

**S&T BANCORP, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**PURPOSE**

The Nominating and Corporate Governance Committee (“Committee”) is appointed by the S&T Bancorp, Inc. (“S&T”) Board of Directors (the “Board”) and is authorized to perform its functions for and on behalf of S&T and its subsidiaries. The Committee’s primary purpose is to oversee S&T’s nominating and corporate governance practices including (1) the qualifications and independence of Board members and Board committee members, (2) the composition, structure and function of the Board and its committees, (3) the performance of the Board and its committees, (4) the selection and recommendation to the S&T Board of director nominees for election by shareholders and (4) to provide guidance on other Board and corporate governance issues.

At the request of the Chief Executive Officer, the Committee could also play a role with respect to internal corporate matters, changes in corporate structure, contingency planning, and other matters of broad corporate significance.

**MEMBERSHIP**

Committee members are appointed annually by the Board on the recommendation of the Committee. The members shall serve until their successors are duly elected and qualified by the Board or until such member’s earlier resignation or removal. The Committee shall be comprised of three or more members. All members must meet the independence requirements of NASDAQ, the Securities and Exchange Commission (“SEC”) and any standards of independence as may be prescribed for purposes of any applicable laws and regulations relating to the Committee’s duties and responsibilities.

The Board will appoint one of the members of the Committee to serve as its chairperson. The Committee may also appoint a secretary, who need not be a director. The Committee may delegate to its chairperson such power and authority as the Committee deems to be appropriate, except such powers and authorities required by law or regulation to be exercised by the whole Committee or a subcommittee of at least two members.

**MEETINGS**

The Committee shall meet as often as it determines is necessary and appropriate. The Chairperson shall have the authority to call a special meeting of the Committee, or seek a unanimous written consent of the Committee whenever he or she deems such a meeting or consent necessary or desirable. Any officer or employee of S&T, outside counsel, independent auditor or other person may attend meetings, as the Committee deems appropriate. The Committee may meet in executive session without members of management in attendance at the Committee’s discretion. Any member of the Committee may call for an executive session.

A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present, shall be the act of the Committee. Members of the Committee may participate in a meeting of the Committee by means of a conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

## **COMMITTEE AUTHORITY AND RESPONSIBILITIES**

The Committee's primary responsibility is oversight. In performing their responsibilities, Committee members are entitled to rely in good faith upon S&T's records and upon information, opinions, reports or statements prepared or presented by any of S&T's officers or employees, or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of S&T. Each member of the Committee also may rely in good faith upon actions taken by another committee of the Board as to matters within its designated authority.

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible to enable the Committee to react to changing conditions and circumstances. The following shall be the principal duties and responsibilities of the Committee and are intended to serve as a guide with the understanding that the Committee may supplement them as appropriate.

1. Annually review the qualifications and independence of the members of the Board and its various committees as well as the composition and structure of the Board.
2. Review and make recommendations as to the Board's committee structure and committee functions as it deems advisable. Annually review and recommend to the Board the composition of Board committees.
3. Identify and review the qualifications of prospective directors of S&T. The Committee shall administer a policy for identifying and evaluating candidates for Board membership including the submission of shareholder nominees consistent with S&T's By-Laws and applicable law.
4. Select and recommend to the S&T Board director nominees for election by shareholders at the annual meeting of shareholders, or at a special meeting of shareholders.
5. Administer the Related Party Transaction Policy including the review and pre-approval of related party transactions.
6. Administer a policy for shareholder communications with the Board.
7. Establish a director orientation program as a means to properly integrate new directors into the organization.
8. Provide for financial industry conferences, internal and external training seminars, subscription to industry magazines and newsletters and other educational opportunities to be made known to directors.
9. Review and recommend to the Board any changes in director compensation policies and practices.
10. Develop and administer an annual assessment of the Board's performance and determine whether the Board and its committees are functioning effectively. The Committee shall oversee the process and facilitate the reporting and discussion of the results with the full Board.

11. Annually review the corporate governance policies of S&T, including but not limited to the General Code of Conduct, Code of Ethics for CEO and CFO, Insider Trading, and the Prohibition of Disclosure of Material Nonpublic Information Policy to ensure they are appropriate and comply with applicable laws, regulations and listing standards, and to recommend any changes to the Board.
12. Consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board, as necessary.

### **INDEPENDENCE DETERMINATIONS – BOARD AND BOARD COMMITTEE MEMBERS**

The Committee shall adopt the following written criteria for evaluating and recommending to the Board, for its affirmative determination, a director or director nominees' independence for Board service as well as meeting the pertinent independence requirements to be eligible to serve on the Audit Committee, Compensation and Benefits Committee or Nominating and Corporate Governance Committee as prescribed by NASDAQ, the SEC, the FDIC and any standards of independence as may be prescribed for purposes of any applicable laws and regulations relating to the Board or the respective committee's duties and responsibilities.

1. Annually each director will complete a Director's Questionnaire to provide certain information that is necessary for independence determinations under NASDAQ, SEC and FDIC requirements.
2. The Committee will apply applicable NASDAQ Rules to identify any relationships that preclude a Board finding of independence and that automatically disqualifies a director from being independent.
3. The Committee will apply applicable NASDAQ and SEC Rules and Part 363.5 of the FDIC's Rules and Regulations that establish additional, more stringent independence requirements that apply to directors serving on audit or compensation committees in order to identify any relationship or condition that automatically disqualifies a director from serving on the Audit or Compensation Committee.
4. The Committee will make a further analysis regarding independence that goes beyond the aforementioned objective measures before the director can be deemed independent. The Committee will consider on a subjective basis whether each director's relationships, regardless of the dollar amount and available exceptions, would impede the judgment of the director to act independently. This consideration includes but is not limited to familial relationships, referral relationships and Regulation O compliant lending relationships.

The Committee will summarize and document its analysis for Board consideration. The Board will make the final determination whether each director or director nominee is considered independent for Board service and whether they meet the independence requirements to be eligible to serve on the Audit Committee, Compensation and Benefits Committee or Nominating and Corporate Governance Committee. The minutes of the Board will contain the results of and basis for its determination with respect to each director.

## **REPORTING AND RECOMMENDATIONS**

1. Maintain minutes of its meetings and report the Committee's activities to the Board with respect to such matters as are relevant to the Committee's discharge of its responsibilities and with respect to such recommendations, as the Committee may deem appropriate.
2. The Committee shall review and reassess the adequacy of this Charter as needed, but at least annually, and recommend to the Board any proposed changes to this Charter.

## **RESOURCES AND AUTHORITY**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of independent legal, accounting or other experts and advisors, as it deems necessary or appropriate. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to ask S&T to provide the Committee with the support of one or more S&T employees to assist in carrying out its duties. S&T shall provide for appropriate funding, as determined solely by the Committee, for payment of compensation to any advisors retained by the Committee and to pay for ordinary administrative expenses of the Committee.

The Committee may authorize S&T's officers to take any and all actions necessary to implement actions approved by the Committee.

Approved: Board of Directors, 11/20/2017  
Nominating and Corporate Governance Committee, 10/16/2017