

**CODE OF ETHICS**  
**FOR DIRECTORS, OFFICERS AND EMPLOYEES OF**  
**PEOPLES BANCORP INC. AND ITS SUBSIDIARIES**

Ethical behavior has always been, and is today more than ever, required and expected of each and every officer, director and employee of Peoples Bancorp Inc. (“Peoples”) and its subsidiaries (collectively, the “Company”).

This Code of Ethics (the “Code of Ethics”) has been adopted by the Board of Directors of Peoples to demonstrate to the public and Peoples’ shareholders the importance that Peoples’ Board of Directors and management place on ethical conduct. This Code of Ethics is intended to set forth the Company’s expectations for the conduct of ethical business practices by directors, officers and employees (individually, each a “Person”), to promote advance disclosure and review of potential conflicts of interest and similar matters, to protect and encourage the reporting of questionable behavior, to foster an atmosphere of self-awareness and prudent conduct and to discipline appropriately those who engage in improper conduct.

Accordingly, it is the policy of the Company that each Person, expressly including, but not limited to, the Chief Executive Officer of Peoples (the “Chief Executive Officer”), the Chief Financial Officer of Peoples (the “Chief Financial Officer”) and the Controller of Peoples (the “Controller”), adhere to and advocate the following principles governing professional and ethical conduct in the fulfillment of his or her responsibilities:

1. Act with honesty and integrity, avoiding actual or apparent conflicts between his or her personal, private interests and the interests of the Company, including receiving improper personal benefits as a result of his or her position with the Company.
2. Do not use corporate information, corporate assets, corporate opportunities or one’s position with the Company for personal gain. Do not compete directly or indirectly with the Company.
3. When a conflict of interest arises, each Person has a duty to place the Company’s interests above his or her own personal interests. In those instances where a decision or practice of the Company may appear to have been made or approved to advance a personal interest, it is essential the decision or practice be made or approved by the independent and “disinterested” officers or directors of Peoples. For purposes of determining whether a conflict of interest exists, the receipt of any personal benefit that is not clearly reasonable and business-related, or is excessive under all the facts and circumstances, from any person with whom the Company does business, must be reported as provided in this Section 3.

In those instances where an employee or non-executive officer of Peoples or one of its subsidiaries faces a potential conflict of interest, the employee or non-executive officer must report the potential conflict of interest to the Director of Risk Management of Peoples or the General Counsel of Peoples for consideration and review. The Director of Risk Management and the General Counsel shall have the right to determine in advance whether the receipt of such

personal benefit constitutes a conflict of interest in violation of this Code of Ethics and/or to require that such personal benefit be returned to the provider and/or reimbursed to Peoples or the relevant subsidiary.

Any action or transaction in which the personal interests of an executive officer or director of Peoples may be in conflict with those of the Company must be promptly reported to the Audit Committee of the Board of Directors of Peoples (the "Audit Committee"). The Audit Committee shall have the right to determine in advance whether the receipt of such personal benefit constitutes a conflict of interest in violation of this Code of Ethics and/or to require that such personal benefit be returned to the provider and/or reimbursed to Peoples or the relevant subsidiary.

4. Perform responsibilities with a view to causing Peoples' reports, documents and disclosures filed with or submitted to the Securities and Exchange Commission (the "SEC") and other public communications made by Peoples to contain information which is accurate, full and complete, fair, timely and understandable. In compliance with the rules and regulations of the SEC and The NASDAQ Stock Market ("NASDAQ"), Peoples is required to issue financial statements in conformity with United States generally accepted accounting principles and to make public disclosures regarding certain aspects of its business. It is expected that each Person, in accordance with his or her responsibilities, will keep accurate and complete books, records and accounts that will enable Peoples to meet its accounting and financial reporting obligations.

Any Person who, in good faith, believes Peoples' accounting method is inappropriate or not in compliance with United States generally accepted accounting principles, or has concerns about any questionable accounting or auditing matter or any other accounting, internal accounting control or auditing matter, should report this belief or concern directly to the Chief Financial Officer, the Director of Risk Management or the General Counsel and, if unsatisfied with the response, directly to the Audit Committee. The Chief Financial Officer, the Director of Risk Management, or the General Counsel, upon receipt of any such report, shall notify the Chair of the Audit Committee. The Audit Committee has established a procedure for such reports that ensures the confidentiality of the reporting person by use of a 24-hour/7 days-a-week available toll free number (1-877-888-0002) serviced by a third-party provider. In addition, any Person who becomes aware of a material event or fact involving the Company that has not been previously disclosed publicly should immediately report such material event or fact to the Chief Financial Officer, the Director of Risk Management or the General Counsel.

5. Comply with laws of federal, state and local governments applicable to the Company, and the rules and regulations of private and public regulatory agencies having jurisdiction over the Company. While this principle is seemingly self-explanatory, at times, the application of any particular law, rule or regulation to the Company may not be perfectly clear. When a Person is unsure or has any question as to the application to the Company of any law, rule or regulation, it is expected the Person will seek appropriate guidance from the General Counsel. Directors of Peoples should also seek guidance from the General Counsel. With the prior approval of the Audit Committee, a director may also seek guidance from Peoples' outside counsel. In addition, the Audit Committee is specifically empowered to engage outside counsel if or when it believes such an engagement is prudent.

6. Act in good faith, responsibly, with due care and diligence, without misrepresenting or omitting material facts or allowing independent judgment to be compromised.

7. Respect the confidentiality of information acquired in the course of the performance of his or her responsibilities, except when authorized or otherwise legally obligated to disclose such information. Do not use confidential information acquired in the course of the performance of his or her responsibilities for personal advantage.

8. Proactively promote ethical behavior among subordinates and peers.

9. Use corporate assets and resources employed or entrusted in a responsible manner.

10. Advance the Company's legitimate interests when the opportunity arises.

11. Promptly report any possible violation of this Code of Ethics to the Audit Committee, the Director of Risk Management or the General Counsel. Any such report involving the Chief Executive Officer, the Chief Financial Officer or the Controller received by the Director of Risk Management or the General Counsel shall be reported to the Audit Committee. All such reports, when received, shall be maintained confidentially to the extent legally appropriate and shall not be the cause of any adverse action taken against the reporting party.

THERE ARE MANY OTHER POLICIES THAT ARE VERY IMPORTANT TO THE COMPANY AND ITS OPERATIONS. NOTHING IN THIS CODE OF ETHICS SHALL RELIEVE ANY PERSON FROM COMPLYING WITH ANY OTHER APPLICABLE POLICY OF THE COMPANY.

It is also the policy of Peoples that the Chief Executive Officer, the Chief Financial Officer and the Controller acknowledge and certify as to their compliance with the foregoing annually and file a copy of such certification with each of the Audit Committee and the General Counsel. All directors, officers and employees of Peoples and its subsidiaries shall acknowledge reading this Code of Ethics annually.

Peoples expects full compliance with this Code of Ethics. Peoples will not permit any retaliation against a Person who appropriately reports a matter that he or she, in good faith, believes to be a violation of the Code of Ethics. Reports to the Audit Committee involving any Person may be made on a confidential basis through use of a 24-hour/7-days-a-week available [toll free](tel:1-877-888-0002) number (1-877-888-0002) serviced by a third-party provider or other procedure established by the Audit Committee. Any Person who is found to have violated this Code of Ethics may be subject to discipline, including termination of employment.

In connection with a possible violation of this Code of Ethics by an employee or non-executive officer of Peoples or one of its subsidiaries, the Director of Risk Management and the General Counsel, acting jointly, shall have the power to monitor, make determinations and take actions appropriate to the circumstance; provided, however, that if either the Director of Risk Management or the General Counsel is the subject of the possible violation, the Audit Committee shall have the power to monitor, make determinations and take actions appropriate to the circumstance.

In connection with a possible violation of this Code of Ethics by an executive officer or director of Peoples, the Director of Risk Management and General Counsel, acting jointly or severally, shall have the power to monitor and may make recommendations to the Audit Committee. The Audit Committee shall have the power to monitor, make determinations and recommend actions to the Peoples Board of Directors, expressly including violations of Section 4 of this Code of Ethics. Such recommendations to the Peoples Board of Directors shall be made no later than thirty (30) business days from the date the Audit Committee became aware of the potential violation. However, the Peoples Board of Directors must approve any waiver from a provision of this Code of Ethics for a director or executive officer of Peoples. In the event the Peoples Board of Directors recognizes that a violation of this Code of Ethics by an executive officer or director of Peoples has occurred, but elects not to take any remedial or other action against the offending executive officer or director, Peoples shall disclose within four (4) business days the facts and circumstances of its election to waive the identified provision(s) of this Code of Ethics by posting the same on Peoples' website or by any other means that satisfies the requirements under applicable law and the rules and requirements of the SEC and NASDAQ.

Peoples' website address is [www.peoplesbancorp.com](http://www.peoplesbancorp.com). Disclosures of amendments to this Code of Ethics or of waivers of provisions of this Code of Ethics, when disclosed through use of Peoples' website, will remain available on the website for at least twelve (12) months from the date of first posting. Following the 12-month period, Peoples will retain the information for a period of not less than five (5) years.

*Approved by the Board of Directors on February 28, 2019.*