




CNB Financial Corporation	CCNE NASDAQ
Banks	Market Capitalization USD: \$157.86 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration. 
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Joseph B. Bower

Age: 48

CEO Since: 2010

	2009	2010	2011
Base Salary	\$286,000	\$250,000	\$290,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$114,400	\$100,000	\$116,000
Benefits and Perquisites	\$9,691	\$9,432	\$10,429
TOTAL ANNUAL COMPENSATION	\$410,091	\$359,432	\$416,429
Increase in Post-Retirement Benefits	\$775,800	\$156,229	\$234,946
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$149,996	\$29,960	\$37,200
TOTAL COMPENSATION	\$1,335,887	\$545,621	\$688,575
Median of Other Named Executive Officers Total Compensation	\$329,174	\$230,367	\$264,722
Value Realized on Exercise of Stock Option	\$163,773	\$0	\$32,213
Value Realized on Vesting of Stock	\$78,815	\$21,474	\$21,597
TOTAL REALIZED EQUITY COMPENSATION	\$242,588	\$21,474	\$53,810

Proxy Date: 16 Mar 2012

Annual Meeting Date: 17 Apr 2012

Equity Reserves: 4.50%

Stock Option Run Rate: 0.00%

CNB Financial Corporation

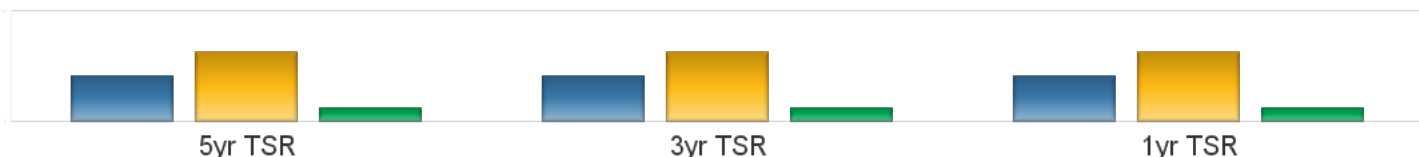
CCNE NASDAQ

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Performance Comparison

■ vs S&P500 ■ vs Industry ■ CCNE



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CCNE	CNB Financial Corporation	\$1,335,887	\$545,621	\$688,575	\$157,856,749
INDB	Independent Bank Corp.	\$1,924,710	\$1,982,595		\$466,642,599
WSBC	WesBanco, Inc.	\$518,397	\$874,315	\$949,750	\$460,954,221
FIBK	First Interstate BancSystem, Inc.	\$1,353,082	\$783,245		\$460,003,207
BPFH	Boston Private Financial Holdings, Inc.	\$2,109,286	\$3,336,842		\$458,824,167
BRKL	Brookline Bancorp, Inc.	\$858,178	\$1,057,940		\$456,462,431
STBA	S&T Bancorp, Inc.	\$585,517	\$809,379		\$453,790,430

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

ACNB Corporation, Codorus Valley Bancorp, Orrstown Financial Services, Alliance Financial Corporation, Financial Institutions, Inc., Peapack-Gladstone Financial Corporation, Arrow Financial Corporation, First Citizen's Bancorp, Royal Bancshares of Pennsylvania, Bridge Bancorp, First National Community Bancorp, Shore Bancshares, Canandaigua National Corporation, First of Long Island Corporation, Summit Financial Group, Center Bancorp, First United Corporation, Unity Bancorp, Chemung Financial Corporation, Franklin Financial Services, VIST Financial Corporation, Citizens & Northern Corporation, LNB Bancorp, Wilber Corporation.

Performance Peer Group

ACNB Corporation, Codorus Valley Bancorp, Orrstown Financial Services, Alliance Financial Corporation, Financial Institutions, Inc., Peapack-Gladstone Financial Corporation, Arrow Financial Corporation, First Citizen's Bancorp, Royal Bancshares of Pennsylvania, Bridge Bancorp, First National Community Bancorp, Shore Bancshares, Canandaigua National Corporation, First of Long Island Corporation, Summit Financial Group, Center Bancorp, First United Corporation, Unity Bancorp, Chemung Financial Corporation, Franklin Financial Services, VIST Financial Corporation, Citizens & Northern Corporation, LNB Bancorp, Wilber Corporation.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
James Ryan	Chairman	64	Male	13	Outside Related
Dennis L. Merrev	Member	63	Male	21	Outside Related
Jeffery S. Powell	Member	47	Male	18	Outside Related
Richard B. Seager	Member	54	Male	1	Outside
Robert W. Montler	Member	60	Male	7	Outside

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