

**CHARTER OF THE EXECUTIVE 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 an Executive Committee (the “Executive Committee”) whose purpose is to exercise, during the intervals between meetings of the Board, any of the authority of the Board, however conferred, and all the powers of the Board in the management of the business, properties and affairs of the Company that may be permissibly exercised by a committee thereof under applicable laws and regulations and subject to the provisions of this charter. All acts done and powers conferred by the Executive Committee shall be deemed to be, and may be certified as being, done or conferred under authority of the Board.

**Membership:**

The Executive Committee shall consist of the Chief Executive Officer, the Chairman of the Board, the Vice Chairman of the Board and a minimum of three other non-employee members of the Board, each of whom shall be recommended by the Governance and Nominating Committee and appointed by and serve at the pleasure of the Board.

**Meetings and Reports:**

Meetings of the Executive Committee will be held at the pleasure of the Chair and the other members of the Executive Committee in response to the needs of the Board and the Company. A meeting may be called only by the Chief Executive Officer or by a member of the Executive Committee. The Executive Committee shall be chaired by the Chairman of the Board and, in his or her absence, the Vice Chairman of the Board. All members of the Executive Committee are expected to attend each meeting, in person or via teleconference or other means of communications equipment permitted under applicable law and the Company’s Articles of Incorporation and Code of Regulations. The Executive Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. The Executive Committee may act by a majority of its members at a meeting or without a meeting by a writing signed by all members, including by any means of electronic or other transmission permitted under applicable law. At each regularly scheduled meeting of the Board, the Chair of the Executive Committee shall provide the Board with a report of the Executive Committee’s activities and proceedings, if any, since the previous Board meeting.

The Executive Committee may have in attendance at its meetings such members of management, consultants or others as the Executive Committee may deem necessary or desirable to provide the information the Executive Committee needs to carry out its responsibilities.

**Retention of Advisors:**

The Executive Committee may from time to time engage advisors and consultants, including attorneys, and may seek advice from the Company’s General Counsel as deemed necessary. The

Company shall provide for appropriate funding, as determined by the Executive Committee, for payment of compensation to any advisors or consultants retained by the Executive Committee.

**Responsibilities:**

The responsibilities of the Executive Committee shall include:

1. Exercising, during the intervals between the meetings of the Board, all the powers of the Board in the management of the business, properties and affairs of the Company, including authority to take all action provided in the Company's Code of Regulations to be taken by the Board, provided, however, that the foregoing is subject to the applicable provisions of law and the limitations contained in this charter;
2. Reporting regularly to the Board with regard to the Executive Committee's activities;
3. Keeping minutes of the Executive Committee's actions and proceedings which shall be presented at the next regular meeting of the Board;
4. Reviewing the performance of the Executive Committee as appropriate; and
5. Publicly disclosing the charter and any amendments to the charter on the Company's website or as otherwise required by the Securities and Exchange Commission ("SEC") and in the manner required by the SEC and/or any other regulatory body or stock exchange having authority over the Company.

**Limitations:**

This charter shall not be construed as authorizing action by the Executive Committee with respect to the following:

- Filling vacancies on the Board;
- Filling vacancies in any committee of the Board;
- Appointing committees of the Board;
- Designating the Company's Chief Executive Officer;
- Removing any officer of the Company;
- Removing any member of any committee of the Board;
- Declaring any dividend;
- Authorizing the acquisition of any bank;
- Authorizing the acquisition of any non-bank entity with a purchase price greater than \$5,000,000.
- Exercising any authority granted to any other committee of the Board in that committee's charter or by delegation of authority from the Board;

- Taking any action which, under any applicable securities, tax, banking or other laws, rules or regulations or requirements of the NASDAQ Global Select Market or such other exchange or system upon which the Company's securities are listed, quoted and/or traded, may only be taken by a committee of the Board meeting certain qualifications (such as "independence") if the Executive Committee does not meet those qualifications;
- Taking any action reserved to the shareholders of the Company; or
- Taking any action not permitted to be taken by a committee of the Board by law, the Company's Articles of Incorporation, the Company's Code of Regulations or the Company's Corporate Governance Guidelines.

**Good Faith Reliance:**

In performing their responsibilities, Executive 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 Executive Committee members reasonably believe to be reliable and competent in the matters presented;
- Counsel, consultants or other persons as to matters which the Executive 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 Executive Committee members reasonably believe to merit confidence.

Approved by the Board on April 27, 2023