



# **Contents**





**CEO Message** A message from Chris McComish

**Our Shared Future** 

4 **Community and Social** 

**Our Employees** 

12 **Environment** 

13 Governance

## **Building Our Future Together**

### A Message from Chris McComish



At S&T Bank, our people-forward™ purpose has been at the core of our success for more than 122 years. We have built upon our legacy by introducing **Our Shared Future** – a strategic framework that integrates our purpose, values and drivers for profitable growth, creating a roadmap that guides our steps to deliver longterm, sustainable financial performance.

Every day, we work with customers to meet their financial goals while championing impactful philanthropic initiatives that strengthen our communities. These actions are guided by one of our values – *Make people our purpose* – that encourages us to practice humility, empathy and a sincere desire to uplift each other and those around us.

We have summarized our 2024 achievements in three categories – Community and Social, Our Employees and Governance.

### **Community and Social:**

At S&T, giving back to the community is multifaceted and includes our investment in people, programs, financial solutions and donations of time and resources.

 For the third year, we offered our employees up to 16 hours of paid annual volunteer hours to support their communities and local organizations.

- In 2024, S&T employees
  volunteered for more than 25,000
  community service hours across
  the communities we serve. Of
  those, 3,089 were board or officer
  service hours providing leadership
  and technical expertise.
- Team members also provided more than 700 hours of financial education across the Bank's footprint, with an emphasis on educating both adults and youth in partnership with Junior Achievement's various programs.
- In 2024, S&T provided over \$15.5
  million in community development
  loans across our footprint in
  support of affordable housing,
  economic development needs
  and to revitalize or stabilize
  underserved areas.

### **Our Employees:**

As we reflect on our collective achievements for 2024, we are grateful for the contributions of the more than 1,206 highly engaged S&T employees who have a passion for serving each other, our customers and their communities.

- In 2024, S&T Bank's overall workplace satisfaction score was 76%, a leading employee engagement score compared to peer financial services providers, and a six-point increase over 2022. This survey is completed biennially.
- Our industry-leading employee engagement and satisfaction scores are indicative of our culture, cultivated by our dedicated and motivated employees, and we won a multitude of awards as evidence of their engagement levels in 2024:

S&T was honored as a **2024 Forbes America's Best Midsize Employer** 

for the second consecutive year. Additionally, we were named an American Banker 2024 Best Banks to Work For winner and recognized by Energage as a Financial Services Industry Top Workplace 2024.

### **Governance:**

At S&T, we're committed to having a board that reflects our employee base and the communities we serve. Our board of directors plays a critical role in setting high standards for performance and ensures sound governance, compliance and risk management practices are in place and operating effectively. Ten of our 12 current board members are independent directors under the NASDAQ stock market listing rules.

Our commitment to people-forward banking guides us as we deepen our connections to the people, businesses and communities we serve. As we move forward, we will continue to make our people the focal point of our success. After all, *they are* S&T.

Sincerely.

**Chris McComish** 

Chief Executive Officer

Chi z mifund



### **Our Shared Future**

We believe that all banking should be personal. We cultivate relationships rooted in trust, strengthened by going above and beyond and renewed with every interaction. We move banking forward, building better lives together by putting people first.

### **Purpose:**

Building our future together through people-forward banking.™

### Values:

- Make people our purpose
- Do the right thing
- Go above and beyond
- Value every voice
- Win as one team

### **Drivers:**

- Deposit franchise
- Core profitability
- Asset quality
- Talent and engagement



# **Community and Social**

A key tenet of people-forward banking is contributing our time, talents and resources as a re-investment to our communities to ensure they thrive. We deliver a variety of financial products, services, targeted programs and activities that support the advancement of individual consumers. families, small and large business endeavors, government, nonprofit agencies and organizations. In 2024, S&T made financial contributions in support of organizations that make a positive impact on our customers and communities, and participated in tax credit programs supporting local communities fighting blight, the provision of supportive housing services, assistance in building a robust tech economy and educational and

community improvement initiatives. Our employees volunteered time and contributed money through payroll deductions to various nonprofits that support community services, healthcare, education and sustainable environmental efforts, such as urban gardens, healthy food projects, animal conservation efforts, as well as those that fight homelessness and food insecurity.

### Volunteer efforts

Supporting our communities is at the heart of our values at S&T. In 2024, we continued encouraging employees to volunteer in our communities. For the third year, our employees were offered up to 16 hours of paid, annual volunteer hours to support their communities and

local organizations. S&T team members continued living their passions while supporting their communities by volunteering at libraries, mentoring students, donating life-saving blood through several blood drives, packing and sorting food, serving meals to those in need, coaching youth sports and supporting various fundraising activities. We helped local schools, churches and community organizations. We also provided support and care to our four-legged friends through adoption activities and animal care services.

# & giving back is central to who we are.

In 2024, **1,177** S&T employees volunteered on **366** service dates, at over **1,000** organizations, totalling **26,339** community service hours.

Throughout 2024 and across the Bank's footprint, team members provided **724** hours of financial education to over **20** organizations, through **49** different events. **654** of those hours were completed in partnership with Junior Achievement (JA) and their JA in a Day and JA BizTown programs.

**125** team members provided leadership support to **154** organizations giving their time and talents to provide **3,089** board service hours in 2024.

Our senior leadership team members each selected an area of focus to support much needed initiatives such as food bank volunteer efforts, sending cards to military and service members, support of Miracle League events, clothing drives to shelters, missions and professional development groups, the support of financial literacy and support for children, underrepresented and the elderly populations.

Colleagues shared their financial expertise and skills as board members of community service organizations like Dress for Success in Pittsburgh, Pennsylvania, Indiana County Community Action Program (ICCAP) in Indiana, Pennsylvania and Akron Area YMCA in Akron, Ohio; as

well as small business growth and economic development through organizations like Pennsylvania Downtown Center, Regional Development Funding Corporation, Altoona Blair County Development Corporation and Brookville Chamber of Commerce; financial education through partnership with Starting Point Learning Center in Columbus, Ohio, Junior Achievement of North Central Ohio, Western Pennsylvania and Southeastern Pennsylvania, and Apollo-Ridge Elementary School; organizations such as Jefferson County Area Agency on Aging and Sheep Healthcare Inc., that support the health and well-being of our communities: ARC of Indiana County, Pennsylvania and Autism Speaks, providing supportive services and resources for individuals with differing abilities; and continuing to support volunteer legal services through the JASON Project (Judicial Assistance Serving Our Neighborhood) in Pittsburgh.

\$4,000

was donated to the **American Cancer Society's Relay for Life** programs to support employee-sponsored teams.

**\$42,249** 

was raised through employee sponsored **jeans day events** to be donated to charities across the S&T Bank footprint.

\$101,150

was raised in support of **Alex's Lemonade Stand Foundation (ALSF)**.

For the second year, S&T has partnered with ALSF, a non-profit organization whose mission is to change the lives of children with cancer by funding impactful research, raising awareness, supporting families and empowering everyone to help cure childhood cancer. Lemonade Days is a nationwide event where ALSF supporters host lemonade stands to raise money for childhood cancer research and awareness for ALSF's mission. S&T Bank was proud to partner with this impactful organization and expand their fundraiser Bank-wide in 2024.

\$182,048

was collected and donated through the Bank-wide employee-sponsored **United Way** Campaign and Bank support of individual United Way chapters, programs and events.

### **Charitable giving**

\$358,000 donated through S&T Bank.

\$39,910

additionally provided as community development charitable support to **27** organizations.



### Community development investments

S&T supported underserved communities and underrepresented populations by investing in Neighborhood Assistance Program Tax Credits (NAP) and Education Improvement Tax Credits (EITC). These investments supported the fight against housing insecurity and homelessness, economic development, education programs, health and wellness and helped combat food insecurity.

### **Community development loans**

S&T's commitment to helping underserved low-to-moderate income communities continued through our financial support of organizations that develop affordable housing and advance economic development for communities in need. S&T also

provided \$15.5 million in community development loans across our footprint. These loans supported affordable housing, economic development needs and served to revitalize or stabilize underserved areas. These funds supported both the creation and retention of **186** affordable housing units. S&T also funded a loan that helped revitalize a moderate-income area through the development of and reuse of a long-time vacant industrial building into a much-needed grocery store. The project also received grant funding through the Redevelopment Assistance Capital Program.



Provided commitments to support

\$200,000

in neighborhood stabilization through NAP.



\$500,000

to scholarship and educational improvement organizations through EITC.



### Homeownership loan products

S&T provides loan products that are designed to meet our customers where they are in the home-buying process. The Bank participated in several loan programs to help our customers make the dream of homeownership a reality. We are dedicated to supporting affordable housing in our communities. In 2024, we assisted **299 customers** with loans through the following programs:

**S&T's Home Ownership Program** provides flexible underwriting and makes homeownership more affordable. The program provides financing to borrowers at or below 80% of the Federal Financial Institutions Examination Council (FFIEC) Estimated MSA/MD Median Family Income, to purchase a one-unit, single-family, owner-occupied primary residence. The program's flexible underwriting standards include higher maximum loan-to-value (LTV) ratios and maximum cumulative loan-to-value (CLTV) ratios. It can be paired with approved down payment assistance programs and Private Mortgage

Insurance (PMI) is not required. S&T also offered a lender credit to assist low-to moderate-income borrowers with closing costs, not including down payment, a reduced document preparation fee with a minimum borrower contribution of \$500. Through the end of 2024, S&T funded **158 loans** under the Home Ownership Program.

S&T Bank is a participating lender in FHLBank Pittsburgh's **First Front Door** grant program. Through this partnership, S&T helps eligible first-time home buyers access an effective down payment and closing cost assistance grant program. FHLBank Pittsburgh members like S&T provide first mortgage financing, while First Front Door matches \$3 for every \$1 that borrowers contribute to down payment and closing costs, up to \$5,000.

S&T supports workforce housing through its **Community Champions** loan program. This specialized mortgage product includes low down payment options, expanded loan-to-value ratios, no mortgage insurance requirements and discounted origination fees. The Community

Champions loan program offers financing for public or private chartered school teachers, registered nurses, emergency medical technicians (EMTs), employees of a police force and paid firefighters.

Through our **Professional Mortgages** loan program, we offer mortgage loans with low down payment options, expanded loan-to-value ratios and no mortgage insurance requirements to medical doctors, attorneys and doctorate degree holders.

The **Home4Good** program helps those who are homeless or at risk of homelessness by channeling dollars to local service organizations that know how to help. Funding is offered annually by FHLBank Pittsburgh and several other state housing agencies. This funding would not be possible without partners like S&T Bank. S&T continues to participate in the Home4Good program in support of combating homelessness and housing insecurity for those most in need.



### Customer relations/ community needs

S&T Bank offers several programs to award scholarships, internships and student work programs.

S&T offers an Employees' Children Scholarship program, now in existence for nearly two decades, the Smart Start Student Scholarship program, offered to our customers and the Mike Lange Scholarship. These scholarships provide another opportunity for us to demonstrate our commitment to Our Shared Future values, particularly making people our purpose.

In 2024, **ten \$2,500** scholarships were awarded through a competitive program available for college and vocational schools in the U.S. to students who have an S&T Smart Start Banking account. Smart Start Banking is S&T Bank's student checking account for teenagers/young adults, ages 14-24.

To further showcase our commitment to supporting students in their pursuit of education and career development, we partnered with the Pittsburgh Penguins Foundation to offer the Mike Lange Scholarship, in honor of the late broadcasting legend. **Five** college students studying communications, marketing, business or a related field were each awarded

### \$5,000 scholarships

Educating customers is a way that we bring people-forward banking to life at S&T and build long-standing trust with all our stakeholders. We recognize that customer needs and expectations evolve and our role includes providing guidance, financial education and transparent communication regarding account level details.

In 2024, S&T Bank partnered with WDVE and iHeart Radio to donate \$100 for every Smart Start Banking account opened in August (up to \$20,000) to Children's Hospital of Pittsburgh. It is our belief that if we capture student accounts at this young age, we can help them gain financial literacy skills and develop meaningful relationships with these customers that will last a lifetime.

Indiana County Community Action Program (ICCAP) is a nonprofit organization whose mission is to serve

as the community agency to mobilize services and resources needed to empower individuals to progress toward self-sufficiency. They help support local families who are struggling financially. S&T rallied around the cause and planned The Best Slice of Indiana, a pizza-tasting event, to raise funds. This was a re-launch of an event hosted by the Bank several years ago to once again partner with a local nonprofit in need of boosting fundraising in an effort to fill the needs of the community. Emerging Leaders, the Bank's leadership development program group, was tasked with this project to encourage community partnership by doing the right thing for the community and was a true demonstration of winning as one team. Through basket raffles, ticket sales and sponsorships, the team worked extremely hard to plan a successful event. There were nearly 80 S&T Bank volunteers the day of the event and over \$50,000 was raised for the Power Pack Program, a program designed to provide child friendly nonperishable food items to children in grades K – 6 for weekends on a weekly basis in Indiana County, Pennsylvania.



## **Our Employees**

S&T hires and retains talented people who reside across the Bank's footprint. We primarily employ full-time positions, with less than 10% of employees being part-time or temporary, and offer annual internship opportunities. The Bank offers employees health care, dental, vision and term life insurance benefits, as well as participation in the qualified defined contribution plan.

### **Workplace inclusion**

At S&T Bank we are committed to fostering an inclusive workplace in alignment with Our Shared Future values of making people our purpose and valuing every voice. We celebrate, promote and strive for inclusion for all. We believe that when people feel valued and included it enhances their ability to innovate, create, execute and succeed. We are committed to the following:

- Embracing a diverse workforce that encompasses a wide range of backgrounds, experiences, perspectives and ideas. We believe that this creates an environment where innovation thrives and where our workforce represents the communities we serve.
- Ensuring fairness in all aspects of employment. We commit to making decisions based on non-discriminatory factors, such as knowledge, skills, abilities, qualifications and interest.
- Creating an inclusive environment where all employees, customers, stakeholders and community members feel welcomed, respected and valued by actively encouraging open communication, collaboration and a sense of belonging among all members of the organization.

### **Employee Resource Groups (ERGs)**

Our ERGs are voluntary, employee-led groups that aim to foster an inclusive workplace in alignment with our values of making people our purpose and valuing every voice. These groups create spaces to empower employees who may share common characteristics or interests. Participation in ERGs can help members build leadership skills, enhance career development and provide insights to S&T Bank.

We have eight Employee Resource Groups, each providing unique spaces for employees to connect, grow, learn, empower, develop skills, collaborate and serve their communities. Membership in each ERG is open to all employees. Each ERG is sponsored by a senior leadership team member, thus demonstrating executive commitment to Our Shared Future values at S&T.

### **Leadership ERG**

To inspire, educate and influence others while leveraging our culture to unleash the leader in all of us.

### **Stars and Stripes ERG**

Comprised of a group of people who have a common interest in active and inactive service members of the United States Military. This group of employees is driven to provide opportunities such as mentoring, community outreach, career development and cultural awareness for those currently serving our country as well as Veterans.

#### **Women Bankers ERG**

To establish a space where employees can share, network and foster relationships that inspire women to reach their goals and aspirations. This group offers professional development, leadership opportunities and provides education and guidance for career advancement within S&T Bank for women in the financial services industry.

# Women in the Workforce at S&T



**69%** of the S&T workforce is women.



**48.6%** of Vice President and above roles are filled by women.



**4 out of 9**Section 16 executive officers are women.\*

\*Executive officer for purposes of Section 16 of the Securities Exchange Act of 1934.

### **Embracing Abilities ERG**

To raise awareness, provide education and lend support to the different abilities and capabilities of employees and community members through the nurturing of each person's skill sets. To recognize that everyone's skills and perspectives are valuable and promote them in the workplace and local communities.

### **Caregivers ERG**

To build a community to offer support, share resources and experiences with other employees who are balancing a career with caregiving responsibilities for children, aging parents and incapacitated loved ones. Additionally, the Caregivers ERG works to identify suggestions and influence policies and practices at S&T to continue to be an employer of choice for all caregivers.

### **Black and Brown Employee Network**

To create a space for the inclusion and development of black and brown team members and allies at S&T Bank through networking, education and talent development. This ERG provides an opportunity for employees to share, understand and foster awareness of challenges within the black and brown communities represented in our workforce.

### **S&T Pride ERG**

To assist S&T Bank to promote a culture of inclusivity that supports LGBTQ+ colleagues and their allies through education, provision of resources and the fostering of general awareness of the issues and needs of the LGBTQ+ community.

### Young Professionals (AIM) ERG

We "AIM" to empower young professionals to grow personally and professionally through networking and skill building. This group offers a space for sharing ideas, collaboration and opportunities to support our local communities.

### **Training and development**

Building our future together through people-forward banking can only be accomplished through a comprehensive, competitive training program across all departments and all job positions at S&T. The Bank considers this training plan and the values described earlier to be intentional ways to promote inclusion; professional development;

and safety, health and wellness. The training plan also includes management and leadership development courses, including Stellar for supervisory skill development of new-to-Bank and newto-position employees. Additionally, our Emerging Leaders program was developed and launched in 2023, to provide a next step of developmental training for up-and-coming leaders. This program will now bridge the development gap to the Unleashing Potential leadership program that began in 2018 and provides a comprehensive five-year leadership development course of industry-based concepts, professional development and senior management oversight. More information about our employee practices can be found in our human capital management disclosure in Item 1 in Form 10-K for March 3, 2025.



In 2024, our employees logged

**77,290** training hours.

### **Employee relations and programs**

### **Helping Hands program**

Another way that S&T makes people our purpose is by offering a Helping Hands program that assists employees in difficult times. The program is fully funded by employees, for employees. It allows employees to donate in two ways:

### Monetary contributions Donating unused Paid Time Off (PTO)

Last year, employees went above and beyond by donating more PTO time than ever before to our Helping Hands fund. As a result, we donated gift cards, time off and expense reimbursement to many employees to assist with various unexpected costs and needs.

### **Mentorship Program**

S&T provides paid training to our employees and offers mentoring opportunities. Our mentorship program, established in 2021, pairs employees seeking to be mentored on career development in the banking industry with successful leaders looking to give back and invest in the professional development of others.

In 2024, 92 employees were partnered with mentors across our footprint.

### Scholarships for employees' children

The Bank offers an annual scholarship program to the children of employees entering college as freshmen. Selected students receive a \$1,000 scholarship for college-related expenses.



Over 18 years, the Bank has invested more than \$185,000

in scholarships for employees' children.

### Years of service

Employees are recognized for their years of service with service awards, cash gifts and a breakfast. When eligible for retirement, a cash award is provided to the retiree based on their years of service.

#### **Peak Performer Award**

Employees are also rewarded for their teamwork and extra efforts through the Bank's Peak Performer Award that spotlights an employee who is known to go above and beyond.

Incredible Customer Experience awards (ICE) acknowledge exceptional customer service when a customer sends a note, email or card to an employee. Additionally, kudos (money awarded for use in the company store) provide a way for peers to recognize extra effort internally.

For 31 years, the Bank has held an annual **All Employee Meeting** (AEM), providing an opportunity for all employees to come together and hear about the goals and strategies for the coming year directly from executive leadership. In 2024, the AEM was conducted in six regions across the Bank's footprint in a live roadshow format for all employees.

### Health and wellness programs

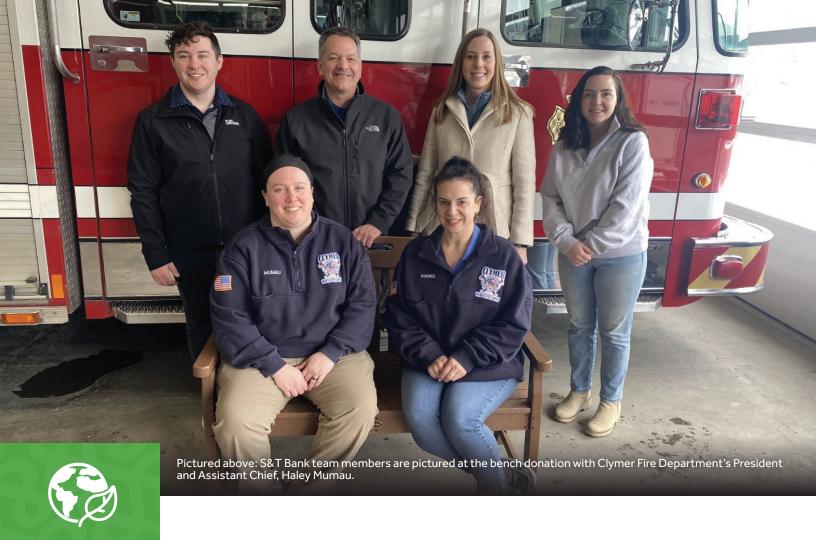
Employees also have the opportunity to participate in financial health and wellness education with access to programs such as the Bright Plan financial literacy program and lunch and learns on budgeting, retirement planning, elder care planning and other financial topics.

Employees have the option to participate in the Bank's health and wellness program. S&T health plan

participants receive a Bank contribution to their health savings account, for meeting the wellness requirements. In 2024, the wellness requirements included a health risk assessment, a biometric screening and the option of a flu shot or health education seminars. We also sponsor a monthly walk-atwork program that encourages our team members to get outside and stay active. Supporting the mental health and well-being of our employees is

important, and through our Employee Assistance Program, employees are provided resources such as counseling. S&T offers paid parental leave to employees for the birth or adoption of a child, allowing employees the time needed to care for and bond with their new family members.





### **Environment**

Doing the right thing is one of S&T Bank's guiding values. With that in mind, our objective is to reduce any potential harm to the environment and ensure our business is conducted in an environmentally responsible manner.

In our operations, we strive to minimize our consumption of energy and use environmentally conscious operating strategies wherever possible. This is not only good for the environment, but also reduces our costs. Management has made and continues to make significant operating and capital expenditures in various technologies, including: cloudbased solutions; comprehensive endto-end loan origination systems that employ automated workflow and digital document management; consumer and business online banking and mobile solutions for account opening, statements, Bill Pay, loan applications, and deposits and eWorkflow integrated

solutions, to streamline document flow and retention efforts.

### **Cyber security**

In October 2024, with the help of S&T's financial intelligence group, consumer banking, information technology and information security, the Bank sponsored the fourth annual Identity Theft Shredding Event. There were events at seven locations and all events were open to the public to assist our customers, employees and community members in protecting their identity by shredding their hard drives. 1,043 pounds of hard drives and data devices were collected and destroyed.

### **Recycling plastic**

Our world generates hundreds of millions of tons of plastic waste each year. In 2024, S&T collected plastic waste in five of our Indiana, PA locations. Plastic waste collected included items such as plastic grocery bags, bread bags, plastic wrap, cereal bags and bubble wrap. S&T collected, bundled and delivered all plastic to a local grocery store, a participating retailer of the NexTrex Recycling Challenge. S&T collected over 1,000 pounds of accepted plastics. NexTrex transformed this into a durable and environmentally friendly Trex furniture bench. S&T donated their bench to the Clymer Volunteer Fire Department that sustained damage during a flood this past August. This is our collective way to build our future together and remove plastic waste from our communities. The goal is to see a positive return and expand to other regions.



### Governance

#### **Board of Directors**

The Board of Directors of S&T Bancorp, Inc. sets high standards for S&T's employees, officers and directors. Implicit in this philosophy is the importance of sound corporate governance. It is the duty of the board of directors to serve as a prudent fiduciary for shareholders and to oversee the management of the company's business. The Bank's governance approach fosters a commitment to following best practices and an effective risk management process to serve the interests of S&T. our customers, employees, partners and shareholders. The board has adopted corporate governance guidelines, which address items such as the qualifications and responsibilities of our directors and director candidates, corporate governance policies and standards that reflect S&T's commitment to its governance practices. The guidelines and applicable policies are reviewed and approved by the board annually. The guidelines are available at https://stbancorp.com/governance/ governance-documents/default.aspx.

The board is currently comprised of 12 members, 10 (83%) of which are independent directors under the NASDAQ Stock Market (NASDAQ) listing rules and two of which are non-independent directors, as they are executive officers.\* Two members of the board are women and two members of the board are ethnically diverse. The chairperson of the board is a woman. S&T's directors bring a wealth of knowledge and business, governance and risk experience

to S&T. For additional information about our directors' experience and qualifications, visit <a href="https://s202.g4cdn.com/827611342/files/doc\_financials/2023/ar/2024-STbancorp-Proxy.pdf">https://s202.g4cdn.com/827611342/files/doc\_financials/2023/ar/2024-STbancorp-Proxy.pdf</a> to view our proxy statement.

The board currently has six standing committees: audit, compensation and benefits, credit risk, executive, nominating and corporate governance (NCGC) and risk. All members of the audit and compensation and benefit committees meet the independence standards required by the Securities and Exchange Commission (SEC) and NASDAQ. All members of the NCGC meet the independence criteria required by NASDAQ listing standards. While the members of the remaining committees are not required to be independent under the NASDAQ listing standards, each member of a committee is independent, other than with respect to S&T's CEO, who is a member of the executive committee. Additionally, per the risk committee charter, the chairperson of the risk committee must satisfy the independence requirements established by the SEC, NASDAQ and any other governmental or regulatory body with authority over S&T. The risk committee chair meets this requirement. All committees are chaired by independent directors. The board delegates to each committee the authority of the board concerning specified subject matters appropriate to that committee. Each of these committees has a written charter that is reviewed and approved by the board annually. A copy of each

charter is available in the corporate governance section on <a href="https://stbancorp.com/governance/governance-documents/default.aspx">https://stbancorp.com/governance/governance-documents/default.aspx</a>.

All reports referenced in this section are also available on our Investor Relations website at <a href="https://www.stbancorp.com/overview/default.aspx">https://www.stbancorp.com/overview/default.aspx</a>.

### **Board Committees**

### Audit

The audit committee oversees the integrity of our financial statements, the performance of our internal audit function and independent registered public accounting firm and the independent registered public accounting firm's qualifications and independence.

**5** independent committee members

**100%** of committee members are independent

# Compensation and Benefits

The compensation and benefits committee oversees our compensation strategies, goals and purposes, ensuring that the executive compensation strategy supports organizational objectives and shareholder interests and does not encourage excessive risk-taking.

**6** independent committee members

**100%** of committee members are independent

### **Credit Risk**

The credit risk committee oversees the review of credit administration risk management practices and reporting and the performance of the credit risk review function.

**5** independent committee members

**100%** of committee members are independent

### **Nominating**

The nominating and corporate governance committee oversees our nominating and corporate governance practices, including the qualifications and independence of board members and board committee members and the function of the board and its committees.

**4** independent committee members

**100%** of committee members are independent

### Risk

The risk committee oversees our risk management activities and the effectiveness of our enterprise-wide risk management framework and monitors our compliance risk with respect to regulatory and legal matters.

7 independent committee members

**100%** of committee members are independent

### **Executive**

The executive committee's primary purpose is to exercise the authority to act on behalf of the Board between meetings of the Board, if, and as necessary and permitted.

**6** independent committee members

**1** non-independent committee member

**86%** of committee members are independent



Christine J. Toretti\*

Age: 68 Independent Director Since 1984

#### **Board Committees:**

- Risk
- Executive (Chair)

**Principal Occupation:** President, Palladio, LLC



Peter R. Barsz\*

Age: 68 Independent Director Since 2019

### **Board Committees:**

- Audit
- · Comp. & Benefits
- Risk

**Principal Occupation:** 

Certified Public Accountant and Partner, Barsz Gowie Amon & Fultz. LLC



**Jeffrey D. Grube** 

Age: 71 Independent Director Since 1997

### **Board Committees:**

- Audit
- · Comp. & Benefits
- · Credit Risk (Chair)
- Risk
- Executive

**Principal Occupation:** Retired President, B.F.G. Manufacturing Service, Inc.



Peter G. Gurt

**Age:** 57 Independent Director Since 2024

#### **Board Committees:**

- Comp. & Benefits
- Credit Risk

**Principal Occupation:** 

President, Milton Hershey School



Frank J. Palermo\*\*

Age: 72 Independent Director Since 2013

#### **Board Committees:**

- · Audit (Chair)
- NCG
- Risk
- Executive

### **Principal Occupation:**

Certified Public Accountant and managing shareholder, Palermo/ Kissinger & Associates, P.C.



Lewis W. Adkins, Jr.

Age: 61

Independent

Director Since 2019

### **Board Committees:**

- · Comp. & Benefits
- Credit Risk
- NCG

### **Principal Occupation:**

Shareholder and Shareholderin-Charge of Development and Practice Integration -Roetzel & Andress, LPA

**David G. Antolik** 

Non-Independent

Director Since 2019

**Board Committees:** 

**Principal Occupation:** 

President, S&T Bank

Age: 58



Christina A. Cassotis

Age: 60

Independent

Director Since 2017

#### **Board Committees:**

- Audit
- · Comp. & Benefits (Chair)
- Risk
- Executive

### **Principal Occupation:**

CEO, Allegheny County Airport Authority



William J. Hieb

**Age:** 68

Independent

Director Since 2019

#### **Board Committees:**

- Audit
- Credit Risk
- Risk (Chair)
- Executive

**Principal Occupation:** Former President and

CEO, DNB



**Michael J. Donnelly** 

Age: 67

Independent

Director Since 2001

### **Board Committees:**

- Comp. & Benefits
- Credit Risk
- NCG (Chair)
- Executive

**Principal Occupation:** 

President, Indiana Printing and Publishing Company Inc.



Christopher J. McComish

Age: 60

Non-Independent Director Since 2021

**Board Committees:** 

Executive

**Principal Occupation:** 

CEO, S&T Bank

### **Bhaskar Ramachandran**

Age: 51

Independent

Director Since 2024

• NCG

### **Principal Occupation:**

Global Vice President and Chief Information Officer of



### **Board Committees:**

• Risk

\*Chairperson of the Board | \*\*Audit Committee Financial Expert

S&T Bancorp Board Governance Summary	
Total number of directors	12
Independent directors	10
Independent chairperson	Yes
Number of female directors	2
Number of ethnically diverse directors	2
Average age of directors	63
Mandatory retirement age	72
Meetings of the board in 2024	6
Meetings of the independent directors in 2024	2
S&T common stock ownership requirement	Yes
Average tenure	11.9 years
Term in service	1 year
Plurality plus resignation in uncontested director elections	Yes
Audit committee meets with independent auditor in executive session	Yes
Annual board, committee and director evaluations	Yes
Continuing education program	Yes
Anti-hedging policy	Yes
Clawback policy	Yes
Whistleblower policy	Yes

### **Advisory boards**

Our commitment to our local communities and understanding the needs of the various markets we serve is at the heart of our purpose at S&T. Advisory boards help us do just that. The mission of S&T Bank's advisory boards is to bring business and community leaders together to provide insight into industry trends and banking experiences as well as advice regarding products/services, business development and recruitment. It's a partnership between the Bank and the communities that we serve. Members offer informed suggestions and opinions regarding S&T's products and services in the market, an understanding of the local economy and insight into the competitive landscape.

### Compliance and risk management

S&T has an Enterprise Risk Management (ERM) program in place to identify, assess, measure, monitor, report and mitigate risk across our organization. While we recognize that risk is an inevitable part of doing business, we need to determine how much risk we are willing to accept in pursuit of goals and objectives. We make decisions within the context of our risk-appetite statement and purpose to achieve our long-term strategic goals.

The board's risk committee is responsible for overseeing S&T's risk management activities and the effectiveness of its ERM framework including, among other things, the identification, assessment, measurement, monitoring and management of S&T's major risk categories. The risk committee considers current risks, emerging risks and future threats. Both our risk committee and our board oversee the management of our risk-appetite statement to optimize long-term shareholder value while supporting our employees,

customers and communities.

Our Enterprise Risk Management Committee (ERMC) is comprised of our executive leadership team, and is responsible for monitoring risk exposures of the enterprise and promoting risk management practices throughout S&T. Our ERM framework is overseen by our chief risk officer, who reports to the CEO, but has direct access to the risk committee, without impediment. You can find a description of the principal risks overseen by board committees in our proxy statement. In addition, management has established committees that support decision making with proper oversight. Executive Management Committees report directly to a Board Committee, establishing a clear and defined escalation process for issues and emerging risks.

S&T maintains a strong ethical framework designed to prevent internal fraud and employee misconduct. We continuously invest in training, education and new technologies designed to integrate processes, personnel and technology to protect our customers' information and finances, our employees and our organizational systems, assets and data. We continuously monitor areas susceptible to unauthorized access to customer information, money laundering, fraud, identity theft and other criminal activity. S&T personnel will promptly respond to and investigate a security or fraud incident to help protect S&T and our customers from financial loss or harm.

### **Data privacy and cybersecurity**

The S&T information security program uses a defense in-depth strategy that leverages multiple security measures to protect the Bank's assets, maintain data privacy and prevent cyber incidents from occurring. The information security program is a part of the overall ERM Program. The Board's risk committee oversees risk from cybersecurity threats as a part of its oversight of the ERM Program. The risk committee regularly reviews reports from, and has discussions with, S&T's chief risk officer, chief operating officer, chief security officer and director of operational risk management regarding cybersecurity



risks, the threat landscape, updates on incidents, and reports on our investments in cybersecurity risk mitigation and governance. S&T employees are required to undergo annual information security awareness training, which includes information regarding evolving threats, such as phishing, malware and social engineering testing. S&T uses staff and independent third parties to conduct annual penetration testing and IT security health assessments.

### Third-party risk management

S&T's enterprise risk management practices extend to our supply chain. The risk committee oversees our third-party risk management program, which is designed to identify, manage and minimize third-party risk through a centralized approach aligned with regulatory guidance and industry best practices. We manage the program to optimize Bank performance and enhance customer experience.

### **Executive compensation**

S&T's governance over goal setting, including the establishment of targets and rewards and monitoring performance results, mitigates excessive risk-taking that could harm our value or reward poor judgment by our executives. We believe that several features of our compensation policies and programs reflect sound risk management practices. We work with an external industry compensation expert to review our total compensation, including base and incentive plans that provide additional variable compensation opportunities. We work to have a forward-thinking, industry-aligned and highly-regarded approach that will allow us to retain and attract the best talent. In 2024, this included basing annual incentive awards on the achievement of a predetermined Earnings Per Share (EPS) goal (an audited number) and Pre-Provision Net Revenue (PPNR). Long-term incentive awards are in the form of

restricted stock units that have both relative performance and time-based features. All awards granted under the 2024 incentive plans were subject to Compensation and Benefits Committee review and approval. S&T believes that compensation with base salary and short-and long-term compensation target opportunities does not encourage excessive risk-taking.