

Audit and Enterprise Risk Committee Charter

The Audit and Enterprise Risk Committee (the “Committee”) of Peoples Bancorp (the “Company”) and Peoples Bank (the “Bank”), comprised solely of independent directors, assists the Board of Directors in fulfilling its oversight responsibilities. The Committee shall be comprised of a minimum of three independent Directors, with the composition to be determined by the Governance Committee. The Committee operates independent from Management.

The Committee meets as often as it deems necessary, but no less than quarterly. The Committee shall maintain minutes of meetings and regularly submit reports to the Board of Directors.

Committee members must be financially literate with competency in reviewing financial statements and an understanding of banking industry financial practices. Each year, the Committee will determine if one or more members meets the criteria which has been established by the SEC, applicable stock exchange, or regulatory agencies, to be identified as a “Financial Expert” and all will, if qualified, with the individual’s consent, be designated as “Financial Expert” and be so identified in the Company’s annual report as stipulated by relevant regulations or policies. If no one is designated as a “Financial Expert,” the Committee will comply with applicable SEC and stock exchange disclosure requirements as to the lack of a “Financial Expert.”

The Committee Chairman will be a member designated as an “Audit and Enterprise Risk Committee Financial Expert.” The Committee Chairman will maintain independent lines of communication with the internal and independent auditors and may, as necessary, communicate with other staff members or Directors as necessary regarding audit or internal control issues.

To assure independence of Committee members, neither they, their spouses and persons residing in their residence, nor their businesses, either directly or indirectly, may accept compensation other than normal and customary director’s fees, including without limitation, any consulting, advisory or other compensatory fees from the Company or the Bank. Committee members may only be compensated for services as members of the Board of Directors and committees thereof.

At its discretion, the Committee may, as it deems necessary, secure the services of legal, accounting or financial advisors to fulfill the Committee’s duties and responsibilities. Annually, the Committee will establish the Audit and Enterprise Risk Committee budget for the Bank and the Company, which will be designated in the Company’s budget, including appropriate funding for special investigations.

The Committee will review, and execute the contract for independent audit services and will provide oversight of the work of the independent audit firms. The independent auditors will report directly to the Committee. The Committee, with the independent audit firm, will decide the scope of audit, establish all working relationships with the independent audit firm for all services and ensure compliance with all applicable audit regulations. The Committee will receive the report of the independent audit firm, review the report with the Board of Directors and Management, and monitor compliance with the independent auditor recommendations.

The Committee will review any other proposed non-audit related services to be provided to the Company, Officers, Directors and related subsidiaries by the independent audit firm to determine that these services do not conflict with auditor independence and regulatory requirements. The independent audit firm is specifically prohibited by relevant regulations from providing non-audit services for the Company, the Bank, and their subsidiaries. The pre-approval of non-audit services and fees of the independent audit firm may be documented by a member of the Audit and Enterprise Risk Committee by signing the annual engagement letters that define in general terms the type of services to be provided and the range of fees that are considered acceptable for such services, or as otherwise documented in the minutes of the Audit and Enterprise Risk Committee meetings. Annually, Management will report the actual compensation paid to the independent auditors for all such pre-approved services and fees.

The Committee will meet with the independent auditor and Management to review and discuss the Company’s periodic financial statements and other relevant reports or financial information submitted by



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the Company to any government body or the public. As part of the review, the Committee will review the required communications from the independent auditor.

The Chief Internal Auditor reports functionally to the Audit and Enterprise Risk Committee. In the Bank's organizational structure, the Chief Internal Auditor reports administratively (dotted line) to the CEO and President of the Bank. The Committee is responsible for hiring, firing, reviewing and compensation of the Internal Auditor. The Committee reviews plans to determine that Internal Audit Department objectives and goals, staffing plans, and audit schedules provide for adequate support of the Committee's goals and objectives. The Committee is responsible for the appointment, compensation, retention, oversight and pre-approval of services provided by any outsourced audit provider. The relationship would be managed by the Chief Internal Auditor.

The Committee will oversee the work of the Chief Internal Auditor and ensure that the Chief Internal Auditor is competent, is afforded continuing education opportunities, is independent of Management and has clear lines of communication with the Committee Chairman and Committee. The Chief Internal Auditor submits reports and recommendations concerning all audit activities to the Committee. The Committee reports to the Board of Directors and monitors compliance with the Chief Internal Auditor's recommendations. Additionally, the Committee will oversee the work of the Compliance / Security Officer and the Bank Secrecy Act Officer. These areas will submit reports on the effectiveness of the system for monitoring compliance with laws and regulations and the follow-up of any instances of noncompliance.

The Committee establishes and monitors procedures for the President, Chief Executive Officer (CEO) and Executive Vice President, Chief Financial Officer (CFO) to provide to the independent auditors and to the Committee a certification as to the effectiveness of internal controls. The Committee monitors procedures for the CEO and CFO to provide certifications in quarterly and annual reports regarding full and fair disclosure, adequacy of disclosure controls and procedures and effectiveness of internal controls. This procedure addresses the adequacy and timeliness of disclosures required under federal securities laws.

The Committee reviews, updates, and approves the Audit and Enterprise Risk Committee Policy and Procedures for the Receipt, Retention, and Treatment of Complaints Regarding Accounting, Internal Accounting Controls, or Auditing Matters. The Committee reviews the procedures for the receipt, retention, and treatment of complaints received by the Bank, the Company, or their subsidiaries, regarding accounting, internal accounting controls, or auditing matters that may be submitted by any party internal or external to the organization. The Committee also ensures that any reported complaints are properly addressed and there are no retaliating actions against the reporting employee. Additionally, the Committee ensures that the policy is adequately communicated to all employees.

The Committee is responsible for overseeing the Enterprise Risk Management (ERM) system. Management is responsible for maintaining the ERM process and reporting significant risks and trends to the Committee. The Committee will review periodic reports from Management and provide assurance to the Board of Directors that risk tolerances are appropriately measured and monitored.

The Committee will conduct an annual self-evaluation to determine whether it is functioning effectively. The results of the assessment will be presented to the Board at a subsequent meeting.

Other duties not specifically outlined in this charter will be performed by the full Board of Directors.