-qualifying disposition of qualified options to be favorable.

**Profit Sharing Plan** - The Bank has a 401(k) Profit Sharing Plan (the “401(k) Plan”), a tax qualified retirement savings plan pursuant to which the Bank’s employees, including the named executive officers, can make pre-tax or Roth contributions from their cash compensation. The 401(k) Plan provides for a discretionary employer contribution, which is determined each year by the Board of Directors, in the form of profit sharing. The Board of Directors did not declare a profit sharing contribution for the 2016 fiscal year.

The 401(k) Plan permits the Bank to match employee 401(k) contributions to employees who are 21 on the first day of the month following their day of hire. The Board of Directors has approved a 100% match of employee salary deferrals up to 2% for each employee. The match is subject to amendment at the Board of Director’s discretion.

**Supplemental Executive Retirement Plan** - On September 30, 2015, the Board of Directors authorized providing Supplemental Executive Retirement Plans (each, a “SERP”) to Messrs. Bone, Champi and Mahlstedt. The purpose of each SERP agreement was to further align shareholder interests with the compensation of these three (3) key executives and to provide them with a long-term retention incentive. The provisions of each executive’s SERP are identical except for the amounts that the Bank is required to contribute to each executive’s SERP account as described below. Each SERP is a non-qualified plan and each participant has the status of a general unsecured creditor to the Bank.

Upon execution of the SERP Agreements in 2015, each executive received a one-time contribution to their SERP account. Mr. Champi received \$50,000, Mr. Bone received \$50,000 and Mr. Mahlstedt received \$30,000.

Each SERP provides for required annual contributions by the Bank to that executive’s SERP account. This annual contribution for each executive is as follows: Mr. Champi, \$35,000, Mr. Bone, \$25,000 and Mr. Mahlstedt, \$20,000.

In addition, each executive is eligible to receive an annual Performance Based Contribution to their SERP account. Should the Board authorize a payment to that executive under the terms of the EIP; each executive will receive a performance-based contribution to his or her SERP account in an amount equal to the difference between the amount that the Bank is required to contribute and the amount of such cash payment under the EIP. Should the executive not receive a payment from the EIP that exceeds the amount of the Bank's required contribution for that fiscal year, the executive will not receive a performance-based contribution under their SERP for that year.

Each participant becomes fully vested in the fair market value of their individual SERP account upon the first to occur of the following: (1) the participant becoming disabled, (ii) the participant's involuntary termination of employment from the Bank without cause, (iii) the participant's death, (iv) change of control of FNCB, or (v) the participant reaching age 62 prior to a separation from service or other termination of employment.



Account balances in each executive's SERP account will receive an interest credit on December 31<sup>st</sup> of each year. In 2016, the annual amount of interest credited on the account balance was equal to 1.0% plus the average of the one year Treasury Bill rates in effect on and between December 1 and December 15, 2016.

**Deferred Compensation Plan** - All officers of the Bank employed at the beginning of a year for at least two years with earnings in excess of \$40,000 annually are entitled to participate in the Bank's Director's and Officer's Deferred Compensation Plan, as amended ("Deferred Compensation Plan"). The Deferred Compensation Plan allows named executive officers who have been employed by the Bank for 10 or more years to defer up to 25% of their compensation, including base salary and cash bonuses. All other eligible named executive officers may defer up to 15% of their compensation. The Deferred Compensation Plan is designed to provide a long-term incentive to remain in the employ of the Bank.

An account for each participant is maintained and credited with deferred compensation on the date such compensation would have been paid to a participant had no election to defer been made. In 2016, interest paid on amounts in each participant's account was based on 1% plus the average of the one-year U.S. Treasury Bill rates in effect on and between December 1 and December 15, 2016

The Bank's obligation under the Deferred Compensation Plan is an unfunded and unsecured promise to pay. As such, participants' account balances in the Deferred Compensation Plan are unsecured and at-risk, meaning the balances are subject to the Bank's creditors.

Participants, including each of the named executive officers, are immediately vested in their account balance in the deferred compensation plan. The benefit payments to be made to a participant under the Deferred Compensation Plan begin on the first business day of the month after the participant's "normal retirement date," which is the date on which a participant reaches age 60, the date on which he has been a participant for five years, or his or her termination of service, whichever is later. "Termination of service" means the participant's ceasing to serve as a director or officer of the Bank for any reason whatsoever, voluntary or involuntary, including by reason of death or disability. The participant will receive equal monthly or annual installments over the period chosen, the amount of such payments being determined by annuitizing the amount in his Deferred Compensation Plan account, plus interest.

Distributions are paid in a lump sum or in annual or monthly installments according to the participant's designation, provided, however, that the Bank may, subject to approval by the Board of Directors, pay the participant's deferred compensation account in annual payments upon such Participant's termination of service. All distributions are also subject to any regulatory requirements, as in effect from time to time.

**Additional Employee Benefit Plans** - The Bank also provides additional benefit programs to employees, including the named executive officers, including health, vision and dental insurance, life insurance, long-term and short-term disability insurance and an employee assistance program.

**Supplemental Life Insurance for Certain Executive Officers** - Certain executive officers also participate in FNCB's supplemental executive life insurance plan which provides a split-dollar share of death benefits to the executive's beneficiary, depending upon the executive's eligibility to receive payments. The plan is funded with bank-owned life insurance and is used to provide an additional benefit to certain executives with a minimal cost to FNCB. Split-dollar life insurance plans are widely available in the banking industry, because it allows the employer to recover its plan costs upon the death of the executive, and the executive's beneficiary to receive a split of the insurance proceeds.

These benefits are provided to further incent longevity with FNCB and to provide an executive benefit package that is fully competitive within FNCB's industry and market place. The costs of providing such benefits to all eligible employees are not considered when determining specific salaries of the named executive officers and are seen as a worthwhile investment in employees that will help keep the employee productive and engaged.

**Perquisites** - FNCB provides a company-owned vehicle to several of the named executive officers, as their positions require travel offsite frequently for Bank business. The provision of a Company vehicle to these individuals is viewed by the Board of Directors as a normal benefit in the highly competitive financial services industry.

Country club membership dues paid by FNCB for certain of FNCB's named executive officers are used as a vehicle to attract, retain and expand customer relationships. Country club memberships are viewed as an important resource for certain named executive officers to further the business of the Bank.

**Employment and Severance Arrangements** - On September 30, 2015 and upon the recommendation of the Compensation Committee, the Board of Directors authorized Employment Agreements ("Agreements") for Messrs. Bone, Champi and Mahlstedt. Accordingly, on October 1, 2015, FNCB and the Bank entered into an Employment Agreement with Mr. Bone and the Bank entered into Employment Agreements with Mr. Champi and Mr. Mahlstedt. Employment Agreements are commonly used by the banking industry and by FNCB's peer group to define an overall compensation package that is aligned with shareholder interests and to retain key executives. There were no written Employment Agreements in place prior to October 1, 2015. Below is a summary of each executive's Agreement.

The provisions under the Employment Agreements for Mr. Champi, Mr. Bone and Mr. Mahlstedt are identical in all respects except for each executive's base salary. The base salaries for each executive as specified in the 2015 Agreements were: Mr. Champi, \$252,500; Mr. Bone, \$207,000 and Mr. Mahlstedt, \$192,000. Each Agreement specifies that the base salary is subject to annual review by the Compensation Committee and the Board. Each of these executives have received salary adjustments subsequent to October 1, 2015.

Each Agreement states that the executive is eligible to participate in the EIP and LTIP according to the terms of those Plans. The Agreement also states that each executive will be provided with a SERP whose terms are described elsewhere in this document. The Agreement specifies that each executive will be reimbursed for annual country club dues and use of a Bank provided automobile.

Each executive's Agreement has a term of three years, with consideration for an annual renewal of an additional three years on March 31<sup>st</sup> of each calendar year.

In the event of a Change of Control during which his employment with the Bank is terminated "without cause" (as defined in the Agreements), 1) within 120 days immediately prior to and in conjunction with a Change in Control or within one year following consummation of a Change in Control or 2) the terms and conditions of his position are substantially altered as defined in the Agreement, each executive will receive a total severance payment equal to 2.99 years base salary at the highest rate in effect during the 12-month period immediately preceding his last day of employment plus the average Executive Incentive Plan cash award received over the last three preceding years. Each

executive will remain eligible to participate in the Bank's medical benefits program while receiving severance.

In the event that the executive is released "without cause" while the Agreement is in effect, he will receive a total severance payment equal to 2.99 years base salary at the highest rate in effect during the 12-month period immediately preceding his last day of employment plus the average cash award paid to him over the last three preceding years from the EIP.

Each executive will remain eligible to participate in the Bank's medical benefits program while receiving severance from either involuntary separation not for cause or because of a Change of Control (as defined in the Agreements).

Each executive's contract would terminate upon his death except that any remaining separation payments due to the executive as a result of a change of control or involuntary separation not for cause will be paid to the executive's beneficiary.

Each executive's Agreement includes a non-compete clause which will be in effect for twelve months after an involuntary separation by the Bank or after a Change of Control termination as defined in his Agreement.

### **Inter-Relationship of Elements of Total Compensation and Outcome of 2015 Say-on-Pay Vote**

FNCB's executive compensation philosophy and strategy is intended to be competitive in the marketplace to reward executives for strong performance through multiple compensation vehicles. All of the components are balanced, integrated, and designed to provide a total compensation environment which will enhance the executives' relationship with FNCB and support the growth of overall shareholder value.

The various elements of the total compensation package are subtly interrelated but are intended to focus the executive on both short-term and long-term performance of FNCB. While there is not a direct relationship between components, if in a given year the Board of Directors or Compensation Committee decides, for purposeful reasons, to "overweight" one component of total compensation (as compared to the market) they may "underweight" another so that total compensation remains competitive.

FNCB provides its shareholders with the opportunity to cast an annual advisory vote on executive compensation, commonly referred to as a say-on-pay vote. At FNCB's Annual Meeting of Shareholders held in May 2016, approximately 96.9% of the votes cast on the say-on-pay proposal at the meeting were voted in favor of our executive compensation program. The Compensation Committee believes this vote affirms the shareholders' support of FNCB's approach to executive compensation; however, the Compensation Committee will continue to oversee the executive compensation programs consistent with objectives set forth herein and consider the outcome of FNCB's future say-on-pay votes, regulatory changes and best practices in the industry when making future compensation decisions for the named executive officers.

### **Equity Ownership Guidelines**

FNCB has no equity or security ownership requirements or guidelines for executive officers. However, all FNCB's executive officers own common stock, restricted stock or options to purchase common stock pursuant to its equity compensation plans. Pursuant to FNCB's bylaws, shareholders who submit proposals for inclusion in FNCB's proxy statement must disclose details regarding hedged positions.

### **Risk Analysis of Incentive Compensation Programs**

During 2016, the Compensation Committee evaluated FNCB's compensation policies and practices for its employees and concluded that its compensation programs (1) are appropriately structured to reward prudent risk taking, (2) do not encourage or promote inappropriate risk taking, (3) do not pose a material risk to FNCB, and (4) are not reasonably likely to have a material adverse effect on FNCB. The Compensation Committee presented their findings to the Board of Directors during 2016. The Compensation Committee intends to conduct an annual risk analysis of the Incentive Compensation Programs.

***Compensation Committee Report***

The following report is not deemed to be “filed” with the SEC or subject to the liabilities of Section 18 of the Exchange Act, and the report shall not be deemed to be incorporated by reference into any prior or subsequent filing by FNCB under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act. The Compensation Committee of FNCB’s Board of Directors (collectively, the “Committee”) submitted the following report for inclusion in this proxy statement:

Our Committee has reviewed and discussed with management the Compensation Discussion and Analysis contained in this proxy statement. Based on our Committee’s review of and the discussions with management with respect to the Compensation Discussion and Analysis, our Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in FNCB’s Annual Report on Form 10-K for fiscal year 2016 and this proxy statement for the 2017 annual meeting of shareholders for filing with the SEC.

The foregoing report is provided by the following directors, who constitute the Compensation Committee as of April 5, 2017:

***Compensation Committee***

Louis A. DeNaples, Jr., Chairman

William G. Bracey

Thomas J. Melone

John P. Moses

*Summary Compensation Table*

Shown below is information concerning the annual compensation for services in all capacities to FNCB and the Bank for the fiscal years ended December 31, 2016, 2015, and 2014 paid to or earned by our named executive officers for 2016.

Name and Principal Position	Year	Salary	Non Equity Incentive Plan Awards (1)	Stock Awards (2)	Change in pension value and non- qualified deferred compensation earnings (3)	All Other Compensation	Total
Gerard A. Champi, President and Chief Executive Officer of FNCB and the Bank and former Chief Operating Officer of the Bank (4)	2016	\$320,477	\$80,000	\$52,535	\$7,986	\$141,269	602,267
	2015	252,292	45,000	72,133	5,614	65,545	440,584
	2014	242,455	-	42,511	3,968	14,438	303,372
James M. Bone, Jr., Executive Vice President and Chief Financial Officer/Treasurer of FNCB and the Bank	2016	\$260,333	\$40,000	\$35,945	\$2,212	\$66,975	405,465
	2015	206,746	38,000	58,333	710	62,557	366,346
	2014	195,504	-	35,811	502	12,962	244,779
Brian C. Mahlstedt, Executive Vice President and Chief Lending Officer of the Bank	2016	\$240,408	\$37,000	\$33,180	\$2,649	\$65,836	379,073
	2015	189,885	35,000	52,008	1,505	41,131	319,529
	2014	177,517	-	23,081	1,064	9,733	211,395
Mary C. Cummings, Senior Vice President and General Counsel of the Bank	2016	\$192,288	\$18,000	\$17,143	\$-	\$3,666	231,097
	2015	162,823	18,000	27,571	-	1,254	209,648
	2014	153,773	-	18,391	-	-	172,164
Lisa L. Kinney, Senior Vice President	2016	\$159,208	\$14,000	\$13,825	\$550	\$5,328	192,911



and Retail Lending Officer of the Bank

Steven R. Tokach, Former President and Chief Executive Officer of FNCB and the Bank (5)	2016	\$258,746	\$ -	\$25,486	\$ -	\$ 6,332	290,564
	2015	318,292	55,000	91,108	-	7,021	471,421
	2014	308,422	-	51,221	-	9,600	369,243

(1) The amounts listed represent the amounts earned by the named executive officers under FNCB's EIP for each fiscal year.

(2) The amounts listed represent the grant date fair market value of the shares computed in accordance with ASC Topic 718. Additional information about FNCB's accounting for stock-based compensation is contained in Note 2 and Note 13 of FNCB's Annual Report on Form 10-K filed with the SEC for the fiscal year ended December 31, 2016.

(3) The amounts listed reflect on the earnings on the balances in the named executive officers non-qualified deferred compensation plan accounts.

(4) Mr. Champi was appointed President and Chief Executive Officer of FNCB and the Bank effective July 1, 2016. Previously, Mr. Champi served as Chief Operating Officer of FNCB and the Bank.

(5) Mr. Tokach retired as the President and Chief Executive Officer of FNCB and the Bank effective June 30, 2016.

The following table provides the detail for the amount presented under "All Other Compensation" paid to or earned by each of FNCB's named executive officers for the 2016 fiscal year.

	<b>Gerard A. Champi</b>	<b>James M. Bone, Jr.</b>	<b>Brian C. Mahlstedt</b>	<b>Mary C. Cummings</b>	<b>Lisa L. Kinney</b>	<b>Steven R. Tokach</b>
<b>Benefits and Perquisites</b>						
FNCB annual contributions to SERP	\$80,000	\$40,000	\$37,000	\$ -	\$ -	\$ -
FNCB performance-based contribution to SERP	45,000	15,000	17,000	-	-	-
FNCB contributions to 401(k) Plan	5,300	4,145	4,108	3,666	2,944	-
Automobile allowance	3,245	2,845	3,258	-	2,384	6,077
Country club dues	7,580	4,850	4,470	-	-	255
Split dollar life insurance premiums	144	135	-	-	-	-

Total	\$141,269	\$66,975	\$65,836	\$3,666	\$5,328	\$6,332
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**2016 Grants of Plan-Based Awards**

The following table provides information about non-equity incentive plan awards granted to our named executive officers for the year ended December 31, 2016. The non-equity awards were made under the terms of FNCB's EIP and were subject to the satisfaction of 2016 performance objectives. The actual awards indicated in the table were earned for 2016, but were paid in March, 2017.

Estimated Future Payouts Under						
Non-Equity Incentive Plan Award (1)						
Name	Grant Date	Target (\$)	Stretch (\$)	Maximum (\$)	Actual Award (\$)	All Other Stock Awards: Number of Shares of Stock or Units (#)
						Grant Date Fair Value of Stock Awards (\$)
Gerard A. Champi	3/1/2016	\$77,875	\$101,238	\$109,025	\$80,000	9,500 (2) \$52,535
James M. Bone, Jr., CPA	3/1/2016	\$33,525	\$43,583	\$46,935	\$40,000	6,500 (2) \$35,945
Brian C. Mahlstedt	3/1/2016	\$29,700	\$38,610	\$41,580	\$37,000	6,000 (2) \$33,180
Mary G. Cummings	3/1/2016	\$16,800	\$21,840	\$23,520	\$18,000	3,100 (2) \$17,143
Lisa L. Kinney		\$13,900	\$18,070	\$19,460	\$14,000	

3/1/2016					2,500	(2)	\$13,825
Steven R. Tokach	\$81,875	\$106,438	\$114,625	\$-			
3/1/2016					4,305	(2)	\$25,486

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(1) The amounts represent target, stretch, maximum and actual awards under the EIP, which equal a specified percentage of base salary in effect on December 31 of the year before payment is made. The EIP awards earned by the named executive officers for 2016 were paid in March, 2017 and are set forth in the Summary Compensation Table under the column entitled “Non-Equity Incentive Plan Compensation.”

(2) Shares of restricted stock granted pursuant to the 2013 LTIP. For Mr. Tokach, the shares of stock represent number of shares awarded net of shares forfeited upon his retirement on June 30, 2016. For Messrs. Bone, Champi, and Mahlstedt, and Ms. Cummings and Kinney the shares of stock vest ratably over 3 years. Unvested shares of restricted stock are subject to forfeiture upon termination of employment for any reason. For employees who retire in good standing, all unvested restricted stock vests on a pro rata basis for the number of months since the immediately preceding vesting date and the total number of months remaining in the restricted period. Unvested shares of restricted stock do not have voting or dividend rights.

FNCB’s equity compensation plans include a Stock Incentive Plan which was approved by shareholders on May 16, 2001. This Plan expired on August 30, 2010 and there were no stock options awarded under this Plan in 2016, 2015 or 2014.

On March 1, 2016, the Board of Directors granted awards of restricted stock to executive officers under the terms of the LTIP.

**Outstanding Equity Awards at Fiscal Year-End**

The following table summarizes the equity awards FNCB has made to our 2016 named executive officers which were outstanding at December 31, 2016. All options were granted with an exercise or base price of 100% of market value as determined in accordance with the applicable plan. The number of shares subject to each award as well as the exercise and/or base price has been adjusted to reflect all stock dividends and stock splits effected after the date of such award but have not otherwise been modified.

Name	Outstanding Equity Awards at Fiscal Year End Option Awards		Stock Awards			
	Number of Securities Underlying Unexercised Options Exercisable (1)	Number of Securities Underlying Unexercised Options Exercisable	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) (2)	Market Value of Shares or Units of Stock That Have Not Vested (\$) (3)
Gerard A. Champi	3,500	-	\$ 16.90	11/13/2017	19,933 (2)	\$ 120,595
	5,600	-	\$ 10.81	1/5/2019		
James M. Bone, Jr.	2,500	-	\$ 16.90	11/13/2017	14,999 (2)	\$ 90,744
	4,000	-	\$ 10.81	1/5/2019		
Brian C. Mahlstedt	-	-	-	-	13,133 (2)	\$ 79,455
Mary G. Cummings	-	-	-	-	7,167 (2)	\$ 43,360
Lisa L. Kinney	1,000	-	\$ 16.90	11/13/2017	6,167 (2)	\$ 37,310
	1,600	-	\$ 10.81	1/5/2019		
Steven R. Tokach	-	-	-	-	-	\$-

(1) All options listed in this table are fully vested.

(2) Shares of restricted stock granted to all the named executive officers generally vest in three equal installments over a three-year period on either March 1 or May 15 of each year.

(3) Based on the closing market value of FNCB's common stock on December 31, 2016 of \$6.05 per share, as reported on the OTCQX for the last trading day of the year.

**Options Exercised and Stock Vested**

None of our 2016 named executive officers exercised any options during 2016. The table provides additional information about the value realized by our 2016 named executive officers from stock awards that vested during 2016.

<b>Name</b>	<b>Stock Awards</b>	
	<b>Number of Shares Acquired on Vesting</b>	<b>Value Realized on Vesting</b>
	<b>(#)</b>	<b>(\$ (1))</b>
Gerard A. Champi	6,267	\$35,198
James M. Bone, Jr.	5,134	\$28,829
Brian C. Mahlstedt	4,133	\$23,245
Mary G. Cummings	2,484	\$13,942
Lisa L. Kinney	2,250	\$12,627
Steven R. Tokach	17,585	\$100,567

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(1) Due to the illiquid nature of FNCB's common stock, the value realized on the restricted stock is the fair value on the date of vesting as defined in the plan documents, which is an average of the high and low prices for FNCB's common stock for the 10 trading days preceding the grant date.

**Nonqualified Defined Contribution and Other Nonqualified Deferred Compensation Plans**

The following table provides information as of and for the year ended December 31, 2016 for Messrs. Champi, Bone and Mahlstedt regarding their participation in the Deferred Compensation Plan and the SERP. The other 2016 named executive officers did not participate in these plans during 2016. The aggregate earnings listed in this table are included in the non-qualified deferred compensation earnings column of the Summary Compensation Table. For a discussion of the types of compensation permitted to be deferred (and any limitations), the measures for calculating interest and the material terms with respect to payouts, withdrawals and other distributions, see the above discussion under the heading "Compensation Components—Deferred Compensation Plan."

**Non-Qualified Deferred Compensation Table  
December 31, 2016**

Name	Plan	Executive	Registrant	Aggregate	Aggregate	Aggregate
		Contributions	Contributions	Earnings	Withdrawals/	Balance
		in Last FY	in Last FY	in Last FY	Distributions	at Last
			(1)	(3)	FYE	FYE
Gerard A. Champi	Deferred Compensation	\$ -	\$ -	\$ 6,398	\$ -	\$ 352,261
	SERP: Annual Contribution	-	35,000	(1) 1,588	-	87,413
	SERP: Performance-based Contribution	-	45,000	(2) -	-	-
James M. Bone, Jr.	Deferred Compensation	-	-	809	-	44,539
	SERP: Annual Contribution	-	25,000	(1) 1,403	-	77,228
	SERP: Performance-based Contribution	-	15,000	(2) -	-	-
Brian Mahlstedt	Deferred Compensation	-	-	1,715	-	94,437
	SERP: Annual Contribution	-	20,000	(1) 934	-	51,429
	SERP: Performance-based Contribution	-	17,000	(2) -	-	-

(1) Amount is included in the Summary Compensation Table under the column “All Other Compensation” for the respective named executive officer.

(2) Amount represents the participant’s performance-based contribution which is equal to the participant’s non-equity incentive plan award earned under FNCB’s EIP and the participant’s annual SERP contribution for the fiscal year ended December 31, 2016. In accordance with the SERP agreement, the performance-based contribution was credited to the participant’s account on February 15, 2017, the date the Compensation Committee certified the amount of the Participant’s award under the EIP. The award is contingent upon the Participant being employed by FNCB on such date. Amount is included in the Summary Compensation Table under the column “All Other Compensation” for the respective named executive officer.

(3) Amount is included in the Summary Compensation Table under the column “Change in Pension Value and Non-Qualified Deferred Compensation Earnings” for the respective named executive officer.



*Potential Payments upon Termination or Change in Control*

The table below summarizes the payments our 2016 named executive officers (other than Mr. Tokach who retired on June 30, 2016) would receive if they were terminated as of, or a change in control occurred on, December 31, 2016.

	Termination for Death or Disability	Involuntary Termination for Cause	Before Change in Control		After Change in Control	
			Involuntary Termination without Cause	Voluntary Termination for Good Reason	Involuntary Termination without Cause	Voluntary Termination for Good Reason
<b>James M. Bone, Jr.</b>						
Severance (2)	\$ 0	\$ 0	\$652,716	\$ 0	\$652,716	\$652,716
Welfare continuation (3)	\$ 0	\$ 0	\$45,750	\$ 0	\$45,750	\$45,750
Restricted stock vesting (1)	\$ 64,729	\$ 0	\$64,729	\$ 0	\$90,744	\$90,744
SERP payout	\$ 77,228	\$ 0	\$77,228	\$ 0	\$77,228	\$77,228
Potential reduction in payout due to operation of Code Section 280G	\$ 0	\$ 0	\$0	\$ 0	\$(210,574)	\$(210,574 )
<b>Total</b>	<b>\$ 141,957</b>	<b>\$ 0</b>	<b>\$840,423</b>	<b>\$ 0</b>	<b>\$655,863</b>	<b>\$655,863</b>
<b>Gerard A Champi</b>						
Severance (2)	\$ 0	\$ 0	\$808,295	\$ 0	\$808,295	\$808,295
Welfare continuation (3)	\$ 0	\$ 0	\$18,300	\$ 0	\$18,300	\$18,300
Restricted stock vesting (1)	\$ 82,763	\$ 0	\$82,763	\$ 0	\$120,595	\$120,595
SERP payout	\$ 87,413	\$ 0	\$87,413	\$ 0	\$87,413	\$87,413
Potential reduction in payout due to operation of Code Section 280G	\$ 0	\$ 0	\$0	\$ 0	\$(109,245)	\$(109,245 )
<b>Total</b>	<b>\$ 170,176</b>	<b>\$ 0</b>	<b>\$996,771</b>	<b>\$ 0</b>	<b>\$925,358</b>	<b>\$925,358</b>
<b>Brian C. Mahlstedt</b>						
Severance (2)	\$ 0	\$ 0	\$603,029	\$ 0	\$603,029	\$603,029
Welfare continuation (3), (4)	\$ 0	\$ 0	\$0	\$ 0	\$0	\$0
Restricted stock vesting (1)	\$ 54,396	\$ 0	\$54,396	\$ 0	\$79,461	\$79,461
SERP payout	\$ 51,429	\$ 0	\$51,429	\$ 0	\$51,429	\$51,429
Potential reduction in payout due to operation of Code Section 280G	\$ 0	\$ 0	\$0	\$ 0	\$(79,205 )	\$(79,205 )
<b>Total</b>	<b>\$ 105,825</b>	<b>\$ 0</b>	<b>\$708,854</b>	<b>\$ 0</b>	<b>\$654,713</b>	<b>\$654,713</b>
<b>Mary C. Cummings</b>						
Restricted stock vesting (1)	\$ 31,140	\$ 0	\$31,140	\$ 0	\$43,360	\$43,360

	Potential reduction in payout due to operation of Code Section 280G	\$ 0	\$ 0	\$0	\$ 0	\$0	\$ 0
	<b>Total</b>	<b>\$ 31,140</b>	<b>\$ 0</b>	<b>\$31,140</b>	<b>\$ 0</b>	<b>\$43,360</b>	<b>\$ 43,360</b>
<b>Lisa L. Kinney</b>	Restricted stock vesting (1)	\$ 27,460	\$ 0	\$27,460	\$ 0	\$37,304	\$ 37,304
	Potential reduction in payout due to operation of Code Section 280G	\$ 0	\$ 0	\$0	\$ 0	\$0	\$ 0
	<b>Total</b>	<b>\$ 27,460</b>	<b>\$ 0</b>	<b>\$27,460</b>	<b>\$ 0</b>	<b>\$37,304</b>	<b>\$ 37,304</b>

(1) Restricted stock vests immediately upon change in control.

(2) For severance and welfare continuation calculation, and time and form of such payments, see “Employment and Change in Control Agreements.”

(3) Assumes no increase in the cost of welfare benefits.

(4) Mr. Mahlstedt does not currently receive welfare benefits from FNCB.

## **Directors' and Officers' Deferred Compensation Plan**

Our 2016 named executive officers and all other participants are vested in their account balances in the Deferred Compensation Plan. As such, upon ceasing to serve as an officer of FNCB for any reason whatsoever, voluntary or involuntary, including involuntary termination for cause, termination on a change of control, voluntary termination, early retirement or because of death or disability, the amount of the Deferred Compensation Plan account balance of such named executive officer will be payable pursuant to the terms of the Deferred Compensation Plan. Amounts payable under the Deferred Compensation Plan are unsecured, unfunded obligations of the Bank. Information regarding amounts to which our 2016 named executives would be entitled under any such termination scenario, in the event of a termination as of December 31, 2016, are set forth in the preceding table. See the narrative detail above under "Compensation Discussion & Analysis — Deferred Compensation Plan" for additional information on the timing of such payments, which are subject in part to an election by such officer, and the age and length of such officer's service with FNCB.

## **Equity Incentive Plans**

Options issued under the Stock Incentive Plan are subject to accelerated vesting and remain exercisable upon the occurrence of certain change of control events; all currently outstanding stock options under the Stock Incentive Plan are fully vested. In addition, any such stock option awards may remain exercisable for up to three months (or longer in the case of death or disability) upon the termination of any of FNCB's named executive officers' employment for any reason. As of April 7, 2017, based on the closing market price of \$7.00 per share, the exercise price of all options held by executive officers is greater than the current market price per share. Therefore, FNCB does not expect that the options would be exercised upon a change in control or termination of employment.

Notwithstanding any other provisions of the LTIP, and except as otherwise provided in an award agreement, if there is a change in control, all stock-based awards granted under the LTIP will immediately vest 100% for each Participant, including incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock and restricted stock units. However, no stock-based award granted or made during a period when FNCB is subject to FDIC Part 359 golden parachute requirements will be subject to acceleration of vesting pursuant to the LTIP. In addition, no stock-based awards, whenever granted or made, will vest if the Change in Control occurs during a period when FNCB is subject to FDIC Part 359.

The foregoing narrative regarding payments on a change in control or other termination of employment does not reflect payments that would be provided to each named executive officer under the 401(k) Plan following termination of employment, or under FNCB's disability or life insurance plan in the event of death or disability, as applicable, on the last business day of the fiscal year ended December 31, 2016 because these plans are generally available to all regular salaried employees.

**Equity Compensation Plan Information**

The Stock Incentive Plan expired on August 30, 2010, and as such, no new grants of awards have been or will be made pursuant to this Plan. Options outstanding under the Stock Incentive Plan, however, can be exercised up to ten years following their date of grant; accordingly, exercisable options remain outstanding.

The following table summarizes FNCB's equity compensation plan information as of December 31, 2016. Information is included for both equity compensation plans approved by FNCB shareholders and equity compensation plans not approved by FNCB shareholders.

<b>Plan Category</b>	<b>Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants, and Rights (1)(2) [a]</b>	<b>Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (1)(2) [b]</b>	<b>Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities in Column [a]) (2) [c]</b>
Equity compensation plans approved by FNCB Bancorp, Inc. shareholders	37,700	\$ 13.15	-
Equity compensation plans not approved by FNCB Bancorp, Inc. shareholders (3) (4) (5) (6)	-	-	2,450
<b>Total</b>	<b>37,700</b>	<b>\$ 13.15</b>	<b>2,450</b>

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(1) The number of shares to be issued upon exercise of outstanding options and the weighted average exercise price includes any options that become exercisable within sixty (60) days after December 31, 2016.

(2) FNCB's equity compensation plans include the Stock Incentive Plan which was approved by shareholders on May 16, 2001. All share and per share information has been adjusted to reflect prior stock dividends paid.

(3) On December 17, 2012, 15,050 common shares were issued to FNCB employees under the 2012 Employee Stock Grant Plan. Recipients of grants made pursuant to the 2012 Employee Stock Grant Plan may not sell the shares granted under this plan until after January 1, 2014. The Board of Directors authorized the grant of up to 16,000 common shares, but FNCB does not intend to issue any additional shares pursuant to this plan.

(4) On December 2, 2013, 14,400 common shares were issued to FNCB employees under the 2013 Employee Stock Grant Plan. Recipients of grants made pursuant to the 2013 Employee Stock Grant Plan may not sell the shares granted under this plan until after January 1, 2015. The Board of Directors authorized the grant of up to 15,000 common shares, but FNCB does not intend to issue any additional shares pursuant to this plan.

(5) On December 1, 2014, 12,850 common shares were issued to FNCB employees under the 2014 Employee Stock Grant Plan. Recipients of grants made pursuant to the 2014 Employee Stock Grant Plan may not sell the shares granted under this plan until after January 1, 2016. The Board of Directors authorized the grant of up to 13,500 common shares, but FNCB does not intend to issue any additional shares pursuant to this plan.

(6) On November 25, 2015, 13,300 common shares were issued to FNCB employees under the 2015 Employee Stock Grant Plan. Recipients of grants made pursuant to the 2015 Employee Stock Grant Plan may not sell the shares granted under this plan until January 1, 2017. The Board of Directors authorized the grant of up to 13,550 common shares, but FNCB does not intend to issue any additional shares under this plan.

#### ***Compensation Committee Interlocks and Insider Participation***

Louis A. DeNaples, Jr., William G. Bracey, Thomas J. Melone and John P. Moses currently serve as the members of the Compensation Committee. Certain employees of FNCB, as discussed under the heading "Role of Management," participate in the deliberations of the Board concerning named executive officer compensation other than the compensation of the Chief Executive Officer. None of the members of the Compensation Committee during fiscal 2016 (i) had any relationships requiring disclosure by us under the SEC's rules requiring disclosure of related party transactions or (ii) was an executive officer of a company of which any one of our executive officers is a director. The Compensation Committee is responsible for establishing and administering our executive compensation policies. Members of our Compensation Committee do not have any interlocks with other companies.

## **STOCK PERFORMANCE GRAPH AND TABLE**

The following graph compares the cumulative total shareholder return (i.e. price change, reinvestment of cash dividends and stock dividends received) on FNCB's common shares against the cumulative total return of the NASDAQ Stock Market (U.S. Companies) Index, the SNL Bank Index for banks with \$500 million to \$1 billion in assets and the SNL Bank Pink for banks with over \$500 million in total assets. The stock performance graph assumes that \$100 was invested on December 31, 2011. The graph further assumes the reinvestment of dividends into additional shares of the same class of equity securities at the frequency with which dividends are paid on such securities during the relevant fiscal year. The yearly points marked on the horizontal axis correspond to December 31 of that year. FNCB calculates each of the referenced indices in the same manner. All are market-capitalization-weighted indices, so companies judged by the market to be more important (i.e. more valuable) count for more in all indices.

<i>Index</i>	<i>Period Ending</i>					
	<b>12/31/11</b>	<b>12/31/12</b>	<b>12/31/13</b>	<b>12/31/14</b>	<b>12/31/15</b>	<b>12/31/16</b>
FNCB Bancorp, Inc.	100.00	121.20	348.00	240.00	210.00	245.80
NASDAQ Composite	100.00	117.45	164.57	188.84	201.98	219.89
SNL Bank \$500M-\$1B	100.00	128.21	166.25	182.39	205.86	277.96
SNL Bank Pink > \$500M	100.00	110.28	134.03	157.12	174.30	203.22



## **PROPOSAL 2**

### **ADVISORY VOTE ON COMPENSATION OF FNCB'S**

#### **NAMED EXECUTIVE OFFICERS**

Pursuant to SEC rules, our Board annually asks our shareholders to vote in favor of an advisory proposal to approve the compensation of its named executive officers, as disclosed in the Compensation Discussion and Analysis, the compensation tables, and any related material contained in this Proxy Statement.

This proposal, commonly known as a "Say-on-Pay" proposal, gives you as a shareholder the opportunity to endorse or not endorse FNCB's executive pay program and policies through a non-binding advisory vote on the following resolution:

"Resolved, that the Shareholders approve the compensation of FNCB's named executives, as disclosed in the Compensation Discussion and Analysis, the compensation tables and any related material contained in this Proxy Statement."

The vote on this proposal is advisory and non-binding. However, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

#### **Board Recommendation**

*FNCB's Board of Directors recommends that shareholders vote **FOR** this proposal to approve, on an advisory basis, the named executive officers' compensation as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the compensation tables, and any related information contained in this Proxy Statement. Proxies solicited by the Board of Directors will be voted in favor of PROPOSAL 2 unless shareholders specify otherwise.*

#### **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

FNCB and the Bank have engaged in and intend to continue to engage in banking and financial transactions in the ordinary course of business with directors and officers of FNCB and the Bank and their affiliates on comparable terms and with similar interest rates as those prevailing from time to time for other customers not related to FNCB or the Bank. FNCB's Code of Business Conduct and Ethics applies to all directors, officers and employees of FNCB and provides guidelines for those covered persons who may have a potential or apparent conflict of interest. Pursuant to the Code, a "conflict of interest" exists any time a covered person's private interest interferes/conflicts, or even appears to interfere/conflict, in any way with the interests of FNCB and the Bank. Under the Code, if a conflict of interest arises, the Board must act with care to avoid even the appearance that any actions were not in the best interest of FNCB and the Bank.

Board of Directors approval is required for FNCB to do business with a company in which a member of the Board of Directors, an officer, an employee or a family member of a director, officer or employee owns, directly or indirectly, an interest. To identify related party transactions, each year, FNCB submits and requires its directors and officers to complete Director and Officer Questionnaires identifying any transaction with FNCB or any of its subsidiaries in which the officer or director or their family members have an interest. The Board of Directors reviews related party transactions due to the potential for a conflict of interest. Each year, FNCB's directors and executive officers also review our Code.

Additionally, FNCB has further obligations for the review and approval of loans that are made to directors and officers pursuant to Regulation O (Loans to Executive Officers, Directors and Principal Shareholders of Member Banks) and FNCB's written Loan Policy. Any business dealing, including extensions of credit, between FNCB or the Bank and a director or officer of FNCB or the Bank, or with an affiliate of a director or officer, other than a deposit, trust service or other product or service provided by a bank in the ordinary course of business, is required to be approved by a majority of disinterested directors. In considering a proposed insider transaction, the disinterested directors are to reasonably determine whether the transaction would be in the best interest of FNCB or the Bank and whether the terms and conditions, including price, are substantially the same as those prevailing at the time for comparable transactions with non-insiders. The responsibility for monitoring compliance with Regulation O rests with the Bank's Credit Administration Unit and Internal Auditor as required by the Bank's Loan Policy.

There were no loan transactions originated during 2016 which were required to be reported where such policy and procedures were not followed. Except for those loans described in more detail below, loans to directors, executive officers and their related parties (i) were made in the ordinary course of business, (ii) were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons not related to FNCB or Bank and (iii) did not involve more than the normal risk of collection or present other unfavorable features. Each of these transactions was made in compliance with applicable law, including the Exchange Act and the Federal Reserve Board Regulation O.

On January 27, 2016, the Board of Directors authorized the payment on March 1, 2016 of all interest that FNCB had previously been deferring on its unsecured subordinated debentures due September 1, 2019 (the "Notes"). On March 1, 2016, FNCB paid all previously deferred and accrued interest on the Notes for the period September 1, 2010 through May 31, 2015 totaling \$10.8 million, which included \$3.9 million that was paid to FNCB's directors and/or their related parties.

For the year ended December 31, 2016, FNCB made all quarterly interest payments due on the Notes totaling \$641 thousand, of which \$395 thousand was paid to directors and/or their related interests. For the year ended December 31, 2015, FNCB made the quarterly interest payments due on the Note for the periods of June 1, 2015 through August 31, 2015, and September 1, 2015 through November 30, 2015, totaling \$453 thousand, of which \$233 thousand was paid to directors and/or their related parties. Interest expense recorded on the Notes to directors and/or their related parties amounted to \$386 thousand and \$606 thousand for the years ended December 31, 2016 and 2015, respectively. Interest accrued and unpaid on the Notes to directors and/or their related parties totaled \$24 thousand and \$3.9 million at December 31, 2016 and 2015, respectively. FNCB made an accelerated \$4.0 million principal payment on the Notes on December 1, 2016, of which \$2.4 million was paid to FNCB's directors and/or their related parties. This payment was scheduled date for payment was September 1, 2017. Notes held by directors and/or their related parties were \$6.2 million at December 31, 2016 and \$8.6 million at December 31, 2015.

### **Certain Business Relationships**

In the course of its operations, FNCB acquires goods and services from and transacts business with various companies of related parties. FNCB believes these transactions were made on the same terms as those for comparable transactions with unaffiliated parties. FNCB recorded aggregate payments for these services of \$2.6 million, \$2.1 million, and \$2.7 million in 2016, 2015, and 2014, respectively. None of these transactions exceeded \$120,000, except as described below.

Louis A. DeNaples' son-in-law and brother-in-law to Louis A. DeNaples, Jr. is a principal owner of an insurance agency that provides services for FNCB. In 2016, the total amount paid by FNCB for the services was approximately \$522,000 and represents premiums paid for insurance coverage. Mr. DeNaples son-in-law acts as an agent and derives a commission on the placement of insurance coverage. These services were awarded based on the results of a competitive bidding process.

Coccia Ford, Inc., an automobile dealership wholly owned by Joseph Coccia, received approximately \$141,000 in dealer reserve payments from the Bank. In addition, the Bank paid approximately \$136,000 for vehicle restoration services on repossessed automobiles to a corporation that is 18% owned by Mr. Coccia.

### **PROPOSAL 3**

#### **RATIFICATION OF APPOINTMENT OF**

#### **INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

As discussed in the Joint Audit Committee Report in this proxy statement, Baker Tilly Virchow Krause, LLP (“Baker Tilly”), an independent registered public accounting firm, audited the consolidated financial statements of FNCB for the years ended December 31, 2016 and 2015.

A representative of Baker Tilly is expected to be present at the annual meeting and will have the opportunity to make a statement if he or she desires to do so, and will also be available to respond to appropriate questions.

#### **Required Vote**

The ratification of the appointment of the independent registered public accounting firm requires the affirmative vote of a majority of the votes cast in person or by proxy at the annual meeting.

#### **Board Recommendation**

*FNCB’s Board of Directors recommends that shareholders vote **FOR** this proposal to ratify the appointment of Baker Tilly Virchow Krause, LLP as FNCB’s independent registered public accounting firm for the year ending December 31, 2017. Proxies solicited by the Board will be voted in favor of PROPOSAL 3 unless the shareholder specifies otherwise.*

#### **FEES PAID TO INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The following table sets forth the aggregate fees billed to FNCB by Baker Tilly for services rendered for the fiscal years ended December 31, 2016 and 2015.

	<b>2016</b>	<b>2015</b>
Audit fees (1)	\$212,000	\$245,700
Audit-related fees	-	-
Tax fees (2)	21,646	28,458
All other fees	-	-

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Audit fees include fees billed for professional services rendered for the audit of annual financial statements and (1) review of financial statements included in FNCB's reports on Form 10-K and Form 10-Q and for services normally provided in connection with statutory and regulatory filings.

(2) Tax fees include fees billed for tax advisory services.

The Audit Committee has considered whether, and determined that, the provision of services rendered above was compatible with maintaining the independence of Baker Tilly in 2016 and 2015 as the independent registered public accounting firm. The Audit Committee concluded that the independence of the firm was maintained.

Pursuant to the Audit Committee Charter, FNCB is required to obtain pre-approval by the Audit Committee for all audit and permissible non-audit services obtained from its independent registered public accounting firm to the extent required by applicable law. In accordance with this pre-approval policy, the Audit Committee pre-approved all audit and tax services for fiscal years 2016 and 2015.

## **SECTION 16(a) BENEFICIAL**

### **OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires FNCB's officers and directors, and persons who own more than ten percent of a registered class of FNCB's equity securities ("10% Shareholders") to file reports of ownership and changes in ownership with the SEC. Officers, directors and 10% Shareholders are required to furnish FNCB with copies of all Section 16(a) forms they file.

FNCB reviewed the copies of such reports received and the written representations from the officers, directors and 10% shareholders. Based on this review, FNCB believes that all such filing requirements were met during 2016.

### **OTHER MATTERS**

The Board of Directors knows of no other business which will be presented for consideration at the meeting other than as stated in the Notice of Meeting. However, if other matters properly come before the meeting, the shares of common stock represented by the signed proxies will be voted in accordance with the recommendations of the Board of Directors, and authority to do so is included in the proxy.

### **ADDITIONAL INFORMATION**

A copy of FNCB's annual report to shareholders for its fiscal year ended December 31, 2016, was mailed on April 17, 2017. Any shareholder may obtain additional copies of FNCB's Annual Report on Form 10-K for the year ended

December 31, 2016, including the financial statements and related schedules and exhibits, required to be filed with the SEC, without charge, from FNCB's website at [www.fnbc.com](http://www.fnbc.com) or via email to [stephanie.westington@fnbc.com](mailto:stephanie.westington@fnbc.com). This information may also be obtained by submitting a written request to Joseph Coccia, Secretary, at FNCB's principal executive offices located at 102 East Drinker Street, Dunmore, Pennsylvania 18512.

In accordance with SEC Rule 14a-3(3)(1), in the future, FNCB intends to deliver only one annual report and proxy statement to multiple shareholders sharing an address unless FNCB receives contrary instructions from one or more of the shareholders. This method of delivery is known as "householding." Upon written or oral request, FNCB will promptly deliver a separate copy of the annual report or proxy statement, as applicable, to a shareholder at a shared address to which a single copy of the documents was delivered. Further, shareholders can notify FNCB by writing or calling Joseph Coccia, Secretary of FNCB Bancorp, Inc. at 102 E. Drinker Street, Dunmore, PA 18512 or (570) 346-7667 and inform FNCB that the shareholder wishes to receive a separate copy of an annual report or proxy statement in the future. In addition, if you are receiving multiple copies of FNCB's annual report or proxy statement, you may request that we deliver only a single copy of annual reports or proxy statements by notifying us at the above address or telephone number.

By Order of the Board of Directors,

/s/ Dominick L. DeNaples

Dominick L. DeNaples,

Chairman of the Board

April 17, 2017









