

S&T Bancorp, Inc.

Executive Committee Charter

PURPOSE

The Executive Committee (the “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 coordinate Board delegated risk oversight responsibilities across established Board Committees including monitoring industry developments and emerging risks and to exercise the authority to act on behalf of the Board between meetings of the Board to the fullest extent permitted by law.

COMMITTEE MEMBERSHIP

Committee members are appointed annually by the Board upon the recommendation of the Nominating and Corporate Governance 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 consist of the Chief Executive Officer, Chairman of the Board, and the Chairman of the established Board Committees.

The Board appoints the Chairman of the Board to serve as the Committee’s 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. A majority of the members of the Committee shall constitute a quorum, and actions of a majority of those present at a meeting at which a quorum is present shall be actions of the Committee. Meetings of the Committee may be called at any time by the Chairman, Chief Executive Officer or Secretary of the Committee, and shall be called whenever two (2) or more members of the Committee so request in writing. The Chairman shall have the authority to seek a unanimous written consent of the Committee whenever she deems such 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.

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 shall have and exercise the authority of the Board in the management of S&T so far as may be permitted by applicable law and except as specifically limited by the Board pursuant to Section 301 of S&T's By-Laws or by specific resolution. All acts done and powers conferred by the Committee shall be deemed to be, and may be certified as being, done or conferred under authority of the Board. Notwithstanding the foregoing, it is anticipated the need to act on behalf of the Board would be remote and limited to those situations where a Board quorum cannot be attained to address the matter requiring attention.

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.

REPORTING AND RECOMMENDATIONS

1. The Committee Secretary shall maintain meeting minutes of the proceedings with respect to such matters as are relevant to the Committee's discharge of its responsibilities and file with the Secretary of S&T for presentation to the Board, if practical, at its next regular meeting.
2. The Committee shall review and reassess the adequacy of its Charter as needed, but at least annually, and recommend to the Board any proposed changes to its 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: Executive Committee, 12/7/2018

Board of Directors, 12/17/2018