

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

**CORPORATE POLICY:** #608—Code of Conduct for the Chief Executive Officer  
and Chief Financial Officer

**SECTION:** External Affairs and Communications

**DATE ISSUED/REVISED:** 7/17/2017

**ISSUING DEPARTMENT:** Executive

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### **PROVISIONS**

As leaders of S&T Bancorp, Inc., and its affiliates (collectively, “S&T”), the Chief Executive Officer and the Chief Financial Officer (collectively, the “Senior Officers”) are expected to set an appropriate example of behavior for S&T. As such, the Senior Officers are expected to conduct business and otherwise act in an honest and ethical manner at all times. S&T has a General Code of Conduct applicable to all directors and employees of S&T, including the Senior Officers. As set forth in the General Code of Conduct, the Senior Officers must:

- Avoid outside interests that interfere with, or even appear to interfere with, the interests of S&T. Senior Officers should report any potential conflict of interest situations to S&T’s outside Corporate Counsel who will determine what, if any, action is necessary in compliance with applicable regulations and S&T policies.
- In compliance with the General Code of Conduct and other applicable S&T policies, comply with all applicable laws, rules and regulations applicable to S&T, including laws regarding equal opportunity, harassment in the workplace, political activities, insider trading in securities and all applicable banking regulations. Any questions regarding the applicability of particular laws, rules and regulations should be directed to S&T’s outside Corporate Counsel.
- Within the scope of his or her duties, provide, or cause to be provided, full, fair, accurate, timely and understandable disclosure in reports and documents that S&T files with or submits to the Securities and Exchange Commission and in other public communications. Accordingly, each Senior Officer, within the scope of his or her employment, is required to report all information related to S&T in an accurate, honest and timely manner, in compliance with S&T’s disclosure controls and procedures and internal control over financial reporting; in addition, financial records must be maintained in accordance with generally accepted accounting principles and any other applicable accounting rules and regulations. Each Senior Officer should promptly bring to the attention of the Audit Committee of S&T’s Board of Directors (the “Audit Committee”) any material information of which he or she may become aware that could affect the disclosures proposed to be made by S&T in its public filings with the SEC or in other public communications, or which otherwise would assist the Audit Committee in fulfilling its responsibilities.

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In addition, the Senior Officers have the following additional responsibilities under this Code of Conduct for the Chief Executive Officer and Chief Financial Officer (the "Senior Officer Code"):

- Promptly bring to the attention of the Audit Committee any known information concerning (1) significant deficiencies in the design or operation of S&T's internal control over financial reporting that could adversely affect S&T's ability to record, process, summarize, and report financial data or (2) any fraud, whether or not material, that involves management or other employees who have a significant role in S&T's financial reporting, disclosures, or internal control over financial reporting.
- Promptly bring to the attention of the Audit Committee any information concerning any violation of this Senior Officer Code, or any known information concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to S&T and the operation of its business by S&T or any agent thereof.

The Audit Committee shall report a violation or potential violation to the Board of Directors, and the Board shall take action reasonably designed to deter wrongdoing and to promote accountability for adherence to this Senior Officer Code. At the Board's direction, written notice shall be given to an individual that the Board has determined that there has been a violation, censure by the Board, demotion or reassignment of the individual involved, suspension with or without pay or benefits and/or termination of the individual's employment. In determining what action is appropriate in a particular case, the Board, or its designee, shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or involved repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action, and whether or not the individual in question had committed other violations in the past. In cases where evidence of illegal activity or wrongdoing could have a material effect on S&T's balance sheet, the Board, or its designee, will notify the appropriate legal authorities.

### **DEVIATIONS OR EXCEPTIONS**

A request for a waiver of or exception to the Senior Officer Code should be directed to, and may only be granted by, the Board, and will be promptly disclosed as required by law or SEC, Nasdaq or banking regulations.

Approved: Board of Directors, 7/17/2017

Nominating and Corporate Governance Committee, 7/17/2017