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. §§ 3108(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 802, and 611a); and sections 113, 169, 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 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 as 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.

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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2020

Month / Day / Year

N/A

Reporters' Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters' Name, Street, and Mailing Address
Peoples Bancorp, 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:
Diane M. Ulltisch
Accounting Officer
Name Title
413-493-8796
Area Code / Phone Number / Extension
413-552-0598
Area Code / FAX Number
dultisch@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? ☐ No ☑ Yes

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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 6.50 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.

12/2019
PEOPLESBANCORP, MHC
Corporate Organizational Chart
Fiscal Year Ending December 31, 2020

Board of Directors

Trustees

PEOPLESBANCORP, MHC
INC. IN HOLYOKE, MA

100%

Directors

PEOPLESBANK
INC. IN HOLYOKE, MA
(LEI #5493001YK1LJU568KA05)

100%

Arcade Inc.,
Inc. in Holyoke, MA

PBHQ Whitney, Inc.
Inc. in Holyoke, MA

TNOP, Inc.
Inc. in Holyoke, MA

First Suffolk Mortgage Co.
Inc. in Suffolk, CT

100%

100%

100%

100%

100%

100%

100%

PB Partners, Inc.
Inc. in Holyoke, MA

NEFWC Inc.
Inc. in Holyoke, MA

1. LEI not applicable unless otherwise noted

Arcade, Inc. - Created as a Massachusetts Security Corporation. Is listed in Massachusetts at 3.32% (only owns securities that CAN be collateral for borrowing from FHLB)

PB Partners, Inc. - Created as a Massachusetts Security Corporation, is listed in Massachusetts at 3.32% (Owns securities that CANNOT be collateral for FHLB Purpose)

PBHQ Whitney - owns JHE Whitney Ave. All holding operations at this location run through this company

NEFWC, Inc. - Acquired 12/27/10 from New England Farm Workers Council. Only asset is a LP interest in Durips Apartments (affordable housing)

TNOP, Inc. - Office Real Estate Owner (OREO) subsidiary to hold problem or potential problem foreclosed properties

First Suffolk Mortgage Co. - Acquired 11/30/2018 from First National Bank of Suffolk to make mortgage loans in CT. Company is inactive as of 11/2019
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<thead>
<tr>
<th>Data Action</th>
<th>Action</th>
<th>Source Office</th>
<th>Branch ID_RSSD</th>
<th>Popular Name</th>
<th>Business Name</th>
<th>County</th>
<th>Zip Code</th>
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<th>FDIC UNINUM</th>
<th>Office Number</th>
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**Notes:**
- FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.
- 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.
- If printing this list, you may need to adjust your page setup to fit this report. Try using landscape orientation, page scaling, and/or legal sized paper.
- 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://file.bankdata.gov.
### Report Item 4: 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:

<table>
<thead>
<tr>
<th>Name and address</th>
<th>Principal occupation, if other than the holding company organization</th>
<th>Title or position with: (a) the bank holding company; and (b) all direct and indirect subsidiaries of the holding company; (c) any other company in which the person is a director, trustee, partner, or executive officer</th>
<th>Percentage of each class of voting securities owned, controlled, or held with power to vote in: (a) the bank holding company (b) direct and indirect subsidiaries of the bank holding company; and (c) any other company, if 22 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. (List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Thomas W. Senecal</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
<td>N/A</td>
</tr>
<tr>
<td>42 San Souci Drive</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
<td>N/A</td>
</tr>
<tr>
<td>South Hadley, MA 01075-1380</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
<td>N/A</td>
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<tr>
<td>Brian Canina</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
<td>N/A</td>
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<tr>
<td>260 Blueberry Hill Rd</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
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<tr>
<td>Longmeadow, MA 01105-1606</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
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<tr>
<td>Jacqueline B. Charron</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
<td>N/A</td>
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<tr>
<td>12 Cedar Ridge</td>
<td>N/A</td>
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<td>Sc. Hadley, MA 01075-1795</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
<td>N/A</td>
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<tr>
<td>Aleda DeMaria</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
<td>N/A</td>
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<td>1 Liberty Lane</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
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<tr>
<td>Southwick, MA 01077</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
<td>N/A</td>
</tr>
<tr>
<td>Amy Roberts</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
<td>N/A</td>
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<tr>
<td>506 Mountain Road</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
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<tr>
<td>Wilbraham, MA 01095</td>
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<tr>
<td>Michael J. Oleksak</td>
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<td>15 Patriot Lane</td>
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<td>Feeding Hills, MA 01030-2552</td>
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<td>See Attached - Exhibit A</td>
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<tr>
<td>Douglas A. Bowen</td>
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<td>See Attached - Exhibit A</td>
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<td>24 Pine Street</td>
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<td>South Hadley, MA 01075</td>
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<tr>
<td>James B. Newton</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
<td>but owns 26% of the LLC</td>
</tr>
</tbody>
</table>
### FORM FR Y-6
December 31, 2020

Report Item 4: 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:

<table>
<thead>
<tr>
<th>(1) Name and address (city, state/country)</th>
<th>(2) Principal occupation, if other than the holding company organization</th>
<th>(3) Title or position with: (a) the bank holding company; and (b) all direct and indirect subsidiaries of the holding company; (c) any other company in which the person is a director, trustee, partner, or executive officer</th>
<th>(4) Percentage of each class of voting securities owned, controlled, or held with power to vote in: (a) the bank holding company (b) direct and indirect subsidiaries of the bank holding company; and (c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. (List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote.)</th>
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</thead>
<tbody>
<tr>
<td>Mark P. Cutting</td>
<td>40 Brianwood Drive Holyoke, MA 01040-1301</td>
<td>See Attached - Exhibit A</td>
<td>C &amp; D Electronics, Inc - 0% C &amp; D Industries, Inc - 100% CDP Fastener Group, Inc - 51% CDP Manufacturing, LLC - 51%</td>
</tr>
<tr>
<td>Carol C. Katz</td>
<td>20 Bridge Rd., Unit #23 Florence, MA 01062</td>
<td>See Attached - Exhibit A</td>
<td>N/A</td>
</tr>
<tr>
<td>Michael L. Klofas</td>
<td>54 Windham Drive East Longmeadow, MA 01028</td>
<td>See Attached - Exhibit A</td>
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<tr>
<td>Thomas A. Terry</td>
<td>25 Brainerd Street South Hadley, MA 01075</td>
<td>See Attached - Exhibit A</td>
<td>Whittlesley &amp; Hadley, P.C. - 25% TRAMBL Realty Partnership -26.7 %</td>
</tr>
<tr>
<td>Susan Goldsmith</td>
<td>104 Fairhill Drive Longmeadow, MA 01106-2332</td>
<td>See Attached - Exhibit A</td>
<td>Marcus Company Inc - 58%</td>
</tr>
<tr>
<td>Anne M. Paradis</td>
<td>72 Reservation Road Sunderland, MA 01375</td>
<td>See Attached Exhibit A</td>
<td></td>
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<tr>
<td>Timothy J. Reynolds</td>
<td>56 Deep Brook Harbor Suffield, CT 06078</td>
<td>See Attached - Exhibit A</td>
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<tr>
<td>Mr. Russell J. Pacific 120 South Street Chesterfield, MA 01012</td>
<td>See Attached - Exhibit A</td>
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<td>Mr. James M. Lavelle 54 Pleasant Street Holyoke, MA 01040-2617</td>
<td>See Attached - Exhibit A</td>
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<td>N/A</td>
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<tr>
<td>Mr. Steven M. Mitus 9 Waterford Drive Westfield, MA 01085</td>
<td>See Attached - Exhibit A</td>
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Insiders' Affiliations
as of December 2020

Thomas W. Senecal

President, CEO & Chairman of Board, PeoplesBank
President, CEO & Chairman of Board, PeoplesBancorp MHC
Director and President & CEO, TNOP, Inc.
Director and President & CEO, Arundo, Inc.
Director & President & CEO, PBHQ Whitney, Inc.
Director & President & CEO, PB Partners, Inc.
Director and President, NEFWC, Inc.
Corporator, Loomis Communities, Inc.

Michael J. Oleksak

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
Trustee, Springfield Museums

Brian Canina

Executive Vice President, CFO & Treasurer, PeoplesBank
Treasurer, PeoplesBancorp, MHC
Director, Senior Vice President, CFO, Treasurer & Secretary, TNOP, Inc.
SVP, CFO, Treasurer & Secretary, Arundo, Inc.
Director, Treasurer, & Secretary PBHQ Whitney, Inc.
CFO, Treasurer & Secretary, PB Partners, Inc.
CFO, Treasurer & Secretary, NEFWC, Inc.
Director, Holyoke Medical Center
Director, Treasurer, Children's Study Home

Jacqueline B. Charron

Senior Vice President, PeoplesBank
Member (through Feb 2019), COCC Strategic Development Council
Director, President, Chair - Audit Committee, Member - Finance, Investment, & Governance Committees
The Food Bank of Western Massachusetts
Member, American Bankers Association Risk Conference Board

Aleda DeMaria

Senior Vice President, PeoplesBank
Member, Board of Directors, Dress for Success Western Massachusetts
Advisor, ABA Stonier Graduate School of Banking

Amy Roberts

Senior Vice President, PeopleBank
Marketing Co-Chair, Board of Directors, Springfield Public Forum
Douglas A. Bowen
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank

Mark P. Cutting
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Owner, President & Treasurer, C & D Electronics, Inc.
Owner, President & Treasurer, C & D Industries, Inc.

Susan R. Goldsmith
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
President, Marcus Company, Inc.
Director, Holyoke Community College Foundation
Director & Chairman, JGS Lifecare, Inc.

Carol C. Katz
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Director, Arundo, Inc.
Director, PB Partners, Inc.
Director, NEFWC, Inc.
Treasurer & Board Member, Friends of Cooley Dickinson Hospital
State- Certified Counselor for the SHINE Program (volunteer)

Michael L. Klofas
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Director, Compensation Committee Member, Nominating Committee Member - Dawson Geophysical Company

James M. Lavelle
Trustee, PeoplesBancorp, 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 Co.
Director, Public Utilities Risk Management Association
Director, Greater Holyoke Chamber of Commerce
Finance Committee, St. Jerome’s Parish
Director, Northeast Public Power Association
James B. Newton, Jr.

Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Director, Arundo, Inc.
Director, PB Partners, Inc.
Director, NEFWC, Inc.
Partner, Director and Executive Chairman, Horizons Solutions, LLC
Director, EDGE Global Supply

Anne M. Paradis

Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Director, Northwestern Mutual
Director, Baystate Health Systems
Director, Community Foundation of Western Massachusetts

Russell J. Peotter

Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Councilor, Chair, Hampshire Council of Governments
Director, American Public Television (Eastern Educational TV Network)
Director, Springfield Central Cultural District
Corporate Trustee, Chairman's Advisory Council, The Trustees of Reservations
Director, MassCreative, Inc. Boston
Board Member, Greater Northampton Chamber of Commerce
Director, Chair, Hilltown Land Trust
Director, Enchanted Circle Theatre
Director, Double Edge Theater
Director, Chair, One Hampshire Economic Initiative
Director, Chair, Leadership Pioneer Valley
Coordinating Council Trustee, PVPC Plan for Progress

Timothy J. Reynolds

Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Director & Board Chairman, Mary's Place, Windsor, CT
Partner, FML CPA's
Board of Selectmen, Town of Suffield
Senior active member, Enfield Rotary Club

Thomas A. Terry

Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Partner, CPA, Whittlesey & Hadley, P.C.
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, TRAMBL Realty Partnership
Insiders' Affiliations
as of December 2020

Steven M. Mitus

Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Director, Balise Motor Sales Company
Director, BLS, Inc. dba Balise Lexus
Director, BTLS, Inc. dba Balise Toyota
Director, Balise FOW, Inc. dba Balise Ford
Director, Jimbob Aviation, Inc.
Director, Jimbob Air Charter Services, Inc.
Director, Balise JRN, Inc. dba Balise Nissan of West Springfield
Director, Balise Hy, Inc. dba Balise Hyundai
Director, Auto Credit Express, Inc.
Director, Fairfield HY Inc. dba Fairfield Hyundai
Director, Balise V Inc. Balise Volkswagen
Director, Balise Ford of Cape Cod
Director, R&J Nissan, Inc. dba Balise Nissan of Cape Cod
Director, Cape Hy, Inc. dba Balise Hyundai of Cape Cod
Director, Balise Car Wash Inc.
Director, Balise Auto Sales, Inc.
Manager, Balise C, LLC dba Balise Chevrolet of Warwick
Manager, Balise T, LLC dba Balise Toyota of Warwick
Manager, Balise K, LLC dba Balise Collision Repair
Manager, Balise N LLC dba Balise Nissan of Warwick
Director, Balise Subaru, Inc.
Manager, MDB-T, LLC dba Colonial Toyota
Director, Balise H1 Lincoln, dba Majestic Honda
Director, Balise H2 West Warwick, dba Balise Honda of WW
Director, Balise K2, Inc dba Balise Kia
Manager, Balise CBG, LLC dba Hurd Chevrolet Buick GMC
Manager, Cape Cod Properties, LLC
Manager, QLP, 1, LLC
Manager, Columbus Avenue Realty, LLC
Manager, YGP, LLC
Manager, 635 Riverdale St, LLC
Manager, Doty River, LLC
Manager, Carlex Realty, LP
Manager, North Broad Street Realty, LLC
Manager, BAR RI, LLC
Manager, BAR RI2, LLC
Manager, BAR RI3, LLC
Manager, BAR RI4, LLC
Manager, Bar South Land Hold Holdings, LLC
Manager, BAR 1705, LLC
Manager, Commerce Drive Real Estate, LLC
Manager, CDR 328, LLC
Manager, 1457 Riverdale Street, LLC
Manager, Squeaky West, LLC
Manager, BAR VW, LLC
Manager, BAR Attleboro, LLC
Director, Secretary, Treasurer, Car Development, Inc.
Director, Secretary, Balise Real Estate, Inc.
Manager, Consumer Insurance Associates, LLC
Director, Extreme Outdoor Adventures, Inc.
Agent, Allstate Insurance Company
Personal Financial Representative, Allstate Financial Services, LLC
Director, Key Royal Insurance, Ltd
Member, Leadership Council for the Schwartz Center for Compassionate Care