Peoples Bancorp







FROM THE PRESIDENT



It is a great honor for me to address you as the 10th President and Chief Executive Officer of Peoples Bancorp of North Carolina. I realize that I am following in the footsteps of numerous visionary leaders who have led Peoples Bank during its 100-year history to

become one of the region's strongest community-based financial organizations. I am grateful for the capable leadership of my immediate predecessor, Tony W. Wolfe. He directed the successful growth of the Bank to the seven county footprint that exists today. My pledge, along with all of the employees at Peoples Bank, is to continue to build upon the success of those who have served before us.

We are pleased to report that 2012 was a profitable year for Peoples Bancorp as consolidated net earnings totaled \$5.8 million, or \$1.04 basic and diluted net earnings per share, before adjustment for preferred stock dividends and accretion. For the previous fiscal year ended December 31, 2011, consolidated net earnings amounted to \$5.2 million, or \$0.93 basic and diluted net earnings per share, before adjustment for preferred stock dividends and accretion. After adjusting for dividends and accretion on preferred stock, net earnings available to common shareholders for the year ended December 31, 2012 were \$4.8 million, or \$0.86 basic and diluted net earnings per common share, as compared to \$3.8 million, or \$0.68 basic and diluted net earnings per common share, for the year ended December 31, 2011.

Peoples Bancorp maintained its status as a "well-capitalized" financial institution as defined by regulatory

agencies throughout 2012. Our risk-based capital ratio was 17.34% as of December 31, 2012. Shareholders' equity was \$97.7 million, or 9.6% of total assets, as of December 31, 2012, compared to \$103.0 million, or 9.7% of total assets, as of December 31, 2011. During 2012, the Company purchased and retired 12,530 shares of its 25,054 outstanding shares of preferred stock from the U.S. Department of the Treasury. Our directors were pleased to continue paying quarterly cash dividends during 2012 as well as a special year-end cash dividend.

Total assets amounted to \$1.0 billion as of December 31, 2012, as compared to \$1.1 billion as of December 31, 2011. Available for sale securities decreased 7.3% to \$297.8 million as of December 31, 2012, compared to \$321.4 million one year ago. This decrease reflected investment securities sold and paydowns of mortgage-backed securities during the year ended December 31, 2012, which were partially offset by purchases of investment securities. Total loans amounted to \$620.0 million as of December 31, 2012, compared to \$670.5 million as of December 31, 2011. This decrease was primarily the result of normal principal repayments on existing loans combined with the resolution of problem loans exceeding new loan originations.

Non-performing assets continue to decrease, declining to \$26.3 million, or 2.6% of total assets at December 31, 2012, compared to \$32.1 million, or 3.0% of total assets at December 31, 2011. The allowance for loan losses at December 31, 2012 was \$14.4 million, or 2.3% of loans, which management believes is adequate, compared to \$16.6 million, or 2.5% of total loans at December 31, 2011.

Total deposits amounted to \$781.5 million as of December 31, 2012, compared to \$827.1 million at December 31, 2011. Core deposits increased \$13.4 million to \$646.4 million at December 31, 2012,



as compared to \$633.0 million at December 31, 2011. Certificates of deposit in amounts greater than \$100,000 totaled \$134.7 million at December 31, 2012, as compared to \$193.0 million at December 31, 2011. This decrease was attributable to a \$25.6 million decrease in brokered certificates of deposit combined with a decrease in retail certificates of deposit as part of our pricing strategy to allow maturing high-cost certificates of deposit to roll-off.

Adding to the excitement and success that we enjoyed during 2012 was the celebration of our 100th Business Anniversary. Numerous events were hosted throughout the year in recognition of this important milestone. We are grateful for participation among shareholders, bank associates, customers, and affiliates who helped make our Centennial Year one to be remembered.

We would also remind you of our two Bank-owned subsidiaries—Peoples Investment Services, Inc. and Real Estate Advisory Services, Inc. At Peoples Investment Services, licensed financial advisors provide access to non-traditional deposit products including stocks, bonds, mutual funds, annuities, or other suitable monetary investments through our exclusive affiliation with Raymond James Financial Services, Inc.

Real Estate Advisory Services, Inc. continues to provide real estate appraisals (both residential and commercial) in our market area thereby becoming a source of added value to mortgage-related transactions. Lastly, operating as a wholly-owned subsidiary of Peoples Bancorp, Community Bank Real Estate Solutions, LLC continues to assist Peoples Bank and other community banks with appraisal management services.

Let me close by thanking our directors, officers, staff, and strategic partners for the opportunity of working with each of you as we move forward into our next century of service. If you are a shareholder of Peoples Bancorp, please reserve the date of Thursday, May 2, 2013 as we gather for the 101st Annual Meeting of Shareholders at Catawba Country Club. The meeting will begin at 11: 00 a.m. followed by our traditional shareholder luncheon. We hope you can attend. Thank you for your continued support of Peoples Bank.

Jame S. Siller

Sincerely,

Lance A. Sellers
President and Chief Executive Officer

TONY W. WOLFE, PEOPLES BANK'S 9TH PRESIDENT



Mr. Wolfe joined Peoples Bank on March 5, 1990. He was elected President and CEO on December 22, 1993. He exemplified the attributes of executive leadership, moral integrity and a visionary work ethic throughout his twenty-two year career at our Company. He consistently demonstrated an untiring commitment on behalf of fellow banking associates as a valued friend, mentor and advocate. Mr. Wolfe earned the respect of the Bank's Directors, Officers and Employees, the communities serve by the Bank and a widely diverse group of banking peers. All of us wish him the very best in his retirement.

FINANCIAL HIGHLIGHTS

December 31, 2012 and 2011 (dollars in thousands, except per share amounts)

(donars in choasands, except per snare amounts)	_			
		2012	2011	Change
Interest income	\$	39,245	45,259	-13%
Interest expense		7,696	10,946	-30%
Net interest earnings		31,549	34,313	-8%
Provision for loan losses		4,924	12,632	-61%
Net interest earnings after provision for loan losses		26,625	21,681	23%
Non-interest income		12,537	14,513	-14%
Non-interest expense		31,782	29,572	7%
Income taxes		1,587	1,463	-8%
Net earnings		5,793	5,159	12%
Dividends and accretion of preferred stock		1,010	1,393	-27%
Net earnings available to common shareholders	\$	4,783	3,766	27%
n cl c cc c 1				
Per Share of Common Stock				
Basic and diluted net earnings	\$	0.86	0.68	26%
Cash dividends		0.18	0.08	125%
Market price at December 31		9.10	5.49	66%
Book value at December 31		15.18	14.06	8%
At Year-end				
Loans, net	\$	605,551	653,893	-7%
Available for sale securities		297,823	321,388	-7%
Assets		1,013,516	1,067,063	-5%
Deposits		781,525	827,111	-6%
Shareholders' equity		97,747	103,027	-5%
Key Performance Ratios				
Return on average assets		0.56%	0.48%	
Return on average shareholders' equity		5.58%	5.03%	
Dividend payout ratio *		20.96%	11.78%	
Average shareholders' equity to total average assets		10.08%	9.55%	

^{*} As a percentage of net earnings available to common shareholders.





REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders Peoples Bancorp of North Carolina, Inc. Newton, North Carolina

We have audited the consolidated balance sheets of Peoples Bancorp of North Carolina, Inc. as of December 31, 2012 and 2011, and the related consolidated statements of earnings, comprehensive income (loss), changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2012. Such consolidated financial statements and our report thereon dated March 22, 2013, expressing an unqualified opinion (which are not included herein), are included in the proxy statement for the 2013 annual meeting of shareholders. The accompanying condensed consolidated balance sheets and consolidated statements of earnings are the responsibility of the Company's management. Our responsibility is to express an opinion on such consolidated balance sheets and consolidated statements of earnings in relation to the complete consolidated financial statements.

In our opinion, the information set forth in the accompanying condensed consolidated balance sheets as of December 31, 2012 and 2011 and the related consolidated statements of earnings for each of the three years in the period ended December 31, 2012, is fairly stated in all material respects in relation to the basic consolidated financial statements from which it has been derived.

Porter Readle Moore, LLC

Atlanta, Georgia March 22, 2013

235 Peachtree Street NE I Suite 1800 | Atlanta, Georgia 30303 | Phone 404.588.4200 | Fax 404.588.4222

CONSOLIDATED BALANCE SHEETS

December 31, 2012 and 2011 • (dollars in thousands)

December 31, 2012 and 2011 (domais in thousands)		
Assets	2012	2011
Cash and due from banks, including reserve requirements of		
\$9,625 and \$8,492	\$ 32,617	22,532
Interest bearing deposits	16,226	6,704
Cash and cash equivalents	48,843	29,236
Investment securities available for sale	297,823	321,388
Other investments	5,599	5,712
Total securities	303,422	327,100
Mortgage loans held for sale	6,922	5,146
Loans	619,974	670,497
Less allowance for loan losses	(14,423)	(16,604)
Net loans	605,551	653,893
Premises and equipment, net	15,874	16,896
Cash surrender value of life insurance	13,273	12,835
Other real estate	6,254	7,576
Accrued interest receivable and other assets	13,377	14,381
Total assets	\$ 1,013,516	1,067,063
Liabilities and Shareholders' Equity Deposits: Non-interest bearing demand	\$ 161,582	136,878
Non-interest bearing demand NOW, MMDA & savings	\$ 371,719	366,133
Time, \$100,000 or more	134,733	193,045
Other time	113,491	131,055
Total deposits	781,525	827,111
Securities sold under agreement to repurchase	34,578	39,600
FHLB borrowings	70,000	70,000
Junior subordinated debentures	20,619	20,619
Accrued interest payable and other liabilities	9,047	6,706
Total liabilities	915,769	964,036
Commitments		
Shareholders' equity:		
Series A preferred stock, \$1,000 stated value; authorized 5,000,000 shares; issued and outstanding 12,524 shares in 2012 and 25,054 shares in 2011	12,524	24,758
Common stock, no par value; authorized 20,000,000 shares; issued and outstanding 5,613,495 shares in 2012 and 5,544,160 shares in 2011	48,133	48,298
Retained earnings	31,478	26,895
Accumulated other comprehensive income	5,612	3,076
Total shareholders' equity	97,747	103,027
Total liabilities and shareholders' equity	\$ 1,013,516	1,067,063

Refer to Appendix A of Peoples Bancorp of North Carolina, Inc. Proxy Statement, dated March 25, 2013, for a complete set of Consolidated Financial Statements.



CONSOLIDATED STATEMENTS OF EARNINGS

For the Years Ended December 31, 2012, 2011 and 2010 • (dollars in thousands, except per share amounts)

	2012	2011	2010
Interest income:			
	\$ 32,758	36,374	40,204
Interest on due from banks	51	33	63
Interest on investment securities:			
U.S. Government sponsored enterprises	2,746	5,414	5,035
States and political subdivisions	3,403	3,180	2,173
Other	287	258	205
Total interest income	39,245	45,259	47,680
Interest expense:			
NOW, MMDA & savings deposits	1,180	2,263	3,472
Time deposits	3,205	5,035	6,786
FHLB borrowings	2,744	2,956	3,285
Junior subordinated debentures	438	407	411
Other	129	285	394
Total interest expense	7,696	10,946	14,348
Net interest income	31,549	34,313	33,332
Provision for loan losses	4,924	12,632	16,438
Net interest income after provision for loan losses	26,625	21,681	16,894
Non-interest income:			
Service charges	4,764	5,106	5,626
Other service charges and fees	1,940	2,090	2,195
Other than temporary impairment losses	-,,	(144)	(291)
Gain on sale of securities	1,218	4,406	3,348
Mortgage banking income	1,229	757	532
Insurance and brokerage commissions	517	471	390
Loss on sale and write-down of			
other real estate	(1,136)	(1,322)	(704)
Miscellaneous	4,005	3,149	2,788
Total non-interest income	12,537	14,513	13,884
Non-interest expense:			
Salaries and employee benefits	16,426	14,766	14,124
Occupancy	5,236	5,339	5,436
Other	10,120	9,467	9,388
Total non-interest expense	31,782	29,572	28,948
Earnings before income taxes	7,380	6,622	1,830
Income tax expense (benefit)	1,587	1,463	(11)
Net earnings	5,793	5,159	1,841
Dividends and accretion of preferred stock	1,010	1,393	1,394
	\$ 4,783	3,766	447
	\$ 0.86	0.68	0.08
Cash dividends declared per common share	\$ 0.18	0.08	0.08

Refer to Appendix A of Peoples Bancorp of North Carolina, Inc. Proxy Statement, dated March 25, 2013, for a complete set of Consolidated Financial Statements.

BOARD OF DIRECTORS AND OFFICERS

PEOPLES BANK AND PEOPLES BANCORP BOARD OF DIRECTORS

ROBERT C. ABERNETHY

Chairman of the Board Peoples Bancorp of North Carolina, Inc. and Peoples Bank

President, Secretary and Treasurer Carolina Glove Company, Inc.

JAMES S. ABERNETHY

President and Assistant Secretary Midstate Contractors, Inc.

DOUGLAS S. HOWARD

Vice President, Secretary and Treasurer Denver Equipment of Charlotte, Inc.

JOHN W. LINEBERGER, JR.

President

Lincoln Bonded Warehouse Company

GARY E. MATTHEWS

President and Director Matthews Construction Company, Inc.

BILLY L. PRICE, JR., M.D.

Managing Partner and Practitioner of Internal Medicine Catawba Valley Internal Medicine, PA

LARRY E. ROBINSON

President and Chief Executive Officer The Blue Ridge Distributing Company, Inc.

W. GREGORY TERRY

Executive Vice President Drum and Willis-Reynolds Funeral Homes and Crematory

DAN RAY TIMMERMAN, SR.

President and Chief Executive Officer Timmerman Manufacturing, Inc.

BENJAMIN I. ZACHARY

President, Treasurer, General Manager and Director, Alexander Railroad Company

PEOPLES BANCORP OFFICERS

LANCE A. SELLERS

President and Chief Executive Officer

JOSEPH F. BEAMAN, JR.

Executive Vice President and Corporate Secretary

A. JOSEPH LAMPRON. JR.

Executive Vice President, Chief Financial Officer and Corporate Treasurer

WILLIAM D. CABLE, SR.

Executive Vice President, Assistant Corporate Treasurer and Assistant Corporate Secretary

PEOPLES BANK OFFICERS

LANCE A. SELLERS

President and Chief Executive Officer

JOSEPH F. BEAMAN, JR.

Executive Vice President, Chief Administrative Officer and Corporate Secretary

A. JOSEPH LAMPRON, JR.

Executive Vice President, Chief Financial Officer

WILLIAM D. CABLE, SR.

Executive Vice President, Chief Operating Officer

KIMBERLY L. BOYD

Senior Vice President, Banking Support

JEFFREY P. GNIADEK

Senior Vice President, Area Executive

JAMES O. PERRY

Senior Vice President, Retail Banking Manager

DAVID E. REITZEL

Senior Vice President, Real Estate Administration

DANIEL F RICHARD

Senior Vice President, Area Executive

MARK W. SIGMON

Senior Vice President, Area Executive

TIMOTHY P. TURNER

Senior Vice President, Commercial Credit

CLIFTON A. WIKE

Senior Vice President, Area Executive

KIMBERLY D. BAZZLE

First Vice President, Marketing

J. LASHAE BOCK

First Vice President, Human Resources Director

DAVID C. BROWN

First Vice President, Certified Financial Planner

STEVEN F. CLONINGER

First Vice President, Commercial Credit

GEORGE S. EARP

First Vice President, Finance

JAN G. GRIFFIN

First Vice President, Loan Operations

LESLIE D. HAMBRICK

First Vice President, Internal Auditor

RAFAEL INTRIAGO

First Vice President, Banco de la Gente Retail Director

M. BETH LABARBERA

First Vice President, Regional Sales Manager

CONNIE P. OLLIS

First Vice President, Compliance/Security Officer

LUCRETIA K. ROGERS

First Vice President, Regional Sales Manager

KYLE E. SIGMON

First Vice President, Consumer Credit

TAMMY H. STEPHENS

First Vice President, Director of Information Technology

JOHN M. WOODS

First Vice President, Area Executive

ANGELA J. ABERNETHY

Vice President, Business Services Sales Manager

VELVET L. BOWMAN

Vice President, Service Center Manager

CHRISTOPHER L. BROOKSHIRE

Vice President, RAA/GAA

HELGA Y. CALLAWAY

Vice President, Business Center Manager, Catawba Valley Blvd

SHANA R. CARPENTER

Vice President, Business Center Manager, Denver

WENDY E. CORDERO

Vice President, Banco de la Gente Mortgage Manager

MARY C. CRAVEN

Vice President, Business Center Manager, Cornelius

KAY F. DEAL

Vice President, Business Center Manager,

BARBARA K. FARNSWORTH

Vice President, Business Center Manager, Lincolnton

MARK W. GUSTAFSON

Vice President, Investment Account Executive

TOMMIE A. HALL

Vice President, Loan Documentation

DIANE L. KLEIN

Vice President, Business Center Manager, Viewmont

E. DEAN LAWING

Vice President, Mortgage Lending Manager

DAVID S. LEWIS, JR.

Vice President, Business Development Officer

WENDY H. MORAN Vice President, Business Center Manager, Triangle

PAULA M. PARKER

Vice President, Business Center Manager, Claremont

LYNN H. POOLE

Vice President, Business Center Manager, Catawba

HIGHT D. REID

Vice President, Business Center Manager, West Lincoln

JEANETTE R. RINGLEY

Vice President, Business Center Manager, Newton

LISA G. TREADAWAY

Vice President, Deposit Operations Manager

DENISE C. WILLIAMS

Vice President, Business Center Manager, Mooresville/Gateway

RYAN M. WADDLE

Vice President, Business Development Officer



PEOPLES BANCORP SUBSIDIARY BOARD OF DIRECTORS AND OFFICERS

COMMUNITY BANK REAL ESTATE SOLUTIONS, LLC

BOARD OF DIRECTORS OFFICERS

Robert C. Abernethy David E. Reitzel - President

David E. Reitzel Christopher L Brookshire - Vice President

Dan Ray Timmerman, Sr. Joseph F. Beaman, Jr. - Secretary
Lance A. Sellers A. Joseph Lampron, Jr. - Treasurer

PEOPLES BANK SUBSIDIARIES' BOARD OF DIRECTORS AND OFFICERS

Lance A. Sellers - President

Assistant Secretary

David C. Brown - Vice President and

Joseph F. Beaman, Jr. - Secretary

A. Joseph Lampron, Jr. - Treasurer

PEOPLES INVESTMENT SERVICES, INC.

BOARD OF DIRECTORS OFFICERS

Robert C. Abernethy
Billy L. Price, Jr., M.D.
David C. Brown

Larry E. Robinson Douglas S. Howard

Lance A. Sellers

REAL ESTATE ADVISORY SERVICES, INC.

BOARD OF DIRECTORS OFFICERS

Robert C. Abernethy

David E. Reitzel – President

Dan Ray Timmerman, Sr.

Lance A. Sellers – Vice President

Joseph F. Beaman, Jr. – Secretary

Lance A. Sellers

A. Joseph Lampron, Jr. – Treasurer

SHAREHOLDER AND GENERAL INFORMATION

ANNUAL MEETING

The Annual Meeting of Shareholders of Peoples Bancorp will be held at 11:00 a.m. on Thursday, May 2, 2013, at the Catawba Country Club located at 1154 Country Club Road, Newton, North Carolina.

SHAREHOLDERS' LUNCHEON

Shareholders in attendance at the Annual Meeting are cordially invited to remain for a luncheon to be served immediately upon adjournment.

COMMON STOCK

Peoples Bancorp common stock is listed on the NASDAQ (National Association of Securities Dealers Automated Quotations) Global Market, where our symbol is PEBK.

DIVIDEND REINVESTMENT & STOCK PURCHASE

Peoples Bancorp offers a Dividend Reinvestment and Stock Purchase Plan for the benefit of the Company's shareholders. The Plan provides for the full or partial reinvestment of cash dividends, optional cash purchases of the Company's stock, safekeeping of the share certificates, liquidation of shares, and gifting of shares and enrollment of the designated recipients.

Broadridge Corporate Issuer Solutions, Inc. is the Plan Administrator. For more information, one may call Peoples Bancorp at 828-464-5620 or 800-948-7195 or contact the Plan Administrator at 855-263-4988.

Shareholders of Peoples Bancorp are entitled to receive dividends when and as declared by the Board of Directors out of funds legally available therefore.

Such dividend payments are declared based upon the guidelines of North Carolina and federal banking law.

As of March 15, 2013, the Company had 720 shareholders of record, not including the number of persons or entities whose stock is held in nominee or street name through various brokerage firms or banks.

CORPORATE OFFICE

Peoples Bancorp of North Carolina, Inc. 518 West C Street PO Box 467 Newton, NC 28658 828-464-5620

STOCK TRANSFER AGENT & REGISTRAR

Broadridge Corporate Issuer Solutions, Inc. P.O. Box 1342 Brentwood, NY 11717 www.broadridge.com

INDEPENDENT AUDITORS

Porter Keadle Moore, LLC 235 Peachtree Street, NE Suite 1800 Atlanta, GA 30303



ANNUAL REPORT

PEOPLES BANCORP CENTER

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CUSTOMER SERVICE CENTER

(828) 466-1765 Toll-free (877) 802-1212

THEREALPEOPLESBANK.COM

CATAWBA

106 North Main Street Catawba, NC 28609 (828) 241-3123

CATAWBA VALLEY BOULEVARD

2050 Catawba Valley Blvd. SE Hickory, NC 28602 (828) 322-6372

CLAREMONT

3261 East Main Street Claremont, NC 28610 (828) 459-7152

CONOVER

213 1st Street West Conover, NC 28613 (828) 464-8456

CORNELIUS

9624-I Bailey Road Cornelius, NC 28031 (704) 237-9270

DENVER

6125 Highway 16 South Denver, NC 28037 (704) 483-3050

HIDDENITE

5153 NC Highway 90 East Hiddenite, NC 28636 (828) 632-0118 (704) 585-6631

LINCOLNTON

1910 East Main Street Lincolnton, NC 28092 (704) 732-0097

MAIDEN

200 Island Ford Road Maiden, NC 28650 (828) 428-9874

MOORESVILLE

1074 River Highway Mooresville, NC 28117 (704) 658-3600

MOORESVILLE GATEWAY

125-E Trade Court Mooresville, NC 28117 (704) 663-0384

NEWTON

420 West A Street Newton, NC 28658 (828) 464-5663

NORTH NEWTON

2619 North Main Avenue Newton, NC 28658 (828) 464-8664

SPRINGS ROAD

3310 Springs Road NE Hickory, NC 28601 (828) 256-9229

TRIANGLE

142 Highway 16 South Denver, NC 28037 (704) 483-7727 (704) 827-2370

VIEWMONT

1333 2nd Street NE Hickory, NC 28601 (828) 345-6262

WEST LINCOLN

760 Highway 27 West Lincolnton, NC 28092 (704) 736-1447

SATELLITE LOCATION ABERNETHY LAURELS

102 Leonard Avenue Newton, NC 28658 (828) 464-3077

DENVER LOAN PRODUCTION OFFICE

3754 Highway 16 North Denver, NC 28037 (704) 489-8940

BANCO DE LA GENTE ADMINISTRATIVE OFFICE

800 East Arrowood Road Charlotte, NC 28217 (704) 909-5460

BANCO DE LA GENTE

6300 South Boulevard Charlotte, NC 28217 (704) 554-7494

BANCO DE LA GENTE

4451-A Central Avenue Charlotte, NC 28205 (704) 531-4571

BANCO DE LA GENTE

501 West Roosevelt Boulevard Monroe, NC 28110 (704) 261-2020

BANCO DE LA GENTE

4011 Capital Boulevard Suite 121 Raleigh, NC 27604 (919) 747-8000