



**Part II** Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
REFER TO ATTACHMENT TO FORM 8937

Multiple horizontal lines for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ REFER TO ATTACHMENT TO FORM 8937

Multiple horizontal lines for providing information regarding resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  
REFER TO ATTACHMENT TO FORM 8937

Multiple horizontal lines for providing other information necessary to implement the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here  
Signature ▶ *Melanie Lazzari* Date ▶ 1/14/2020

Print your name ▶ Melanie A, Lazzari

Title ▶ EVP and Controller

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

**S&T Bancorp, Inc.**

**25-1434426**

**ATTACHMENT TO FORM 8937**

**REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES**

**FORM 8739 Part I, Box 9:**

The securities subject to reporting include all shares of S&T Bancorp, Inc. ("S&T") common stock in exchange for the outstanding common stock of DNB Financial Corporation ("DNB") as a result of the merger of DNB with and into S&T (the "Merger"), with S&T continuing as the surviving corporation, on November 30, 2019.

**FORM 8739 Part II, Box 14:**

The reportable organizational action involves the merger of DNB with and into S&T on November 30, 2019. As a result of the Merger, each share of common stock, par value \$1.00 per share, of DNB ("DNB Common Stock") was converted into the right to receive, without interest, 1.22 shares of common stock, par value \$2.50 per share, of S&T ("S&T Common Stock"). To the extent that the exchange resulted in the issuance of a fractional share of S&T Common Stock to a DNB shareholder, a cash payment equal to the market value equivalent of the fractional share was paid in lieu of issuing a fractional share of S&T Common Stock.

**FORM 8739 Part II, Box 15 & 16:**

S&T management believes that the Merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). Accordingly, upon exchanging your DNB Common Stock for S&T Common Stock, a DNB shareholder generally will not recognize gain or loss, except with respect to cash received instead of fractional shares of S&T Common Stock.

**FORM 8739 Part II, Box 17:**

S&T believes that its acquisition of DNB pursuant to the Merger qualifies as a "reorganization" within the meaning of Section 386(a) of the Code. Consequently, the federal income tax consequences to the DNB shareholders are determined under Code Sections 354, 356, 358 and 1221.

**FORM 8739 Part II, Box 18:**

Upon exchanging DNB Common Stock for S&T Common Stock, a DNB shareholder generally will not recognize gain or loss, except with respect to cash received instead of fractional shares of S&T Common Stock. The aggregate tax basis of the S&T Common Stock that a DNB shareholder receives in the Merger (including any fractional shares deemed received and redeemed for cash) will equal his or her aggregate adjusted tax basis in the shares of DNB Common Stock that he or she surrenders in the Merger. The holding period for the shares of S&T Common Stock received in the merger (including any fractional share deemed received and redeemed for cash) will include the DNB shareholder's holding period of the shares of DNB Common Stock surrendered in the Merger. If a DNB shareholder acquired different blocks of DNB Common Stock at different times or at different prices, the S&T Common Stock he or she receives will be allocated pro rata to each block of DNB Common Stock, and the basis and holding period of each block of S&T Common Stock received will be determined on a block-for-block basis depending on the basis and holding period of the blocks of DNB Common Stock exchanged for such blocks of S&T Common Stock.

**FORM 8739 Part II, Box 19:**

In general, any adjustment to the tax basis that causes gain or loss recognized by the DNB shareholder as a result of the completion of the Merger should be reported for the taxable year which includes November 30, 2019 (e.g., a calendar year shareholder would report the transaction on his or her federal income tax return filed for the 2019 calendar year).

**This discussion of certain material U.S. federal income tax consequences is not intended to be, and should not be construed as, tax advice. Holders of DNB common stock are urged to consult their independent tax advisors with respect to the application of U.S. federal income tax laws to their particular situations as well as any tax consequences arising under the U.S. federal estate or gift tax rules, or under the laws of any state, local, foreign or other taxing jurisdiction or under any applicable tax treaty.**