

**S&T Bancorp, Inc.**  
**Trust and Revenue Oversight Committee Charter**

**PURPOSE**

The Trust and Revenue Oversight 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. In order to assist the Board and ensure the proper exercise of fiduciary powers by S&T Bank, the Committee is primarily responsible for the oversight of all trust activities consistent with the FDIC’s Statement of Principles of Trust Department Management. The Committee shall also oversee the development and implementation of strategic and tactical initiatives in support of revenue growth and shareholder value creation.

**COMMITTEE MEMBERSHIP**

Committee members are appointed annually by the Board on 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 be comprised of three or more members.

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 but is expected to meet quarterly. 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 Committee's principal duties and responsibilities are intended to serve as a guide with the understanding that the Committee may supplement them as appropriate.

The Committee's oversight responsibilities include:

### Trust Activities:

The senior executive officer of the Trust Department or designee will provide quarterly reports of significant trust department activities including but not limited to:

1. A summary report reflecting the opening of all new trust department accounts; all purchases and sales of, and changes in, trust assets; and the closing of trust accounts with a focus on material matters and exceptions.
2. Review examination reports of the trust department by supervisory agencies and record actions taken in its minutes; monitor the status of management's remediation efforts to address recommendations until completion.
3. Review audit reports of the trust department and record actions taken in its minutes; monitor the status of management's remediation efforts to address recommendations until completion.
4. Review a litigation summary report on legal matters pertaining to fiduciary activities.
5. Review and approve comprehensive written policies which address all important areas of trust department activities.
6. Receive meeting minutes from the Trust Department's Fiduciary Committee and record actions taken in its minutes.

### Revenue Growth Initiatives:

Review and assessment of revenue growth initiatives pertaining to the following activities consistent with the Board approved Strategic Plan and Risk Appetite Statement:

1. Wealth Management - Trust, Financial Services, Stewart Capital Advisors, LLC

2. Other non-interest income sources (e.g. debit card, insurance, mortgage banking, merchant, etc.)
3. Business expansion client acquisition strategies including market expansion, fee business acquisitions, etc.
4. Asset generated income opportunities via growth or yield.
5. Oversight of management response to “revenue at risk” resulting from industry and/or regulatory developments.
6. Any other strategic or tactical initiatives in support of revenue growth within the oversight scope that may arise from time to time.
7. Receive meeting minutes from Stewart Capital Advisors, LLC and record actions taken in its minutes.
8. Perform such other functions as may be committed to it under the resolutions and other directives of the Board.

## **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, 11/20/17

Trust & Revenue Oversight Committee, 10/16/17