

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name NB&T Financial Group		2 Issuer's employer identification number (EIN) 31-1004998	
3 Name of contact for additional information Katie Bailey	4 Telephone No. of contact 740-373-3155	5 Email address of contact Kathryn.Bailey@pebo.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 138 Putnam Street		7 City, town, or post office, state, and Zip code of contact Marietta, OH 45750	
8 Date of action March 6, 2015		9 Classification and description Common stock	
10 CUSIP number 62874 M 10 4	11 Serial number(s)	12 Ticker symbol NBTF	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On March 6, 2015, NB&T Financial Group, Inc. ("NB&T Financial") merged with and into Peoples Bancorp Inc. ("Peoples"), with Peoples surviving. For U.S. federal income tax purposes, the parties treated the merger as a reorganization described in Internal Revenue Code Section 368(a). Immediately prior to the merger, NB&T Financial had outstanding shares of common stock. Pursuant to the merger, each share of NB&T Financial common stock was converted into: 0.9319 shares of Peoples common stock and \$7.75 in cash. No fractional shares of Peoples common stock were issued in the merger, rather Peoples paid cash in lieu of fractional shares.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The tax basis in the new Peoples common stock received (including fractional shares deemed received and redeemed) pursuant to the merger is equal to the aggregate tax basis in the shares surrendered reduced by any cash received (excluding any gain recognized from the receipt of cash in lieu of fractional shares). In order to calculate the new per share basis, a U.S. holder of Peoples stock should divide the result from the preceding sentence (after reducing it by the basis allocable to fractional shares deemed received and redeemed) by the number of shares of Peoples stock received in the exchange. The calculation is performed separately for each identifiable block of shares surrendered in the merger.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **The calculations are based upon the exchange ratio agreed to in the merger agreement, as described in paragraph 14 above.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
Sections 302, 354, 356, 358, and 368.

18 Can any resulting loss be recognized? ▶ Loss may be recognized only to the extent of cash received in lieu of common or fractional shares.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ Reportable year is 2015.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ Katie Bailey Date ▶ 3/30/15
Print your name ▶ Katie Bailey Title ▶ SVP, Controller

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	David L. Phillips	<u>David L. Phillips</u>	<u>3/25/15</u>		P01220686
	Firm's name ▶ Ernst & Young LLP	Firm's EIN ▶		34-6565596	
	Firm's address ▶ 900 United Center, 500 Virginia Street East, Charleston, WV 25301	Phone no.		304-343-8971	