Form **8937**(December 2017) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Internal Revenue Service			eco coparato motraotiono	
Part I Reporting Is	ssuer			
1 Issuer's name				2 Issuer's employer identification number (EIN)
Peoples Bancorp In	nc.	31-0987416		
3 Name of contact for add	4 Telephon	e No. of contact	5 Email address of contact	
Katie Bailey	740-373-	-3155	Kathryn.Bailey@pebo.com	
6 Number and street (or P.	O. box if mail is not	7 City, town, or post office, state, and ZIP code of contact		
138 Putnam Street		Marietta, OH 45750		
8 Date of action				
September 17, 202	1	See a	ttachment	
	11 Serial number(12 Ticker symbol	13 Account number(s)
709789101			PEBO	
			statements if needed. S	ee back of form for additional questions.
		applicable, the	date of the action or the da	ate against which shareholders' ownership is measured for
the action ► <u>See a</u>	ttacnment			
15 Describe the quantitati share or as a percentage				rity in the hands of a U.S. taxpayer as an adjustment per
-				
16 Describe the calculation valuation dates ► See		pasis and the	data that supports the calcu	ulation, such as the market values of securities and the

Part I	(Organizational Action (continued)	
		applicable Internal Revenue Code section(s) and subsection(s) upon	which the tax treatment is based ▶
IRC S	ect.	ions 354, 356, 358 and 1001	
18 C:	an anv	y resulting loss be recognized?► No loss can be recog	nized upon the exchange of the Premier
	-	hares for shares of PEBO common stock. If	
		ale of a fractional share of PEBO common	
recei	ved	in the share exchange, this loss can be	recognized.
19 Pr	rovide	e any other information necessary to implement the adjustment, such	as the reportable tax year ▶
		saction was consummated on September 17,	
		the Premier shareholders for reporting th	_
		year that includes the September 17, 2021	
for t	hose	e shareholders who report taxable income	on the basis of a calendar year.
		er penalties of perjury, I declare that I have examined this return, including ac	
٠.	bellet	f, it is true, correct, and complete. Declaration of preparer (other than officer) is	based on all information of which preparer has any knowledge.
Sign		LA Sum	
Here	Signa	ature • O	Date ► 5/22/2023
		lacan Silcatt	
Paid	Print	your name ► Jason Silcott Print/Type preparer's name Preparer's signature	Title ► SVP, Controller Date Observe □ # PTIN
		David A. Thornton, CPA	Check if FTIN
Prepa			05/20/2023 Self-employed P00032537 Firm's EIN ►35-0921680
Use C	nly	Firm's name ► Crowe LLP Firm's address ► 485 Lexington Avenue, 11th Fl.	
Send Fo	orm 89	937 (including accompanying statements) to: Department of the Trea	

Peoples Bancorp Inc. 31-0987416

Attachment to Form 8937

REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

Form 8937 Part I, Box 9:

The securities subject to reporting include all shares of Peoples Bancorp Inc. ("PEBO") common stock issued in exchange for the outstanding common stock of Premier Financial Bancorp, Inc. ("Premier") as a result of the merger of Premier with and into PEBO on September 17, 2021.

Form 8937 Part II, Box 14:

The reportable organizational action involves the merger of Premier with and into PEBO on September 17, 2021. As a result of this merger, each share of Premier common stock was exchanged for 0.58 shares of PEBO common stock. To the extent that the exchange would have resulted in the issuance of a fractional share of PEBO common stock to a Premier shareholder, a cash payment equal to the market value equivalent of the fractional share was paid in lieu of issuing a fractional share of PEBO common stock.

Form 8937 Part II, Box 15:

The merger of Premier with and into PEBO qualifies as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. As a result, no taxable gain or loss will be recognized by any Premier shareholder upon the exchange of their Premier shares for shares of PEBO common stock.

For each identifiable block of Premier common shares surrendered in the exchange having a common tax basis, the aggregate tax basis of the shares of PEBO common stock received in the exchange will be equal to the tax basis of the Premier shares surrendered in the exchange. The tax basis of each individual share of PEBO common stock within this identifiable block is determined by dividing this aggregate tax basis by the number of PEBO common shares (including any fractional share deemed to have been distributed in the exchange – see below) that comprise this identifiable block.

Premier shareholders who receive cash in lieu of a fractional share of PEBO common stock are, for purposes of determining the taxability of that cash, deemed to have received the fractional share in the exchange and then as having sold the fractional share for cash. These Premier shareholders will generally recognize a taxable gain or loss equal to the difference between the tax basis of the Premier common shares deemed to have been exchanged for the fractional share and the amount of cash received

Form 8937 Part II, Box 16:

Refer to the description of the basis calculation in Part II, Box 15 above. The September 17, 2021 closing price of a single share of PEBO common stock on the NASDAQ Stock Exchange was \$30.49.