

Integrity Bancshares, Inc. (OTCQB: ITBC; Camp Hill, PA) has agreed to merge with S&T Bancorp, Inc. (NASDAQ: STBA; Indiana, PA)

Deal Value: Approximately \$155 million

Sandler O'Neill served as financial advisor to Integrity Bancshares, Inc. and rendered a fairness opinion in connection with the transaction. This transaction is Sandler O'Neill's 155th bank or thrift transaction nationwide since January 1, 2011. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions than any other investment bank during that time period.¹ Since January 1, 2014, Sandler O'Neill has advised on 10 bank or thrift transactions in the Mid-Atlantic, more than any other investment bank during that time period.¹

Indiana, PA, October 30, 2014 – S&T Bancorp, Inc. (NASDAQ: STBA) a full-service financial institution with assets of \$4.9 billion, branch locations in 12 Pennsylvania counties and loan production offices in northeast and central Ohio, and Integrity Bancshares, Inc. (OTCQB: ITBC) jointly announced today the signing of a definitive merger agreement pursuant to which S&T Bancorp will acquire Integrity Bancshares, Inc. for \$52.50 per share in a 80 percent stock and 20 percent cash transaction. The transaction will have an aggregate value of approximately \$155 million. Integrity Bancshares, headquartered in Camp Hill, Pennsylvania, has assets of \$860 million and operates eight branches in four counties. The merger will expand S&T Bancorp's footprint into south-central Pennsylvania including Lancaster, York, Dauphin and Cumberland counties. On a combined basis, S&T Bancorp will have approximately \$5.8 billion in total assets.

"I am extremely excited to announce our merger with Integrity Bank. Our partnership with Integrity is appealing to us because of its close similarities to S&T Bank, both in how we approach business and in how our cultures align," said Todd Brice, President and CEO of S&T Bancorp. "Integrity is the best performing bank in south-central Pennsylvania and is well positioned in a high-growth market."

James T. Gibson, Chairman, President and CEO of Integrity Bancshares, Inc. added, "Our performance and steady growth has been a result of our business model and a reflection of our Board, shareholders, employees and customers who have believed in and trusted us with their financial needs. S&T Bank shares those same values, and I'm confident that our customers will see that once this merger is completed and that they will be pleased with the additional financial products and services offered by S&T Bank."

Jim Gibson as well as another board member of Integrity Bancshares, yet to be determined will be joining the S&T board of directors. Four of Integrity Bancshares' key executives, Thomas Sposito, William Poole, Dennis Ginder and Jordan Space have entered into employment agreements ensuring that Integrity Bank's senior management team will remain intact following the transaction.

Under the terms of the merger agreement which has been unanimously approved by the boards of directors of both companies, S&T Bancorp will acquire Integrity Bancshares for a total purchase price of approximately \$155 million. Shareholders of Integrity Bancshares will have the opportunity to elect to receive \$52.50 per share in cash or 2.0627 shares of S&T Bancorp common stock for each share of Integrity Bancshares they own, the merger agreement provides for proration procedures intended to ensure that, in the aggregate, at least 80 percent of the Integrity Bancshares common shares outstanding will be exchanged for S&T Bancorp common stock. S&T Bancorp expects the merger to be accretive to earnings per share in 2015, inclusive of one-time costs. S&T Bancorp and Integrity Bancshares expect to complete the transaction in the first quarter of 2015, after satisfaction of customary closing conditions, including regulatory approvals and the approval of the shareholders of Integrity Bancshares.

Financial Highlights

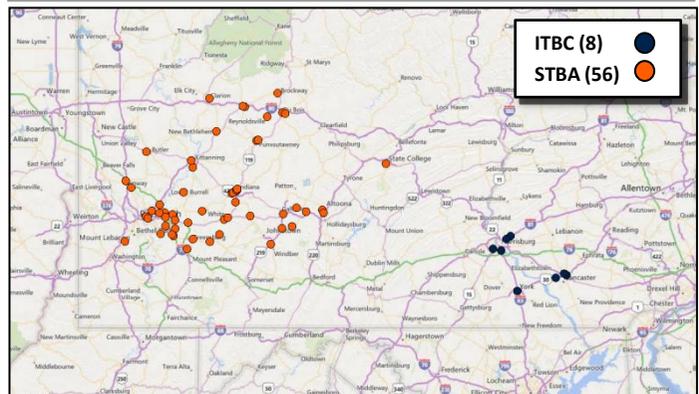
(Dollars in millions)	STBA	ITBC
Total Assets	\$4,907	\$860
Net Loans	3,757	756
Total Deposits	3,901	764
Total Common Equity	606	60
Tang. Comm. Equity / Tang. Assets	9.09%	6.97%

1) Includes bank or thrift transactions since 2011; excludes terminated transactions and self-advisory roles.

Note: Financial data as of September 30, 2014.

Source: SNL Financial.

Pro Forma Branch Map



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