

S&T BANCORP, INC.

CORPORATE POLICY: #609 - Complaints Regarding Accounting, Internal Accounting Controls or Auditing Matters (“Whistleblower Policy”)

SECTION: External Affairs and Communications

DATE ISSUED/REVISED: 7/30/2019

ISSUING DEPARTMENT: Executive

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PURPOSE

Pursuant to Section 301 of the *Sarbanes-Oxley Act of 2002*, the Securities and Exchange Commission and Nasdaq have adopted rules which require the audit committee of a listed company to establish procedures for:

- The receipt, retention and treatment of complaints received by the listed company regarding accounting, internal accounting controls or auditing matters, and
- The confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

This Policy outlines the procedures adopted by the Audit Committee of S&T Bancorp, Inc. (“Audit Committee”), which policy is applicable to S&T Bancorp, Inc. and its affiliates (collectively, “S&T”), for complying with these rules.

COVERAGE

This Policy applies to all directors, officers, employees and shareholders of S&T. The Whistleblower Policy requirements are included in the Bank’s annual training program.

SCOPE

This Policy applies to complaints relating to any questionable accounting, internal accounting controls or auditing matter (“Covered Matter”). The following, while not exhaustive, are examples of such matters:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of S&T, or in the recording and maintaining of S&T’s financial records;
- Deficiencies in or noncompliance with S&T's internal accounting controls and corresponding policies;
- Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of S&T; or
- Deviation from full and fair reporting of S&T's financial condition.

Any direct or indirect retaliation, threatened or executed, against a director, officer, employee or shareholder (“Reporting Individual”) reporting a Covered Matter in good faith is prohibited. Persons with knowledge of any incidents of such actual or threatened retaliation may make a report pursuant to the procedures outlined herein. Any such reports will be handled as a Covered Matter complaint.

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PROCEDURES

Receipt of Complaints

Persons who have a concern regarding a Covered Matter should promptly report it to S&T’s outside corporate counsel (“Counsel”):

Victor DiBattista, Attorney
VMD Law Group
290 Northgate Drive, Suite 150
Warrendale, PA 15086

Phone: (724) 935-6789
Fax: (724) 935-6790
Email: vdb@vmdlegal.com

All direct communications of Covered Matters to Counsel will be on a confidential, anonymous basis, unless directed otherwise by the Reporting Individual. As stated above, it is S&T’s policy to prohibit direct or indirect retaliation against a Reporting Individual who acts in good faith in reporting Covered Matters.

The Covered Matter may be reported by mail, telephone, fax and/or e-mail. The Reporting Individual is not required to provide a name or other form of identification.

Counsel’s Retention of Complaints

Counsel will record the complaint and any interactions, then and thereafter, with the Reporting Individual, and retain files with appropriate documentation of any review performed including communications.

Treatment of Complaints

1. Counsel will perform an initial review of the complaint to determine whether the complaint involves an actual Covered Matter.
2. Counsel will forward a copy of Covered Matter complaints to the Audit Committee Chairperson, the Chief Executive Officer (“CEO”), the Chief Financial Officer (“CFO”) and the Chief Audit Executive (“CAE”), provided that the complaint does not involve the CEO, CFO or CAE.

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3. If the Covered Matter complaint involves the CEO, CFO or CAE or a Reporting Individual’s allegation of direct or indirect retaliation for reporting a Covered Matter, Counsel will forward a copy of the Covered Matter complaint to the Audit Committee Chairperson only. The Chairperson will review the complaint, assess its severity and materiality and determine what resources should be engaged to investigate its merits. If determined that the complaint warrants the engagement of a third party in addition to, or instead of, the CAE and the independent auditor, the Chairperson should contact other members of the Audit Committee, sufficient for a quorum, to decide on the appropriate course of action.

Additionally, complaints related to Covered Matters received from the Compliance, Employee Services, Financial Intelligence Group, and Security departments and/or General Counsel, related to the execution of their respective responsibilities should be promptly reported to the Audit & Advisory Services Department (“Audit”). Audit will evaluate for any financial reporting implications.

4. Complaints regarding a Covered Matter will be reviewed under Audit Committee direction and oversight by such persons as the Audit Committee determines to be appropriate.
5. The Audit Committee may request special treatment, including the retention of outside counsel or other advisors, for any Covered Matter complaint addressed to it.
6. The status of all Covered Matter complaints will be reported to and reviewed by the Audit Committee as a regular agenda item at Audit Committee meetings. Covered Matter complaints involving the CEO, CFO or CAE will be discussed without management present.
7. The Audit Committee will inform the Board of Directors of the status of complaints at regular Board meetings, unless the materiality or severity of the complaint warrants a greater frequency.
8. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.

RECORDS

At the direction of the Audit Committee, the CAE will maintain a log of all Covered Matter complaints, tracking their receipt, investigation and resolution, and shall prepare a periodic summary report thereof for the Audit Committee in conjunction with regular Audit Committee meetings.

Approved: Audit Committee; 7/30/2019