S&T Bancorp, Inc.
Audit Committee Charter

Pursuant to Article III, Section 303 of the By-Laws of S&T Bancorp, Inc., the Board of Directors ("Board") has formed the Audit Committee ("Committee"). The Committee shall be a joint committee of S&T Bancorp, Inc. and S&T Bank (collectively and/or individually herein, as the case may be, "S&T"). This Audit Committee Charter ("Charter") governs the operations of the Committee and is intended to identify the purpose, composition, authority, and responsibilities of the Committee.

Purpose:

The Committee shall provide assistance to the Board in fulfilling its oversight responsibilities of:

- The integrity of S&T's financial statements;
- The performance of S&T's Internal Audit function and independent registered public accounting firm (independent auditors);
- The independent auditors' qualifications and independence;
- The proper exercise of fiduciary powers by S&T Bank consistent with the FDIC's Statement of Principles of Trust Department Management, including S&T Bank Trust Department budget and earnings performance;
- The oversight of S&T Bank Financial Services, which offers nondeposit investment and insurance products to retail customers through an agreement with Ameriprise Financial Services, LLC ("Ameriprise"), through its business channel Ameriprise Financial Institutions Group, for brokerage services and investment products and a vendor for insurance products. Ameriprise is a broker- dealer registered with the SEC and a member of the Financial Industry Regulatory Authority ("FINRA"), and the Securities Investor Protection Corporation ("SIPC").

The Committee shall prepare its report to be included in S&T's annual proxy statement, as required by the regulations of the Commission.

Composition:

Committee members are appointed annually by the Board on the recommendation of the Nominating and Corporate Governance ("NCG") 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 satisfy the independence and other applicable requirements of the NASDAQ stock exchange ("Exchange"), Section 10A(m)(3) of the Securities and Exchange Act of 1934, as amended ("Exchange Act"), the rules and regulations of the Commission, the requirements under applicable banking laws and regulations, such as the

Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA"), and 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. Accordingly, all members shall be directors:

- Who have no relationship to S&T that may interfere with the exercise of their independent judgment from management and S&T;
- Who do not accept directly or indirectly any consulting, advisory, or other compensatory fees from S&T or any subsidiary of S&T, other than in the member's capacity as a member of the Board or any Board committee of S&T or the affiliates of S&T;
- Who are not "affiliated persons" of S&T or any subsidiary of S&T, as defined by the Commission;
- Who are financially literate; and
- Who qualify as "independent" directors under the rules of the Exchange and Exchange Act.
- At least one member of the Committee shall be an "audit committee financial expert," as defined by the Commission, and at least two members shall have "banking or related financial management expertise," as defined in 12 CFR Part 363 of Federal Deposit Insurance Corporation regulations.

Committee members shall not serve on more than two other public company audit committees, unless the Board determines that simultaneous service would not impair the ability of the Committee member to serve effectively on the Committee and the Board discloses such determination in S&T's annual proxy statement.

The Board will appoint one of the members of the Committee to serve as its chairperson. In addition, at least one member of the Committee shall qualify and be appointed to serve as an Audit Committee Financial Expert. The Committee may delegate to its chairperson and its Financial Expert 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. The Committee may also appoint a secretary, who need not be a director.

Meetings

The Committee shall meet as often as it determines is necessary and appropriate and at least once every fiscal quarter. 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. The Committee may meet in executive session periodically 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.

Any officer or employee of S&T, outside counsel, independent auditor or other person may attend meetings, as the Committee deems appropriate. At least quarterly or as needed, the Committee will meet in separate executive sessions with management, independent auditors, and the Chief Audit Executive ("CAE") to discuss any matters that the Committee or any of these persons believe should be discussed privately, and have such direct and independent interaction with such persons from time to time as the members of the Committee deems appropriate.

Resources and Authority

It is the responsibility of the Committee to maintain transparent communication with its internal auditors, management, and independent auditors. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of S&T.

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole 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.

The Committee's authority includes, but is not limited to:

- Appoint, compensate, and oversee the work of independent auditors employed by S&T to conduct the annual audit. The independent auditors shall report directly to the Committee.

- Resolve any disagreements between management and the independent auditors regarding financial reporting.

- Pre-approve all auditing and non-audit services performed by S&T's independent auditors and other external accountants.

- Retain independent counsel, accountants, or others to advise the Committee or assist in the conduct of an investigation.

- Seek any information it requires from employees --- all of whom are directed to cooperate with the Committee's request or external parties.

- Meet with S&T officers, independent auditors, outside counsel, or any other person, as necessary.

- Meet with regulators when a meeting is requested by the regulators or the Committee to discuss examination results and promote open communication.

- Delegate authority to its Chairperson, Financial Expert, or a subcommittee, to approve matters related to the principal duties and responsibilities of the Committee between scheduled meetings to be presented for ratification to the full Committee at its next scheduled meeting.

Responsibilities

The Committee's role is one of oversight, and the Committee recognizes that S&T's management is responsible for the preparation and publication of S&T's financial statements and the independent auditors are responsible for auditing those financial statements. In addition, the Committee recognizes that S&T's financial management personnel, as well as the independent auditors, because of the nature of their relationship with S&T are in a better position to devote more time and acquire greater knowledge and more detailed information regarding S&T than do Committee members; consequently, in carrying out its oversight responsibilities, the Committee shall not be deemed to provide an expert or special assurance as to S&T's financial statements or any professional certification as to the independent auditors' work.

The Committee's responsibilities include performance of the duties required of an audit committee at S&T's subsidiaries to the extent required and permitted by applicable laws and regulations. The Committee may meet simultaneously as a Committee of S&T and any other S&T affiliate, as deemed appropriate.

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 should take appropriate actions to set the overall

corporate "tone" for quality financial reporting, sound business risk practices and ethical behavior. 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.

Financial Statements and Disclosure Matters

- The Committee shall meet to review and discuss S&T's annual audited financial statements and quarterly financial statements with management and the independent auditors, including reviewing S&T's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" prior to the filing of the respective Annual Report on Form 10-K or Quarterly Report on Form 10-Q. Also, the Committee shall discuss the results of the annual audit and the quarterly reviews and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards.

- The Committee shall discuss with the independent auditors the matters required to be discussed by the Public Company Accounting Oversight Board ("PCAOB") Auditing Standard No. 1301, *Communications with Audit Committees*, relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

- The Committee shall review:

    - major issues regarding accounting principles and financial statement presentations, including any significant changes in S&T's selection or application of accounting principles and major issues as to the adequacy of S&T's internal controls and any special audit steps adopted in light of any material control deficiencies;

    - analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative U.S. generally accepted accounting principles ("GAAP") methods on the financial statements;

    - the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of S&T.

- The Committee or another independent body of the Board (e.g., NCG Committee) shall review and approve all related-party transactions, defined as those transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404, and discuss with management the business rationale for the transactions and whether appropriate disclosures have been made. At this time, the Board has delegated this responsibility to the NCG Committee.

- The Committee shall review and discuss S&T's earnings press releases, including any use of "pro forma," or "adjusted" non-GAAP information; discuss generally with management, on a periodic basis, the types of financial information to be disclosed and the types of presentations to be made to analysts and rating agencies, including the circumstances, if any, under which earnings guidance will be provided to analysts or rating agencies.

- The Committee shall also review and approve the adequacy of the allowance for credit losses ("ACL"). Annually, and each time a material change is made, the Committee shall also review and approve Corporate Policy #135 – *Allowance for Credit Losses* to establish a framework for maintaining an adequate ACL. An appropriate ACL is required in order to accurately reflect the financial position of S&T and to comply with regulatory and accounting guidelines.

- In connection with its review and discussions regarding the Annual Report on Form 10-K, the Committee shall receive and review the written disclosures and the letter from the independent auditors required by the applicable requirements of the PCAOB regarding the independent auditors' communication concerning independence and discuss with the independent auditors their independence. Based on these reviews, the Committee shall recommend to the Board whether the audited financial statements should be included in S&T's Annual Report on Form 10-K.

- The Committee shall receive a report from the independent auditor, prior to the filing of its audit report with the Commission, on all critical accounting policies and practices of S&T, all alternative treatments of financial information within GAAP that have been discussed with management, including the ramifications of the use of such alternative treatments and disclosures, all significant unusual transactions, including the business purpose, and the treatment preferred by the independent auditors, and other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted audit difference or uncorrected misstatements.

- The Committee shall review the disclosures and certifications made to the Committee by S&T's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") during their certification process under Section 302 and 906 of the Sarbanes-Oxley Act of 2002 for the Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Additional consideration should be given regarding significant findings in the design or operation of internal controls or any fraud that involves management or other employees who have a significant role in S&T's internal controls.

- Receive periodic reports from the independent auditors and appropriate officers of S&T on significant accounting or reporting developments proposed by the Financial Accounting Standards Board, the PCAOB, or the Commission that may impact S&T.

- Discuss with S&T's general counsel, external counsel and/or the Chief Risk Officer ("CRO") any significant legal, compliance or regulatory matters that may have a material effect on the financial statements or S&T's business, financial statement or compliance policies, including material notices to or inquiries received from governmental agencies.

- Review and approve Corporate Policy #609 – *Complaints Regarding Accounting, Internal Accounting Controls, or Audit Matters ("Whistleblower Policy")* to establish and ensure the maintenance of adequate and effective procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by S&T's employees of concerns regarding questionable accounting or auditing matters.

- Annually review and approve the Charters for the Disclosure Control Committee and the ACL Committee to ensure delegated duties are appropriately outlined.

Internal Controls

- Understand the scope of internal and independent auditors' review of S&T's internal control environment, and obtain reports on significant findings and recommendations, together with management's responses.

- At least annually review and approve Corporate Policy #199 – *Sarbanes-Oxley ("SOX") Policy* which establishes the authority and responsibility for the development and implementation of an effective Sarbanes-Oxley (SOX) program.

- Discuss with S&T's independent auditors, internal auditors, and management their assessments of the adequacy of S&T's internal controls, any significant findings relating to financial reporting, the design or operation of S&T's internal and disclosure controls or other related matters, and any proposals or special actions taken in order to rectify such findings. The assessments of the adequacy of the internal control system should also include information technology security and control.

- Review and discuss with management, the CAE, and the independent auditors: management's assessment if S&T maintained effective internal control over financial reporting as of the end of S&T's most recent fiscal year and the independent auditors' opinion on the effectiveness of S&T's internal control over financial reporting, as of the end of S&T's most recent year, prior to the filing of each Annual Report on Form 10-K.

- Monitor S&T's progress in promptly addressing and correcting any significant findings in financial reporting, internal controls, or related matters.

- Review disclosures made to the Committee by S&T's CEO and CFO during the certification process for the Form 10-K/Q about any significant deficiencies or

material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect S&T's ability to record, process, summarize and report financial information or any fraud (whether or not material) involving management or other employees who have a significant role in S&T's internal controls over financial reporting.

- Discuss with S&T's CEO and CFO the certifications they are providing and understand the procedures they undertook.

- Annually, review and approve the Charter for the Sarbanes Oxley (SOX) Committee to ensure that delegated duties are appropriately outlined.

Internal Audit Function

- Adhere to the "essential conditions" defined for the highest-level body responsible for governance of the Audit function, as defined in the Institute of Internal Auditor's (IIA) *Global Internal Audit Standards* (*Standards*), which in addition to the responsibilities noted below, includes collaborating with and seeking the input from S&T Senior Management (defined as the CEO) regarding the Internal Audit Function.

- At least annually review and approve Corporate Policy #801 – *Audit Policy*, the Audit & Advisory Services (Audit) Charter (which includes the Audit mandate and the scope and types of services provided by Audit), and the Audit Procedural Manual. This should include understanding how Audit will fulfill the outlined mandate.

- Review and approve the CAE's roles and responsibilities and identify the necessary qualifications, experience, and competencies to carry out these roles and responsibilities. If the CAE is expected to have roles outside of Internal Audit, determine any actual or potential impairments and establish safeguards to preserve independence.

- Review and approve the appointment, replacement, or dismissal of the CAE, who shall have supervisory responsibility for the Internal Audit function.

- The Committee shall require that the CAE report directly to the Committee, with administrative oversight provided by an appropriate executive officer of S&T. The CAE will administratively report to the most senior executive of the organization, the CEO. The CAE's reporting relationship will be reevaluated annually by the Committee to ensure the independence and objectivity of the Internal Audit function. This will allow the CAE to be free from interference when determining the scope of services, performing engagements, and communicating results.

- Provide input to the CEO regarding the completion of the CAE's annual performance review, including the CAE's compensation. The performance review and compensation will be presented to the Committee for review and approval during the executive session.

- Engage with Senior Management (defined as the CEO) to champion Audit and ensure that the internal auditors have access to the data, records, information, personnel, and physical properties of S&T and that there are no unjustified restrictions or limitations.

- Review and approve the performance objectives for Audit established by the CAE at least annually and receive periodic updates from the CAE regarding the status of achieving the established objectives.

- Communicate the perspectives of the Committee regarding organizational strategies, objectives, and risks to assist the CAE with developing the audit plan. At least annually, approve the risk assessment and corresponding risk-based audit plan, including any planned consulting engagements (ensuring such engagements do not impair Audit's independence or objectivity). Additionally, receive periodic updates regarding the completion of the plan and approve any significant changes to the plan proposed by the CAE.

- At least annually, review and approve the resource plan established by the CAE in conjunction with the audit plan, including both hours, capabilities (including plans to address any identified gaps), and the continuing education plan. Receive periodic updates regarding the actual progress in comparison to the status of the audit plan.

- The Committee shall review and approve any outsourcing or co-sourcing arrangements pertaining to the Internal Audit function. The Interagency Policy Statement on the *Internal Audit Function and Its Outsourcing* should be taken into consideration.

- Approve the financial budget of Audit that is included as part of the annual financial planning process by the full Board of Directors. This should include ensuring that there are no financial resource constraints that would impact Audit to fulfill their mandate or the audit plan.

- Discuss with the CAE, at least annually, Audit's contingency plan to mitigate any significant suspension in audit coverage, particularly in high-risk areas.

- At least annually, as part of reviewing the results of the internal or external quality assessment review, the Committee shall assess the effectiveness and efficiency of the Internal Audit function, including conformance with the IIA *Standards* and applicable laws and regulations, ability to meet the Audit mandate, and the extent to which Audit's performance objectives are being met.

- Review and approve the CAE's plan for performance of an external quality assessment, including the frequency (at least every 5 years unless there is a valid reason to perform sooner), scope of review, and the competencies and independence of the external assessor. Additionally, at the conclusion of the assessment, review the results of the assessment directly from the assessor. If any

items are noted during the assessment, review and approve the CAE's action plan and timeline to address the items.

- Receive all reports issued by Audit. Review finding details and corresponding remediation plans for high or moderate rated findings identified by Audit and receive periodic updates regarding the remediation status of the findings at least quarterly. Additionally, the Committee will review information related to high or moderate rated audit findings that are 90 days past their initial target remediation date at least quarterly. This will allow the Committee to gain an understanding of the effectiveness of governance, risk management, and control processes throughout the organization.

- Review finding details and corresponding remediation plans for any reported regulatory examination findings and receive periodic updates regarding the remediation status of the findings at least quarterly. Additionally, review information related to regulatory examination findings that are past their initial target remediation date at least quarterly.

- At least quarterly, review the results of continuous auditing and the results of follow-up testing performed regarding regulatory examination findings and findings identified by Audit.

- Discuss with the CAE any disagreements with Management that impacts Audit's ability to execute their responsibilities.

- On at least a quarterly basis, the CAE shall participate in executive sessions with the Committee without the presence of S&T Management, which will allow for a forum to escalate matters of importance to the Committee. Additional meetings and/or conference calls will be scheduled as needed by the CAE, Committee Chairperson, or Committee Financial Expert.

- In accordance with Corporate Policy #801 – *Audit Policy*, review Management requests regarding the acceptance of a risk identified by Audit. This will include reviewing the details of the risk identified by Audit and Management's rationale for accepting the risk, then making a conclusion if accepting the risk aligns with the risk appetite of the Bank or requiring Management to address the risk identified by Audit.

- Periodically review the Audit Department Strategic Plan and at least semi-annual updates regarding the progress of the Plan.

<u>Independent Auditors</u>

- The Committee shall be directly responsible for the appointment (subject, if applicable, to shareholder ratification), compensation, retention, evaluation, termination and oversight of the work of the independent auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest

services for S&T, including resolution of disagreements between management and the auditors regarding financial reporting. The Committee shall direct the independent auditors to report directly to the Committee.

- In accordance with Corporate Policy #605 – *Pre-Approval of Audit and Non-Audit Services*, the Committee shall approve, in advance, all audit and non-audit services, including the fees and terms thereof, to be performed by the independent auditors that are permitted under Section 10A of the Exchange Act and the rules and regulations of the Commission there under.

- Ensure that engagement letters and any related agreements with the independent auditor do not contain any limitation of liability provisions that:

    - Indemnify the independent auditor against claims made by third parties;

    - Hold harmless or release the independent auditor from liability for claims or potential claims that might be asserted by the insured depository institution, other than claims for punitive damages; or

    - Limit the remedies available to the client insured depository institution.

- Review the independent auditors' proposed audit scope and approach, including coordination of audit effort with Internal Audit.

- Evaluate and monitor the independence, qualifications and performance of the independent auditors by, among other things:

    - At least annually, the Committee shall obtain and review with the independent auditors their report describing:

        - The independent auditors' internal quality control procedures;

        - Any material issues raised by the most recent internal quality control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with such issues; and

        - All relationships between the independent auditors with S&T, to assess the independent auditors' independence.

        - Annual communication from the independent auditors regarding independence consistent with *Independence Standards Board Standard No. 1,* including the fees billed in each of the last two fiscal years by category of service and discuss such report with the independent auditors. Recommend that the Board take appropriate

action to oversee the independence of the independent auditors, if so determined by the Committee.

- The Committee shall review with the independent auditors any audit problems or difficulties and management's response. This review will include any restrictions on the scope of the independent auditor's activities or access to requested information, and any significant disagreements with management.

- Reviewing the performance of the independent auditors, including an evaluation of the lead partner of the independent auditor's team, and taking into account the opinions of management and the internal auditors.

- If so determined by the Committee, taking additional action to satisfy itself of the qualifications, performance and independence of the auditors.

- Oversee the regular rotation of the audit partner(s) as required by law and consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the auditing firm itself on a regular basis.

- At least quarterly, meet separately with the independent auditors to discuss any matters that the Committee or independent auditors believe should be discussed privately.

- Establish internal protocols between Employee Services and Internal Audit to evaluate S&T's hiring of employees or former employees of the independent auditors who participated in any capacity in the audit of S&T, including in particular the prohibition on employment under Section 10A(1) of the Exchange Act, the regulations of the Commission and the Exchange's listing standards as CEO, CFO, controller, chief accounting officer, or any person serving in an equivalent position (including a director of finance) for S&T, during the one-year period preceding the date of the initiation of the audit.

- Ensure that the independent auditors have access to all necessary S&T resources.

<u>S&T Investment Services:</u>

Provide oversight of the following divisions that comprise S&T Investment Services:

Trust:

The executive officer of S&T Investment Services 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 Division 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. A comprehensive stand-alone Watch List that details the reasons for an account's inclusion, status updates on resolution efforts, and justification for removal.

3. Review S&T Bank Trust Division budget and earning performance.

4. Review examination reports of the Trust Division by supervisory agencies and record actions taken in its minutes; monitor the status of management's remediation efforts to address recommendations until completion.

5. Review audit reports of the Trust Division and record actions taken in its minutes; monitor the status of management's remediation efforts to address recommendations until completion.

6. Review a litigation summary report on legal matters pertaining to fiduciary activities.

7. Receive meeting minutes from the Trust Division's Fiduciary Committee and record actions taken in its minutes.

8. Review summary information related to Management's oversight of the Trust Division's operations third party service provider.

Additionally, periodically (as defined below) review and approve the following:

1. Annually, the Charter for the Fiduciary Committee to ensure delegated duties are appropriately outlined.

2. At least annually, and each time a material change is made, Corporate Policy #844 - *Trust Policy*.

3. As needed, any agreements related to third party relationships.

4. Designate an officer, qualified and competent, to be responsible for and administer the activities of the trust department. This includes reviewing the assigned duties of the Trust Officer, including when there are material changes to those duties.

Financial Services:

In order to ensure appropriate oversight of S&T Bank Financial Services, the Committee shall:

1. Review and approve Corporate Policy #806 – *Financial Services* annually and each time a material change is made to ensure the nondeposit investment product ("NDIP") sales program complies with applicable regulatory guidance.

2. Review and approve the Non-Deposit Investment Products Marketing Agreement (Dual Program).

3. Review the summary provided by the S&T Director of Trust & Financial Services of the NDIP Program and third party provider oversight on a quarterly basis covering results of the NDIP Program and third party provider oversight, required FINRA training, customer complaints and results of independent reviews.

4. Review the summary analysis of the Approved Product List prepared by the Ameriprise Due Diligence Committee annually in order to evaluate the suitability and appropriateness for sale to S&T customers and prospects, and ensure proper alignment with the Board's risk appetite.

5. Annually, review and approve the Charter for the Ameriprise Due Diligence Committee to ensure delegated duties are appropriately outlined.

6. Any changes to the Ameriprise Financial Compliance Manual shall be made available to the Audit Committee electronically upon request.

Reporting

- In addition to any other reports that may be requested by the Committee from time to time, quarterly updates regarding Audit & Advisory Services activities, audit and regulatory finding monitoring, whistleblower activity, Investment Services activities, financial statements and disclosure matters, internal control matters, and Independent Auditor communications will be provided. In some cases, information within these categories will only be presented annually in accordance with Charter requirements.

- 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 including the quality or integrity of S&T's financial statements, S&T's compliance with legal or regulatory requirements, the performance and independence of S&T's independent auditors, and the performance of the Internal Audit function.

- The Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any proposed changes to this Charter.

- Report annually to the shareholders, describing the Committee's composition, responsibilities and how they were discharged, and any other information required by rule, including approval of non-audit services.

- Review other reports S&T issues that relate to Committee responsibilities.

Approved: S&T Bancorp, Inc. Audit Committee; August 4, 2026

S&T Bancorp, Inc. Board of Directors; October 28, 2026