

**S&T BANCORP, INC.**  
**COMPENSATION AND BENEFITS COMMITTEE CHARTER**

**PURPOSE**

The Compensation and Benefits 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 is primarily responsible for S&T’s stated compensation strategies, goals and purposes, ensuring that there is a strong link between the economic interests of management and shareholders; that members of management are rewarded appropriately for their contributions to company growth and profitability; and that the executive compensation strategy supports organization objectives and shareholder interests.

**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. Each member shall (1) satisfy the independence and other applicable requirements of NASDAQ, (2) be a “non-employee director” as that term is defined under Rule 16b-3 promulgated under the Securities and Exchange Act of 1934, as amended (3) be an “outside director” as that term is defined for purposes of Section 162(m) of the Internal Revenue Code, and (4) any standards of independence as may be prescribed for purposes of any applicable laws, rules 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 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 conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

## **AUTHORITY AND RESPONSIBILITIES**

In connection with its responsibilities, the Committee may seek appropriate assurances from internal and external advisors that all compensation and benefit plans are appropriate, legally permissible, and where required, properly disclosed to S&T's shareholders.

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 and approve corporate goals and objectives relative to CEO compensation, consider the Board's evaluation of the CEO's performance in light of those goals and objectives, and based on this evaluation, as a Committee recommend to the Board the CEO's compensation level.
  - In determining the short and long-term incentive component of the CEO's compensation, the Committee will consider performance review metrics comprised of financial and non-financial metrics and other factors the Committee deems appropriate. Financial metrics may include S&T's performance and relative ROE, ROA, efficiency, target EPS, stock performance and revenue growth while non-financial metrics may include the CEO's individual performance, execution of the corporate strategic plan, ERM implementation, culture/communications, investor relations, industry visibility and community relations. NASDAQ requires that the CEO not be present during voting or deliberations on the CEO's compensation.
  - The Committee Chairperson shall facilitate the Board's evaluation of the CEO's performance and together with the Board Chairperson communicate such evaluation and compensation to the CEO.
2. Annually review and approve the CEO Succession Policy and maintain direct responsibility for executing the CEO succession process while the full Board will approve the CEO succession process and the selection of a CEO. The Committee, in conjunction with the current CEO, is also responsible for identifying qualified members of senior management who could immediately assume operational responsibilities on an interim basis upon the sudden death or unexpected disability of the CEO.
3. Annually review the succession and development plan for senior management, as defined by the CEO.
4. Annually review and approve, for the CEO and the other S&T executive officers, (a) the annual base salary level, (b) the short-term incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance agreements, and

change in control agreements/provisions, in each case, when and if appropriate, and (e) any special or supplemental benefits.

5. Approve the Committee report on executive compensation as required by the SEC to be included in S&T's proxy statement and review any disclosure regarding compensation matters in the proxy statement.
6. Adopt, administer and approve S&T's incentive compensation and equity-based compensation plans and awards thereunder (i.e. Employee Incentive Plan, Management Incentive Plan and the Long-Term Incentive Plan), including amendments to the plans or awards made under any such plans. The Committee shall approve participants in these plans, target award opportunities for participants and performance criteria to be utilized in the plans and payouts.
7. Approve and document any material exceptions or adjustments to the incentive compensation arrangements established for Senior Management and carefully consider and monitor the effects of any approved exceptions or adjustments on the balance of the arrangement, the risk-taking incentives of Senior Management, and the safety and soundness of the organization.
8. Ensure that S&T's incentive compensation arrangements for all employees are appropriately balanced and do not jeopardize the safety and soundness of S&T. The involvement of the Compensation's oversight of S&T's overall incentive compensation program should be scaled appropriately to the scope and prevalence of the organization's incentive compensation arrangements.
9. Review on a periodic basis S&T's various employee benefit plans maintained by S&T covering substantially all employees, including, but not limited to, the thrift plan, pension plan, healthcare plan and various plans that supplement the foregoing (e.g., nonqualified plans for selected employees). The Committee shall review material plan modifications and recommend action on such modifications to the Board.
10. Monitoring the effects of S&T's compensation programs with regard to Section 162(m) of the Internal Revenue Code, as amended.
11. Form and delegate authority to subcommittees when appropriate.
12. Delegate authority to the Committee Chairperson to approve matters related to the principal duties and responsibilities of the Committee between scheduled meetings to be presented for Committee ratification at its next scheduled meeting.
13. Review and reassess the adequacy of this Charter annually and recommend to the Board any proposed changes to this Charter.
14. 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.

## **RESOURCES AND AUTHORITY**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities and to comply with the Securities and Exchange Act of 1934, NASDAQ listing standards and other applicable requirements.

NASDAQ's compensation committee adviser standards provide that:

- compensation committees, in their sole discretion, have authority to retain or obtain the advice of a compensation consultant, legal counsel, and other advisers (collectively, "compensation advisers");
- compensation committees are directly responsible for appointing, compensating and overseeing the work of compensation advisers retained by the committee;
- S&T must provide for appropriate funding, as determined by the compensation committee, for payment of reasonable compensation to compensation advisers.

While compensation advisers do not have to be independent, the Committee must consider an adviser's independence prior to its selection. The Committee may select, or receive advice from, a compensation adviser, only after conducting an independence assessment by taking into consideration the following factors:

- the provision of other services to S&T by the firm that employs the compensation adviser;
- the amount of fees received from S&T by the firm that employs the compensation adviser, as a percentage of that firm's total revenue;
- the policies and procedures of the firm that employs the compensation adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation adviser with a member of S&T's Compensation Committee;
- any stock of S&T owned by the compensation adviser; and
- any business or personal relationship of the compensation adviser or the firm employing the compensation adviser with an S&T executive officer

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

Approved: Compensation and Benefits Committee, 6/19/2017

Board of Directors, 7/17/2017