PEOPLES BANCORP
NOMINATING AND GOVERNANCE COMMITTEE CHARTER
June 18, 2012

Authority and Composition

The Committee is established pursuant to Article IV paragraph 4.10 of the Bylaws of Peoples Bancorp. Committee members should be appointed annually by the Board and may be replaced by the Board. The Committee may appoint a Secretary, who need not be a Director. The Committee Chairperson shall be appointed by the Board.

The Committee shall be comprised of at least three (3) members, each of whom shall meet the independence requirements of NASD 4200(a)(15) and NASD 4350(c)(4) and shall meet any other standards of independence as may be prescribed for purposes of any federal securities laws relating to the Committee's duties and responsibilities.

Purpose of the Committee

The principal purpose of the Nominating and Governance Committee (Committee) of the Board of Directors (Board) of Peoples Bancorp are to:

1. Identify individuals qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the Annual Meeting of Shareholders;

2. Promoting the best interest of the Corporation and its shareholders through the implementation of sound corporate governance principles and practices.

Meetings of the Committee

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment and shall meet periodically in executive session without management. The Chair or a majority of the members of the Committee, may call meetings of the Committee upon reasonable notice to all members of the Committee. A majority of the Committee members shall constitute a quorum for the transaction of business. The Committee may meet in person, telephonically or by other electronic forms of communications and may act by unanimous written consent. The Committee shall report to the Board as circumstances dictate.

There are no changes from the last time the policy was approved on June 17, 2011.

Responsibilities of the Committee

The following activities are set forth as a guide with the understanding that the Committee may diverge from this guide as it considers appropriate.

1. Identify potential candidates for nomination as Directors on an ongoing basis, in such manner as the Committee deems appropriate;

2. Recommend to the Board a slate of nominees for election as Directors at the Corporation's annual meeting of shareholders;

3. As the need arises to fill vacancies, recommend to the Board persons to be appointed as Directors in the interval between annual meetings of the corporation's shareholders;

4. Recommend to the Board standards for determining Directors independence consistent with the requirements NASD rules and other legal or regulatory corporation governance requirements and review and assess these standards on a periodic basis;

5. Review the qualifications and independence of the members of the Board and its various Committees on a periodic basis and make recommendations the Committee members may deem appropriate concerning any recommended changes in the composition of the Board and its Committees;

6. Oversee the Corporation's Directors orientation and continuing education programs;

7. Jointly with the Compensation Committee, oversee matters related to the compensation and benefits of outside, non-employee Directors and make such recommendations to the Board as the Committee deems appropriate;

8. Recommend to the Board such changes to the Board's Committee structure and Committee functions as the Committee deems advisable;

9. Review shareholder proposals and nominations duly and properly submitted to the Corporation and recommend appropriate action to the Board;

10. Review any proposed amendments to the Corporation's Articles of Incorporation and Bylaws and recommend appropriate action to the Board;

11. Review and assess the Corporation's compliance with the corporate governance requirements established by federal banking laws and regulation or otherwise as applicable to each of the Corporation and its subsidiaries and controlled affiliates;

12. Monitor the Board and the Corporation's compliance with any commitments made to the Corporation's regulators or otherwise regarding changes in corporate governance practices;

13. Recommend to the Board such additional action related to corporate governance matters as the Committee deems necessary or advisable;

14. Review and assess the quality and clarity of the information provided to the Board and the Committee and make recommendations to management as the Committee deems appropriate for improving such materials;

15. Evaluate the effectiveness of the Board's oversight of management activities and the major operations of the Corporation and its subsidiaries and controlled affiliates;

16. Review and assess the Board's effectiveness in monitoring exceptions to the Board-approved policies and guidelines;

17. Review Board and Committee processes for assessing the adequacy and completeness of their respective minutes, the process for the review and approval of such minutes and the retention of such minutes and any related materials presented to the Board and its Committees for review; and

18. Receive comments from all Directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board near or following the end of each fiscal year.

With respect to the responsibilities listed above, the Committee shall:

1. Report regularly to the Board on its activities;

2. Maintain minutes of its meetings and records relating to those meetings and the Committee's activities;

3. Have the sole authority to retain and terminate any search firm to be used to identify Directors candidates and to approve the search firm's fees and other retention terms;

4. Have authority to obtain advice and assistance from internal or external legal, accounting or other advisors;

5. Form and delegate authority to subcommittees of one or more Committee members when appropriate;

6. Review and reassess the adequacy of this Charter and Code of Ethics annually and recommend to the Board any proposed changes to this Charter; and

7. Annually review the Committee's own performance.

General

In performing their responsibilities, Committee members are entitled to rely on information, opinions, reports or statements prepared or presented by:

1. One or more officers and employees of the Corporation whom the Committee members reasonably believes to be reliable and competent in the matters presented;

2. Counsel, independent auditors, or other persons as to matters which the Committee members reasonably believes to be within the professional or expert competence of such person; or

3. Another Committee of the Board as to matters within its designated authority which a Committee member reasonably believes to merit confidence.

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Approved by Board of Directors Date