ANNUAL 2013 REPORT Peoples Bancorp OF NORTH CAROLINA, INC. P

Our Vision, Mission and Core Values

VISION STATEMENT

To be the Bank of Choice in our Communities.

MISSION STATEMENT

To Provide Exceptional Customer Service While Selling to Customer Needs.

CORE VALUES

EMPLOYEES

We are valued so we add value.

EXCEPTIONAL CUSTOMER SERVICE

We surpass our customers' expectations.

INTEGRITY

We are fair and truthful.

ACCOUNTABILITY

We are accountable for our own actions and each other.

PROGRESSIVE AND POSITIVE

We see change as an opportunity.



ANNUAL 2013 REPORT

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From the President



We are pleased to report that Peoples Bancorp of North Carolina, Inc. completed another successful year during 2013. Consolidated net earnings for the year ended December 31, 2013 increased 15.5% and totaled \$6.7 million, or \$1.19 basic and diluted net earnings per share, before adjustment for preferred stock dividends and accretion. For the prior year ended December 31, 2012, 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.

We are also pleased to inform you that Peoples
Bancorp received regulatory approval in
December 2013 to repurchase and retire
the remaining 12,524 outstanding shares of
our Series A preferred stock arising from the
Company's participation in the Capital Purchase
Program under the Troubled Asset Relief Program
in 2008. With this transaction reflected as of
December 31, 2013, shareholders' equity totaled
\$83.7 million, or 8.1% of total assets, and we

remained in excess of regulatory guidelines for a well-capitalized financial institution. We anticipate the repurchase of the Company's preferred stock, which had a liquidation preference of \$12,524,000, to be approximately \$0.18 accretive to the Company's diluted earnings per common share in 2014 based on current interest rates. In addition, directors of Peoples Bancorp paid cash dividends to common shareholders in the amount of \$0.12 per share during fiscal year 2013.

We did see some growth in 2013 but assets were basically unchanged at \$1.0 billion as of December 31, 2013 and 2012. Available for sale securities remained constant during 2013 and were \$297.9 million as of December 31, 2013, compared to \$297.8 million as of December 31, 2012. Total loans were \$621.0 million as of December 31, 2013, compared to \$620.0 million as of December 31, 2013.

Non-performing assets continued to decline

throughout 2013 and at year-end totaled \$16.4 million or 1.6% of total assets. At December 31, 2012, non-performing assets were \$26.3 million or 2.6% of total assets. We attributed the improvement of non-performing assets to a \$3.8 million decrease in non-accrual loans coupled with a \$4.6 million decrease in other real estate owned. The allowance for loan losses at December 31, 2013 was \$13.5 million or 2.2% of total loans, compared to \$14.4 million or 2.3% of total loans at December 31, 2012.

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Deposits increased 2.3% to \$799.4 million at

December 31, 2013 when compared to twelve months ago. We are pleased to report that core deposits, the Bank's least expensive source of funding, increased \$37.5 million, or 5.8%, to \$683.9 million at year-end 2013. Certificates of deposit in amounts of \$100,000 or more totaled \$115.3 million at December 31, 2013, as compared to \$134.7 million at December 31, 2012.

Over the past several months, we have invested a significant amount of time in the review of our Company's vision statement, mission statement, core values, and strategic plan. The review was designed to address the needs of our identified communities consisting of customers, employees, and shareholders. Developed in conjunction with our Board of Directors, we collectively agreed that the new vision of Peoples Bank is to become the "Bank of Choice" in our communities. I wish to thank the Board for their participation in this process and for their leadership throughout the year.

Peoples Bank could not be the Company that it is today without the support of our employees. They can always be depended upon to do the right thing for our customers, and we are so proud of their commitment and dedication. Our employees represent the key to our ability of becoming the "Bank of Choice" in the communities we serve.

Peoples Bank and Peoples Bancorp of North Carolina offer a wide array of financial services that merit mention here. Peoples Investment Services and Real Estate Advisory Services are both wholly-

owned subsidiaries of the Bank while Community Bank Real Estate Solutions (CBRES) operates as a subsidiary of Peoples Bancorp. Peoples Investment Services, through our exclusive affiliation with Raymond James Financial Services, provides access to non-traditional deposit products including stocks, bonds, mutual funds, annuities, and other insurance-related products. Real Estate Advisory Services provides residential and commercial real estate appraisals working in conjunction with mortgage departments in a number of financial institutions in our area, including Peoples Bank, as well as various legal firms. CBRES generates noninterest income for the Company while assisting professionals in other banks across the country by providing services of a locally-owned appraisal management company.

We are excited to embark upon the 102nd year of business here at Peoples Bank. As one of North Carolina's oldest State-chartered banks, we feel that we are well positioned for the challenges and opportunities that will come our way in 2014. As a friend and shareholder of Peoples Bancorp, you can help us become the "Bank of Choice" by recommending our services to community members you encounter. Your referrals are very much appreciated.

Thank you for your continued support.

Sincerely,

Lance A. Sellers

President and Chief Executive Officer

Financial Highlights

(Dollars in thousands, except per share amounts)

Donars in thousands, except per share amounts)	_			
		2013	2012	+/-
Interest income	\$	36,696	39,245	-6%
	Ф	5,353	7,696	-30%
Interest expense Net interest earnings		31,343	31,549	-1%
Provision for loan losses		2,584	4,924	-48%
Net interest earnings after provision for loan losses		28,759	26,625	8%
Non-interest income		12,652	12,537	1%
Non-interest expense		32,841	31,782	3%
Income taxes		1,879	1,587	18%
Net earnings		6,691	5,793	16%
Dividends and accretion of preferred stock		656	1,010	-35%
Net earnings available to common shareholders	\$	6,035	4,783	26%
1 vet currings available to common shareholders	Ψ	0,039	1,7 0.3	2070
Per Share of Common Stock				
Basic net earnings	\$	1.08	0.86	26%
Diluted net earnings		1.07	0.86	24%
Cash dividends		0.12	0.18	-33%
Market price at December 31		14.18	9.10	56%
Book value at December 31		14.91	15.18	-2%
At Year-end				
Loans, net	\$	607,459	605,551	0%
Available for sale securities		297,890	297,823	0%
Assets		1,034,684	1,013,516	2%
Deposits		799,361	781,525	2%
Shareholders' equity		83,719	97,747	-14%
Key Performance Ratios				
Return on average assets		0.65%	0.56%	
Return on average shareholders' equity		6.67%	5.58%	
2 .				
Dividend payout ratio*		11.17%	20.96%	
Average shareholders' equity to total average assets		9.79%	10.08%	

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

Porter Kealle Moore, LLC

Report of Audit



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, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Peoples Bancorp of North Carolina, Inc. as of December 31, 2013 and 2012, 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, 2013 and the related notes to the consolidated financial statements (not presented herein); and in our report dated March 21, 2014, we expressed an unqualified opinion on those consolidated financial statements.

In our opinion, the information set forth in the accompanying condensed consolidated financial statements is fairly stated, in all material respects, in relation to the basic consolidated financial statements from which it has been derived.

Atlanta, Georgia March 21, 2014

Consolidated Balance Sheets

ecember 31, 2013 and 2012 (dollars in thousands)			
(donats in thousands)		2013	2012
Assets			
Cash and due from banks, including reserve requirements			
of \$11,472 at 12/31/13 and \$9,625 at 12/31/12	\$	49,902	32,61
Interest-bearing deposits	Ψ	26,871	16,22
Cash and cash equivalents		76,773	48,84
•			
Investment securities available for sale		297,890	297,82
Other investments		4,990	5,59
Total securities		302,880	303,42
Mortgage loans held for sale		497	6,92
T		(20.0(0	(10.07
Loans		620,960 (12.501)	619,97
Less allowance for loan losses		(13,501)	(14,423
Net loans		607,459	605,55
Premises and equipment, net		16,358	15,87
Cash surrender value of life insurance		13,706	13,27
Other real estate		1,679	6,25
Accrued interest receivable and other assets		15,332	13,37
Total assets	\$	1,034,684	1,013,51
Liabilities and Shareholders' Equity Deposits: Non-interest bearing demand	\$	195,265	161,58
NOW, MMDA & savings	φ	386,893	371,71
Time, \$100,000 or more		115,268	134,73
Other time		101,935	113,49
Total deposits		799,361	781,52
•			
		45,396	34,57
FHLB borrowings		65,000	70,00
Securities sold under agreements to repurchase FHLB borrowings Junior subordinated debentures		20,619	20,61
FHLB borrowings Junior subordinated debentures Accrued interest payable and other liabilities		20,619 20,589	20,61 9,04
FHLB borrowings		20,619	
FHLB borrowings Junior subordinated debentures Accrued interest payable and other liabilities		20,619 20,589	20,61 9,04
FHLB borrowings Junior subordinated debentures Accrued interest payable and other liabilities Total liabilities		20,619 20,589	20,61 9,04
FHLB borrowings Junior subordinated debentures Accrued interest payable and other liabilities Total liabilities Commitments Shareholders' equity: Series A preferred stock, \$1,000 stated value; authorized 5,000,000 shares; issued and		20,619 20,589	20,61 9,04
FHLB borrowings Junior subordinated debentures Accrued interest payable and other liabilities Total liabilities Commitments Shareholders' equity:		20,619 20,589	20,61 9,04 915,76
FHLB borrowings Junior subordinated debentures Accrued interest payable and other liabilities Total liabilities Commitments Shareholders' equity: Series A preferred stock, \$1,000 stated value; authorized 5,000,000 shares; issued and outstanding 12,524 shares in 2012		20,619 20,589	20,61 9,04 915,76
FHLB borrowings Junior subordinated debentures Accrued interest payable and other liabilities Total liabilities Commitments Shareholders' equity: Series A preferred stock, \$1,000 stated value; authorized 5,000,000 shares; issued and outstanding 12,524 shares in 2012 Common stock, no par value; authorized 20,000,000 shares; issued and outstanding		20,619 20,589 950,965	20,61 9,04 915,76 12,52 48,13
FHLB borrowings Junior subordinated debentures Accrued interest payable and other liabilities Total liabilities Commitments Shareholders' equity: Series A preferred stock, \$1,000 stated value; authorized 5,000,000 shares; issued and outstanding 12,524 shares in 2012 Common stock, no par value; authorized 20,000,000 shares; issued and outstanding 5,613,495 shares in 2013 and 2012		20,619 20,589 950,965	20,61 9,04 915,76 12,52 48,13 31,47
FHLB borrowings funior subordinated debentures Accrued interest payable and other liabilities Total liabilities Commitments Shareholders' equity: Series A preferred stock, \$1,000 stated value; authorized 5,000,000 shares; issued and outstanding 12,524 shares in 2012 Common stock, no par value; authorized 20,000,000 shares; issued and outstanding 5,613,495 shares in 2013 and 2012 Retained earnings		20,619 20,589 950,965 — 48,133 36,758	20,61 9,04 915,76

See Appendix A to the Peoples Bancorp of North Carolina, Inc. Proxy Statement, dated March 25, 2014, for a complete set of Consolidated Financial Statements.

Consolidated Statements of Earnings

(dollars in thousands, except per share amounts)				
		2013	2012	2011
Interest income:	_			
Interest and fees on loans	\$	30,194	32,758	36,374
Interest on due from banks		85	51	33
Interest on investment securities:				
U.S. Government sponsored enterprises		1,639	2,746	5,414
States and political subdivisions		4,427	3,403	3,180
Other		351	287	258
Total interest income		36,696	39,245	45,259
Interest expense:				
NOW, MMDA & savings deposits		732	1,180	2,263
Time deposits		1,650	3,205	5,035
FHLB borrowings		2,518	2,744	2,950
Junior subordinated debentures		398	438	40'
Other		55	129	289
Total interest expense		5,353	7,696	10,94
Net interest income		31,343	31,549	34,31
Provision for loan losses		2,584	4,924	12,63
Net interest income after provision for loan losses		28,759	26,625	21,68
•				
Non-interest income:				
Service charges		4,566	4,764	5,100
Other service charges and fees		1,172	1,940	2,09
Other than temporary impairment losses		_	_	(144
Gain on sale of securities		614	1,218	4,40
Mortgage banking income		1,228	1,229	75
Insurance and brokerage commissions		661	517	47
Loss on sale and write-down of other real estate		(581)	(1,136)	(1,322
Miscellaneous		4,992	4,005	3,14
Total non-interest income		12,652	12,537	14,51
Non-interest expense:				
Salaries and employee benefits		16,851	16,426	14,76
Occupancy		5,539	5,236	5,33
Other		10,451	10,120	9,46
Total non-interest expense		32,841	31,782	29,57
Earnings before income taxes		8,570	7,380	6,62
Income tax expense		1,879	1,587	1,46
Net earnings		6,691	5,793	5,15
Dividends and accretion of preferred stock		656	1,010	1,39
Net earnings available to common shareholders	\$	6,035	4,783	3,76
Basic net earnings per common share	\$	1.08	0.86	0.6
Diluted net earnings per common share	\$	1.07	0.86	0.6
Cash dividends declared per common share	\$	0.12	0.18	0.03

See Appendix A to the Peoples Bancorp of North Carolina, Inc. Proxy Statement, dated March 25, 2014, for a complete set of Consolidated Financial Statements.

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

General Manager Drum and Willis-Reynolds Funeral Homes and Crematory

DAN RAY TIMMERMAN, SR.

Chairman of the Board 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,

WILLIAM D. CABLE, SR.

Executive Vice President, Assistant Corporate Treasurer and Assistant Corporate Secretary

Peoples Bank Officers

LANCE A. SELLERS

President and Chief Executive

JOSEPH F. BEAMAN, JR.

Executive Vice President, Chief Administrative Officer and Corporate Secretary

A. JOSEPH LAMPRON, JR. Executive Vice President, Chief

WILLIAM D. CABLE, SR.

Financial Officer

Executive Vice President, Chief Operating Officer

KIMBERLY L. BOYD

Senior Vice President, Banking Support Manager

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

JOHN M. WOODS

Senior Vice President, Area Executive

KIMBERLY D. BAZZLE

First Vice President, Marketing Director

LI ASHAF BOCK

First Vice President, Human Resources Director

CHRISTOPHER L. BROOKSHIRE

First Vice President, RAA/GAA

DAVID C. BROWN

First Vice President, Certified Financial Planner

STEVEN F. CLONINGER

First Vice President, Commercial

GEORGE S. EARP

First Vice President, Finance Director

JAN G. GRIFFIN

First Vice President, Loan

Operations Director

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

KYLE E. SIGMON

First Vice President, Consumer Credit

TAMMY H. STEPHENS

First Vice President, Director of Information Technology

Chief Financial Officer and Corporate Treasurer

Vice President, Treasury

MARTHA P. AVENDANO

Vice President, Sales Relationship

Vice President, Service Center

Vice President, Business Center

Vice President, Banco de la Gente

Vice President, Business Center

Vice President, Business Center

Vice President, Financial Advisor

Vice President, Investment Account

Vice President, Loan Documentation

Vice President, Electronic Banking

Vice President, Business Center

Management Manager

VELVET L. BOWMAN

SHANA R. CARPENTER

WENDY E. CORDERO

Manager, Denver

Mortgage Manager

MARY C. CRAVEN

Manager, Cornelius

Manager, Conover

ROGER G. DECATO

Development Officer

JAMES R DURHAM

TOMMIE A. HALL

DIANE L. KLEIN

Manager, Viewmont

DAVID S. LEWIS. JR.

Development Officer

Vice President, Business

Vice President, Business

MARK W. GUSTAFSON

LAMONA J. HARBINSON

KAY F. DEAL

Executive

ANGELA J. ABERNETHY BRUCE E. MEISNER

Vice President, REAS Manager

VICKIE E. MILLER

Vice President, Retail Support Coordinator

WENDY H. MORAN

Vice President, Business Center Manager, Triangle

SARAH K. MORGAN-HARDMAN

Vice President, Business Center Manager, Hiddenite

PAULA M. PARKER

Vice President, Business Center Manager, Catawba Valley Blvd

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

SHAWN D. SIGMON

Vice President, Mortgage Department Manager

JODY G. STREET

Vice President, Business Development Officer

ALLISON J. TAYLOR

Vice President, Business Center Manager, Springs Road

LISA G. TREADAWAY

Vice President, Deposit Operations Manager

RYAN M. WADDLE

Vice President, Business Development Officer

Subsidiaries and Shareholder Information

Peoples Bancorp Subsidiary Board of Directors and Officers

Community Bank Real Estate Solutions, LLC

BOARD OF DIRECTORS O

OFFICER

Robert C. Abernethy David E. Reitzel Dan Ray Timmerman, Sr. Lance A. Sellers David E. Reitzel - President Christopher L Brookshire - Vice President Joseph F. Beaman, Jr. - Secretary A. Joseph Lampron, Jr. - Treasurer

Peoples Bank Subsidiaries' Board of Directors and Officers

Peoples Investment Services, Inc.

BOARD OF DIRECTORS O

Robert C. Abernethy Billy L. Price, Jr., M.D. David C. Brown Larry E. Robinson Douglas S. Howard Lance A. Sellers William D. Cable, Sr.

OFFICERS

Lance A. Sellers - President
David C. Brown - Vice President and
Assistant Secretary
Joseph F. Beaman, Jr. - Secretary
A. Joseph Lampron, Jr. - Treasurer

Real Estate Advisory Services, Inc. BOARD OF DIRECTORS O

Robert C. Abernethy Dan Ray Timmerman, Sr. David E. Reitzel Lance A. Sellers David E. Reitzel – President Lance A. Sellers – Vice President Joseph F. Beaman, Jr. – Secretary 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 1, 2014, 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.

Corporate Office

OFFICERS

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



PEOPLES BANCORP CENTER

518 West C Street PO Box 467 (828) 464-5620

CUSTOMER SERVICE CENTER

(828) 466-1765

THEREALPEOPLESBANK.COM

CATAWBA

CATAWBA VALLEY BOULEVARD HIDDENITE

2050 Catawba Valley Blvd. SE

CLAREMONT

3261 East Main Street (828) 459-7152

CONOVER

(828) 464-8456

CORNELIUS

9624-I Bailey Road

DENVER

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

Hiddenite, NC 28636

LINCOLNTON

Lincolnton, NC 28092

MAIDEN

Maiden, NC 28650 (828) 428-9874

MOORESVILLE

1074 River Highway Mooresville, NC 28117

NEWTON

420 West A Street (828) 464-5663

NORTH NEWTON

(828) 464-8664

SPRINGS ROAD

3310 Springs Road NE

TRIANGLE

142 Highway 16 South (704) 483-7727 (704) 827-2370

VIEWMONT

(828) 345-6262

WEST LINCOLN

760 Highway 27 West

SATELLITE LOCATION ABERNETHY LAURELS

Newton, NC 28658 (828) 464-3077

DENVER LOAN PRODUCTION OFFICE

3754 Highway 16 North (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

BANCO DE LA GENTE

Charlotte, NC 28205 (704) 531-4571

BANCO DE LA GENTE

Monroe, NC 28110

BANCO DE LA GENTE

3023-105 Capital Blvd (919) 747-8000