Board of Governors of the Federal Reserve System

Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

1. Jon D. Drake
   Name of the Holding Company Director and Officer
   EVP & Director
   Title of the Holding Company Director and Officer
   atest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

   With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

   Signature of Holding Company Director and Officer
   03/25/2020
   Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:
☐ is included with the FR Y-6 report
☐ will be sent under separate cover
☐ is not prepared

For Federal Reserve Bank Use Only
RSDS ID
C.I. ______________

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2019
Month / Day / Year
N/A

Report's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Peoples Bancorp, Inc.
Legal Title of Holding Company
5820 82nd Street
(Mailing Address of the Holding Company) Street / P.O. Box
Lubbock TX 79424
City State Zip Code
N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Jon D. Drake
EVP & Director
Name Title
605-776-2006
Area Code / Phone Number / Extension
806-771-2268
Area Code / FAX Number
jdrake@peoplesbanktexas.com
E-mail Address
N/A

Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? □ 0
In accordance with the General Instructions for this report (check only one),
1. a letter justifying this request is being provided along with the report □
2. a letter justifying this request has been provided separately □

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
Report Item 1a:
Form 10-K filed with the S.E.C.

N/A
Report Item 1b:
Annual Reports to Shareholders

attached
LIFE ON THE CURVE | "My life is one long curve, full of turning points." —Pierre Trudeau

In life there’s always a curve, whether it is driving down the road, learning something new or facing challenges and opportunities. In banking, we deal with yield and rate curves, economic cycles and changing competitive conditions. In fact, life is made up of what is called “S” curves, where there is a natural beginning, progress toward a peak and if not changed, a natural decline to an end. To live life on the left-hand side of the curve is always exciting, forward thinking, moving and climbing to a vision. And, It is that side of the curve we’d like to focus and stay on in the days ahead for Peoples Bank. It also aptly describes the year 2019 for your company. We are proud to share those results with you below:

<table>
<thead>
<tr>
<th></th>
<th>2019</th>
<th>% INCREASE</th>
</tr>
</thead>
<tbody>
<tr>
<td>NET INCOME</td>
<td>$7.45 MILLION</td>
<td>19.66</td>
</tr>
<tr>
<td>LOANS</td>
<td>$375.9 MILLION</td>
<td>4.76</td>
</tr>
<tr>
<td>ASSETS</td>
<td>$570.8 MILLION</td>
<td>9.92</td>
</tr>
<tr>
<td>DEPOSITS</td>
<td>$510.7 MILLION</td>
<td>10.02</td>
</tr>
<tr>
<td>CAPITAL</td>
<td>$58.2 MILLION</td>
<td>10.21</td>
</tr>
</tbody>
</table>

2019 Results

2019 was the most successful year in the history of your company. On virtually every level and financial metric, we met or exceeded previous performance levels for growth, profitability and efficiency. Loan growth returned as we saw early moisture and crop conditions creating optimism for the 2019 crops. However, trade conditions with China and late summer weather conditions dampened that optimism, lowered prices and affected crop quality. Fortunately, many of our producers received crop insurance proceeds and relief payments from the US Government to ease these conditions. We are hopeful that these monies have brought producers to at least break-even levels and given them another good start in 2020. At year-end, we reported $376 million in total loans with continued low loan losses and great asset quality. While asset growth increased, it was largely due to the influx of government monies and increased deposits in 2019. In October 2019, we reached $586 million in total assets and ended 2019 with approximately $571 million in total assets (10% growth). This growth, plus increased rates early in the year, aided profitability and helped ease the impact of three interest rate decreases later in 2019. In terms of deposit growth, we experienced 10% growth in most all deposit categories, particularly core deposit accounts for our customers. On December 31, 2019, deposits were $511 million. This growth was aided in late 2019 with opening of a Loan Production Office/Deposit Production Office (LPO/DPO) in Seminole, Texas and the addition of another 989 checking accounts in 2019. We experienced a 19.7% growth in net income to $7.45 million. Net income was aided by the growth described above, a higher interest rate environment early in 2019, reduced corporate tax rates and well managed expenses by our bank staff. All of this led to above peer returns of 1.42% Return on Average Assets (ROAA) and 13.37% Return on Average Equity (ROAE). This return for our shareholders compares favorably to the overall market returns in 2019 and is another great year of performance for the company’s shareholders. Finally, American Banker once again named Peoples Bank as one of the "Best Banks to Work" in 2019. This was the third time the Bank received this distinguished nationwide honor. The Bank is #9 in the United States and is the highest rated bank in the area in this survey.

Stock Price

As of December 31, 2019, a marketable minority interest in Peoples Bancorp, Inc. was $120, up from $103 in 2018. This price is a result of continued strong financial performance shown above, coupled with a return to all-time highs in the stock market and bank stock prices. Economic optimism remains high and even with reduced interest rates, banks are generally expected to continue their strong earnings performance given current credit conditions.

Looking ahead to 2020

We are optimistic about 2020 for your company. Agriculture remains a focus, given the communities we serve and live in. We are hopeful for a return of commodity prices now that Phase I of the China Trade deal has been announced. There is also some additional support being provided by the Government in 2020 which should help sustain producers until a normal return of markets. We have some winter moisture, but we will need more before April/May to give us a good start. Interest rate relief may help some borrowers as well, but we will also see a return of lower deposit rates, just when we thought they might be going higher. Our newest location in Seminole, Texas gives us a chance to take our way of banking to a new community. Kevin Petty and his staff, who all have long careers in Seminole, lead us to expect good growth in loans and deposits, and hopefully soon, a new branch location. Bank consolidation continues in the Lubbock market with two more local banks merging in early 2020 and another two later in 2020. These market disruptions provide opportunities to compete for customers seeking a change in banking relationships, often for reasons out of their control. We are now seriously pursuing bank acquisitions in other markets to sustain our growth and offer diversity in our products, locations and brand awareness. Finally, we are proud to announce a $2 per share dividend payable to shareholders of record as of February 29, 2020. We anticipate paying the dividend around April 1st. (No fooling.)
A Turning Point
Included in this report is a graph of what I earlier described as an "S" curve (in fact two of them side by side). If you will look closely, you will notice the left side of a curve often leads to a natural peak. While reaching the top is the goal of any company, that cannot and should not be the ending point. In fact, to sustain peak performance, investments need to be made well ahead of that peak in order to move performance to the next level. We have made that commitment to start investing for the future of your company. Our Strategic Plans are being updated to be $1 billion dollars in total assets by the end of 2024. Now that we are almost $600 million in assets, we have scale and efficiency to grow our business with technology, people and new locations. You will see us make some product and technology upgrades to better serve our customers, now and in the future. While we can get there partly through our organic growth, we are willing to look at new markets and opportunities to lend in the growing State of Texas. As always, we look to surround ourselves with good people, who value the way we do business and serve our communities and customers the way we do. It is exciting, challenging and rewarding to think what the next few years look like for our employees, customers and shareholders.

Conclusion
In 40 years of banking, I have seen very few years where everything goes our way. 2019 was one of those rare years where everything good happened for your company. Despite lower rates, we maintained our healthy net interest margins. While challenging credit conditions arose, we only had net losses of $19 thousand on an average of $333 million dollars in loans. Banks competed for more deposits to meet their loan demand, and we experienced 10% growth and an abundance of liquidity, all while maintaining and growing our loan portfolio. We'd all like to think we are that good and these results were based on what we had done or by making great decisions, but quite frankly, we are just blessed beyond what we could expect or believe. Because of that blessing in 2019, we donated $20 thousand dollars to our local churches. This recognized the prayer and support and encouragement for our employees, customers and shareholders received from these vital organizations. This keeps us humble and recognizes from where true success originates. Your continuing support, encouragement and belief in us keeps us striving for excellence in everything we do. Thank you for being on this journey with us. We wish you a prosperous and blessed 2020.

Best Regards,
Larry C. Allen
Chairman, CEO

---

**ASSETS (Dollar Amounts in Thousands)**

<table>
<thead>
<tr>
<th>Description</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and balances due to depository institutions:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>NonInterest-bearing balances and currency and coin</td>
<td>11,315</td>
<td>10,224</td>
</tr>
<tr>
<td>Interest-bearing balances</td>
<td>28,383</td>
<td>36,992</td>
</tr>
<tr>
<td>Securities:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Securities</td>
<td>67,812</td>
<td>84,291</td>
</tr>
<tr>
<td>Federal funds sold</td>
<td>4,615</td>
<td>38,475</td>
</tr>
<tr>
<td>Loans</td>
<td>365,202</td>
<td>375,872</td>
</tr>
<tr>
<td>Less: Allowance for loan losses</td>
<td>3,202</td>
<td>3,233</td>
</tr>
<tr>
<td>Loans, net of allowance for loan losses</td>
<td>362,000</td>
<td>372,639</td>
</tr>
<tr>
<td>Premises and fixed assets</td>
<td>13,570</td>
<td>13,241</td>
</tr>
<tr>
<td>Other assets</td>
<td>8,173</td>
<td>14,978</td>
</tr>
<tr>
<td>TOTAL ASSETS</td>
<td>495,868</td>
<td>570,840</td>
</tr>
</tbody>
</table>

**LIABILITIES**

<table>
<thead>
<tr>
<th>Description</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deposits in domestic offices</td>
<td>441,738</td>
<td>510,682</td>
</tr>
<tr>
<td>Other liabilities</td>
<td>1,520</td>
<td>1,985</td>
</tr>
<tr>
<td>TOTAL LIABILITIES</td>
<td>443,258</td>
<td>512,667</td>
</tr>
</tbody>
</table>

**EQUITY CAPITAL**

<table>
<thead>
<tr>
<th>Description</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common stock</td>
<td>1,000</td>
<td>1,000</td>
</tr>
<tr>
<td>Surplus</td>
<td>19,027</td>
<td>19,027</td>
</tr>
<tr>
<td>Retained earnings</td>
<td>33,058</td>
<td>37,014</td>
</tr>
<tr>
<td>Net unrealized gain/(loss) on securities</td>
<td>475</td>
<td>1,132</td>
</tr>
<tr>
<td>TOTAL EQUITY CAPITAL</td>
<td>52,510</td>
<td>58,173</td>
</tr>
</tbody>
</table>

**TOTAL LIABILITIES AND EQUITY CAPITAL**

<table>
<thead>
<tr>
<th>Description</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>495,868</td>
<td>570,840</td>
</tr>
</tbody>
</table>
INTEREST INCOME (dollar amounts in thousands)
Total interest and fee income on loans
Income from lease financing receivables
Interest income on balances on due from depositary institutions
Interest and dividend income on securities
Interest income on federal funds sold and securities purchased to resell
Other interest income
TOTAL INTEREST INCOME

2018 2019
19,496 21,440
61 43
587 953
1,578 2,055
258 543
67 55
22,047 25,089

INTEREST EXPENSE (dollar amounts in thousands)
Interest on deposits
Interest on leading liabilities or other borrowed money
TOTAL INTEREST EXPENSE
Net Interest Income
Provision for loan and lease losses
NON-INTEREST INCOME
Realized gains (losses) on available for sale securities
NON-INTEREST EXPENSE
INCOME (LOSS) BEFORE INCOME TAXES AND EXTRAORDINARY ITEMS
Applicable income taxes
NET INCOME (LOSS) ATTRIBUTABLE TO BANK

2018 2019
3,363 4,688
16 1
3,379 4,689
18,668 20,400
50 50
3,990 4,562
4
14,783 15,563
7,829 9,356
1,602 1,507
6,227 7,449

OFFICERS

Larry C. Allen Chairman, CEO
D. Todd McKee Vice Chairman, CLO
Blake J. Boyd Bank President
Jon Drake Senior Executive Vice President, CFO
Tim Farris President - Rural Markets
Marcus Brockman Branch President - Nazareth
Stephen Leist Branch President - Quaker, Lubbock
Kevin Petty Branch President - Seminole
Andrew O. Turner Branch President - 34th St. Lubbock
William Booie Executive Vice President, COO
Jordan McKay Executive Vice President
Michael Phelps Executive Vice President
Chelsea Salazar Executive Vice President, Marketing
Troy Vanderburg Executive Vice President
Sonia Arismendez Senior Vice President, Dir. Customer Service
Melanie Emmel Senior Vice President
Anthony Foerster Senior Vice President
Teresa McLean Senior Vice President, Chief Accounting Officer
Kevin Mitchell Senior Vice President, Chief Risk Officer
Lacie Walton Senior Vice President, Mortgage Mgr
Doug Willis Senior Vice President
Mark Woods Senior Vice President, HR
Dawn Binder Vice President
Colton Coker Vice President
Glenda Cox Vice President, Doc Prep Mgr
Tanya Ethridge Vice President
Josh Gandy Vice President
Kraig Kern Vice President
Jake Mahan Vice President
Pat Meeks Vice President
Clay Miller Vice President
Cheryl Penner Vice President
Andrea Rodriguez Vice President, Deposit Operations Mgr.
Kelli Sehon Vice President, BSA Officer
Tracey Stahmer Vice President
Lynn Womack Vice President
Raquel Britton Asst. Vice President
Daria Hamer Asst. Vice President
Angie Kieth Asst. Vice President
Mayra Lopez Asst. Vice President
Chasitie Seaton Asst. Vice President
Cherie Whitson Asst. Vice President, Mort. Underwriter
Denisha Schmucker Asst. Vice President
Alex Agnew Banking Officer
Dora Espinosa Banking Officer
Sonya Garcia Banking Officer
Shari Hanna Banking Officer
Garret Hatley Banking Officer
Brittney Horn Banking Officer
Joseph Janick Banking Officer
Jacob Jones Banking Officer
Laura Lomenick Banking Officer
Stephanie Mason Banking Officer
Kevin McEndree Banking Officer
Baraka Murimi Banking Officer, Internal Auditor
Billy Nale Banking Officer
Mary Schoepf Banking Officer
Kira Schulte Banking Officer
Peggy Sellers Banking Officer
Johnathan Surratt Banking Officer, Help Desk Mgr
Miranda Viljoen Banking Officer
DIRECTORS
Larry Allen – Chairman, CEO
Ronnie Bilbo
Blake J. Boyd
Brett Cates
Chuck Darter
Jon Drake
Tim Farris
David Foster
Walt Hagood
Dr. S. A. Hale, Jr.
Russell Lepard
Todd McKee
Larry Moore
Jack Nelson
Steve Nieman

BUSINESS DEVELOPMENT BOARD

LUBBOCK
Brandon Autrey
Maura Crawford
Julie Doss
Michael Kahn – Chairman
Stephon Loist
Keith Leonard
Chelsea Salazar
Joey Warren
Dan Wilson

LORENZO & CROSBY COUNTY
Brian Aycock
Katrina Fullingim

SLATON
Greg Schilling

POST
Tait Crow

*CAGR = Compound Annual Growth Rate
Report Item 2:

ORGANIZATIONAL CHART

Peoples Bancorp, Inc.
Lubbock, Texas (a Texas Corp.)
LEI: None

Owns 100% of
Peoples (TX) Statutory Trust I (TPSI)
Lubbock, Texas (a Delaware Corp.)
LEI: None

Owns 100% of
Peoples (TX) Statutory Trust II (TPSII)
Lubbock, Texas (a Delaware Corp.)
LEI: NONE

Owns 100% of
Peoples Bank (PB)
Lubbock, Texas (a Texas Corp.)
LEI: 549300X7PN8KSYQHY415 - Peoples Bank
Report Item 2b:
Branch List

attached
Results: A list of branches for your holding company: PEOPLES BANCORP, INC. (2814528) of LUBBOCK, TX.
The data are as of 12/31/2019. Data reflects information that was received and processed through 03/05/2020.

Reconciliation and Verification Steps
1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions
OK: If the branch information is correct, enter "OK" in the Data Action column.
Change: If the branch information is incorrect or incomplete, revise the data, enter "Change" in the Data Action column and the date when this information first became valid in the Effective Date column.
Close: If a branch closed listed was sold or closed, enter "Close" in the Data Action column and the sale or closure date in the Effective Date column.
delete: If a branch listed was never owned by this depository institution, enter "Delete" in the Data Action column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter "Add" in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure
When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://sysonline.federalreserve.gov.

* FDIC CINNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC CINNUM</th>
<th>*Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RSSD</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>819855</td>
<td>PEOPLES BANK</td>
<td>5820 82ND STREET</td>
<td>LUBBOCK</td>
<td>TX</td>
<td>79424-3677</td>
<td>LUBBOCK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>PEOLES BANK</td>
<td>819855</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3215692</td>
<td>LORENZO BRANCH</td>
<td>416 HARRISON AVENUE</td>
<td>LORENZO</td>
<td>TX</td>
<td>79443-1021</td>
<td>CUSS Hopkins</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>PEOLES BANK</td>
<td>819855</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>5148231</td>
<td>11TH AND QUAKER BRANCH</td>
<td>11331 QUAKER AVENUE</td>
<td>LUBBOCK</td>
<td>TX</td>
<td>79424-1131</td>
<td>LUBBOCK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>PEOLES BANK</td>
<td>819855</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3226313</td>
<td>34TH STREET BRANCH</td>
<td>3803 34TH STREET</td>
<td>LUBBOCK</td>
<td>TX</td>
<td>79410-2635</td>
<td>LUBBOCK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>PEOLES BANK</td>
<td>819855</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3748548</td>
<td>NAZARETH BRANCH</td>
<td>101 WEST HWY 86</td>
<td>NAZARETH</td>
<td>TX</td>
<td>79063-1010</td>
<td>CASTRO</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>PEOLES BANK</td>
<td>819855</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>4560810</td>
<td>POST BRANCH</td>
<td>615 NORTH BROADWAY STREET</td>
<td>POST</td>
<td>TX</td>
<td>79356-0810</td>
<td>GARZA</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>PEOLES BANK</td>
<td>819855</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3631563</td>
<td>SHALLOWATER BRANCH</td>
<td>7503 HIGHWAY B4</td>
<td>SHALLOWATER</td>
<td>TX</td>
<td>79363-3758</td>
<td>LUBBOCK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>PEOLES BANK</td>
<td>819855</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>4433840</td>
<td>SLATON BANKING CENTER</td>
<td>1605 WEST DIVISION STREET</td>
<td>SLATON</td>
<td>TX</td>
<td>79364-0160</td>
<td>LUBBOCK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>PEOLES BANK</td>
<td>819855</td>
<td></td>
</tr>
</tbody>
</table>
Report Item 3:
Shareholders exceeding 5%

attached
<table>
<thead>
<tr>
<th>Name &amp; Address (City, State, Country)</th>
<th>Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>Name &amp; Address (City, State, Country)</th>
<th>Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Larry &amp; Vanita Moore, Lubbock, TX</td>
<td>USA</td>
<td>41,544 (6.72%)</td>
<td>Davron Santa Fe Properties, Ltd., Wolfforth, TX</td>
<td>USA</td>
<td>39,800 (6.44%)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>(Partnership between Ronnie Bilbo and David Foster, Lubbock, TX 79424 who also each have 1.86% ownership individually)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shipley Brothers, Inc. &amp; Shipley &amp; Son LTD Levelland, TX</td>
<td>USA</td>
<td>38,187 (6.18%)</td>
<td>Russell Lepard, Lubbock TX</td>
<td>USA</td>
<td>34,000 (5.50%)</td>
</tr>
<tr>
<td>Peoples Bank 401K &amp; ESOP 5820 82nd Street, Lubbock, TX</td>
<td>USA</td>
<td>44,962 (7.27%)</td>
<td>Trustee: Jon D. Drake, William J. Booe and Mark Woods.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Participant Voting Rights.** All Company Stock held by the Trust shall be voted by the Trustee in accordance with instructions from the Plan Administrator. Notwithstanding the foregoing, a Participant (or Beneficiary) shall have the right to direct the Trustee regarding the voting of Company Stock allocated to his/her Company Stock Account with respect to any corporate matter which involves the approval or disapproval of any corporate merger or consolidation, recapitalization, reclassification, liquidation, dissolution, sale of substantially all assets of a trade or business, or such similar transactions prescribed in regulations. In Note: Jon D. Drake & William J. Booe, also own 13,000 (2.61%) and 413 (0.06%) of Peoples Bancorp, Inc stock in their individual names.
Report Item 4:
Directors and Officers

attached
<table>
<thead>
<tr>
<th>Names &amp; Address (City, State, Country)</th>
<th>Principal Occupation if other than with holding company</th>
<th>Title &amp; Position with holding company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Percentage of Voting Securities in holding company</th>
<th>Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)</th>
<th>List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Larry Allen</td>
<td>Banker</td>
<td>Chairman &amp; CEO &amp; Director</td>
<td>N/A</td>
<td>N/A</td>
<td>TPSI -N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Lubbock, TX 79424</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>TPSII-N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ronnie Bilbo</td>
<td>Ind. Business Owner</td>
<td>Director</td>
<td>Vice President - Outerwar USA</td>
<td>President - Rehab Plus</td>
<td>5.07%</td>
<td>TPSI-N/A</td>
<td>Outerwear USA -50%</td>
</tr>
<tr>
<td>Lubbock, TX 79424</td>
<td></td>
<td>People's Bank</td>
<td></td>
<td>Partner - Davron Santa Fe Prop.</td>
<td>TPSII-N/A</td>
<td>PB-N/A</td>
<td>Davron Santa Fe-50%</td>
</tr>
<tr>
<td>Steven Brett Cate.</td>
<td>Chief Sales Officer, Tyler Technologie</td>
<td>Director</td>
<td></td>
<td>Chief Sales Officer, Tyler Technologie</td>
<td>4.15%</td>
<td>TPSI-N/A</td>
<td>BBC Properties, LLC - 54.56%, Premier BBC, LLC - 36.4%, Cate Holdings, LLC - 50%, Premier APEX, LLC - 55%, JDPC, LLC - 50%, DITR, LLC - 40%, Ultimate Cheer Lubbock - 50%</td>
</tr>
<tr>
<td>Lubbock, TX 79407</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>TPSII-N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Charles W. Darter, Jr.</td>
<td>Accountant</td>
<td>Director</td>
<td></td>
<td>Sole Proprietor</td>
<td>0.75%</td>
<td>TPSI-N/A</td>
<td>BC Ptn (60% GP); CC Investments (50% GP); GRIT LLC (50%); IDK Enterprises (50%)</td>
</tr>
<tr>
<td>Lubbock, TX 79464</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>TPSII-N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>David Foster</td>
<td>Ind. Business Owner</td>
<td>Director</td>
<td></td>
<td></td>
<td>TPSI-N/A</td>
<td>TPSII-N/A</td>
<td></td>
</tr>
<tr>
<td>Lubbock, TX 79424</td>
<td></td>
<td>People’s Bank</td>
<td></td>
<td></td>
<td>TPSII-N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Walt Hagood</td>
<td>Farmer</td>
<td>Director</td>
<td></td>
<td></td>
<td>TPSI-N/A</td>
<td>TPSII-N/A</td>
<td></td>
</tr>
<tr>
<td>Wolforth, TX</td>
<td></td>
<td>People’s Bank</td>
<td></td>
<td></td>
<td>TPSI-N/A</td>
<td>TPSII-N/A</td>
<td></td>
</tr>
<tr>
<td>Samuel A. Hale, Jr.</td>
<td>Doctor</td>
<td>Director</td>
<td></td>
<td></td>
<td>TPSI-N/A</td>
<td>TPSII-N/A</td>
<td></td>
</tr>
<tr>
<td>Lubbock, TX</td>
<td></td>
<td>People’s Bank</td>
<td></td>
<td></td>
<td>TPSI-N/A</td>
<td>TPSII-N/A</td>
<td></td>
</tr>
<tr>
<td>Russell Lepard</td>
<td>Farmer</td>
<td>Director</td>
<td></td>
<td></td>
<td>TPSI-N/A</td>
<td>TPSII-N/A</td>
<td></td>
</tr>
<tr>
<td>Lubbock, TX</td>
<td></td>
<td>People’s Bank</td>
<td></td>
<td></td>
<td>TPSI-N/A</td>
<td>TPSII-N/A</td>
<td></td>
</tr>
</tbody>
</table>

Legend:
- TPS I - Peoples Statutory Trust I
- TPS II - Peoples Statutory Trust II
- PB - People's Bank
<table>
<thead>
<tr>
<th>Names &amp; Address (City, State, Country)</th>
<th>Principal Occupation if other than with holding company</th>
<th>Title &amp; Position with holding company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Percentage of Voting Securities in holding company</th>
<th>Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)</th>
<th>List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Todd McKee</td>
<td>Banker</td>
<td>President &amp; Director</td>
<td>Vice Chairman/CLO, Director Peoples Bank</td>
<td>N/A</td>
<td>5.45% TPSI -N/A TPSII-N/A PB-N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Larry Moore</td>
<td>Ind. Business Owner</td>
<td>Director</td>
<td>Director Peoples Bank</td>
<td>President &amp; Owner -MoCo, Inc.</td>
<td>6.72% TPSI -N/A TPSII-N/A PB-N/A</td>
<td>MoCo, Inc.-87%</td>
<td></td>
</tr>
<tr>
<td>Jack Nelson, Jr.</td>
<td>Attorney</td>
<td>Director</td>
<td>Director Peoples Bank</td>
<td>N/A</td>
<td>4.29% TPSI -N/A TPSII-N/A PB-N/A</td>
<td>Nelson &amp; Nelson -50%</td>
<td></td>
</tr>
<tr>
<td>Tim Farris</td>
<td>Banker</td>
<td>EVP &amp; Director</td>
<td>President/Rural Markets, Director Peoples Bank</td>
<td>Partner -Farris Land Partnership</td>
<td>1.22% TPSI -N/A TPSII-N/A PB-N/A</td>
<td>Farris Land Partnership-33%</td>
<td>44 AG Services, LLC-100%</td>
</tr>
<tr>
<td>Jon D. Drake</td>
<td>Banker</td>
<td>EVP &amp; Director, Secretary</td>
<td>Sr. EVP &amp; CFO, Director Peoples Bank</td>
<td>Trustee</td>
<td>9.88% TPSI -N/A TPSII-N/A PB-N/A</td>
<td>Peoples Bank 401K &amp; ESOP</td>
<td></td>
</tr>
<tr>
<td>William J. Booe</td>
<td>Banker</td>
<td>None</td>
<td>EVP &amp; Chief Operating Officer</td>
<td>Trustee</td>
<td>7.34% TPSI -N/A TPSII-N/A PB-N/A</td>
<td>Peoples Bank 401K &amp; ESOP</td>
<td></td>
</tr>
<tr>
<td>Mark J. Woods</td>
<td>Banker</td>
<td>None</td>
<td>SVP/HR Officer</td>
<td>Trustee</td>
<td>7.27% TPSI -N/A TPSII-N/A PB-N/A</td>
<td>Peoples Bank 401K &amp; ESOP</td>
<td></td>
</tr>
<tr>
<td>Steve Nieman</td>
<td>Retired</td>
<td>Director</td>
<td>Director Peoples Bank</td>
<td>N/A</td>
<td>0.98% TPSI -N/A TPSII-N/A PB-N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Blake J. Boyd</td>
<td>Banker</td>
<td>EVP &amp; Director</td>
<td>President &amp; Director Peoples Bank</td>
<td>N/A</td>
<td>2.91% TPSI -N/A TPSII-N/A PB-N/A</td>
<td>N/A</td>
<td></td>
</tr>
</tbody>
</table>