

## **S&T BANCORP, INC.**

**CORPORATE POLICY:** #601—General Code of Conduct

**SECTION:** External Affairs and Communications

**DATE ISSUED/REVISED:** 9/16/2019

**ISSUING DEPARTMENT:** Executive

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### **Background**

This General Code of Conduct ("Code") has been adopted by the Board of Directors of S&T Bancorp, Inc. (the "Board"), to set forth the high standards of ethical business conduct expected of all directors, directors emeriti, officers and employees of S&T Bancorp and its subsidiaries ("S&T"). The Code does not specify appropriate conduct for every person in every situation but is intended to assist in the identification of common and/or sensitive business situations where public trust and confidence might be compromised or a statutory or regulatory requirement violated and to set forth guidelines governing such situations.

The Code is not a contract and does not create or describe any obligations of S&T. This Code supplements but does not supplant those specific policies and procedures that have been adopted throughout S&T's business units, divisions and subsidiaries.

It is the responsibility of each director, director emeriti, officer and employee to become familiar with the provisions of this Code. All directors, directors emeriti, officers and employees of S&T are expected and required to act in full compliance with the Code at all times. Strict adherence to this Code is a condition of continued employment or affiliation with S&T. Under no circumstances shall there be deviations or exceptions to this Code unless authorized in advance and in writing by the General Counsel or Chief Executive Officer. However, deviations and exceptions for executive officers and directors will be authorized only by the Board and will be promptly disclosed as required by law or SEC or stock exchange regulation.

Each director, director emeriti, officer and employee of S&T must complete and execute a "Code of Conduct Certification," a copy of which is attached hereto as Addendum A, to acknowledge that he or she has reviewed the Code and all related Corporate Policies referenced herein and certify that he or she will comply with its provisions. Each director, director emeriti, officer and employee will be required to execute the Certification on an annual basis.

This Code has been adopted to assist you in fulfilling your responsibilities at S&T. If you have any questions concerning the Code, please contact the General Counsel.

### **General Guidelines**

Maintaining S&T's reputation as a premier institution and a good corporate citizen demands that we conduct business in full compliance with all applicable laws, rules and regulations and the provisions of this Code. It is the express policy of S&T that its directors, directors' emeriti, officers and employees, individually and collectively, comply with all applicable legal and ethical standards under both state and federal law.

As a representative of S&T, you are expected to conduct both your business and personal affairs in accordance with the highest standards of honesty, ethics and integrity. If you have any legal or ethical questions about business you conduct for S&T, please consult the General Counsel.

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### **Recognize and Avoid Conflicts of Interest**

A "conflict of interest" exists when a person's private interest interferes in any way with the interests of S&T. A conflict situation can arise when a director, director emeriti, officer or employee takes actions or has interests that conflict with or otherwise may make it difficult to perform his or her company duties objectively and effectively. All directors, directors' emeriti, officers and employees of S&T owe a duty of loyalty to S&T. Self-dealing or self-interest in any transaction involving S&T is never acceptable. However, the nature of the banking business makes it impossible to describe every conceivable situation giving rise to a potential conflict of interest. Therefore, the recognition and avoidance of activities that could present conflicts of interest, or the appearance of such conflicts, requires the exercise of the highest degree of vigilance and good judgment by all directors, directors' emeriti, officers and employees.

The following guidelines, compliance with which is mandatory for all directors, directors' emeriti, officers and employees, are intended to assist you in recognizing and avoiding conflicts of interest. Rigorous adherence to these guidelines should serve to avoid inadvertent violations of the Federal Banking Bribery Act (Codified at 18 U.S.C. Section 215):

- Every director, director emeriti, officer and employee shall act at all times to avoid any appearance of a conflict of interest. No director, director emeriti, officer or employee shall engage in any self-dealing or accept from one doing or seeking to do business with S&T, a business opportunity not available to other persons or that is made available because of affiliation with S&T.
- No director, director emeriti, officer or employee shall solicit or demand for themselves or for the benefit of any other person anything of value from anyone in return for any business, service or confidential information of S&T.
- Except as authorized below, no director, director emeriti, officer or employee shall accept anything of value (other than normal authorized compensation) from anyone in connection with the business of S&T, either before or after a transaction is discussed or consummated.

The following are exceptions to the general prohibition against the acceptance of things of value in connection with our business:

- Meals, refreshments, travel arrangements or accommodations, or entertainment of reasonable value in the course of a meeting or other occasion, the purpose of which is to hold bona fide business discussions, provided that the expenses would be paid for by S&T as a reasonable business expense, if not paid for by another party;
- Loans from other banks or financial institutions on customary terms to finance proper and usual activities of our directors, directors emeriti, officers and employees, such as home mortgage loans, except where prohibited by law;

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- Advertising or promotional material of limited value such as pens, pencils, note pads, key chains, calendars and similar items;
- Discounts or rebates on merchandise or services that do not exceed those generally available to customers;
- Gifts of reasonable value related to commonly recognized events or occasions such as a promotion, new job, wedding, retirement, birthday or holiday;
- Civic, charitable, educational or religious organizational awards of reasonable value for recognition of services and accomplishments; and
- Gifts, gratuities, amenities or favors based on obvious family or personal relationships (including, but not limited to those relationships between parents, children, spouse or other personal acquaintances of a director, director emeriti, officer or employee) when the circumstances make it clear that it is those relationships, rather than the business of S&T that are the motivating factors.

If a director, director emeriti, officer or employee is offered or receives anything of value beyond what is reasonable or authorized, the director, director emeriti, officer or employee must disclose this fact to their management and to the General Counsel. Where a director, director emeriti, officer or employee believes or determines that an actual or potential conflict of interest exists, including those in which they have been inadvertently placed due to either a business or personal relationship with a customer, supplier, business employee or competitor of S&T, such director, director emeriti, officer or employee must disclose such conflict or potential conflict in writing to their management and to the General Counsel.

### **Compliance with all Applicable Laws, Rules and Regulations**

Obedying the law, both in letter and in spirit, is the foundation on which S&T's ethical standards are built. All directors, directors emeriti, officers and employees must respect and obey the laws, rules and regulations applicable to our business and operations, including those regarding equal opportunity, harassment in the workplace, political activities, insider trading in securities and all applicable banking regulations. Although not all directors, directors' emeriti, officers and employees are expected to know the details of all of these laws, rules and regulations, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

Some of the most material laws, rules and regulations applicable to S&T are discussed below.

#### ***Prohibition on Insider Trading and Tipping***

It is illegal to buy or sell securities (for example, stocks, bonds, options, etc.) when you are aware of "Inside Information" -- material, nonpublic information relating to the securities. Insider trading not only violates this Code -- it violates the law.

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You cannot use information gained through S&T, before this information is known publicly, to buy or sell securities of any company, including S&T. This Code also prohibits helping others trade on that information (“tipping”). When in doubt, any nonpublic information should be presumed to be Inside Information.

Securities laws violations are taken very seriously. Government agencies are able to monitor trading activities through computerized record searches, with violations resulting in large civil and criminal penalties against companies and individuals.

All directors, directors’ emeriti, officers and employees should be familiar with Corporate Policy No. 603 – Insider Trading Policy, which provides more detail about S&T’s prohibitions against insider trading and discusses the importance of safeguarding information.

### ***Tie-In Arrangements Are Not Permitted***

In addition to general statutory provisions prohibiting the restraint of trade and monopolistic practices, bank holding companies and banks are subject to additional provisions that prohibit tie-in arrangements. In general, a tie-in arrangement involves conditioning the availability or price of a particular product or service on the customer's agreement to obtain some other product or service from S&T or refrain from dealing with a competitor of S&T. No director, director emeriti, officer or employee may offer to extend credit, lease or sell property of any kind, or furnish any product or service, or fix or vary the consideration for any of the foregoing, on the condition or requirement that:

- The customer or prospect obtain some additional credit, property, product or service from S&T other than a loan, deposit, trust or other traditional banking service from S&T;
- The customer or prospect provide some additional credit, property, product or service to S&T; or
- The customer or prospect not obtain some other credit, property, product or service from a competitor of S&T.

In order to allow S&T and its customers to negotiate the price for various products and services provided by S&T on the basis of an entire relationship, Congress has granted limited exemptions from the operation of the foregoing paragraph, which are intended to permit traditional banking practices, such as compensating balances, and facilitate reasonable and necessary arrangements intended to ensure the soundness of credit.

### ***Equal Employment Opportunity; Affirmative Action; Discrimination***

It is S&T policy, in compliance with all applicable local, state and Federal laws, to recruit, hire, promote, transfer, assign job responsibilities, demote and terminate employees in compliance with all equal opportunity and anti-discrimination laws and without regard to race, color, religion, ancestry, age, national origin, place of birth, gender, genetic information or disabilities.

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It is also S&T policy to hire in accordance with bona fide affirmative action programs in order to ensure that employment opportunities are extended to all qualified persons, including but not limited to, women, minorities, Vietnam era and disabled veterans and persons with disabilities.

It is S&T policy to comply with all applicable local, state and Federal laws regarding harassment of employees in the workplace. We will not tolerate unlawful harassment in any form, including sexual harassment.

S&T's employment policies are detailed in S&T's Employee Handbook.

### **Maintenance of Accurate Books and Records; Financial Transactions Must be Reported Properly and Unlawful or Questionable Payments and Practices Are Never Permitted**

All S&T business communications and records must be clear, truthful, accurate and complete. Employees must, within the scope of their employment, report all information related to S&T in an accurate, honest, and timely manner. Financial and other business records must be maintained in accordance with applicable legal requirements, and such records must accurately and reasonably reflect the activity associated with the record. Directors, directors emeriti, officers or employees who become aware of any omission, inaccuracy or falsification regarding our financial or other business records or the information supporting such records, must bring the situation to the attention of S&T's outside Corporate Counsel in accordance with Corporate Policy #609 – Complaints Regarding Accounting, Internal Accounting Controls or Auditing Matters. All direct communications to Counsel will be treated on a confidential, anonymous basis.

Further, S&T's books and records must accurately reflect S&T's assets, liabilities, revenues and expenses. No false or misleading entries shall be made on the books and records of S&T for any reason whatsoever. All transactions shall be recorded in compliance with Generally Accepted Accounting Principles. No transactions shall be effected, and no payment shall be made, on behalf of S&T with the intention or understanding that the transaction or payment is other than as described in the documentation evidencing the transactions or supporting the payment. In this regard, no unrecorded fund or asset of S&T shall be established or maintained for any reason whatsoever.

The use of the funds of S&T for any purpose that would be in violation of any applicable law or regulation or which would be improper is absolutely prohibited.

### **Corporate Communications and SEC Filings**

It is our policy to make full, fair, accurate, timely and understandable public disclosure of all information relating to S&T as required by law and SEC, Nasdaq, or other rules and regulations, and/or business policy. In addition, it is our policy to comply with all securities and other laws that prohibit us from making "selective disclosures," including SEC Regulation Fair Disclosure ("Regulation FD"). In order to ensure that all disclosures of company information, including but not limited to information relating to our financial performance, material contracts, and other information important to investors, regulators and

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the general public, are accurate and in full compliance with applicable laws and regulations, it is our policy that all such disclosures will be made only through specifically established channels. Unless you have been specifically authorized to do so, you are prohibited from discussing S&T's affairs with securities analysts, media representatives, government officials, pension plan or similar fund administrators and other outside persons. If you are contacted by any such persons requesting any information about S&T, even if such information is not proprietary or confidential, you should refer them to the Chief Executive Officer or his or her designee. All employees should be familiar with Corporate Policy No. 604—Prohibition on Disclosure of Material Nonpublic Information.

All employees are expected to comply with S&T's disclosure controls and procedures to ensure that material information relating to our company is timely recorded, processed, summarized, and reported in accordance with all applicable SEC and other rules and regulations. If the scope of your employment involves the reporting of material information, you will be trained in these controls and procedures. All employees are expected to report to the Chief Executive Officer information they believe might be material about the company, but which they believe is not known at higher levels of the company.

### **Providing Candor in Dealing with Auditors, Examiners and Legal Counsel**

All directors, directors' emeriti, officers and employees are required to respond honestly and candidly when dealing with S&T's independent and internal auditors, regulators and attorneys.

### **Use Confidential Information Properly**

Confidential information, whether obtained from those with whom we do business or from sources within S&T, must be safeguarded, and never used for personal gain. Confidentiality is important regardless of the form the information takes -- oral, in print, or on electronic equipment. Electronic equipment includes all of S&T's information systems.

The confidentiality of passwords for all systems to which you have access should be maintained. Employees with access to databases and customer information files are strictly prohibited from extracting customer information excepting specific projects related to S&T's use. Extracting customer information files for use other than S&T-related projects is strictly prohibited. S&T's specific guidelines for computer use are set forth in Corporate Policy No. 302 – Acceptable Use.

All directors, directors emeriti, officers and employees should use care not to discuss corporate business in any place or manner that risks breaching confidentiality or that would in any way impair S&T's competitive position. In particular, there is a greater risk of violating a customer confidence using a cellular phone to communicate than there is with a traditional land line telephone. Sensitive or confidential information should not be conveyed using a cellular phone because these calls can be monitored by people who should not have access to such information. Assume that anything you say over a cellular phone is being monitored and conduct your conversation accordingly. When it is essential to discuss confidential information over the telephone, you should only do so from a traditional land line telephone.

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### **Privacy and Security Standards for Customer Information**

As financial services professionals, we respect the privacy of our customers, and are committed to protecting their confidential information. As a general rule, the Bank expressly forbids the disclosure of Nonpublic Personal Information (NPI) about its consumers, customers and former customers to anyone outside the Bank (whether or not an affiliate), except when authorized by the customer (or consumer) or otherwise permitted by law. Customer and consumer NPI from sources within S&T, such as customer identification, balances, loans and other account information, should be disclosed only to those who require the information to perform their duties. No one with commercial banking responsibilities who has information not publicly known or available that may bear on a credit or investment decision shall give such information to anyone who has trust responsibilities.

The Gramm-Leach-Bliley Act (GLBA) of 1999 requires banks to have administrative, technical and physical safeguards for sensitive customer information. S&T has formalized its standards for privacy and information security standards in Corporate Policy Nos. 811 – Privacy of Customer Information and 812 – Information Security Program, respectively, which serve as guides for all S&T employees concerning the collection, use and security of customer and consumer information. These policies further explain the restrictions and exceptions for the use of and access to customer and consumer information.

S&T maintains appropriate physical, electronic, and procedural safeguards to guard NPI.

### **Protect S&T's Ownership of Property Including Customer Information, Products and Services**

The misuse or removal from our facilities of our furnishings, equipment, supplies or other inventory, including customer information lists and reference materials, without proper authorization, is absolutely prohibited. Our products and services are our property and the contribution you make to their development and implementation while you are employed with or employed by S&T is S&T's property and remains its property even if you leave the organization. You must take care to avoid providing a competitor or potential competitor with inappropriate information about our facilities, systems or products and services.

Copying software purchased by S&T for personal use or duplication within S&T is strictly prohibited.

### **Conduct Your Outside Activities and Manage Your Personal Finances in a Manner that Does Not Compromise You or S&T**

Every director, director emeriti, officer or employee of S&T is expected to conduct his or her outside activities, and to manage his or her personal finances, in a manner consistent with his or her position or affiliation. Directors, directors' emeriti, officers and employees shall exercise prudence in making personal investments, ensuring that such investments do not influence their conduct of S&T's business or otherwise adversely affect its reputation. For example, commissions paid by S&T or its subsidiaries to brokers to purchase or sell securities for customers must never be used to obtain special concessions from brokerage firms.

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To further ensure that the interests of S&T are protected, officers and employees responsible for a relationship with a particular customer may not invest in the securities of that customer or of any subsidiary or affiliate thereof. This prohibition shall not apply to purchases by officers and employees of the stock of publicly traded corporations, provided that:

- The stock is listed on a national or regional stock exchange or reported in NASDAQ quotations;
- The officer or employee's ownership interest in the company, including any interest owned by a member of the officer or employee's immediate family, does not exceed 5% of the outstanding capital stock of such company;
- No officer or employee may request or accept an allocation of stock in a new issue from any dealer or other person if the stock is in a company which has a relationship (other than merely a deposit relationship) with S&T; and
- Such transaction is conducted in accordance with the requirements of this Code.

S&T encourages its directors, directors' emeriti, officers and employees to participate in worthy professional, social, religious, educational, civic and charitable activities. Such activities, however, should not be allowed to impair an individual's ability to meet his or her responsibilities to S&T. Therefore, outside employment with a competitor is absolutely prohibited. An officer or employee who desires to serve as an officer or director of an outside organization, other than a professional, social, religious, educational, civic or charitable entity, must obtain the approval of the Chief Executive Officer prior to the acceptance of such position or the receipt of any fee in connection therewith.

We encourage directors, directors' emeriti, officers and employees to participate in the political process at every level, including voting, supporting candidates, expressing political views and, when there is no conflict with their job responsibilities or the legal responsibilities of S&T, serving as a public official.

### **Social Media – Personal and Business Use**

Employees must remember that S&T's expectations for outside personal conduct also apply to their personal activities online. Personal social media posts, if related to S&T's business or when mentioning S&T, could increase compliance, legal, reputation and other risks for S&T. Therefore, employees must understand and comply with the requirements of Corporate Policy #602 – Social Media, which provides guidance and requirements on using social media for personal and business purposes.

### **Employee Background Checks**

A risk-focused approach will be maintained to determine when pre-employment background screening is considered appropriate or when the level of screening should be increased based upon the position and responsibilities.

### **Internal Audit Monitoring**

Internal controls against self-serving practices and conflicts of interest should be monitored with an effective audit program to identify operational weaknesses and to ensure corrective action and compliance with laws, regulations and internal policies.



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### **Periodic Training and Acknowledgement of Policy**

Periodic training will be held to ensure that information in this Code is communicated to directors, directors' emeriti, officers and employees. Each person receiving the Code will sign an acknowledgement that he or she understands the Code. S&T will review the Code annually and update, as appropriate, for new business activities.

### **Deviations or Exceptions to the Code**

Under no circumstances shall there be deviations or exceptions to this Code unless authorized in advance and in writing by the General Counsel or Chief Executive Officer. However, deviations and exceptions for executive officers, directors and directors emeriti will be authorized only by the Board and will be promptly disclosed as required by law or SEC or stock exchange regulation.

### **Reporting Violations**

Any known or suspected violation of this Code, other Corporate Policy, law or regulation by any director, director emeriti, officer or employee of S&T must be reported to the General Counsel. To the extent possible, the identity of the reporting individual will remain anonymous. No disciplinary or other retaliatory action will be taken against any person as a result of making a good faith reporting of any violation or suspected violation of the Code, even if the report turns out to be in error. Any such retaliatory conduct is a violation of the Code. However, failure to report a known violation of the Code is itself a violation, and may result in disciplinary measures as further discussed below.

S&T will investigate any circumstances that come to its attention indicating that anyone subject to this Code has engaged, or is likely to engage, in conduct that violates this Code. In the case of any known or suspected violation of this Code by an executive officer, director or directors emeriti, the General Counsel should notify and consult with the Audit Committee Chairman and Chief Risk Officer to determine an appropriate course of action.

### **Disciplinary Measures for Code Violations**

Violations of this Code may result in any form of disciplinary action available to S&T, up to and including termination of employment or relationship depending on the individual circumstances including the level of the person's involvement and knowledge and the severity of the violation. Disciplinary measures may be taken against persons who not only directly violate the code, but against those who direct others to violate the code, fail to report a violation or suspected violation, knowingly make a false report of a violation, or retaliate, or encourage others to retaliate, against a person who reports a violation or suspected violation.

In addition, violations of legal and regulatory requirements could result in the imposition of civil and/or criminal sanctions, including fines and imprisonment.

Last Approved: Board of Directors; 9/16/2019

Nominating and Corporate Governance Committee; 7/15/2019

**Addendum A**

**CODE OF CONDUCT CERTIFICATION**

I hereby certify that I have read and understand S&T Bancorp's Code of Conduct and agree to act in full compliance with this Code of Conduct at all times.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_