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. §§ 3105(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, 195, 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 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.

i Thomas W. Senecal
Name of the Holding Company Director and Official
President and CEO
Title of the Holding Company Director and Official

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.

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," 17 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
3/28/17

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

Rssd ID 31865585
C.I.

is confidential treatment requested for any portion of this report submission? ☐ Yes ☐ No

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."
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

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<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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<td>Physical Location (if different from mailing address)</td>
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12/2012
PEOPLES BANCORP, MHC
Corporate Organizational Chart
Fiscal Year Ending December 31, 2016

Board of Directors

Trustees

PEOPLES BANCORP, MHC
INC. IN HOLYOKE, MA

100%

Directors

PEOPLES BANK
INC. IN HOLYOKE, MA
(LEI #5493001YK11U5066K45)

100%

Arande Inc
Inc. in Holyoke, MA

100%

PB Partners, Inc
Inc. in Holyoke, MA

PBHQ Whitney, Inc.
Inc. in Holyoke, MA

TNOP, Inc.
Inc. in Holyoke, MA

100%

NEFWC Inc.
Inc. in Holyoke, MA

100%

100%

LPH not applicable unless otherwise noted
Arande, Inc. - Created as a Massachusetts Security Corporation; is taxed in Massachusetts at 1.32% (only own securities that CAN be collateral for borrowing from PBHQ)
PBI Partners, Inc. - Created as a Massachusetts Security Corporation; is taxed in Massachusetts at 1.32% (Own securities that CANNOT be collateral for PBHQ purposes)
PBIQ Whitney, - owns 330 Whitney Ave. All building operations at this location run through this company
NEFWC, Inc. - Acquired 12/23/10 from New England Farm Workers Council. Only asset is a 1% interest in Bluegreen Apartments (affordable housing)
TNOP, Inc. - Other Real Estate Owned (OREO) subsidiary to hold problem or potential problem low-loan properties
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.
- **Delete**: If a branch listed was sold or closed, enter "Close" in the Data Action column and the sale or closure date is the Effective Date 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 FRR contact. See the detailed instructions on this site for more information.

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

Note:

To satisfy the FY 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://stlouis.federalreserve.gov.

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

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<th>Country</th>
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<th>Head Office</th>
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# Directors and Officers

List each principal shareholder, director, trustee, partner, executive officer, or person exercising similar functions, regardless of title or compensation, of the bank holding company showing the following:

| Name and address (city, state/county) | Principal occupation, other than the holding company organization | Percentage of each class of voting securities owned, controlled, or held with power to vote:  
(a) the bank holding company, and  
(b) any other company, if 25 percent or more of the outstanding voting securities or proportionate interest in a partnership are held by the person in a capacity as a director, trustee, partner, or executive officer | 
--- | --- | --- |
| Thomas W. Sessa | NA | See Attached - Exhibit A | NA |
| Brian Caine | NA | See Attached - Exhibit A | NA |
| Janice Mazzaolo | NA | See Attached - Exhibit A | NA |
| Jacqueline B. Choven | NA | See Attached - Exhibit A | NA |
| Sheila King-Boyd | NA | See Attached - Exhibit A | NA |
| Michael J. Oakley | NA | See Attached - Exhibit A | NA |
| Douglas A. Bowen | NA | See Attached - Exhibit A | NA |
| Mr. H. Toby Ducat | NA | See Attached - Exhibit A | NA |
| Mr. David C. Helstal | NA | See Attached - Exhibit A | NA |
| Ms. James B. Newman | NA | See Attached - Exhibit A | NA |
| Mr. Mark P. Cutler | NA | See Attached - Exhibit A | NA |
| Ms. Carol C. Kato | NA | See Attached - Exhibit A | NA |
| Mr. Paul J. McDonald | NA | See Attached - Exhibit A | NA |
| Mr. Thomas A. Terry | NA | See Attached - Exhibit A | NA |
| Ms. Susan Goldsmith | NA | See Attached - Exhibit A | NA |
| Ms. Russell J. Pedlar | NA | See Attached - Exhibit A | NA |
| Mr. James M. Lavelle | NA | See Attached - Exhibit A | NA |
| Mr. Steven M. Martin | NA | See Attached - Exhibit A | NA |
Thomas W. Senecal
President, CEO & Chairman of Board, PeoplesBank
President, CEO & Chairman of Board, PeoplesBancorp MHC
Director and President, TNOP, Inc
Director and President, Arundo, Inc
Director & President, PBHQ Whitney, Inc
Director & President, PB Partners, Inc
Director and President, NEFWC, Inc
Director, Holyoke Community College Foundation
Corporator, Loomis Communities, Inc
Member, Dean's Advisory Council, Isenberg School of Management
Director, Hampshire Regional Chamber of Commerce
Director, New England Trust (NET) (A For Profit Trust)
Director, New England Mortgage Insurance Exchange (NEMIE) (A For Profit Trust)

Michael J. DiLeo
Executive Vice President, PeoplesBank
Executive Vice President, PeoplesBancorp, MHC
Director and Executive Vice President, TNOP, Inc
Director, PBHQ Whitney, Inc
Executive Vice President, PB Partners, Inc
Board Member, Springfield Technical Community College Foundation
Member, Audit Committee, Community Foundation
Trustee, Springfield Museums

James Mazzuola
Executive Vice President, PeoplesBank
Executive Vice President, PeoplesBancorp, MHC
Member, Board of Directors, Northampton Survival Center
Member, Governance Committee, Northampton Survival Center
Member, ABA Social Advisory Board of Directors
Volunteer, Link to Libraries

Jacqueline B. Charon
Senior Vice President, PeoplesBank
Member, Community & Economic Development Council, Town of South Hadley
Member, COCC Strategic Development Council
Director, 1st Vice President, Chair - Audit Committee, Member - Finance and Investment Committees
The Food Bank of Western Massachusetts

Sheila King-Goodwin
Senior Vice President, PeoplesBank
Director, River Valley Counseling Center
Director, YWCA, Worcester
Director, MA Fair Housing Center
Member, Carl Joseph Walker Foundation
STCC Foundation Board
Trustee, Belmont A M E Zion Church
Director, Urban League

Brian Galati
Senior Vice President, CFO & Treasurer, PeoplesBank
Treasurer, PeoplesBancorp, MHC
Director, Senior Vice President, CFO, Treasurer & Secretary, TNOP, Inc
Director, Treasurer & Secretary, Arundo, Inc
Director & Treasurer, PBHQ Whitney, Inc
Treasurer & Secretary, PB Partners, Inc
CFO, Treasurer & Secretary, NEFWC, Inc
Director, Treasurer, Greater Holyoke Chamber of Commerce
Director, The Children's Study Home

Douglas A. Bowes - Retired as President and CEO of Bank and MHC 7/31/18

Truane, PeoplesBancorp, MHC
Director, PeoplesBank

Mark P. Cuttino

Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Owner, President & Treasurer, C & D Electronics, Inc.
Owner, President & Treasurer, C & D Industries, Inc
Owner & President, CDP Worksheet Group, Inc
Owner & President, CDP Manufacturing, LLC

K. Toby Dierckzi

Trustee, PeoplesBancorp, MHC
Clark, PeoplesBancorp, MHC
Director, PeoplesBank
Director, Arundo, Inc
Director, PB Partners, Inc
Director, NEFWC Inc
Member, Finance Committee, Holyoke Medical Center
Member, Investment Committee, Holyoke Medical Center
Susan R. Goldsmith
Trustee, PeoplesBankcorp, MHC
Director, PeoplesBank
President, Marcus Company, Inc
Director, Holyoke Community College Foundation
Director, JGB Lichtman, Inc

David G. Hasley
Trustee, PeoplesBankcorp, MHC
Director, PeoplesBank
Director, 53 BR, LLC
Director, Horizon Solutions, LLC
Director, Willington Oaks, LLC
Non-Executive Chairman, RH White Construction Company, Inc
Loomis Community Bank

Carol C. Katz
Trustee, PeoplesBankcorp, MHC
Director, PeoplesBank
Board Member, Congregation B'nai Israel, Northampton, MA

James M. Lawville
Trustee, PeoplesBankcorp, MHC
Director, PeoplesBank
General Manager, Holyoke Gas & Electric
Director/Publisher, Holyoke Solar Cooperative
Director/Publisher, Massachusetts Clean Energy Cooperative
Director, Holyoke Community College Foundation, Inc
Director, Massachusetts Municipal Wholesale Electric Co.
Director, Public Utilities Risk Management Association
Director, Municipal Electric Association of Massachusetts
Chair, Greater Holyoke Chamber of Commerce
Finance Committee, St. Jerome's Parish
Chair, Northeast Public Power Association

Paul J. McDonald - Retired Director
Trustee as of 1/30/16 - Advisor to Board 3/9/16 - 2/15/17
Advisor, PeoplesBankcorp, MHC
Advisor, PeoplesBank
Director, Polyleavers, LLC (Toronto, Ontario, Canada)
Managing Partner, Otria Research Associates Venture Capital
Advisory Board, Long River Ventures Fund
Member, Dean's Advisory Council, Isenberg School of Management
Advisor Board, Institute for Responsible Corporate Governance

James B. Newton, Jr.
Trustee, PeoplesBankcorp, MHC
Director, PeoplesBank
Partner, Director and Executive Chairman, Horizon Solutions, LLC
Director, EDGE Global Supply

Russell J. Peppier
Trustee, PeoplesBankcorp, MHC
Director, PeoplesBank
WGBH Educational Foundation
America's Public Television Stations (APTS)
American Public Television (eastern Educational TV Director
Springfield Cultural District
The Trustees of Reservations
MassCreative, Inc.
Greater Northampton Chamber of Commerce
Hampshire Regional Chamber of Commerce
Hilltown Land Trust
Enchanted Circle Theatre
Double Edge Theater
American Red Cross, Pioneer Valley

Thomas A. Terry
Trustee, PeoplesBankcorp, MHC
Director, PeoplesBank
Partner, CPA, Whitney & Hartley, P.C
Director & Treasurer, One Ames Hill Corp
Director & Treasurer, Holyoke Lions Club
Director & Treasurer, So. Hadley Swim Club
Director & Treasurer, Michael E. Smith Endowment for Excellence in Education
Chair, Appropriations Committee, Town of South Hadley
Partner, TRANSL, Realty Partnership
Treasurer: Committees to Elect John Sleich
Insiders' Affiliations
as of December 2018

Steven M. Witte
Trustee, PeoplesBancorp, MHC
Director, PeoplesBancorp
Director, Treasurer, Shareholder, Balsey Motor Sales Company
BMSG d/b/a Balsey Honda, Balsey Chevrolet Buick, d/b/a Balsey Ready Credit, d/b/a Balsey Collision Center
Balsey Mazda
Director, Treasurer, Shareholder, Balsey Ford
Director, Treasurer, Shareholder, Balsey FCA, Inc d/b/a Balsey Ford
Director, Treasurer, Shareholder, Jimbob Aviation, Inc
Director, Treasurer, Shareholder, Jimbob Air Charter Services, Inc
Director, Treasurer, Shareholder, Balsey JR, Inc d/b/a Balsey Nissan of West Springfield
Director, Treasurer, Shareholder, Balsey HY, Inc d/b/a Balsey Hyundai
Director, Treasurer, Auto Credit Express, Inc
Director, Treasurer, Fairfield HY, Inc d/b/a Fairfield Hyundai
Director, Treasurer, Shareholder, Balsey V, Inc d/b/a Balsey Volkswagen
Director, Treasurer, Shareholder, Balsey Ford of Cape Cod
Director, Treasurer, Shareholder, Balsey Nissan, Inc d/b/a Balsey Nissan of Cape Cod
Director, Treasurer, Cape Hy, Inc d/b/a Balsey Hyundai of Cape Cod
Director, Treasurer, Shareholder, Balsey Car Wash, Inc
Director, Treasurer, Shareholder, Balsey Auto Sales, Inc
Manager, Treasurer, Balsey C, LLC d/b/a Balsey Chevrolet of Warwick
Manager, Treasurer, Balsey T, LLC d/b/a Balsey Toyota of Warwick
Manager, Treasurer, Balsey K, LLC d/b/a Balsey Collision Repair
Manager, Treasurer, Balsey K, LLC d/b/a Balsey Nissan of Warwick
Director, Treasurer, Balsey Suzuki, Inc
Manager, President, Treasurer MDS-T, LLC d/b/a Colonial Toyota
Director, Treasurer, Shareholder, Balsey H1 Lincoln, r/a Majestic Honda
Director, Treasurer, Shareholder, Balsey HQ West Warwick, d/b/a Balsey Honda of WW
Director, Treasurer, Balsey HQ, Inc d/b/a Balsey Kia
Manager, Treasurer, Balsey CDG, LLC d/b/a Hunt Chevrolet Buick GMC
Partner, Balsey Automotive Realty, Limited Partnership
Manager, Cape Cod Properties, LLC
Manager, ULP 1, LLC
Manager, Colonial Avenue Realty, LLC
Manager, VPR, LLC
Manager, 935 Riverside St, LLC
Manager, Dolly River, LLC
Manager, Cape CT, LLC
Manager, Carlee Realty, LP
Manager, North Broadway Realty, LLC
Manager, BAR R, LLC
Manager, BAR R2, LLC
Manager, BAR R3, LLC
Manager, BAR R4, LLC
Manager, 3 South Lane Road Holdings, LLC
Manager, BAR 1703, LLC
Manager, Commerce Drive Real Estate, LLC
Manager, 1457 Riverside Street, LLC
Director, Treasurer, Sherwood sift Development, Inc
Director, Treasurer, Balsey Real Estates, Inc
Manager, Consumer Insurance Associates, LLC
Director, Treasurer, Extreme Outdoor Adventures, Inc
Agent, Allstate Insurance Company
Personal Financial Representative, Allstate Financial Services, LLC
Director, Shareholder, Key Royal Insurance, Ltd
Director, Shareholder, North Bay Reinsurance, Ltd
Trustee, Holyoke Community College

Indirect non controlling ownership through parent entity