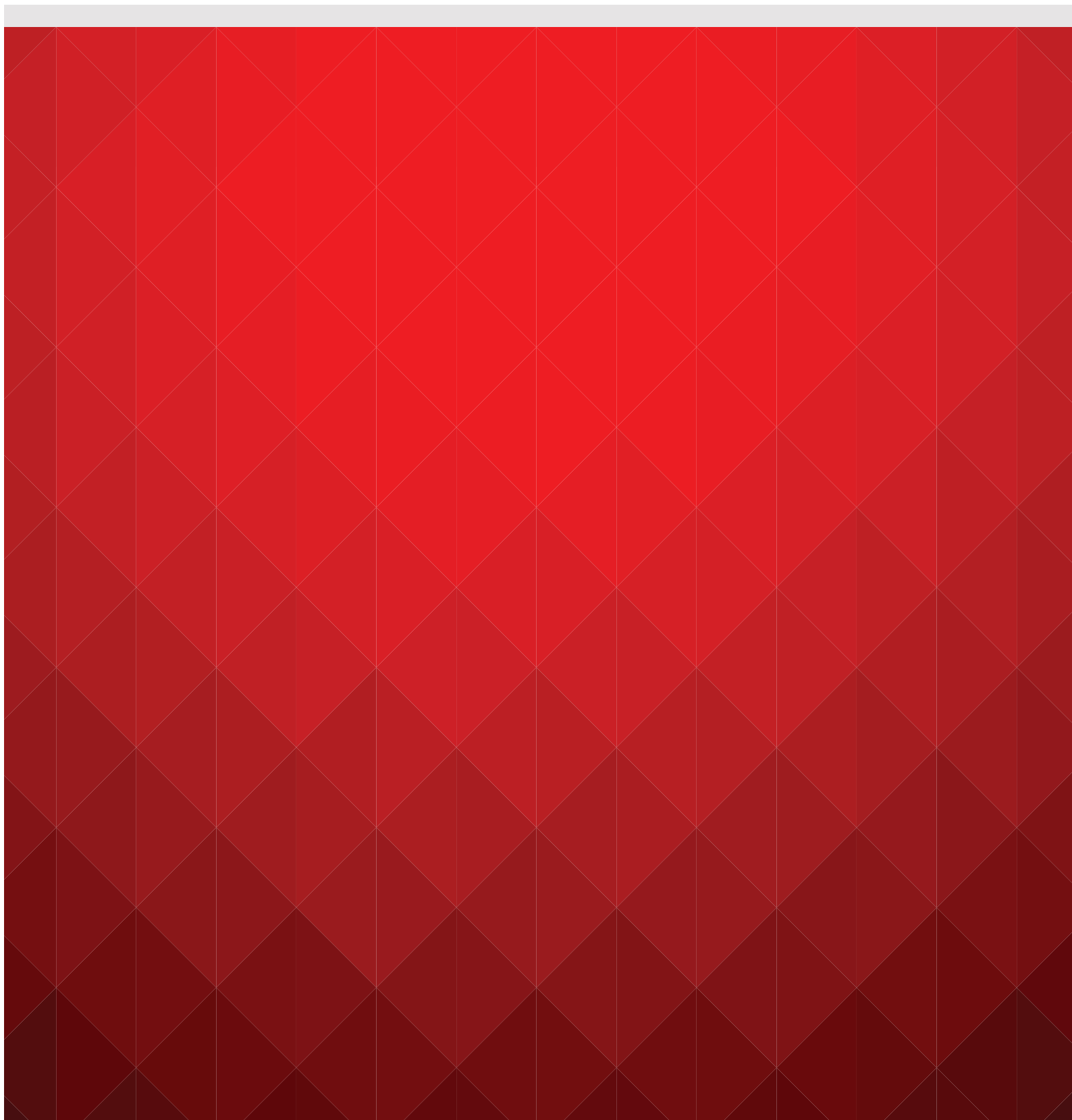


2019  
ANNUAL  
REPORT



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# BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT

## CORPORATE OFFICERS, CNB FINANCIAL CORPORATION

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

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

**Mary Ann Conaway**  
*Assistant Secretary*

**Tito L. Lima**  
*Treasurer & Principal Financial Officer*

## BOARD OF DIRECTORS, CNB FINANCIAL CORPORATION AND CNB BANK



**Peter F. Smith**  
*Chairperson of the Board; Attorney at Law*



**Jeffrey S. Powell**  
*President, J.J. Powell, Inc.*



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



**Nicholas N. Scott**  
*Vice President and Owner, Scott Enterprises*



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



**Richard B. Seager**  
*President and Chief Executive Officer, Beacon Light Behavioral Health Systems*



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



**Francis X. Straub, III**  
*Managing Officer and Director, St. Marys Pharmacy, Inc. and Bennetts Valley Pharmacy, Inc.*



**Joel E. Peterson**  
*President, Clearfield Wholesale Paper*



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



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



**Julie Young**  
*Human Resources Attorney, JMY Law, LLC*

## EXECUTIVE OFFICERS, CNB BANK



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



**Martin T. Griffith**  
*Executive Vice President, Community Banking; President BankOnBuffalo*



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



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



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



**Tito L. Lima**  
*Executive Vice President, Chief Financial Officer*



**Mary Ann Conaway**  
*Executive Vice President, Employee Experience*



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



**Gregory M. Dixon**  
*Executive Vice President, Chief Risk Officer*

# MESSAGE TO OUR SHAREHOLDERS, CUSTOMERS, EMPLOYEES AND FRIENDS

It is my pleasure to share CNB Financial Corporation 2019 highlights with you. The expansion of CNB's customer base was significant despite not actively expanding our market area. Our households served increased 7.8% to 68,892 households, which contributed to asset growth of 17%. Other financial highlights for the year include:

Earnings Growth	<b>18.9%</b>
EPS Growth	<b>19.0%</b>
Deposit Growth	<b>18.8%</b>
Loan Growth	<b>13.3%</b>
Return on Average Tangible Common Equity	<b>16.28%</b>
Loan to Deposit Ratio Improved To	<b>90.38%</b>

The Corporation strives to achieve, and maintain, financial performance levels in the top quartile of our peer group in order to provide a positive return to shareholders. While this measure is critical to long-term success and a safe, sound financial institution, management and the Board believe that other, non-financial measures are equally important. CNB's roots are deep within the communities we serve. Their success and well-being are critical to our organization and to our employees. We believe in a workforce that enjoys what they do every day. CNB not only listens to their employees, we also take measures to minimize stress points in the lives of our team.

Our team is extremely important to our success as satisfied employees provide better service to our customers. CNB provides each employee with the opportunity for a solid foundation for retirement with matching and profit sharing contribution plans in place. In addition, our employees have access to expert financial planning advice through our Private Client Solutions group. Beyond financial wellness, CNB also provides health and wellness programs, online/telephone doctor assistance, a confidential Employee Assistance Program, and a robust healthcare plan that includes premium-free vision and dental.

We recently addressed several additional topics that are key to a healthy family environment. By listening to feedback from employees, we improved our position on paternity leave, adoption leave and student loan payment assistance. We have reduced travel time by better utilizing technology, and improved educational opportunities throughout the Bank. Most job functions have training tracks designed to help team members develop their knowledge, understand the importance of collaboration and improve communications. In 2015, we developed the CNB Leadership Institute to build depth in our organization and create a better leadership succession track. This program continues to evolve and, to date, has graduated 38 individuals, many whom have already made great advancements here at CNB.



Community Involvement took on an extra meaning this year when a group from the last CNB Leadership class developed an initiative inspired by Dr. Martin Luther King, Jr. The group developed a program for CNB to "Take the Day On" instead of taking Martin Luther King Day off. The event was a huge success that resulted in the support of 44 non-profit organizations by 382 CNB team members, from across four bank divisions in three states. This community outreach event is in addition to the continued leadership, volunteer hours and financial support that our 605 employees provide to local non-profits, youth programs and governmental organizations all year long.

A few years ago, CNB began taking on several initiatives to reduce emissions and electric usage. Our main office now features equipment that minimizes the use of lighting, heat and air conditioning not only during overnight hours, but also during working hours. While efforts have significantly reduced our usage of electricity, we are not finished. Over the next few years, we will install this technology into all of our locations. We are also looking into ways to reduce the power needs for all of our technology, which will require assistance from our major vendors and creative thinking.



Opening our latest version of a state of the art financial center in Niagara Falls, NY was another of our highlights. This new BankOnBuffalo office furthers our open floor plan design which began in ERIEBANK 14 years ago. This new office is even more welcoming, offering coffee, wireless functionality for both our staff and our customers along with comfortable areas to relax during their visit at our office. The office also features enhanced teller machines both inside and at the drive thru. The addition of these machines provides a more personal touch at the drive thru and the convenience of expanded hours of service.

On December 18, 2019, CNB announced the acquisition of Bank of Akron. This will add six new BankOnBuffalo locations along with a talented team of bankers to our rapidly expanding presence in the western NY market area.

In order to support our growing franchise, the Main Office expansion project was announced. The new building plan calls for additional space for up to 70 more employees. This project will enable CNB to continue its growth while providing back office infrastructure in areas of compliance, account and loan servicing, eSolutions, marketing, information technology, and security. We are happy to maintain such a large workforce in our hometown. Clearfield has been very supportive of our bank and our growth throughout the 155 years in business.

I want to welcome Julie Young to the CNB Financial Corporation and the CNB Bank Boards. Julie comes to CNB from Columbus, OH, where she is also a member of our FCBank Advisory Board. She brings a breadth of knowledge to the Board with her experience in employment law, both at the federal and state levels. She is a lifelong resident of the Columbus area and provides us with perspective from a large, rapidly growing metropolitan area. Management and the Board look forward to working with Julie.



Finally, I want to thank you for your continued trust in CNB to provide you with a beneficial relationship as a customer, shareholder or employee. We will continue to work hard to maintain that trust through the successful integration of personal relationships and innovative solutions to provide exceptional experiences for our customers and employees alike.



A handwritten signature in black ink that reads "Joseph B. Bower, Jr." in a cursive script.

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

# CONSOLIDATED FINANCIAL HIGHLIGHTS

(dollars in thousands, except per share data)

## FOR THE YEAR

	2019	2018	% Change
Interest and Dividend Income	\$155,728	\$131,870	18.1%
Interest Expense	39,530	26,950	46.7%
Net Interest Income	116,198	104,920	10.7%
Non-interest Income	25,975	20,723	25.3%
Non-interest Expense	87,508	79,342	10.3%
Net Income	40,081	33,719	18.9%
Net Income Return on:			
Average Assets	1.17%	1.12%	4.5%
Average Equity	14.05%	13.46%	4.4%

## AT YEAR END

Assets	\$3,763,659	\$3,221,521	16.8%
Loans, Net of Unearned	2,804,035	2,474,557	13.3%
Deposits	3,102,327	2,610,786	18.8%
Shareholders' Equity	304,966	262,830	16.0%

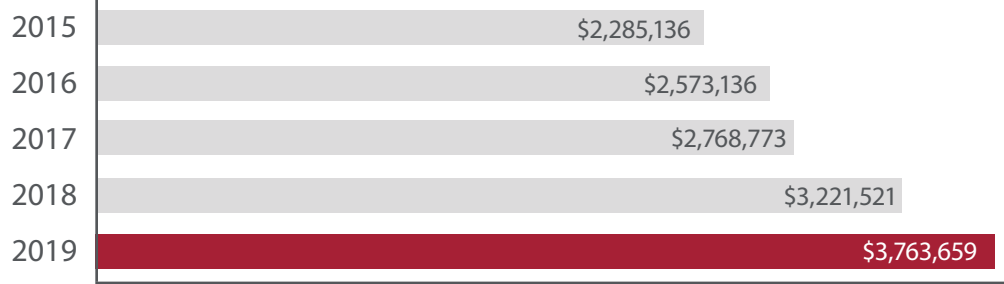
## PER SHARE DATA

Net Income, Diluted	\$2.63	\$2.21	19.0%
Dividends	0.68	0.67	1.5%
Book Value	20.00	17.28	15.7%

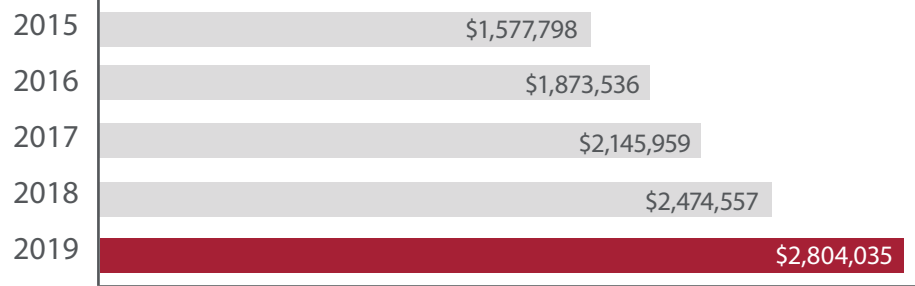
# CONSOLIDATED FINANCIAL HIGHLIGHTS

(dollars in thousands, except per share data)

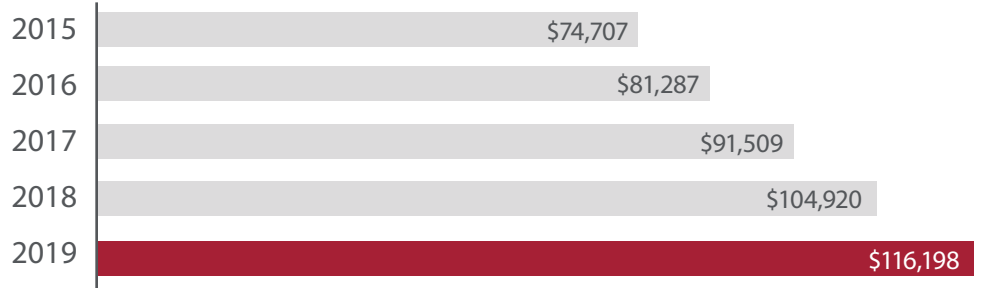
## ASSET GROWTH (in thousands)



## LOANS, NET OF UNEARNED (in thousands)



## NET INTEREST INCOME (in thousands)



## EARNINGS PER SHARE





## CNB BANK SENIOR MANAGEMENT AND OFFICERS

### **Christopher L. Stott**

Senior Vice President, Market President

### **Jeffrey W. Alabran**

Senior Vice President, Commercial Banking

### **Yarrow L. Diamond**

Senior Vice President, Innovative Solutions

### **Robin W. Mink**

Senior Vice President, Senior Treasury Management Director

### **Glenn R. Pentz**

Senior Vice President, Investment Advisor

### **Craig C. Ball**

Vice President, Wealth Advisor

### **Timothy D. Clapper**

Vice President, Commercial Banking

### **Rosanne Faraci**

Vice President, Credit Administration

### **Kylie L. Graham**

Vice President, Support

### **Joseph K. Haines**

Vice President, Commercial Banking

### **Michael E. Haines**

Vice President, Commercial Banking

### **Carla M. Higgins**

Vice President, Customer Experience/Quality Assurance

### **Eric A. Johnson**

Vice President, Wealth & Asset Management Team Leader

### **Cory K. Johnston**

Vice President, Controller

### **R. Michael Love**

Vice President, Wealth Advisor

### **Heather J. Koptchak**

Vice President, Employee Administration

### **Julie L. Martin**

Vice President, Commercial Services

### **Dustin A. Minarchick**

Vice President, Commercial Banking Leader

### **Amy B. Potter**

Vice President, Customer Experience

### **Eileen F. Ryan**

Vice President, Director of Private Banking

### **Ruth Anne Ryan-Catalano**

Vice President, Retail Banking

### **John M. Schulze**

Vice President, Director of Participations and Syndications

### **John H. Sette**

Vice President, Information Technology

### **Kelly J. Sheffield**

Vice President, BSA Officer

### **C. Brett Stewart**

Vice President, Commercial Banking

### **Susan M. Warrick**

Vice President, Operations

### **Katie M. Whyson**

Vice President, Commercial Banking

### **Joseph H. Yaros**

Vice President, Commercial Banking

### **Vickie L. Baker**

Assistant Vice President, Community Office Manager

### **Rebecca A. Coleman**

Assistant Vice President, Operations Officer

### **James C. Davidson**

Assistant Vice President, Private Banking

### **Kay E. DellAntonio**

Assistant Vice President, Commercial Banking

### **William R. Diehl**

Assistant Vice President, Senior Portfolio Manager

### **Andrew D. Franson**

Assistant Vice President, Wealth & Asset Operations

### **Denise E. Gelofsack**

Assistant Vice President, Senior Portfolio Manager

### **Shannon L. Irwin**

Assistant Vice President, Employee Experience

### **Darryl P. Koch**

Assistant Vice President, Information Security Officer

### **Paul A. McDermott**

Assistant Vice President, Facilities

### **Katie A. Penoyer**

Assistant Vice President, Treasury Services

### **Heather D. Serafini**

Assistant Vice President, Private Banking

### **B.J. Sterndale**

Assistant Vice President, Training

### **Dorothy M. Turner**

Assistant Vice President, Wealth Advisor

### **Sherry L. Wallace**

Assistant Vice President, Mortgage Banking

### **Eric E. White**

Assistant Vice President, Market Manager

### **Carrie A. Wood**

Assistant Vice President, Marketing & Financial Literacy Manager

### **Joel M. Zupich**

Assistant Vice President, Credit Administration



## CNB SECURITIES CORPORATION, A SUBSIDIARY OF CNB FINANCIAL CORPORATION

### BOARD OF DIRECTORS

#### **Richard L. Greslick, Jr**

Chairperson

#### **Gregory M. Dixon**

Secretary

#### **Joseph B. Bower, Jr.**

Treasurer

### CORPORATE OFFICERS

#### **Gregory M. Dixon**

Chairperson

#### **Joseph P. Strouse**

President

#### **Francis Goss**

Vice President

### BOARD OF DIRECTORS

#### **Glenn R. Pentz**

Director

#### **Donald R. McLamb, Jr.**

Wilmington Trust SP Services, Inc.

### CORPORATE OFFICERS

#### **Tito L. Lima**

President

#### **Donald R. McLamb, Jr.**

Treasurer, Wilmington Trust SP Services, Inc.

#### **Elizabeth F. Bothner**

Secretary, Wilmington Trust SP Services, Inc.



**ERIEBANK SENIOR MANAGEMENT AND OFFICERS**

**David J. Zimmer**  
*President*

**Wesley H. Gillespie**  
*Regional President, Northeast Ohio*

**Steven M. Cappellino**  
*Senior Vice President, Area Manager*

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

**David P. Bogardus**  
*Vice President, Area Manager*

**Travis J. Burch**  
*Vice President, Investment Advisor*

**James E. Burke**  
*Vice President, Commercial Banking*

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

**Maggie M. Dempsey**  
*Senior Vice President, Private Banking*

**Timothy A. Flenner**  
*Vice President, Area Manager*

**Suzanne Hamilton**  
*Vice President, Commercial Banking*

**Christine Hartog**  
*Vice President, Community Office Manager*

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

**Steven B. Levy**  
*Senior Vice President, Commercial Banking*

**James R. Miale**  
*Vice President, Commercial Banking*

**Larry G. Morton**  
*Vice President, Wealth Advisor*

**Gregory A. Noon**  
*Vice President, Commercial Banking Area Manager*

**Benjamin V. Palazzo**  
*Vice President, Commercial Banking*

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

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

**Alison A. Samuels**  
*Vice President, Commercial Banking*

**Jerome L. Smith**  
*Vice President, Commercial Banking*

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

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

**Mark R. Weibel**  
*Vice President, Wealth Advisor*

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

**Chrystal M. Fairbanks**  
*Assistant Vice President, Community Office Manager*

**Jessica A. Figoli**  
*Assistant Vice President, Private Banking*

**Joanne L. Fulton**  
*Assistant Vice President, Treasury Services*

**Allison M. Hodas**  
*Assistant Vice President, Commercial Banking*

**Bryan G. Kusich**  
*Assistant Vice President, Commercial Banking*

**Barbara A. Macks**  
*Assistant Vice President, Wealth Advisor*

**Theresa L. Swanson**  
*Assistant Vice President, Community Office Manager*

**John R. VanTassel**  
*Assistant Vice President, Treasury Services*

**ERIEBANK BOARD OF ADVISORS**

**David J. Zimmer**  
*Chairperson of the Board; President, ERIEBANK*

**Gary M. Alizeo**  
*Esquire, Shafer Law Firm, P.C.*

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

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

**Donald W. Damon**  
*Retired; Former ERIEBANK Senior Vice President*

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

**Gregory M. Dixon**  
*Executive Vice President, Chief Risk Officer, CNB Bank*

**Jane M. Earll**  
*Esquire; Retired Pennsylvania State Senator*

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

**Charles "Boo" Hagerty**  
*President, Hamot Health Foundation*

**Dr. Andrea T. Jeffress**  
*Physician, OB-GYN Associates of Erie, PC*

**Thomas M. Kennedy**  
*President, Professional Development Associates, Inc.*

**Jerome T. Osborne, III**  
*President, JTO, Inc.*

**Thomas W. Reams**  
*President, C. H. Reams & Associates, Inc.*

**Nicholas N. Scott**  
*Vice President & Owner, Scott Enterprises*

**James E. Spoden**  
*Esquire, MacDonald Illig Jones & Britton, LLP*

**ERIEBANK OHIO ADVISORY BOARD**

**Wesley H. Gillespie**  
*Chairperson of the Board; Regional President, ERIEBANK Northeast Ohio*

**Dr. Lndon Albrecht**  
*Owner, Albrecht Family Dentistry*

**Jennifer Brown**  
*Economic Development Specialist, CT Consultants*

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

**Bryce A. Heinbaugh**  
*Managing Partner and Founder, IEN Risk Management Consultants*

**Richard J. Kessler**  
*President, Society of Rehabilitation*

**Kevin D. Malecek**  
*Director of Economic Development, City of Mentor*

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

**Joseph T. Svete**  
*President, Svete & McGee Company, LPA*

### FCBANK SENIOR MANAGEMENT AND OFFICERS

**Jenny L. Saunders**  
President

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

**Chris D. Butcher**  
Vice President, Private Client Solutions  
Team Leader

**J. Ralph Parker**  
Senior Vice President, Credit Officer

**Robert P. Linnabary**  
Vice President, Commercial Banking

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

**Michael D. Mantor**  
Vice President, Commercial Banking

**Kate M. Miller**  
Vice President, Commercial Banking

**Amy E. Pierce**  
Vice President, Treasury Services

**Linda K. Salters**  
Vice President, Business Development Leader

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

**Stephanie A. Wagner**  
Vice President, Wealth Advisor

**Jeff P. Wallace**  
Vice President, Treasury Services

**Stephen D. Winner**  
Vice President, Commercial Real Estate

**Jeffrey J. Beyke**  
Assistant Vice President, Market Manager

**Annette D. Lester**  
Assistant Vice President,  
Community Office Manager

**Jillian V. Price**  
Assistant Vice President, Private Banking

**Sam P. Rawal**  
Assistant Vice President, Private Banking

**Rory Reid**  
Assistant Vice President,  
Community Office Manager

**Andrew C. Shuneson**  
Assistant Vice President, Commercial Banking

### FCBANK BOARD OF ADVISORS

**Jenny L. Saunders**  
Chairperson of the Board, President, FCBank

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

**Jennifer Carney**  
Principal, OHM-Advisors

**Gregory M. Dixon**  
Executive Vice President, Chief Risk Officer,  
CNB Bank

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

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

**Jason Pohl**  
Partner and Co-Founder, Centric Consulting, LLC

**Sam Shim**  
Board Member, Worthington City Schools

**Julie Young**  
Human Resources Attorney, JMY Law, LLC

### BANK ON BUFFALO SENIOR MANAGEMENT AND OFFICERS

**Martin T. Griffith**  
Executive Vice President, Community Banking;  
President BankOnBuffalo

**Maria E. Barth**  
Senior Vice President, Commercial Banking

**Michael J. Noah**  
Senior Vice President, Commercial Banking

**David P. Paul**  
Senior Vice President, Private Client Solutions Team  
Leader

**Michael A. Anderson**  
Vice President, Regional Retail Banking  
Administrator

**Joseph D. Becker**  
Vice President, Private Banking

**Christine M. Domster**  
Vice President, Treasury Services

**David G. Hawker**  
Vice President, Commercial Banking

**Kathleen B. Kane**  
Vice President, Community Office Manager

**Kelly A. Navagh**  
Vice President, Treasury Services

**Gail E. Testa-Romano**  
Vice President, Wealth Advisor

**Annette A. Tomlin**  
Vice President, Community Office Manager

**James H. Cosgriff**  
Assistant Vice President, Wealth Advisor

**Ryan T. Gorman**  
Assistant Vice President, Community Office  
Manager

**Angela M. Indelicato-Matar**  
Assistant Vice President, Commercial Banking

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

**James P. Reidy**  
Assistant Vice President, Community Office  
Manager

### BANK ON BUFFALO BOARD OF ADVISORS

**Martin T. Griffith**  
Chairperson of the Board,  
Executive Vice President, Community Banking;  
President BankOnBuffalo

**Herbert L. Bellamy, Jr.**  
CEO, Bellamy Enterprises; CEO,  
Buffalo Black Achievers, Inc.

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

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

**Gregory M. Dixon**  
Executive Vice President, Chief Risk Officer, CNB  
Bank

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

**Gerry Murak**  
Principal and Founder, Murak & Associates, LLC;  
CEO and Board Chairman, SoPark Corporation;  
President, CEO, and Founder, Precision Scientific  
Instruments, Inc.

**Michael Newman**  
Owner and Executive Vice President, NOCO, Inc.

**Peter J. Romano, Jr.**  
President and CEO, United Materials, LLC

**Stephen J. Schop**  
Managing Partner, Schop, Powell & Associates

**Mark A. Tronconi**  
Partner at Tronconi, Segarra & Associates

# SHAREHOLDER INFORMATION

## **ANNUAL MEETING**

The Annual Meeting of the Shareholders of CNB Financial Corporation will be held Tuesday, April 21, 2020 at 2:00 pm at the Lock Haven University - Clearfield Campus, 201 University Drive, Clearfield, PA 16830, 2nd Floor Upper Lounge.

## **CORPORATE ADDRESS**

CNB Financial Corporation  
31 S. Second Street  
P.O. Box 42  
Clearfield, PA 16830  
(800) 492-3221

## **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  
1 S. Second Street  
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 2018 Form 10-K.

## **MARKET MAKERS**

The following firms 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

Keefe, Bruyette & Woods, Inc.  
787 Seventh Avenue, 4th Floor  
New York, NY 10019  
(212) 887-7777



**CNB** FINANCIAL  
CORPORATION



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