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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25a of the Federal Reserve Act (12 U.S.C. §§ 243(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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.

I, William G. Wheatley
Name of the Holding Company Director and Official
Executive Vice President & Chairman
Title of the Holding Company Director and Official

abstain 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 Regulating 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 Official
05/23/2015
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
R SSD. ID 2581049
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
Month / Day / Year
N/A

Reporters' Legal Entity Identifier (LEI) (20 Character LEI Code)

Reporters' Name, Street, and Mailing Address
Peoples Bancorp, Inc.
Legal Title of Holding Company
P. O. Box 210
(Mailing Address of the Holding Company) Street / P.O. Box
Chestertown MD 21620-0210
City State Zip Code

Physical Location (if different from mailing address)

100 Spring Avenue, Chestertown, MD 21620

Person to whom questions about this report should be directed:
Ina May Puppe Reed Controller
Name Title

Area Code / Phone Number / Extension
410-778-3500-1105

Area Code / FAX Number
410-778-2089

E-mail Address
ireed@pbkc.com

Address (URL) for the Holding Company's web page
www.pbkc.com

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes Please identify the report items to which this request applies:
☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided
☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential"
☐ No
Report Item

1: The bank holding company prepares and annual report for its shareholders.
   We will forward three copies of the annual report when the printing is completed.

2a: Organizational Chart

ORGANIZATIONAL CHART

Peoples Bancorp, Inc.
100 Spring Avenue
P. O. Box 210
Chestertown, Maryland 21620-0210
State of Incorporation: Maryland

100%

The Peoples Bank
100 Spring Avenue
P. O. Box 210
Chestertown, Maryland 21620-0210
Percent of Ownership - 100%
State of Incorporation: Maryland

100%

Fleetwood, Athey, Macbeth & McCown, Inc.
100 Talbot Boulevard
P. O. Box 508
Chestertown, Maryland 21620-0508
Percent of Ownership - 100%
State of Incorporation: Maryland
Report Item 2b: Domestic Branch Listing
Submitted via email on 1/14/2015
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 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.

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://y10online.federalreserve.gov.

FDIC UNINUM, 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>Poplar Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM</th>
<th>Office Num-Res</th>
<th>Head Office</th>
<th>Head Office ID_RSSD</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>750127</td>
<td>PEOPLES BANK, THE</td>
<td>100 SPRING AVENUE</td>
<td>CHESTERTOWN</td>
<td>MD</td>
<td>21620</td>
<td>KENT</td>
<td>UNITED STATES</td>
<td>228</td>
<td>2</td>
<td>PEOPLES BANK, THE</td>
<td>750127</td>
<td>0</td>
<td>PEOPLES BANK, THE</td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>752224</td>
<td>WASHINGTON AVENUE BRANCH</td>
<td>600 WASHINGTON AVE</td>
<td>CHESTERTOWN</td>
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<td>21620</td>
<td>KENT</td>
<td>UNITED STATES</td>
<td>228</td>
<td>2</td>
<td>PEOPLES BANK, THE</td>
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<tr>
<td>Closed</td>
<td>12/31/2014</td>
<td>Full Service</td>
<td>373619</td>
<td>CHURCH HILL BRANCH</td>
<td>1005 SUDLERSVILLE ROAD</td>
<td>CHURCH HILL</td>
<td>MD</td>
<td>21623</td>
<td>KENT</td>
<td>QUEEN ANNES</td>
<td>UNITED STATES</td>
<td>228</td>
<td>2</td>
<td>PEOPLES BANK, THE</td>
<td>750127</td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>176066</td>
<td>GALENA BRANCH</td>
<td>166 N MAIN ST</td>
<td>GALENA</td>
<td>MD</td>
<td>21635</td>
<td>KENT</td>
<td>UNITED STATES</td>
<td>228</td>
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<td>PEOPLES BANK, THE</td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>270084</td>
<td>MILLINGTON BRANCH</td>
<td>31505 RIVER ROAD</td>
<td>MILLINGTON</td>
<td>MD</td>
<td>21651</td>
<td>KENT</td>
<td>UNITED STATES</td>
<td>228</td>
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<td>PEOPLES BANK, THE</td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>326612</td>
<td>ROCK HALL BRANCH</td>
<td>21337 ROCK HALL AVENUE</td>
<td>ROCK HALL</td>
<td>MD</td>
<td>21663</td>
<td>KENT</td>
<td>UNITED STATES</td>
<td>228</td>
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<td>PEOPLES BANK, THE</td>
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<td>PEOPLES BANK, THE</td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>393222</td>
<td>SUDLERSVILLE BRANCH</td>
<td>228 EAST MAIN STREET</td>
<td>SUDLERSVILLE</td>
<td>MD</td>
<td>21668</td>
<td>KENT</td>
<td>QUEEN ANNES</td>
<td>UNITED STATES</td>
<td>228</td>
<td>2</td>
<td>PEOPLES BANK, THE</td>
<td>750127</td>
<td>0</td>
</tr>
</tbody>
</table>
FORM FRY-6  
PEOPLES BANCORP, INC.  
December 31, 2014  

Report Item 3: SECURITIES HOLDERS  
Total Shares of Stock: 779,512

<table>
<thead>
<tr>
<th>Name</th>
<th>City, State, Country</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of each class of Voting Securities</th>
<th>(2)(a) Name</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of each class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Eimer E. Horsey</td>
<td>Chestertown, Maryland, USA</td>
<td>United States of America</td>
<td>0.013% Common Stock</td>
<td>NONE</td>
<td></td>
<td></td>
</tr>
<tr>
<td>AND</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Nylon Capital Shopping Center, Inc.</td>
<td>Chestertown, Maryland, USA</td>
<td>United States of America</td>
<td>6.490% Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>TOTAL</td>
<td></td>
<td></td>
<td>6.503%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stefan R. Skipp</td>
<td>Arnold, Maryland, USA</td>
<td>United States of America</td>
<td>4.870% Common Stock</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>AND</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stefan R. Skipp custodian for Brendan Philip Skipp</td>
<td>Arnold, Maryland, USA</td>
<td>United States of America</td>
<td>0.077% Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>AND</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stefan R. Skipp custodian for Philip Leane Skipp</td>
<td>Arnold, Maryland, USA</td>
<td>United States of America</td>
<td>0.077% Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>AND</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stefan R. Skipp custodian for Richard Hynson Skipp</td>
<td>Arnold, Maryland, USA</td>
<td>United States of America</td>
<td>0.077% Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>AND</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stefan R. Skipp &amp; Mary G. Skipp</td>
<td>United States of America</td>
<td>United States of America surviving trustees U/W Philip J. Skipp dated 1/15/1991</td>
<td>0.231% Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>AND</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stefan R. Skipp &amp; Mary G. Skipp</td>
<td>United States of America</td>
<td>surviving trustees U/W Harriett R. Skipp dated 1/15/1991</td>
<td>1.084% Common Stock</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>TOTAL</td>
<td></td>
<td></td>
<td>6.415%</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
## Report Item 4: Insiders

**(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)**

<table>
<thead>
<tr>
<th>Names</th>
<th>City, State, Country</th>
<th>Principal Occupation if other than Bank Holding Company</th>
<th>Title &amp; Position with Bank 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>Number of shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names)</th>
<th>Percentage of Voting Shares in Other Businesses (include names)</th>
</tr>
</thead>
<tbody>
<tr>
<td>E. Jean Anthony</td>
<td>Chestertown, MD, USA</td>
<td>Accounting</td>
<td>Director</td>
<td>Director &amp; Co-Chair, The Peoples Bank</td>
<td>Member, Anthony, Judge &amp; Ware, LLC</td>
<td>400</td>
<td>0.051%</td>
<td>NONE</td>
<td>NONE</td>
</tr>
<tr>
<td>Robert W. Clark, Jr.</td>
<td>Betterton, MD, USA</td>
<td>Farming</td>
<td>Director</td>
<td>Manager, Hopewell Farm</td>
<td>Owner, Fair Promise Farm</td>
<td>22,970</td>
<td>2.947%</td>
<td>NONE</td>
<td>None</td>
</tr>
<tr>
<td>LaMonte E. Conkoe</td>
<td>Chestertown, MD, USA</td>
<td>Administrative Director, MD Dept. of Correction, Queen Anne's County</td>
<td>Director</td>
<td>Director, The Peoples Bank</td>
<td>N/A</td>
<td>1,020</td>
<td>0.131%</td>
<td>NONE</td>
<td>None</td>
</tr>
<tr>
<td>Gary B. Fellows</td>
<td>Millington, MD, USA</td>
<td>Funeral Director</td>
<td>Director</td>
<td>Director, The Peoples Bank</td>
<td>N/A</td>
<td>0</td>
<td>0.003%</td>
<td>NONE</td>
<td>None</td>
</tr>
<tr>
<td>Herman E. Hill, Jr.</td>
<td>Rock Hall, MD, USA</td>
<td>Farming</td>
<td>Director</td>
<td>Director, The Peoples Bank</td>
<td>N/A</td>
<td>566</td>
<td>0.075%</td>
<td>NONE</td>
<td>None</td>
</tr>
</tbody>
</table>

### (4)(b) List names of other companies (includes partnerships) if 25% or more of voting securities are held.

- **PEOPLES BANCORP, INC.**
- **December 31, 2014**

- **Anthony, Judge & Ware, LLC, 55%**
- **AJW Properties, LLC, 33 1/3 %**
- **Fair Promise Family Limited Partnership, 50%**
- **Fellows et al Funeral Home, 46%**
- **Eastern Shore Genesis, 34%**
- **Western Shore Genesis, 33%**
- **Herman E. Hill & Son, Inc. 50%**
- **Kent Hills LLC, 50.147%**
- **Bakers Lane LLC, 39%**
- **Linden LLC, 30%**
- **Stepne LLC, 50%**
- **Hill Farms, Inc., 50%**
- **Chinquapin Partners, LLC, 25%**
- **T & C Farms, Inc., 25%**
- **Lynch Farm, LLC, 50%**
- **Teal Properties, LLC 100%**
- **Herman E. Hill & Son, Inc. owns 50% of Rock Harbor, LLC**
- **Herman E. Hill & Son, Inc. owns 50% of Bayview Farm Machinery, LLC**
- **Smithville Farm, LLC, 50%**
<table>
<thead>
<tr>
<th>Names</th>
<th>Principal Occupation if other than Bank Holding Company</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Number of shares of voting securities held</th>
<th>Percentage of voting shares in bank holding company</th>
<th>Percentage of voting shares 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>Patricia Joan Horsey</td>
<td>Real Estate Salesman</td>
<td>Director</td>
<td>Trustee, H &amp; S Investments, President, Unity, Inc., President, Delmarva Publications, Inc.</td>
<td>2,500</td>
<td>0.321%</td>
<td>NONE</td>
<td>Jimstown Partnership, 25% Unity, Inc., 100% Delmarva Publications, Inc., 100%</td>
</tr>
<tr>
<td>P. Patrick McClary</td>
<td>Real Estate Broker</td>
<td>Director</td>
<td>Director &amp; President, Gunther McClary Real Estate, Inc., Director &amp; President, P. Patrick McClary Real Estate, Inc. Member, Cecilton, LLC</td>
<td>852</td>
<td>0.109%</td>
<td>NONE</td>
<td>Gunther McClary Real Estate, Inc., 100% P. Patrick McClary Real Estate, Inc., 100% Cecilton, LLC, 100%</td>
</tr>
<tr>
<td>Martha F. Rasin</td>
<td>Retired Senior Judge District Court of MD</td>
<td>Director</td>
<td>N/A</td>
<td>29,718</td>
<td>3.612%</td>
<td>NONE</td>
<td>N/A</td>
</tr>
<tr>
<td>Stefan R. Skipp</td>
<td>Attorney, Public Defender, State of Maryland</td>
<td>Director</td>
<td>Director &amp; Co-Chair, The Peoples Bank Owner: Violet Grove Farm</td>
<td>50,009</td>
<td>6.415%</td>
<td>NONE</td>
<td>Violet Grove Farm, 100%</td>
</tr>
<tr>
<td>Elizabeth A. Strong</td>
<td>Retired</td>
<td>Director &amp; Secretary of the Board of Directors</td>
<td>Director, The Peoples Bank Trustee, Employees' Retirement Plan Retired</td>
<td>339</td>
<td>0.043%</td>
<td>NONE</td>
<td>Shipyard Fam, LLC, 25%</td>
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<tr>
<td>William G. Wheatley</td>
<td>N/A</td>
<td>Director &amp; Chairman &amp; EVP</td>
<td>Director &amp; EVP &amp; CLO, The Peoples Bank</td>
<td>N/A</td>
<td>0.986%</td>
<td>NONE</td>
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<tr>
<td>H. Lawrence Lyons</td>
<td>N/A</td>
<td>EVP &amp; COO</td>
<td>EVP &amp; COO, The Peoples Bank Trustee, Employees’ Retirement Plan</td>
<td>N/A</td>
<td>0.018%</td>
<td>NONE</td>
<td>N/A</td>
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<tr>
<td>Ralph W. Dowling</td>
<td>N/A</td>
<td>President &amp; CEO</td>
<td>President &amp; CEO, The Peoples Bank</td>
<td>0</td>
<td>0.000%</td>
<td>NONE</td>
<td>N/A</td>
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</table>
## FORM FR Y-6

**Report Item 4: Insiders**

<table>
<thead>
<tr>
<th>Names</th>
<th>City, State, Country</th>
<th>Principal Occupation if other than Bank Holding Company</th>
<th>Title &amp; Position with Bank 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>Number of shares in Bank Holding Company</th>
<th>Percentage of voting Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries ('include names of') other businesses</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>Randall M. Robey</td>
<td>Severna Park, MD, USA</td>
<td>N/A</td>
<td>EVP &amp; CFO</td>
<td>EVP &amp; CFO, The Peoples Bank</td>
<td>N/A</td>
<td>0</td>
<td>0.000%</td>
<td>NONE</td>
<td>N/A</td>
</tr>
<tr>
<td>Nancy L. Greenwood</td>
<td>Still Pond, MD, USA</td>
<td>N/A</td>
<td>SVP &amp; CCO</td>
<td>SVP &amp; CCO, The Peoples Bank</td>
<td>N/A</td>
<td>100</td>
<td>0.013%</td>
<td>NONE</td>
<td>J-N-B Properties, 33.3%</td>
</tr>
<tr>
<td>Stephanie L. Usilton</td>
<td>Rock Hall, MD, USA</td>
<td>N/A</td>
<td>Senior Vice President</td>
<td>Senior Vice President &amp; HR Officer, The Peoples Bank</td>
<td>N/A</td>
<td>612</td>
<td>0.079%</td>
<td>NONE</td>
<td>N/A</td>
</tr>
</tbody>
</table>