

IN WITNESS WHEREOF, the Borrower and the Lender have executed this Agreement as of the date first above written.

**BORROWER:**

**PEOPLES BANCORP INC.,**  
an Ohio corporation

By: /s/ John C. Rogers

Name: John C. Rogers

Title: Executive Vice President, Chief Financial Officer and  
Treasurer



**LENDER:**

**RAYMOND JAMES BANK, N.A.,**  
a national banking association

By: /s/ Mike Pelletier

Name: Mike Pelletier

Title: Vice President Corporate Banking

## **SCHEDULE 1**

### **Commercial Banks / Cash Equivalents**

U.S. Bank, National Association

Chase Bank

CBank

Wells Fargo

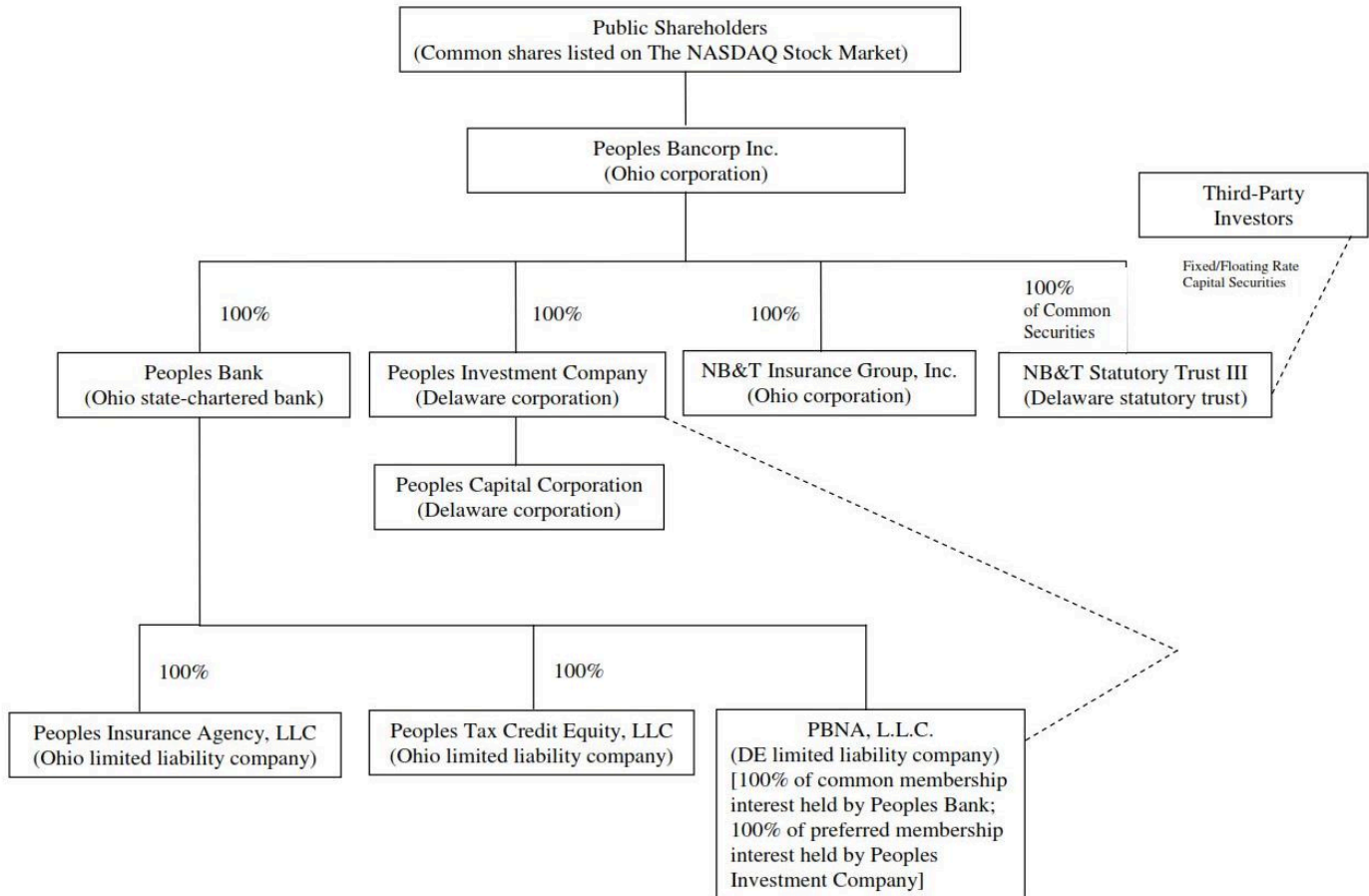
Wilmington Trust Company

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**SCHEDULE 5.8(a)****Subsidiaries**

<b>Subsidiary</b>	<b>Jurisdiction of Organization</b>	<b>% Owned by Borrower</b>	<b>Subsidiary Bank (Y/N)</b>
Peoples Bank	Ohio	100%	Y
Peoples Investment Company	Delaware	100%	N
NB&T Insurance Group, Inc.	Ohio	100%	N
NB&T Statutory Trust III	Delaware	100% of Common Securities owned by Peoples Bancorp Inc.; Fixed/Floating Rate Capital Securities are held by third-party investors	N
Peoples Insurance Agency, LLC	Ohio	100% indirectly (100% owned by Peoples Bank)	N
PBNA, L.L.C.	Delaware	100% indirectly (100% of common membership interests owned by Peoples Bank and 100% of preferred membership interests owned by Peoples Investment Company)	N
Peoples Tax Credit Equity, LLC	Ohio	100% indirectly (100% owned by Peoples Bank)	N
Peoples Capital Corporation	Delaware	100% indirectly (100% owned by Peoples Investment Company)	N

### SCHEDULE 5.8(b) Organizational Chart



### SCHEDULE 5.14

#### Exceptions to Ownership of Properties

No disclosure required.

Sch. 5.14

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### **Schedule 5.21**

#### **Subordinated Indebtedness**

1. Fixed/Floating Rate Junior Subordinated Debt Security due 2037 in the principal sum of \$10,310,000, originally issued on June 25, 2007 by NB&T Financial Group, Inc. to Wilmington Trust Company, as Institutional Trustee for NB&T Statutory Trust III, and assumed by Peoples Bancorp Inc. upon the merger of NB&T Financial Group, Inc. into Peoples Bancorp Inc. effective as of 6:00 p.m., Eastern Standard Time, on March 6, 2015

2. Prime + .25% Subordinated Debenture due 2031 in the principal sum of \$14,300,000 issued on December 20, 2001 by Peoples Bank, National Association (now known as Peoples Bank following the conversion of Peoples Bank, National Association to an Ohio state-chartered bank effective December 30, 2015) to PBNA, L.L.C.
3. Prime + .25% Subordinated Debenture due March 27, 2039 in the principal sum of \$6,000,000 issued on March 27, 2009 by Peoples Bank, National Association (now known as Peoples Bank following the conversion of Peoples Bank, National Association to an Ohio state-chartered bank effective December 30, 2015) to PBNA, L.L.C.

Sch. 5.21

## **SCHEDULE 7.1**

### **Indebtedness**

<b>Creditor</b>	<b>Maturity Date</b>	<b>Amount</b>
There is no Indebtedness which is not already addressed within the scope of Section 7.1(a), Section	Not Applicable	Not Applicable



7.1(b), Section 7.1(d), Section 7.1(e), Section 7.1(f) or Section 7.1(g) of the Agreement and reported in the audited Consolidated financial statements of the Borrower and its Subsidiaries as of and for the year ended December 31, 2015		
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Sch. 7.1

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**SCHEDULE 7.4**

**Investments**

There are no Investments which are not already addressed within the scope of Section 7.4(a), Section 7.4(b), Section 7.4(c), Section 7.4(d), Section 7.4(f), Section 7.4(g), Section 7.4(h) or Section 7.4(i) of the Agreement and reported in the audited Consolidated financial statements of the Borrower and its Subsidiaries as of and for the year ended December 31, 2015.

Sch. 7.4

## **SCHEDULE 7.5**