

NASDAQ WELCOMES  
CNB FINANCIAL CORPORATION  
NOVEMBER 9, 2016

**CNB** FINANCIAL CORPORATION

CCNE Nasdaq Listed

 **Nasdaq**

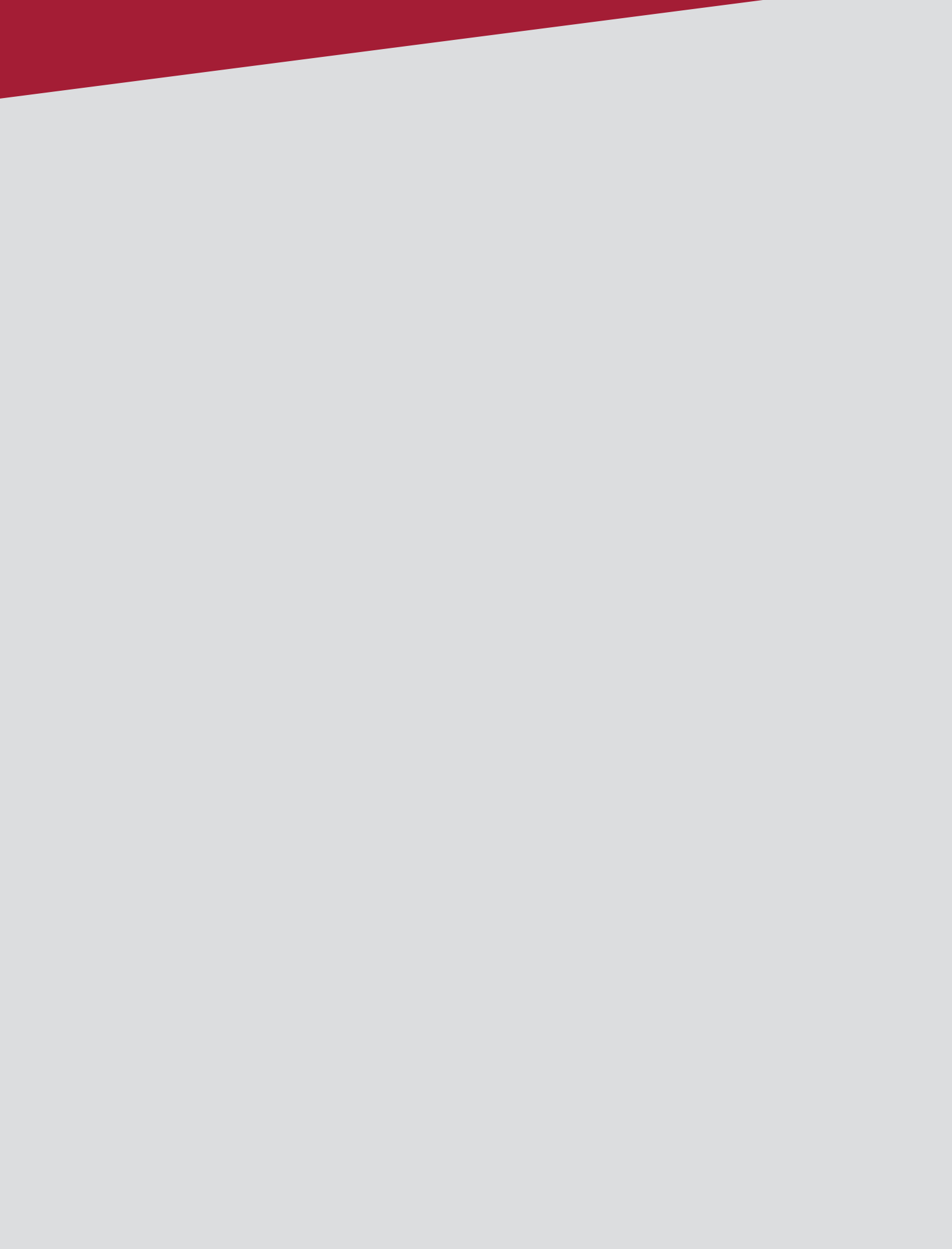
**CNB** FINANCIAL CORPORATION

**2016 ANNUAL REPORT**

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# HIGHLIGHTS

## CONSOLIDATED FINANCIAL HIGHLIGHTS

(dollars in thousands, except per share data)

### FOR THE YEAR

	2016	2015	% Change
Interest and Dividend Income	\$94,315	\$87,178	8.2%
Interest Expense	13,028	12,471	4.5%
Net Interest Income	81,287	74,707	8.8%
Non-interest Income	17,691	17,094	3.5%
Non-interest Expense	67,118	58,752	14.2%
Net Income	20,540	22,197	(7.5%)
Net Income Return on:			
Average Assets	0.85%	0.99%	(14.1%)
Average Equity	9.69%	11.23%	(13.7%)

### AT YEAR END

Assets	\$2,573,821	\$2,285,136	12.6%
Loans, net of unearned	1,870,870	1,577,789	18.6%
Deposits	2,017,522	1,815,053	11.2%
Shareholders' Equity	211,784	201,913	4.9%

### PER SHARE DATA

Net Income, diluted	\$1.42	\$1.54	(7.8%)
Dividends	0.66	0.66	0.0%
Book Value	14.64	14.01	4.5%
Market Value	26.74	18.03	48.3%

# MESSAGE

## TO OUR SHAREHOLDERS, CUSTOMERS, EMPLOYEES & FRIENDS:

CNB Financial Corporation entered 2016 having just completed a major renovation and expansion of its headquarters. Upon completion of this investment, several other strategic initiatives began—including upgrades to the core processing system with enhanced electronic banking services; the construction of three new facilities across the Bank's divisions; and various staffing enhancements to better serve our growth and to provide better coverage of the continued increase in regulatory burdens. It's a pleasure to announce that the system upgrade is complete and already improving our ability to provide modern, state-of-the-art services to our customers. Also, as you read this report, all three new offices, including the FCBank headquarters in Worthington, Ohio, the ERIEBANK office in Ashtabula, Ohio, and the CNB Bank office in Blair County, Pennsylvania, are open and serving their respective communities. Finally, we have added an appropriate number of new positions to our operations staff to fully support our growth in the near future. In short, our major infrastructure projects are complete.

Several other significant initiatives occurred over the past year. Some of these initiatives had a negative impact on 2016 earnings; however, each project better positions CNB for future growth and stronger earnings. In the second quarter, CNB prepaid \$40 million of Federal Home Loan Bank of Pittsburgh fixed-rate borrowings. This will give CNB a positive reduction in cost of funds. Early in the third quarter, we completed the acquisition of Lake National Bank. The two new locations, as well as their staff and customers (including a significant number of manufacturing companies in Lake County, Ohio), have been welcomed into our ERIEBANK division. We are highly optimistic that this merger will provide CNB with a major growth area for many years to come, especially in the commercial and industrial sector.

Also in the third quarter, CNB Financial Corporation announced a \$50 million subordinated debenture offering. The proceeds of this issuance have been contributed to CNB Bank to increase its capital ratios and provide further support of future growth. In addition to this debt issuance to improve capital, a common stock offering was announced and completed in the first quarter of 2017 to raise \$20 million. This capital will bolster the Corporation's tangible common equity position. CNB expects to see earnings improve from 2016 as the growth in earning assets and the updated infrastructure continue to be put to work. The internal growth of capital through enhanced earnings should provide a continual source of capital for the future.

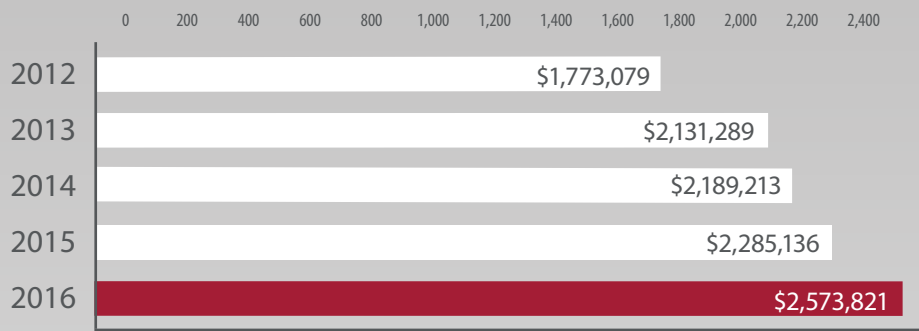
CNB's most exciting news in 2016 was the announcement of its newest division, Bank on Buffalo, which will serve Erie County of New York along with the surrounding counties of Western New York. The decision to move into this region with a de novo operation came after an extensive evaluation of the market and the competition, as well as a search for the key executive from the area to spearhead the market's development. Just prior to this announcement, two large regional financial institutions (KeyBank and First Niagara Bank) announced their merger. This merger of two companies that hold significant market share in the area only increases the excitement for our newest division. Bank on Buffalo, which has already opened its first full-service office and has two other sites under agreement to open in the late second or early third quarter of 2017, will primarily focus on the large number of commercial and industrial businesses that operate in the market.

All of the previously noted events resulted from management's implementation of the Board-approved strategic plan, which revolves around the philosophy, "Look for a way to say yes to your customers, co-workers, and community, every time." This very simple statement encompasses our company's culture in a succinct way. The plan further defines this philosophy with five pillars of success:

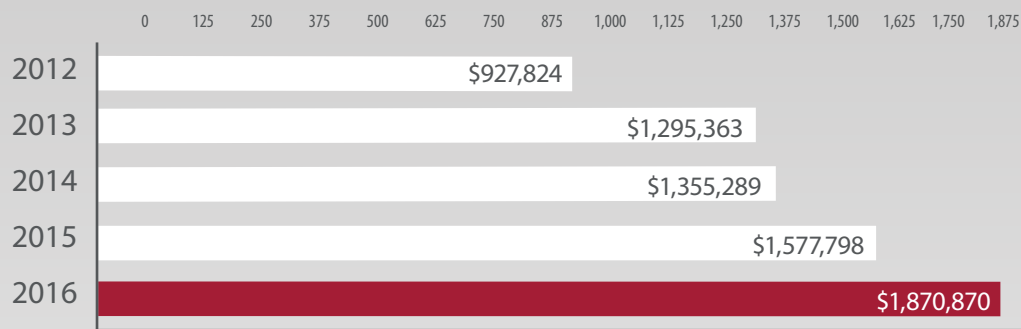
1. Leadership in Local Communities – a differentiating factor is CNB's level of investment and leadership in local communities.
2. Exceptional Customer Experience – CNB staff must provide consistently exceptional customer service, which in turn will lead to positive customer experiences (CX); an enterprise-wide CX plan has been implemented.

# FINANCIALS

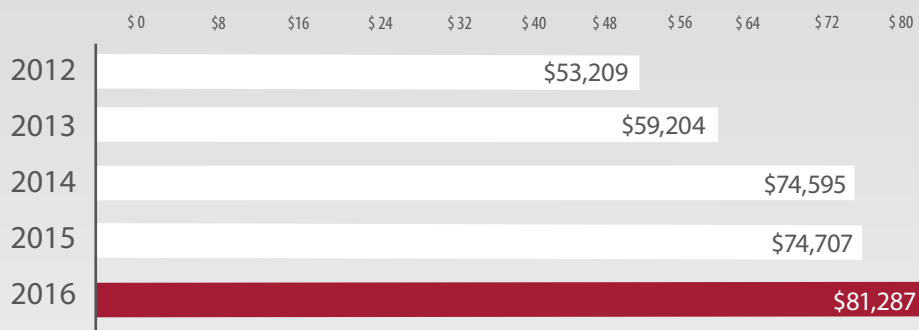
## ASSET GROWTH (in thousands)



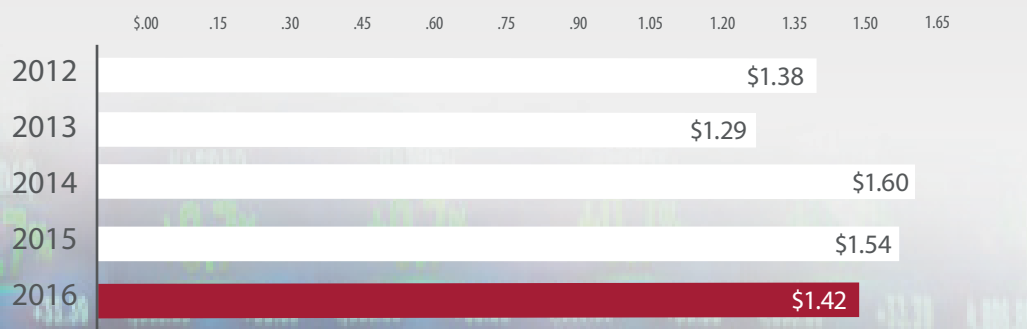
## LOANS, NET OF UNEARNED (in thousands)



## NET INTEREST INCOME (in thousands)



## EARNINGS PER SHARE (diluted)



## Message to the Shareholders continued...

3. Employee Development – a critical component of workplace culture and employee satisfaction is the continued training and development of staff.
4. A Consistent Approach to Growth – CNB will proactively evaluate targets for de novo and/or acquisition potential. This includes both geographical areas and financial institutions. CNB Bank will continue to operate as CNB Bank, ERIEBANK, FCBank, and Bank on Buffalo; each market has a unique marketing and growth strategy with operational support from the bank, but is led by market Presidents.
5. A Solid Foundation of Technology – Deeply entwined in every aspect of our service model is the need for current technology.

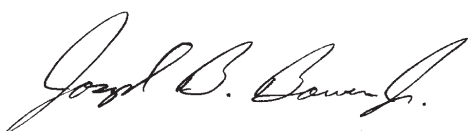
As noted, employee development is critical to CNB's success. Efforts to provide a comfortable and pleasant work environment include competitive compensation, a wellness program, and up-to-date technology. Our team is also provided with a significant retirement plan opportunity so that each associate can have peace of mind regarding retirement and better focus on today's challenges. In addition to all of this, each employee has access to a comprehensive benefits package that offers flexibility depending on his or her individual needs.

There is a school of thought that asks, "What if we train them and they leave?" To which we respond, "What if we don't and they stay?" Training is paramount and continuous for our entire team. From online courses to off-site training provided by experts in their field, everyone in the Corporation has formal training each year. Today's technology and ever-increasing regulations are just two of the many reasons we must continue to evolve our training methods. Recently, CNB developed a two-year Leadership Institute that focuses on management techniques as well as individual characteristics and demeanor. CNB will continue to evolve its training methods with the constant changes that occur in the banking industry.

Perhaps the most humbling and memorable event of the year occurred in November 2016. CNB Financial Corporation was invited to ring the closing bell at NASDAQ National Markets on the day following Election Day. It was, without a doubt, a very historic day. The market reacted very positively and the day closed with a total green board behind us. CNB's stock was included in the rally and I, personally, felt very honored to represent the Corporation along with eleven executives and directors.

Change, challenge, and opportunity are the focus for 2017. Many things in business can be controlled, but for everything that can, there is something that can't. Regulations, consumers, the economy, and politics are some examples. This year appears to be poised for unpredictability, which began with the latest election, as many changes are being considered. Regulatory relief and tax reform appear to be on the horizon. In addition, oil and gas exploration and development are beginning to ramp up. Whatever the changes are, we must be prepared for their impact on the bank and its customers. Our Corporation is in touch with both the state and federal associations that help to drive the policy for each body's regulatory agenda. Through this involvement, our voices are being heard and we are hopeful that changes will be made to benefit our customers. Regardless of the outcome, we will stay very close to the discussions so that we can address any resulting challenges.

We truly appreciate your ownership and interest in CNB Financial Corporation.



Joseph B. Bower, Jr.

*President and Chief Executive Officer*

# EXECUTIVE MANAGEMENT & BOARD OF DIRECTORS

## Corporate Officers, CNB Financial Corporation

**Joseph B. Bower, Jr.**  
*President & Chief Executive Officer*

**Richard L. Greslick, Jr.**  
*Secretary*

**Brian W. Wingard**  
*Treasurer & Principal Financial Officer*

## Executive Officers, CNB Bank

**Joseph B. Bower, Jr.**  
*President & Chief Executive Officer*

**Mark D. Breakey**  
*Senior Executive Vice President &  
Chief Credit Officer*

**Joseph E. Dell, Jr.**  
*Senior Executive Vice President &  
Chief Commercial Banking Officer*

**Richard L. Greslick, Jr.**  
*Senior Executive Vice President,  
Chief Operating Officer*

**Mary Ann Conaway**  
*Executive Vice President,  
Human Resources*

**Leanne D. Kassab**  
*Executive Vice President,  
Customer Experience*

**Steven R. Shilling**  
*Executive Vice President,  
Private Client Solutions*

**Brian W. Wingard**  
*Executive Vice President &  
Chief Financial Officer*

## Board of Directors

*CNB Financial Corporation and CNB Bank*

**Peter F. Smith**  
*Chairman of the Board  
Attorney at Law*

**Joseph B. Bower, Jr.**  
*President and Chief Executive Officer,  
CNB Financial Corporation; President &  
Chief Executive Officer, CNB Bank*

**William F. Falger**  
*Retired, Former President & Chief  
Executive Officer, CNB Financial  
Corporation, CNB Bank*

**Richard L. Greslick, Jr.**  
*Secretary, CNB Financial Corporation;  
Senior Executive Vice President &  
Chief Operating Officer, CNB Bank*

**Dennis L. Merrey**  
*Retired, Formerly President, Clearfield  
Powdered Metals, Inc. (Manufacturer)*

**Robert W. Montler**  
*President & Chief Executive Officer,  
Lee Industries and Keystone Process  
Equipment (Manufacturer)*

**Joel E. Peterson**  
*President, Clearfield Wholesale Paper  
(Wholesaler)*

**Deborah Dick Pontzer**  
*Economic Development & Workforce  
Specialist, Office of Congressman  
Glenn Thompson*

**Jeffrey S. Powell**  
*President, J.J. Powell, Inc.  
(Petroleum Distributor)*

**James B. Ryan**  
*Retired, Formerly Vice President of  
Sales, Marketing, Windfall Products, Inc.  
(Manufacturer)*

**Nick Scott, Jr.**  
*Vice President & Owner, Scott Enterprises  
(Hospitality Industry)*

**Richard B. Seager**  
*President and Chief Executive Officer,  
Journey Health System (Health Services)*

**Frank Straub**  
*Managing Officer and Director, St. Marys  
Pharmacy, Inc. and Bennetts Valley  
Pharmacy, Inc. (Pharmaceuticals)*

**Peter C. Varischetti**  
*President, Varischetti Holdings, LLC*



# OFFICERS

## Administrative Services

**Timothy A. Bracken**  
*Vice President, Controller*

**Carolyn B. Smeal**  
*Vice President, Operations*

**Susan M. Warrick**  
*Vice President, Operations*

**Becky A. Coleman**  
*Assistant Vice President, Operations*

**Shannon L. Irwin**  
*Assistant Vice President,  
Human Resources*

**Paul A. McDermott**  
*Assistant Vice President, Facilities*

**Kylie Ogden**  
*Assistant Vice President, Compliance*

**John H. Sette**  
*Assistant Vice President,  
Information Systems*

**B.J. Sterndale**  
*Assistant Vice President, Training*

**Erin L. Brimmeier**  
*Operations Officer*

**Thomas B. Gilmore**  
*Information Technology Manager*

**Amy B. Potter**  
*Marketing Officer*

**Jessica A. Shaffner**  
*Enterprise Support Officer*

**Brenda L. Terry**  
*Banking Officer*

## CNB Bank

**Greg M. Dixon**  
*CNB Market Executive*

**Jeffrey W. Alabran**  
*Senior Vice President,  
Commercial Banking, Indiana*

**Michael E. Haines**  
*Vice President,  
Commercial Banking, St. Marys*

**Karen R. Pfingstler**  
*Vice President,  
Commercial Banking, DuBois*

**Matthew Q. Raptosh**  
*Regional Vice President,  
Commercial Banking, Blair County*

**Joseph H. Yaros**  
*Vice President,  
Commercial Banking, Bradford*

**David W. Ogden**  
*Vice President, Credit Administration*

**Eileen F. Ryan**  
*Vice President, Mortgage Lending*

**Ruth Anne Ryan-Catalano**  
*Vice President, Retail Banking*

**C. Brett Stewart**  
*Vice President,  
Commercial Banking, Indiana*

**Christopher L. Stott**  
*Vice President,  
Director of Private Banking*

**Mary A. Baker**  
*Assistant Vice President, Market  
Manager, Northern Cambria Office*

**Vickie L. Baker**  
*Assistant Vice President,  
Market Manager, Bradford Main Office*

**Katie M. Whysong**  
*Assistant Vice President,  
Commercial Banking*

**James C. Davidson**  
*Assistant Vice President,  
Private Banking*

**Denise J. Greene**  
*Assistant Vice President,  
Private Banking*

**Cory K. Johnston**  
*Assistant Vice President,  
Credit Administration*

**Katie A. Penoyer**  
*Assistant Vice President,  
Treasury Services*

**Heather D. Serafini**  
*Assistant Vice President,  
Private Banking*

**Judy L. Barry**  
*Banking Officer, Portfolio Manager*

**Lori L. Curtis**  
*Community Office Manager,  
Philipsburg Plaza Office*

**Autumn F. Farley**  
*Commercial Banking Officer*

**Beverly A. Greene**  
*Banking Officer, Portfolio Manager*

**Caroline Henry**  
*Community Office Manager,  
Philipsburg Presqueisle Street Office*

**Tyler A. Kirkwood**  
*Commercial Banking Officer*

**Heather Koptchak**  
*Market Manager*

**Jacklyn M. Lantzy**  
*Community Office Manager,  
Blair County Office*

**Lisa A. Marchiori**  
*Community Office Manager,  
DuBois Office*

**James V. Masone**  
*Assistant Commercial Banking Officer*

**Alesia N. McElwee**  
*Community Office Manager,  
Clearfield Main Office*

**Dustin A. Minarchick**  
*Commercial/Retail Banking Officer*

**Andrew V. Nedzinski**  
*Assistant Commercial Banking Officer*

**Nadine J. Rodgers**  
*Banking Officer, Indiana*

**Douglas M. Shaffer**  
*Community Office Manager,  
Punxsutawney Office*

**Lori D. Shimel**  
*Community Office Manager,  
Houtzdale and Madera Offices*

**Sherry Wallace**  
*Mortgage Banking Officer*

**Gregory R. Williams**  
*Banking Officer, Clearfield*

**Joel M. Zupich**  
*Credit Officer*

**Kevin C. Wain**  
*Community Office Assistant Manager,  
Clearfield Industrial Park Road Office*

## Wealth & Asset Management Services

**Craig C. Ball**  
*Vice President,  
Wealth & Asset Management*

**Eric A. Johnson**  
*Vice President,  
Wealth & Asset Management*

**Glenn R. Pentz**  
*Vice President,  
Wealth & Asset Management*

**Calvin R. Thomas, Jr.**  
*Vice President,  
Wealth & Asset Management*

**Andrew D. Franson**  
*Assistant Vice President,  
Wealth & Asset Management*

**R. Michael Love**  
*Assistant Vice President,  
Wealth & Asset Management*

**Dorothy M. Turner**  
*Wealth & Asset Management Officer*

# OFFICERS & AFFILIATES

## ERIEBANK, a Division of CNB Bank

**David J. Zimmer**  
President

**Steven M. Cappellino**  
Senior Vice President,  
Regional Manager, Crawford County

**William L. DeLuca, Jr.**  
Senior Vice President, Commercial  
Banking

**Andrew L. Meinhold**  
Senior Vice President, Regional  
Manager, Lake County

**David P. Bogardus**  
Vice President, Commercial Banking,  
Ashtabula Office

**Betsy C. Bort**  
Vice President, Commercial Banking

**Scott O. Calhoun**  
Vice President, Commercial Banking

**Timothy A. Flenner**  
Vice President, Commercial Banking,  
Mentor Center Office

**Christine Hartog**  
Vice President, Market Manager,  
Community Office Manager, Mentor  
Center Office

**Eryn C. Medved**  
Vice President, Commercial Banking &  
Treasury Services, Mentor Center Office

**Joshua P. Miller**  
Vice President, ERIEBANK Investment  
Advisors

**Larry G. Morton, Jr.**  
Vice President, ERIEBANK Investment  
Advisors

**Gregory A. Noon**  
Vice President, Commercial Banking,  
Warren Office

**John M. Schulze**  
Vice President, Commercial Banking

**William J. Vitron, Jr.**  
Vice President, ERIEBANK Investment  
Advisors

**Thomas J. Walker**  
Vice President, Commercial Banking,  
Warren Office

**J. Allen Weaver**  
Vice President, Commercial Banking  
Team Leader, Mentor Center Office

**Kelly S. Buck**  
Assistant Vice President, Private  
Banking

**Chrystal M. Fairbanks**  
Assistant Vice President, Community  
Office Manager/Private Banking,  
Ashtabula Office

**Denise E. Gelofsack**  
Assistant Vice President, Portfolio  
Manager, Mentor Center Office

**Carla M. Higgins**  
Assistant Vice President, Commercial  
Banking

**Allison M. Hodas**  
Assistant Vice President, Treasury  
Services

**Katie J. Jones**  
Assistant Vice President, Market  
Manager

**Barbara A. Macks**  
Assistant Vice President, ERIEBANK  
Investment Advisors

**Julie L. Martin**  
Assistant Vice President, Commercial  
Services

**James R. Miale**  
Assistant Vice President, Commercial  
Banking, Meadville Office

**Timothy J. Roberts**  
Assistant Vice President, Commercial  
Banking

**Paul D. Sallie**  
Assistant Vice President, Private  
Banking

**Russell G. Daniels**  
Commercial Banking Officer

**Erin L. Bednaro**  
Community Office Manager,  
Interchange Office

**Robert P. Cannon**  
Community Office Manager, Midland  
Office

**Tracie A. Harmon**  
Community Office Manager, Vernon  
Office

**Jaclyn R. Italiani**  
Community Office Manager,  
Downtown Office

**Brenda G. Shaffer**  
Community Office Manager,  
Harborcreek Office

**Helicia E. Sonney**  
Community Office Manager, Asbury  
Office

**Theresa L. Swanson**  
Community Office Manager, Warren  
Office

**Mary J. Taormina**  
Community Office Manager,  
Meadville Office

**John R. VanTassel**  
Treasury Services Officer

**Abigail L. Williams**  
Community Office Manager,  
West 12th Street Office

**Debra A. Masone**  
Community Office Assistant Manager,  
Meadville Office

## ERIEBANK Regional Board of Advisors

**David J. Zimmer**  
Chairman of the Board,  
President, ERIEBANK

**Joseph B. Bower, Jr.**  
President and Chief Executive Officer,  
CNB Financial Corporation, CNB Bank

**Mark D. Breakey**  
Senior Executive Vice President &  
Chief Credit Officer, CNB Bank

**Gary L. Clark**  
Chief Executive Officer, Reed  
Manufacturing Company

**Jane M. Earll**  
Esquire, (Senator, Retired)

**David K. Galey**  
Retired, Former Treasurer and Chief  
Financial Officer, Greenleaf Corporation  
(Manufacturer)

**Richard L. Greslick, Jr.**  
Secretary, CNB Financial Corporation;  
Senior Executive Vice President &  
Chief Operating Officer, CNB Bank

**Charles "Boo" Hagerty**  
President, Hamot Health Foundation  
(Health Services)

**Thomas M. Kennedy**  
President, Professional Development  
Associates, Inc. (Business and Real  
Estate Development)

**Jerome T. Osborne, III**  
President, JTO, Inc.  
(Real Estate Developer)

**Lance F. Osborne**  
President, Osborne Capital Group  
(Real Estate Investment)

**Thomas W. Reams**  
Vice President, C. H. Reams & Associates,  
Inc. (Insurance)

**Nick Scott, Jr.**  
Vice President & Owner, Scott  
Enterprises (Hospitality Industry)

**James E. Spoden**  
Esquire, MacDonald Illig Jones &  
Britton, LLP (Law Office)

## ERIEBANK Ohio Regional Board of Advisors

**Dr. Ludson Albrecht**  
Owner, Albrecht Family Dentistry  
Dental Consultant, Coltene Whaledent

**Jennifer Brown**  
Economic Development Specialist,  
CT Consultants (Municipal Government,  
Public Entities)

**Richard T. Flenner, Jr.**  
Retired, Former President,  
Lake National Bank

**Bryce A. Heinbaugh**  
Managing Partner, IEN Risk  
Management Consultants  
(Insurance Brokers & Agencies)

**Richard J. Kessler**  
President, Society of Rehabilitation  
(Serves Individuals with Disabilities)

**Shawn Neece**  
Director, NMS Certified Public  
Accountants

**Joseph T. Svete**  
President, Svete & McGee Co., LPA  
(Law Office)

## FCBank, a Division of CNB Bank

**J. Andrew Dale**  
President

**Neal S. Clark**  
Vice President,  
Senior Commercial Banking

**Donna M. Conley**  
Vice President, Commercial  
Banking/Community Office Manager,  
Bucyrus North

**Terrance E. Hamm**  
Vice President, Commercial Banking

**John G. Hock**  
Vice President, Commercial Banking

**Steven W. Howard**  
Vice President, FC Financial Services

**Scot D. Lewis**  
Vice President, Commercial Banking

**Jack L. Trachtenberg**  
Vice President, Private Banking

**Dean J. Vande Water**  
Vice President, Commercial Banking

**Jeffrey P. Scholl**  
Vice President, Market Manager

**Frank Sudal**  
Vice President, FC Financial Services

**Brian C. Bach**  
Assistant Vice President, Agriculture  
Lending

**William R. Diehl**  
Assistant Vice President,  
Portfolio Manager

**Bernard J. McGuinness**  
Assistant Vice President,  
Commercial Banking

**Wendy L. Moreland**  
Assistant Vice President,  
Treasury Services

**Jillian V. Price**  
Assistant Vice President,  
Market Manager

**Thomas J. Szabo**  
Assistant Vice President,  
Commercial Banking

**Jared Butler**  
Network Administrator, Facilities Officer

**Annette D. Lester**  
Community Office Manager,  
Cardington Office

**Michelle P. Muchow**  
Executive Assistant, Banking Officer

**J. Ralph Parker**  
Senior Credit Officer

**Teri A. Slate**  
Community Office Manager,  
Shiloh Office

**Travis M. Smith**  
Banking Officer, Portfolio Manager

**Elaine M. Wilson**  
Community Office Manager,  
Fredericktown Office

**Christopher A. Winegardner**  
Community Office Manager,  
Worthington Office

**Clara J. McClung**  
Community Office Assistant Manager,  
Worthington Office

## FCBank Regional Board of Advisors

**J. Andrew Dale**  
Chairman of the Board,  
President, FCBank

**Joseph B. Bower, Jr.**  
President and Chief Executive Officer,  
CNB Financial Corporation, CNB Bank

**Mark D. Breakey**  
Senior Executive Vice President &  
Chief Credit Officer, CNB Bank

**Jennifer Carney**  
Partner and Co-Founder, Carney Ranker  
Architects, Ltd.

**Patrick J. Drouhard**  
Retired, Former Cardington-Lincoln  
School District Superintendent

**Richard L. Greslick, Jr.**  
Secretary, CNB Financial Corporation;  
Senior Executive Vice President &  
Chief Operating Officer, CNB Bank

**R. Duane Hord**  
President, Hord Livestock, Inc.  
(Agriculture)

**Lawrence A. Morrison**  
CPA and Partner, Kleshinski, Morrison &  
Morris, LLP (Accounting)

**David Royer**  
Vice President of Finance &  
Development, Continental Real Estate  
Companies (Real Estate Developer)

**J. Randall Schoedinger**  
CEO, Schoedinger Funeral and  
Cremation Services

## Bank on Buffalo, a Division of CNB Bank

**Martin T. Griffith**  
President

**Gregory G. Emminger**  
Vice President, Commercial Banking

**Kathleen B. Kane**  
Vice President,  
Regional Retail Market Manager

**David G. Hawker**  
Assistant Vice President,  
Portfolio Manager

## Holiday Financial Services Corporation, a Subsidiary of CNB Financial Corporation

### BOARD OF DIRECTORS

**Joseph B. Bower, Jr.**  
Chairman

**Richard L. Greslick, Jr.**  
Secretary

**Brian W. Wingard**  
Director

### CORPORATE OFFICERS

**Joseph P. Strouse**  
President

## CNB Securities Corporation, a Subsidiary of CNB Financial Corporation, Wilmington, DE

### BOARD OF DIRECTORS

**Timothy A. Bracken**  
Director

**Glenn R. Pentz**  
Director

**Donald R. McLamb, Jr.**  
Wilmington Trust SP Services, Inc.

### CORPORATE OFFICERS

**Brian W. Wingard**  
President

**Donald R. McLamb, Jr.**  
Treasurer, Wilmington Trust SP Services,  
Inc.

**Elizabeth F. Bothner**  
Secretary, Wilmington Trust SP Services,  
Inc.

# SHAREHOLDER INFORMATION

## Annual Meeting

The Annual Meeting of the Shareholders of CNB Financial Corporation will be held Tuesday, April 18, 2017 at 2:00 p.m. at the Corporation's headquarters in Clearfield, PA.

## Corporate Address

CNB Financial Corporation  
31 S. Second Street  
P.O. Box 42  
Clearfield, PA 16830  
(814) 765-9621

## Stock Transfer Agent & Registrar

American Stock Transfer & Trust Company, LLC  
6201 15th Avenue  
Brooklyn, NY 11219  
(800) 937-5449

## Form 10-K

Shareholders may obtain a copy of the Annual Report to the Securities and Exchange Commission on Form 10-K by writing to:

CNB Financial Corporation  
P.O. Box 42  
Clearfield, PA 16830  
ATTN: Shareholder Relations

## Quarterly Share Data

For information regarding the Corporation's quarterly share data, please refer to Item 5 in the 2016 Form 10-K.

## Market Makers

The following firm has chosen to make a market in the stock of the Corporation. Inquiries concerning their services should be directed to:

Boenning & Scattergood, Inc.  
1700 Market Street, Ste 1420  
Philadelphia, PA 19103  
(800) 842-8928



## **Corporate Profile**

CNB Financial Corporation is a leader in providing integrated financial solutions, which create value for both consumers and businesses. These solutions encompass deposit accounts, private banking, real estate, commercial, industrial, residential and consumer loans and lines of credit, credit cards, treasury services, online banking, mobile banking, merchant credit card processing, remote deposit and accounts receivable handling. In addition, the Corporation provides wealth and asset management services, retirement plans and other employee benefit plans.

## **CNB Bank**

A subsidiary of CNB Financial Corporation, CNB is a regional independent community bank in North Central Pennsylvania with over 500 employees who make customer service more responsive and reliable. For over 150 years, the Bank has strived to be more customer-driven than its competitors and to build long-term customer relationships by being reliable and competitively priced.

CNB continually seeks innovative ways to execute a personal, quality-driven customer service strategy and prides itself on being first-to-market for many of these innovations. To satisfy customers' financial needs and expectations, it offers a variety of delivery channels, which include twenty-two full-service offices, nineteen ATMs, telephone banking (1-866-224-7314), Internet banking ([www.CNBBank.bank](http://www.CNBBank.bank)), mobile banking, and a centralized customer service center (1-800-492-3221).

## **ERIEBANK**

Headquartered in Erie, Pennsylvania, ERIEBANK is a division of CNB Bank. Presently, there are eight full service offices in Pennsylvania, which house its commercial, retail and Private Banking divisions. Five offices are in Erie, two in Meadville, and one in Warren, Pennsylvania. ERIEBANK also has three full-service offices in Ohio, one in Ashtabula and two in Mentor. In addition, ERIEBANK Investment Advisors provides wealth and asset management services, retirement plans and other employee benefit plans.

## **FCBANK**

FCBank, a division of CNB Bank, is headquartered in Worthington, Ohio with nine full service offices in the communities of Bucyrus, Shiloh, Mt. Hope, Cardington, Fredericktown, Worthington, Dublin, and Upper Arlington. FCBank also has one loan production office in Lancaster, Ohio. FCBank is driven by a strong focus on meeting the financial needs of businesses and individuals in a way only a community bank can deliver. FCBank offers commercial, retail, and Private Banking services, along with wealth and asset management services through FC Financial Services.

## **Bank on Buffalo**

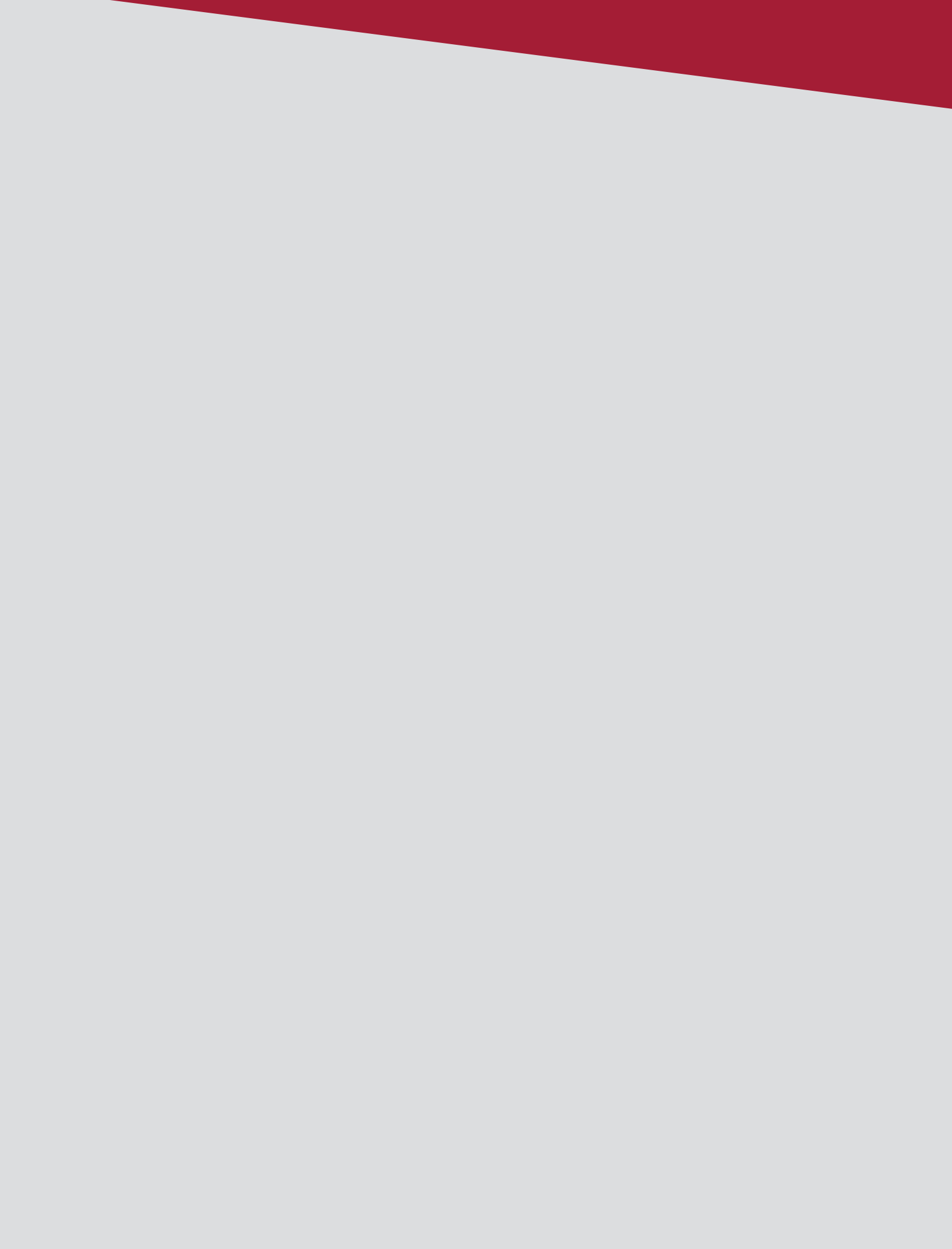
Bank on Buffalo, a division of CNB Bank, was formed in 2016 and a loan production office was opened in the Electric Tower building in downtown Buffalo, New York. This loan production office was converted to a full-service office in February 2017, and two additional Bank on Buffalo full-service offices will be opened in 2017 in Williamsville and Orchard Park, New York.

## **Holiday Financial Services**

Holiday Financial Services, a subsidiary of CNB Financial Corporation, is a consumer loan company, and currently has ten convenient office locations in State College, Bradford, Clearfield, Hollidaysburg, Erie, Ridgway, Johnstown, Ebensburg, Indiana, and Clarion, Pennsylvania.



**The common stock of the Corporation trades on the  
NASDAQ Global Select Market under the symbol CCNE.**





## CNB Financial Corporation

31 South Second Street, P.O. Box 42

Clearfield, PA 16830

800-492-3221

[www.CNBBank.bank](http://www.CNBBank.bank)