

**CHARTER OF THE GOVERNANCE AND NOMINATING
COMMITTEE OF THE BOARD OF DIRECTORS
OF PEOPLES BANCORP INC.**

Purpose:

Acting pursuant to Section 2.10 of the Code of Regulations of Peoples Bancorp Inc. (the “Company”), the Board of Directors (the “Board”) has established a Governance and Nominating Committee whose purpose is to identify qualified candidates for election, nomination or appointment to the Company’s Board and recommend to the Board a slate of director nominees for each annual meeting of the shareholders of the Company or as vacancies occur. In addition, the Governance and Nominating Committee shall oversee matters of corporate governance and board education, including the evaluation of Board performance and processes, and make recommendations to the Board and the Chairman of the Board regarding assignment and rotation of members and chairs of committees of the Board. The goal of the Governance and Nominating Committee is to assure that the composition, practices and operation of the Board contribute to value creation and to the effective representation of Company shareholders.

The Governance and Nominating Committee shall have the authority to undertake the specific responsibilities listed below and shall have the authority to address other similar matters which may be referred to the Governance and Nominating Committee from time to time by the full Board or the Chairman of the Board or which the Governance and Nominating Committee raises on its own initiative or as a result of changes in applicable law, the rules and regulations of the Securities and Exchange Commission (the “SEC”) or the rules of The Nasdaq Stock Market LLC (“Nasdaq”).

Membership:

The Governance and Nominating Committee shall consist of a minimum of three members of the Board, each of whom shall be appointed by and serve at the pleasure of the Board. Each member of the Governance and Nominating Committee shall be free of any relationship which, in the opinion of the Board, may interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a director of the Company.

The members of the Governance and Nominating Committee must satisfy the independence requirements prescribed by the applicable rules of Nasdaq. As permitted by Rule 5605(e)(3) of the Nasdaq rules addressing corporate governance requirements (the “Nasdaq Corporate Governance Rules”), if the Governance and Nominating Committee is comprised of at least three members, one director who (a) is not independent as defined in Rule 5605(a)(2) of the Nasdaq Corporate Governance Rules and (b) is not a current officer or employee of the Company or any of its subsidiaries or a Family Member (as defined in Rule 5605(a)(2) of the Nasdaq Corporate Governance Rules) of such an officer or employee, may be appointed to the Governance and Nominating Committee provided the Board, under exceptional and limited circumstances, has determined that such individual’s membership on the Governance and Nominating

Committee is required by the best interests of the Company and its shareholders. Any member of the Governance and Nominating Committee who is appointed under the exception provided in the immediately preceding sentence may not serve longer than two years.

Nomination/Appointment Policy:

The Governance and Nominating Committee believes that it is in the best interests of the Company and its shareholders to obtain highly-qualified candidates to serve as members of the Board. The Governance and Nominating Committee will seek candidates for election, nomination or appointment as directors who satisfy any eligibility requirements for election as a director set forth in the Company's Code of Regulations and who possess the background, skills and expertise to make a significant contribution to the Board, the Company and its shareholders.

Responsibilities:

The responsibilities of the Governance and Nominating Committee shall include:

1. Establishing and articulating qualifications, desired background and selection criteria for members of the Board consistent with any eligibility requirements set forth in the Company's Code of Regulations. The Governance and Nominating Committee may consider such factors as it deems appropriate.
2. Identifying and evaluating Board candidates and periodically reviewing the procedures used by the Governance and Nominating Committee in the evaluation process.
3. Screening and making recommendations to the Board of qualified candidates for election, nomination or appointment to the Board, including nominees for re-election as directors and candidates to fill vacancies.
4. Evaluating and recommending to the Board determinations of Board member independence.
5. Evaluating and recommending to the Board determinations of financial expertise and financial sophistication with respect to members of the Audit Committee.
6. Recommending assignments to committees of the Board and chairs of Board committees for consideration by the Board.
7. Reviewing with the Chairman of the Board, or another director designated by the Board, issues involving potential conflicts of interest and/or any change of status of directors pursuant to applicable law and the applicable provisions of the Company's

Code of Ethics for Directors, Officers and Employees or the Company's Code of Regulations or the Company's Corporate Governance Guidelines.

- 8.** Periodically administering and reviewing with the Chairman of the Board, or another director designated by the Board, an evaluation of the processes and performance of the Board and the Board's committees, and reporting such review to the Board. This review shall include an assessment of the appropriate skills and characteristics required of members of the Board and Board committees, as well as issues of independence, diversity, experience, judgment and other similar qualities. The purpose of this review is to increase the effectiveness of the Board and not to target individual Board members.
- 9.** Recommending to the Board for its consideration the number of members that shall serve on the Board, subject to the applicable provisions of the Company's Code of Regulations.
- 10.** Periodically reviewing the Company's Code of Ethics for Directors, Officers and Employees and Related Person Transaction Policy and recommending changes, as deemed necessary or appropriate by the Governance and Nominating Committee, to the Board for approval.
- 11.** Reviewing and reporting to the Board on board education opportunities and additional corporate governance matters as necessary or as directed by the Chairman of the Board or the Board as a whole.
- 12.** Reviewing and reassessing the adequacy of this Charter at least annually, and the Charters of the other committees of the Board periodically, and recommending changes, as deemed necessary or appropriate, to the Board for approval.
- 13.** Overseeing the orientation and education of new and continuing members of the Board.
- 14.** Developing and recommending to the Board a set of corporate governance guidelines applicable to the Company and periodically reviewing the same.
- 15.** Reviewing the appropriateness of continued Board service by a member of the Board who changes his or her principal occupation from that held when elected to the Board and has volunteered to resign from the Board for such reason.

Authority:

The Governance and Nominating Committee may from time to time engage advisors and consultants, including attorneys, and may seek of advice from the Company's General Counsel as deemed necessary. The Governance and Nominating Committee shall have sole authority to retain and terminate any consultant or search firm used to identify director candidates, including sole authority to approve the consultant or search firm's fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Governance and Nominating Committee, for payment of compensation to any consultant or search firm or other advisors retained by the Governance and Nominating Committee.

Meetings and Reports:

Meetings of the Governance and Nominating Committee will be held at the pleasure of the Chair and the other members of the Governance and Nominating Committee, any one of whom may call a meeting, in response to the needs of the Board and the governance of the Company. Notwithstanding the foregoing, the Governance and Nominating Committee shall meet at least once annually to evaluate and make recommendations of qualified candidates for nomination to stand for election as directors at the annual meeting of shareholders. The Governance and Nominating Committee shall be chaired by one of its members appointed by the Board. All members of the Governance and Nominating Committee are expected to attend each meeting, in person or via teleconference or other means of electronic communications permitted under applicable law and the Company's Amended Articles of Incorporation and Code of Regulations.

The Governance and Nominating Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. The Governance and Nominating Committee may act by a majority of its members at a meeting or without a meeting if all members consent to the action in writing or by any means of electronic transmission permitted under applicable law. At each regularly scheduled meeting of the Board, the Chair of the Governance and Nominating Committee shall provide the Board with a report of the Governance and Nominating Committee's activities and proceedings.

The Governance and Nominating Committee may have in attendance at its meetings such consultants or others as the Governance and Nominating Committee may deem necessary or desirable to provide the information the Governance and Nominating Committee needs to carry out its responsibilities.

Good Faith Reliance:

In performing their responsibilities, Governance and Nominating Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of the Company whom the Governance and Nominating Committee members reasonably believe to be reliable and competent in the matters prepared or presented;
- Legal counsel, consultants, search firms or other advisors retained by the Governance and Nominating Committee as to matters which the Governance and Nominating Committee members reasonably believe to be within the professional or expert competence of such persons; and
- Another committee of the Board as to matters which the Governance and Nominating Committee members reasonably believe to merit confidence.

Approved by the Board of Directors on April 25, 2019