

MAR 12 2020

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FRB RICHMOND

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.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2019

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, **William G. Wheatley**

Peoples Bancorp. Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman

P. O. Box 210

Title of the Holding Company Director and Official

(Mailing Address of the Holding Company) Street / P.O. Box

attest 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.

Chestertown MD 21620

City State Zip Code

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.

100 Spring Avenue, Chestertown, MD 21620

Physical Location (if different from mailing address)

William G. Wheatley

Person to whom questions about this report should be directed:

Ina May Puppe Reed Controller

Signature of Holding Company Director and Official

Name Title

03/04/2020

410-778-3500-1105

Area Code / Phone Number / Extension

Date of Signature

410-778-2089

Area Code / FAX Number

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

ireed@pbkc.com

E-mail Address

For Federal Reserve Bank Use Only

RSSD ID _____
 C.I. _____

Is confidential treatment requested for any portion of this report submission? 0=No
1=Yes 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."

FORM FR Y-6

December 31, 2019

PEOPLES BANCORP, INC.

Report Item 3: SECURITIES HOLDERS

TOTAL SHARES OF STOCK

728,918

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of 12-31-19				Security holders not listed in (3)(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-19		
(1)(a) Name (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of each class of Voting Securities		(2)(a) Name (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of each class of voting Securities
Stefan R. Skipp Arnold, Maryland, USA	United States of America	37,962	- 5.208% Common Stock	NONE		
AND						
Stefan R. Skipp & Mary G. Skipp surviving trustees U/W Philip J. Skipp dated 1/15/1991 Arnold, Maryland, USA	United States of America	1,797	- 0.247% Common Stock			
AND						
Stefan R. Skipp & Mary G. Skipp surviving trustees U/W Harriett R. Skipp dated 1/15/1991 Arnold, Maryland, USA	United States of America	8,450	- 1.159% Common Stock			
TOTAL		<u>48,209</u>	<u>6.614%</u>	TOTAL <u>0 - 0.000%</u>		

Form FR Y-6

PEOPLES BANCORP, INC.

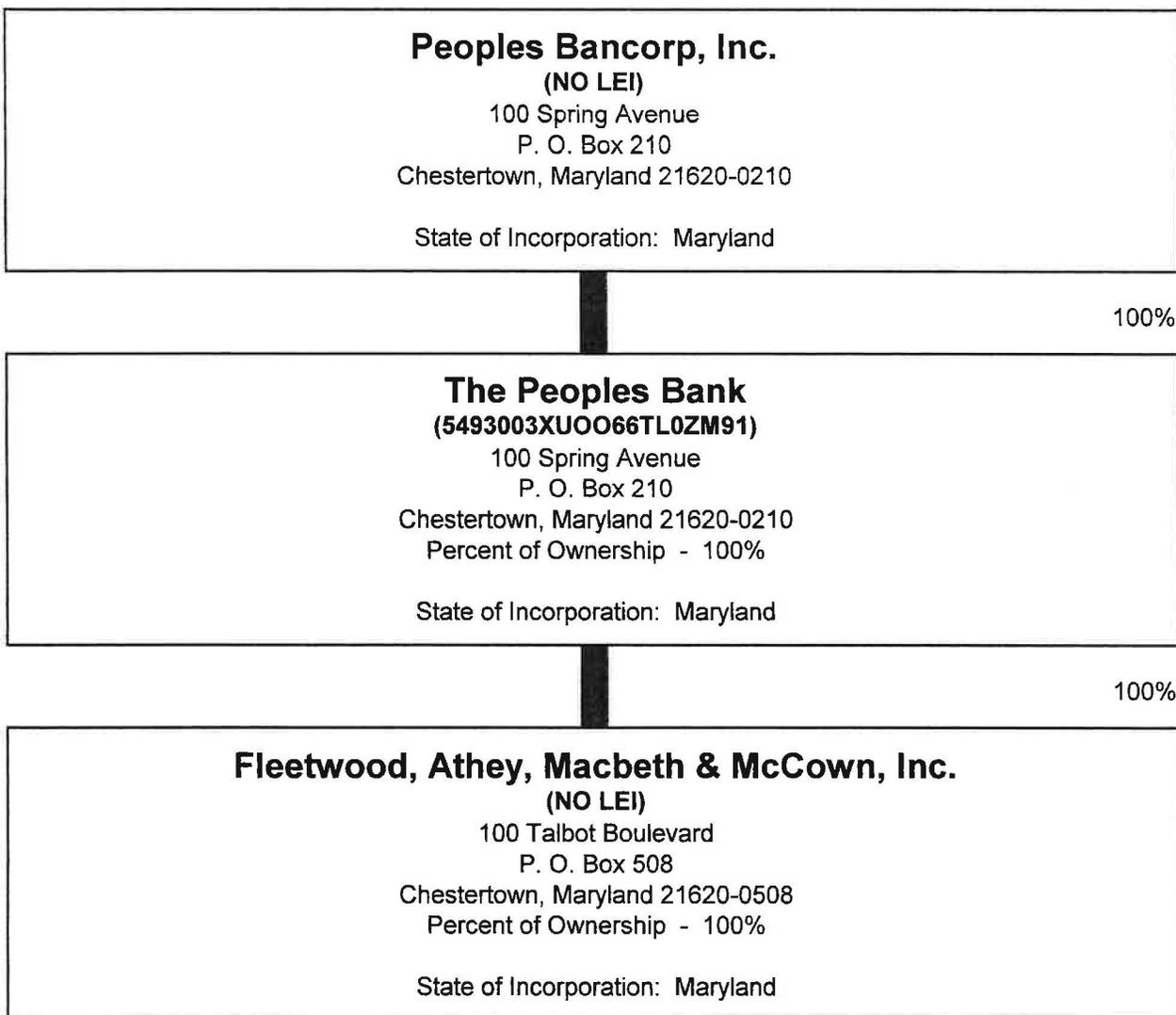
Chestertown, Maryland 21620-0210
Fiscal Year Ending December 31, 2019

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



- 2b: Domestic Branch Listing provided to the Federal Reserve Bank.
Submitted via email on 1/30/2020

Report Item 4: Insiders

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

(1) Names (City, State, Country)	(2) Principal Occupation if other than Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names) of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of) other businesses)	Number of shares In Holding Company	(4)(a) Percentage of voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names') of subsidiaries)	(4)(c) 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)
E. Jean Anthony Chestertown, MD, USA	Retired	Director	Director & Chairperson, The Peoples Bank Trustee, Employees' Retirement Plan	N/A	652	0.089%	NONE	N/A
Robert W. Clark, Jr. Betterton, MD, USA	Farming	Director	Director, The Peoples Bank	Manager, Hopewell Farm Member, Fair Promise Farm, LLC Partner, Fair Promise Farm Partner, Fair Promise Family Limited Partnership	22,970 1,020	3.151%	NONE	Fair Promise Family Limited Partnership, 50% Fair Promise Farm, LLC, 60% Fair Promise Farm, 50%
LaMonte E. Cooke Chestertown, MD, USA	Administrative Director, MD Dept. of Correction, Queen Anne's County	Director	Director, The Peoples Bank	N/A	145	0.020%	NONE	N/A
Robert Allen Davis Galena, MD, USA	Farming	Director	Director, The Peoples Bank	Owner, Rich Levels Grain, Inc. Member, Rich Levels Poultry, LLC	904	0.124%	NONE	Rich Levels Grain, Inc., 50% Rich Levels Poultry, LLC, 25%
Ralph W. Dowling Chestertown, MD, USA	N/A	Director & President & CEO	Director & President & CEO The Peoples Bank	N/A	4,139	0.389%	NONE	N/A
Gary B. Fellows Millington, MD, USA	Funeral Director	Director	Director, The Peoples Bank	Partner, Fellows Helfenbein & Newnam Funeral Home	2,550	0.350%	NONE	Fellows et al Funeral Home, 49.50%
Patricia Joan Horsey Chestertown, MD, USA	Real Estate Salesman	Director	Director, The Peoples Bank	Trustee, H & S Investments President, Unity, Inc. President, Delmarva Publications, Inc.	2,639	0.362%	NONE	Jimstown, LLC, 25% Unity, Inc., 100% Delmarva Publications, Inc., 100% Sly Horse, 100%
Myles S. Loller Worton, MD, USA	CPA, Radcliffe Corporate Services, Inc.	Director	Director The Peoples Bank	Member, A & H Financial Services, LLC Employee, Radcliffe Corporate Services Inc.	200	0.027%	NONE	A & H Financial Services, LLC, 50%
Stefan R. Skipp Chestertown, MD, USA	Retired	Director	Director The Peoples Bank	N/A	48,209	6.614%	NONE	N/A

Report Item 4: Insiders

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

(1) Names (City, State, Country)	(2) Principal Occupation if other than Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names) of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of) other businesses)	Number of shares In Holding Company	(4)(a) Percentage of voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names') of subsidiaries)	(4)(c) 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)
Elizabeth A. Strong Chestertown, MD, USA	Retired	Director	Director, The Peoples Bank Trustee, Employees' Retirement Plan	Retired	339	0.047%	NONE	Shipyards Fam, LLC, 25%
William G. Wheatley Worton, MD, USA	Retired	Director & Chairman	Director The Peoples Bank	N/A	8,111	1.113%	NONE	N/A
H. Lawrence Lyons Chestertown, MD, USA	N/A	EVP & COO	EVP & COO, The Peoples Bank Trustee, Employees' Retirement Plan	N/A	638	0.088%	NONE	N/A
Randall M. Robey Worton, MD, USA	N/A	EVP & CFO	EVP & CFO, The Peoples Bank	N/A	400	0.055%	NONE	N/A
Nancy L. Greenwood Still Pond, MD, USA	N/A	SVP & CCO	SVP & CCO, The Peoples Bank	N/A	523	0.072%	NONE	J-N-B Properties, 33.3%
Stephanie L. Usilton Rock Hall, MD, USA	N/A	EVP & Secretary of the Board	EVP & HR Officer Secretary of the Board The Peoples Bank	N/A	912	0.125%	NONE	N/A

94,351 PROVED

Results: A list of branches for your depository institution: **PEOPLES BANK, THE (ID_RSSD: 750127)**.
 This depository institution is held by **PEOPLES BANCORP, INC. (2531049)** of **CHESTERTOWN, MD**.
 The data are as of **12/31/2019**. Data reflects information that was received and processed through **01/07/2020**.

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 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://y10online.federalreserve.gov>.

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

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	750127	PEOPLES BANK, THE	100 SPRING AVENUE	CHESTERTOWN	MD	21620	KENT	UNITED STATES	Not Required	Not Required	PEOPLES BANK, THE	750127	
OK		Full Service	752224	WASHINGTON AVENUE BRANCH	600 WASHINGTON AVE	CHESTERTOWN	MD	21620	KENT	UNITED STATES	Not Required	Not Required	PEOPLES BANK, THE	750127	
OK		Full Service	5015344	EASTON OFFICE	204 NORTH WASHINGTON STREET	EASTON	MD	21601	TALBOT	UNITED STATES	Not Required	Not Required	PEOPLES BANK, THE	750127	
OK		Full Service	1360868	GALENA BRANCH	166 N MAIN ST	GALENA	MD	21635	KENT	UNITED STATES	Not Required	Not Required	PEOPLES BANK, THE	750127	
OK		Full Service	2728885	MILLINGTON BRANCH	31905 RIVER ROAD	MILLINGTON	MD	21651	KENT	UNITED STATES	Not Required	Not Required	PEOPLES BANK, THE	750127	
OK		Full Service	934628	ROCK HALL BRANCH	21337 ROCK HALL AVENUE	ROCK HALL	MD	21661	KENT	UNITED STATES	Not Required	Not Required	PEOPLES BANK, THE	750127	
OK		Full Service	3925225	SUDLERSVILLE BRANCH	228 EAST MAIN STREET	SUDLERSVILLE	MD	21668	QUEEN ANNES	UNITED STATES	Not Required	Not Required	PEOPLES BANK, THE	750127	