Board of Governors of the Federal Reserve System

Annual Report of Holding Companies—FR Y-6

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 548(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 top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board shall 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” 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

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

RSSD ID
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2017
Month / Day / Year
N/A
Reporters’ Legal Entity Identifier (LEI) (20-Character LEI Code)
Reporters’ Name, Street, and Mailing Address

PeoplesBancorp, MHC
Legal Title of Holding Company
330 Whitney Avenue
(Mailing Address of the Holding Company) Street / P.O. Box
Holyoke
MA
01040
City
State
Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Joseph A. Dias
Name
AVP - Assistant Controller
Title
413-493-7452
Area Code / Phone Number / Extension
413-552-0598
Area Code / FAX Number
jdias@bankatpeoples.com
E-mail Address
www.bankatpeoples.com
Address (URL) for the Holding Company’s web page

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
☒ No
☐ Yes

2. a letter justifying this request has been provided separately
☐ No
☒ Yes

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2016
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.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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<tr>
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<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
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</tbody>
</table>

12/2012
Results: A list of branches for your depository institution: PEOPLESBANK (ID, RSSD: 613406).
This depository institution is held by PEOPLESBANCO INC (3186381) of HOLYOKE, MA.
The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

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 new 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 UNNUM, Office Number, and ID, RSSD columns are for reference only. Verification of these values is not required.

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<th>County</th>
<th>Country</th>
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Leaders Affiliations as of December 2017

Thomas W. Senecal
President, CEO & Chairman of Board, PeoplesBank
President, CEO & Chairman of Board, PeoplesBancorp MHC
Director and President, TNOP, Inc
Director and President, Avondo, Inc
Director & President, PBHQ Whitney, Inc
Director and President, PB Partners, Inc
Director and President, NBPI, Inc
Director, Holyoke Community College Foundation
Corporator, Loams Community, Inc
Member, Greater Advisory Council, Amherst School of Management
Director, Hampshire Regional Chamber of Commerce

Michael J. Cronek
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

Janice Macario
Executive Vice President, PeoplesBank
Executive Vice President, PeoplesBancorp MHC
Member, Board of Directors, Northampton Survival Center
Member, Governance Committee Northampton Survival Center
Member, ABA Stewardship Board of Directors
Volunteer, Link to Libraries

Jacqueline B. Chase
Senior Vice President, PeoplesBank
Member, CCDC Strategic Development Council
Director, President, Chair - Audit Committee Member - Finance, Investment, & Governance Committees
The Food Bank of Western Massachusetts

Sheila King-Goodwin
Senior Vice President, PeoplesBank
Director, River Valley Counseling Center
Director, YMCA, Worcester
Director, MA Fair Housing Center
STCC Foundation Board
Trustee, Bethel AME Zion Church
Director, Urban League
Yes We Can

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

Douglas A. Bowen - Retired as President and CEO of Bank and MHC 7/01/16
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank

Yvonne P. Catlin
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Owner, President & Treasurer, C & D Electronics, Inc
Owner, President & Treasurer, C & D Industries, Inc
Owner & President, CDF Fastener Group, Inc
Owner & President, CDF Manufacturing, LLC

M. Toby Driscoll
Trustee, PeoplesBancorp, MHC
Clerk, PeoplesBancorp, MHC
Director, PeoplesBank
Clerk, PeoplesBank
Director, Avondo, Inc
Director, PB Partners, Inc
Director, NBPI, 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 & Chairman, JBS Lifecare, Inc.

David G. Kriley
Trustee, PeoplesBankcorp, MHC
Director, PeoplesBank
Director, 53 SK, LLC
Director, Horizon Solutions, LLC
Director, Wellington Clark, LLC
Director, WH White Construction Company, Inc.
Loomis Communities

Carol C. Katz
Trustee, PeoplesBankcorp, MHC
Director, PeoplesBank
Chair, Personnel Committee, Congregation Beth Israel, Northampton, MA
Volunteer Member, Adelante Care Committee, Cooley Dickinson Hospital, Northampton, MA
State Certified Counselor for the SHINE Program (volunteer)

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

Paul J. McDonald - Retired Director/Trustee as of 2/9/18 - Advisor to Board 2/16/16 - 2/15/17
Advisor, PeoplesBankcorp, MHC
Advisor, PeoplesBank
Director, PaySavv LLC (Toronto, Ontario, Canada)
Managing Partner, Oils Reservoir Associates Venture Capital
Advisory Board, Long River Venture Fund
Member, Dean's Advisory Council, Isenberg School of Management
Advisory Board, Institute for Responsible Corporate Governance

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

Russell J. Potter
Trustee, PeoplesBankcorp, MHC
Director, PeoplesBank
American Public Television Stations (APTS) Director and Trustee
American Public Television (Eastern Educational TV) Director
Springfield Cultural District Director, Chair
The Trustees of Reservations Corporate Trustee, Advisory Council
MassCreative, Inc. Boston Director
Greater Northampton Chamber of Commerce Ex Officio Director
Hampshire Regional Chamber of Commerce Director, Chair
Hilltown Land Trust Director
Enchanted Circle Theater Director
Double Edge Theater Director
American Red Cross, Pioneer Valley Director

Thomas A. Terry
Trustee, PeoplesBankcorp, MHC
Director, PeoplesBank
Partner, DTA Whitney & Hadley, P.C
Director & Treasurer, Holyoke Life Club
Director & Treasurer, Sc. Hadley Swim Club
Director & Treasurer, Michael E. Smith Endowment for Excellence in Education
Chair, Appropriations Committee Town of South Hadley
Partner, TRAMEL Realty Partnership
Treasurer, Committee to Elect John Slocum
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<tr>
<th>Name and Address</th>
<th>Position/Occupation or Other</th>
<th>Relationship to the Highest Percentage Voting Security Holder</th>
<th>Percentage of Voting Securities</th>
<th>Evidence of Voting or Investment Power</th>
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<td>NA</td>
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<td>Brian Lambra</td>
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