



## **Corporate Governance Principles**

### **Introduction**

In fulfilling our mission to be a strong, influential leader in the markets we choose to serve, Univest Financial Corporation (the “Corporation”) believes there is nothing more important than its reputation for integrity. Our board of directors (the “Board”), officers, and employees are bound by the highest principles of ethical conduct. Our principles spell out our commitment and initiatives to comply with not only the regulations, but also with the true spirit of responsible corporate governance.

### **The Role of the Board of Directors**

Elected by the shareholders, each Board member brings individual qualities, business experience, and a commitment to an oversight role. The Board will maintain a strong and sound system of financial reporting, effective internal controls and an integrity-driven corporate culture that will ensure the long-term growth of the Corporation and increasing value for shareholders.

In discharging their responsibilities, the members of the Board rely in good faith on the Corporation’s records, management, outside counsel, auditors, and other expert advisors while exercising business judgment to act in the best interests of the Corporation and its shareholders. Members of the Board shall review the substance of reports and any expert advice used in reaching their decisions. The Board has adopted a structure that provides for directors to be informed and to openly discuss issues they deem important and provide a credible challenge to management.

The Board will exercise an oversight role as a body and through Board member staffed committees to ensure the following responsibilities are incorporated into the process of the Board of Directors:

- Selection, evaluation and retention of the Chief Executive Officer, including a plan for management succession;
- Evaluation and nomination of candidates for the Board and Board committees;
- Oversight of corporate governance structure, policies and practices;
- Approval of strategic and operating plans and budgets;
- Consideration of the integrity and clarity of the Corporation’s financial statements and internal controls over financial reporting;
- Provision of advice and counsel to management on significant issues;
- Approval of significant actions of the Corporation, including declaration of dividends, corporate policies, and major transactions;
- Consideration of the impact of the Board’s actions on the Corporation’s customers, employees, shareholders, and the communities it chooses to serve; and
- Creation of a corporate culture and philosophy that promotes the highest ethical standards of conduct for the Corporation and its employees in order to produce value for shareholders.

### **Management's Responsibilities**

Management is responsible for operating the Corporation in an effective, ethical and legal manner and for enforcing accountability with mandatory policies, procedures, and regulatory standards. Senior management is responsible for managing the Corporation's income-producing activities and the significant risks being incurred, including protecting the Corporation's reputation by avoiding conflicts of interest with the Corporation and its shareholders. Those responsibilities include but are not limited to:

- Setting a strong ethical "tone at the top" to assure compliance with applicable regulations, policies and procedures;
- Producing financial statements that fairly present the Corporation's financial condition in a clear and understandable manner;
- Developing and presenting to the Board annual operating plans and budgets;
- Developing and presenting to the Board strategic plans for the continued growth of the Corporation;
- Developing, implementing and monitoring an effective system of internal controls;
- Establishing, maintaining and evaluating the Corporation's disclosure controls and procedures; and
- Selecting qualified and effective members of management, including an effective management succession plan

### **Board Composition and Independence**

The Corporation's bylaws permit the Board to vary in size from not less than five (5) to not more than twenty-five (25).

In addition to the directors elected, there may be "alternate directors" elected by the shareholders at the annual meeting of shareholders in accordance with the Corporation's Bylaws. Alternate directors shall attend all meetings of the Board of Directors and shall have the right to participate in the discussions held, but shall have no voting power and are not included in a quorum determination. An alternate director may be appointed by the Board to fill the remaining term of any vacancy on the Board of Directors, including any vacancy created by the resignation, death, incapacity, or removal of any Director.

The Board believes that a majority of the Board should consist of directors who are "independent" under the applicable rules of the Nasdaq National Stock Market and the Securities and Exchange Commission. However, the Board will not be prevented from taking valid actions if, due to a temporary circumstance, there are fewer than the intended proportion of independent directors. The Board of Directors will from time to time, but no less often than annually, make a determination of those directors that are independent under the applicable requirements.

### **Term Limits**

Board members are elected each year by the Corporation's shareholders on a staggered term basis, divided into three classes known as Class I, Class II, and Class III. Each class is as nearly equal in number as possible, with the three-year term of office of one class expiring each year.

### **Board Meetings**

The Board schedules regular meetings each year, in addition to the annual meeting for shareholders. Other special meetings of the Board of Directors may be called by the Chairman as the need may arise. The Corporate Secretary establishes the agenda for each board meeting, including a list of recurring agenda items and the timing of those items throughout the year. Directors may add to the agenda any matter they reasonably believe should be placed on the agenda during any meeting. Management may place special items on the agenda throughout the year as appropriate. All Board materials are delivered to Board members in advance of each regularly scheduled Board of Directors' meeting.

Members of executive management who are not members of the Board may attend non-executive sessions of the Board at the invitation of the Chief Executive Officer or the Board; other members of management attend to make special presentations. Directors may speak directly with these individuals at Board meetings or at any other time throughout the year.

### **Executive Sessions**

The independent, non-management directors will meet in executive session without the Chief Executive Officer and management present at least twice a year. The independent directors may request the attendance of any executive officer during such executive session. Topics of interest will be discussed in an open format as the independent directors determine, but actions of the Board should be taken separately at a full Board meeting.

### **Board Committees and Membership**

The Board of Directors may from time to time appoint such standing or special committees to consist of one or more directors of the Corporation. Certain standing committees, such as the Audit Committee, the Compensation Committee, and the Nominating and Governance Committee, must consist entirely of independent directors to meet the corporate governance requirements. The committee charters of the previously mentioned committees, along with the names of the independent directors who serve on those committees, are available on our website at [www.univest.net](http://www.univest.net).

Other standing Board committees may be appointed by the Board from time to time.

Membership on Board committees is reviewed and approved annually by the full Board. Changes in committee assignments are made based on committee needs, director experience and availability, and other legal and regulatory considerations. Each committee will make a report available to the Board on the activities of the committee at the next regularly scheduled Board meeting following a committee meeting.

### **Board, Committee and Annual Meeting Attendance**

All directors are expected to attend each regularly scheduled board and committee meeting unless an event outside of the director's control precludes attendance. In this instance, the director should make every effort to notify the Chairman or Corporate Secretary of his or her inability to attend or to participate via telephonic and/or electronic connection. Where it is necessary to call a special meeting of the directors or schedule a meeting by telephone, each director will make a best effort to attend the meeting or to be available to provide feedback by telephonic and/or electronic connection. Each director is required to attend at least 75 percent of all regular and special board and committee meetings.

All directors are encouraged to attend each annual meeting of shareholders in order to interact with shareholders and officers of the Corporation.

### **Director Changes in Corporate Affiliations**

Directors who change their employer or otherwise have a significant change in a position held within a company, or who accept or are considering an invitation to join another board, shall notify the Board Chairman. It will be the responsibility of the Nominating and Governance Committee to review, on an individual basis, the continued appropriateness of such director's membership on the Board, taking into consideration any potential conflicts of interest and whether those responsibilities would interfere with the Director's ability to fulfill his or her responsibilities on the Board. Directors should not serve on more than two public company boards in addition to serving on the Board.

Any executive officer of the Corporation must obtain the approval of the Corporation's CEO before accepting an invitation to serve as a director of any organization that would require a significant time commitment.

### **Director Nominations**

The Nominating and Governance Committee evaluates all nominee candidates in the same manner – whether nominated by a shareholder, the Chief Executive Officer, or a candidate recommended by another director. The Nominating and Governance Committee's recommendations are presented to the Board for approval, taking into consideration input from the Chairman and the Chief Executive Officer. Between annual shareholder meetings, the Board may elect directors to fill a vacancy occurring unexpectedly from the pool of alternate directors; that director will serve the unexpired term of the director replaced.

### **Selection Criteria for Board Members**

All director candidates are evaluated based on general characteristics and specific talents and skills needed to increase the Board's effectiveness. In fulfilling its responsibilities to select and evaluate appropriate director candidates, the Nominating and Governance Committee will seek to balance the existing skill sets of current Board members with the need for other skills and qualities that will complement the Corporation's strategic vision. All candidates must possess an unquestionable commitment to high ethical standards and have a demonstrated reputation for integrity. Other personal accomplishments and characteristics will also be evaluated. Directors should not represent the interests of particular constituencies conflicting with the interests of the Corporation. All directors must be shareholders of the Corporation and are required to own at least 10,000 shares of the stock of the Corporation within five (5) years of becoming a director.

### **Equity Ownership by Senior Officers**

The Board strongly supports the position that senior officers own a meaningful number of shares of stock in the Corporation to strengthen their commitment and further align their interests with those of the Corporation's shareholders. The Chief Executive Officer, Senior Executive Vice Presidents and Executive Vice Presidents of the Corporation, as well as the President of Univest Bank and Trust Co., are required to maintain stock ownership levels as determined by the Compensation Committee. Each senior officer is granted a five-year period to attain such ownership requirements, based on the policy approval date for current senior officers or the date of position appointment for new senior officers.

### **Board Compensation**

The Compensation Committee is responsible for making recommendations to the Board for the annual retainer and committee fee structure for non-employee directors. In so doing, the Compensation Committee considers consultant and peer reports on trends in director compensation. Any changes in Board compensation should be evaluated through a full discussion of and concurrence by the Board.

### **Chief Executive Officer Evaluation and Management Succession**

The Compensation Committee, which consists entirely of independent directors, evaluates the performance of the Chief Executive Officer and reports on its determination to the Board. Compensation for other executive officers is reviewed through consultation with the Chief Executive Officer, including incentive pay.

The Chief Executive Officer will periodically make a report to the Independent Directors on succession planning and management development, including the recommendation of at least one individual that could assume the role of the Chief Executive Officer on an interim basis in the event of an unexpected circumstance.

### **Ensuring Legal and Ethical Conduct**

The personal and professional ethical conduct of all directors, officers, employees, Chief Executive Officer, Chief Financial Officer and other senior financial officers are outlined in the Corporation's Code of Conduct, which includes prohibiting any action that would result in or even give the appearance of resulting in a conflict of interest. Our Code of Conduct is reviewed and revised as appropriate at least annually by the Board to provide guidance on new regulatory and legal initiatives, accurate financial reporting, and a host of other issues designed to promote unwavering compliance with ethical issues by every director and employee. The directors and management have created and maintain a strong ethical culture and philosophy at Univest, and this commitment to high ethical standards is evident throughout the workplace. The Code incorporates a mechanism for encouraging the reporting of suspected violations of the Code without fear of retribution. The entire Code is available on our website at [www.univest.net](http://www.univest.net).

### **Director Orientation and Continuing Education**

New Board members, including new alternate directors, shall participate in a thorough orientation program to familiarize them with the Corporation's business, industry and corporate governance practices. Additional educational programs on an ongoing basis will be conducted with all directors to enable them to recognize and deal appropriately with issues that arise. This is done through a variety of methods, including in-house presentations, special meetings, outside consultants, seminars, and other methods determined to be timely and effective. Costs of all educational programs are borne by the Corporation. The Board feels it is imperative that directors be fully informed on a continuing basis due to the escalating pace of change in today's financial services industry. The "alternate director" process described above is critical to this never-ending educational effort. In conjunction with regulatory requirements and best practices, an ongoing director education program will be administered.

### **Board Communications with Shareholders, Press, and Others**

The Board believes that management speaks for the Corporation. Individual Board members may, from time to time, communicate with various constituencies, with the Chief Executive Officer and the Chairman acting in that capacity in most circumstances.

To contact any Board member or committee chair, shareholders should mail their correspondence to:

Univest Financial Corporation  
Attention (Board or committee member name)  
Office of the Corporate Secretary  
14 N. Main Street  
P.O. Box 64197  
Souderton, PA 18964

### **Reporting of Concerns to Audit Committee**

Any individual that has a concern regarding accounting procedures, internal accounting controls, or auditing matters may bring that concern to the attention of the Audit Committee of the Board of Directors by calling the Ethics Hotline at 215-799-2956 or by writing to: Univest Corporation, Ethics Hotline, P.O. Box 245, Telford, PA 18969-0245. Both of these reporting vehicles guarantee confidentiality, anonymity if desired, and non-retaliation against any employee reporting actual or perceived misconduct if they choose not to remain anonymous, subject to our obligation to notify regulators or other authorities as the result of our investigation.

### **Board Evaluations**

On an annual basis, the Nominating and Governance Committee will establish and assist in a Board review and effectiveness process, with the results presented to and discussed with the full Board. The

purpose of this assessment is to increase the effectiveness of the Board as a whole and not to focus on individual Board members.

**Annual Review of Corporate Governance Principles**

No less than annually, or as otherwise appropriate, these corporate governance principles will be reviewed by the Nominating and Governance Committee, with recommended changes submitted to the full Board for approval. Any exceptions from these guidelines will be reviewed by the Nominating and Governance Committee and disclosed to investors if material.

**Disclosure of this Policy**

This policy will be posted on the Univest website at [www.univest.net](http://www.univest.net) and will also be available in printed format for any shareholder requesting this information. Such requests should be directed to the Corporate Secretary.

Approved: Nominating and Governance Committee  
October 21, 2019

Approved: Board of Directors  
October 23, 2019