



Univest Financial Corporation

Audit and Non-Audit Services Pre-Approval Policy

Pursuant to the Sarbanes-Oxley Act of 2002 and in accordance with the Charter of the Audit Committee (the “Committee”) of the Board of Directors of Univest Financial Corporation (the “Corporation”), the Committee is responsible for the appointment, compensation and oversight of the work of the Corporation’s independent auditor. As part of this responsibility, the Committee is required to pre-approve all audit and permitted non-audit services performed by the Corporation’s independent auditor to assure that the auditor’s independence from the Corporation is not compromised. Accordingly, the Committee has adopted the following guidelines regarding the engagement of the Corporation’s independent auditor to perform audit and non-audit services.

Annually, the independent auditor will provide the Committee with an engagement letter outlining the scope of audit services to be performed during the fiscal year. If agreed to by the Committee, this engagement letter will be formally accepted by the Committee. The independent auditor will also present a proposal for non-audit services to be performed, if any. At the same time, Corporation management will submit to the Committee for approval a list of non-audit services it anticipates engaging the independent auditor to perform during the year, including a budget estimate for total non-audit services.

The Committee will consider, through consultation with both management and the independent auditor, that the provision of such non-audit services does not impair the independent auditor’s independence and does not include any services prohibited by Section 201(a) of the Sarbanes-Oxley Act of 2002 and the SEC’s or the PCAOB’s rules and regulations and such other rules and regulations as may be promulgated thereunder from time to time. The Committee will evaluate and approve the non-audit services if an agreement with both the list of permissible non-audit services and the budget for such services.

Prohibited non-audit services include:

- (1) Bookkeeping or other services related to the accounting records or financial statements of the audit client;
- (2) Financial information systems design and implementation;
- (3) Appraisal or valuation services, fairness opinions or contributions-in-kind reports

- (4) Actuarial services;
- (5) Internal audit outsourcing services;
- (6) Management functions;
- (7) Human resources;
- (8) Broker-dealer, investment advisor or investment banking services;
- (9) Legal services; and
- (10) Expert services unrelated to the audit.

To ensure prompt handling of unexpected matters, the Committee delegates to the Chair the authority to amend or modify the list of approved permissible non-audit services and fees. The Chair will report action taken by the Committee at the next Committee meeting. Additionally, as provided in the Sarbanes-Oxley Act of 2002 and the SEC's rules, and as provided in the Corporation's Audit Committee Charter, the Committee may delegate either type of pre-approval authority to one or more of its members. [By this policy, the Committee delegates specific pre-approval authority to the Chair for services subject to this policy that are not generally pre-approved or specifically approved by the Committee, provided that the estimated fees for any such proposed services do not exceed \$125,000 in the aggregate and the services are not specifically prohibited applicable rules and regulations. The Chairman must report any decisions to the Committee at its next scheduled meeting.

Furthermore, the Committee believes that the independent auditor can provide Tax services such as tax compliance, tax planning and tax advice without impairing the auditor's independence. However, the Committee will not permit the retention of the independent auditor in connection with a transaction initially recommended by the independent auditor, the purpose of which may be tax avoidance and the tax treatment of which may not be supported in the Internal Revenue Code and related regulations.

Pre-approval is not required if: (1) the aggregate amount of all non-audit services constitutes no more than 5% of the total revenues paid by the Corporation to the independent auditor during the fiscal year in which the non-audit services are provided; (2) such services were not recognized by the Corporation at the time of the engagement, and (3) those services are promptly brought to the attention of the Committee and approved prior to the completion of the audit.

The independent auditor and management have responsibility to ensure that all audit and non-audit services provided to the Corporation have been approved by the Committee. The Chief Financial Officer is responsible for tracking all independent auditor fees, including non-audit services.

For Approval by the Audit Committee: January 21, 2020