

**William Slattery, CFA**

Vice President

Listing Qualifications

By Electronic Mail

August 31, 2020

Division of Corporation Finance

U.S. Securities and Exchange Commission

100 F Street, N.E.

Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on August 25, 2020 The Nasdaq Stock Market (the "Exchange") received from CNB Financial Corporation (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Depository Shares Each Representing 1/40th of a  
Share of 7.125% Series A Fixed-Rate Non-Cumulative Perpetual  
Preferred Stock, no par value per share

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

Sincerely,

