

# PEOPLES TRUST Company

**Return to:**  
Peoples Trust Company of St. Albans  
25 Kingman Street, PO Box 320  
St. Albans, VT 05478-0320

## Letter of Transmittal

### **IF YOU WISH TO RETAIN ALL OF YOUR SHARES, PLEASE DISREGARD THIS LETTER OF TRANSMITTAL; YOU NEED NOT TAKE ANY ACTION.**

Please use this Letter of Transmittal if you wish to accept the offer by Peoples Trust Company of St. Albans (the “Bank”) dated September 1, 2021 (the “Offer”) to purchase up to 10,000 Shares of its issued and outstanding common stock, par value \$0.50 per Share (the “Shares”), at a purchase price in cash of \$60.00 per Share (the “Purchase Price”). The Offer is described in a Share Repurchase Package consisting of a letter to Shareholders, a written Offer to Purchase dated September 1, 2021, a form of Notice of Withdrawal and this form of Letter of Transmittal.

### **THE OFFER WILL EXPIRE AT 5:00 P.M., EASTERN TIME, ON OCTOBER 15, 2021, UNLESS THE OFFER IS EXTENDED (SUCH DATE AND TIME, AS THEY MAY BE EXTENDED, THE “EXPIRATION DATE”).**

This completed Letter of Transmittal and all required certificates and other documents should be delivered on or before the Expiration Date to the following address:

**Peoples Trust Company of St. Albans  
25 Kingman Street  
P.O. Box 320  
St. Albans, VT 05478-0320**

Questions, requests for assistance, or additional copies of the Share Repurchase Package or this Letter of Transmittal should be directed to the Bank at the above address or by calling Aaron A. Reynolds, Treasurer or Thomas J. Gallagher, President toll-free at (800) 479-2196.

Please read carefully the Offer to Purchase and this entire Letter of Transmittal, including the Instructions below, before completing and returning it with your tendered Share certificates. There is also a Description of Offer Terms located on the bank’s web site under Your Community Bank/Annual Reports that supplements the Offer to Purchase which you may find helpful. The web site is [www.ptcvt.com](http://www.ptcvt.com).

## INSTRUCTIONS

### FORMING PART OF THE TERMS OF THE BANK’S REPURCHASE OFFER

**1. Signature Guarantees Usually Not Required.** Signatures on the Letter of Transmittal need not be guaranteed unless one or more of the special circumstances listed in Section F below applies; *provided, however*, that the Bank reserves the right in its sole discretion to require that a signature guarantee be provided in connection with any tender of Shares even if none of the special circumstances applies to such tender. In that event, signatures on this Letter of Transmittal must be guaranteed by a commercial bank, trust company, credit union or savings & loan that is a member in good standing of the Medallion Program, or by a stockbroker that is a member of such Program (an “eligible institution”). The term “Medallion Program” includes (i) the Securities Transfer Agents Medallion Program, (ii) the New York Stock Exchange, Inc. Medallion Signature Program, and (iii) the Stock Exchange Medallion Program. Public Notaries cannot execute acceptable guarantees of signatures and the signature of a Notary Public is not acceptable for this purpose.

**2. Delivery of Letter of Transmittal.** In order to make an effective tender, this Letter of Transmittal, properly completed and duly executed and accompanied by all required documents, including stock certificates (see Section 4 below), should be sent by mail or courier or delivered by hand to the Bank, in each case at the address set forth above, by 5:00 p.m., Eastern Time, on October 15, 2021, unless the Offer is extended. You will receive prior written notice of any extension; however, no extension is contemplated as of the date of this Offer. The Purchase Price will be paid in cash in exchange for the Shares tendered and accepted for purchase by the Bank pursuant to the terms of the Offer, subject to receipt by the Bank of a properly completed and duly executed Letter of Transmittal,

and subject to the terms of the Offer, including (i) pro rata reduction of tenders if the Bank's Offer is oversubscribed, (ii) acceptance of tenders of all of their Shares from holders of odd lots (i.e., fewer than 100 Shares) before acceptance of any other tenders; (iii) a limitation of no more than 1,000 tendered Shares to be accepted from any Shareholder; and (iv) an aggregate limitation of 10,000 Shares to be purchased in the Offer (subject, however, to the Board's discretion to increase the number of Shares purchased if the Offer is over-subscribed).

***The method of delivery of all documents is at the option and risk of the Signatory (as defined below) and the delivery will be deemed made only when actually received by the Bank at the above address.*** If delivery is by mail, registered mail with return receipt requested, properly insured, is recommended.

### **3. Signatures on this Letter of Transmittal, Powers of Attorney and Endorsements.**

(a) The signature(s) of the holder(s) on this Letter of Transmittal must correspond exactly with the name(s) of the registered holders on the stock certificates representing the tendered Shares.

(b) If any Shares tendered with this Letter of Transmittal are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal.

(c) If a Shareholder owns Shares registered in different names on several stock certificates (for example, "John A. Smith" and "J. A. Smith"), it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of stock certificates for Shares tendered. The Bank reserves the right to apply the 1,000 Share Limitation referred to in Instruction 6 below for repurchases from a Shareholder to all Shares tendered by such Shareholder in the aggregate, regardless of the number of separate Shareholder accounts.

(d) If this Letter of Transmittal is signed by a person(s) other than the record holder(s) of the Shares (other than as set forth in Instruction 3(e) below), such certificates must be endorsed or accompanied by appropriate stock powers, in either case signed exactly as the name(s) of the record holder(s) appears on such certificate and such signatures require a Medallion Signature guaranty.

(e) If this Letter of Transmittal is signed by a person in representative capacity on behalf of the registered holder(s) of the Shares (such as trustee, executor, guardian, attorney-in-fact or officer of a corporation), such person must so indicate when signing, and must provide proper evidence satisfactory to the Bank of such person's authority so to act. The Bank reserves the right to require a Medallion Signature guaranty in any such case. An agent signing for the registered holder pursuant to a power of attorney must include a copy of the power with the completed Letter of Transmittal.

**4. Delivery of Letter of Transmittal and Stock Certificates.** This Letter of Transmittal, properly completed and duly executed, together with the certificate(s) representing the tendered Shares, must be delivered to the Bank at the address set forth on the front of this Letter of Transmittal on or before the Expiration Date. Please list below in the table in Section B (Share Repurchase Request) the certificate number(s) of the Bank stock certificate(s) that you are surrendering and the number of Shares represented by each certificate that you wish to tender. If the space provided is insufficient, please attach a separate sheet listing this information. You need not sign the back of the certificates unless required under Instruction 3(d) above. If you wish to tender fewer than all of the Shares represented by a certificate, please so indicate in the table in Section B. If the Bank accepts tenders for fewer than all of the Shares represented by a tendered certificate, the Bank will issue a new certificate for the remaining balance of Shares promptly following conclusion of the Offer. Tendered certificates for Shares not purchased will be returned promptly to the Signatory following the Expiration Date.

**5. Odd Lots.** As described in Section 3 of the Offer to Purchase, before the Bank purchases any tendered Shares from other Shareholders, it will first accept tenders from holders of odd lots (fewer than 100 Shares) who properly tender all of their Shares and who do not properly withdraw some or all of them before the Expiration Date. Tendens of fewer than all of the Shares owned, beneficially or of record, by such odd lot holder will not qualify for this preference. This preference will not be available unless Section D (Odd Lot Certification) below is completed.

**6. Per Shareholder Limitation on Shares Purchased.** As described in Section 3 of the Offer to Purchase, the Bank will purchase no more than 1,000 Shares from any Shareholder. This limitation may be waived with respect to any Shareholder in the Bank's sole discretion.

**7. Proration; Order of Purchase in Event of Proration.**

(a) Tenders of odd lots will not be subject to proration. If after accepting all tenders of odd lots the Offer is over-subscribed, the remaining tendered Shares will be accepted on a prorated basis. Proration will be based on the ratio of the number of Shares properly tendered and not properly withdrawn by the Shareholder (but not in excess of 1,000 Shares) to the total number of Shares properly tendered and not properly withdrawn by all Shareholders (excluding odd lots). The Bank may round up or down to the next whole Share the number of Shares it accepts for purchase from a Shareholder after application of the proration factor to avoid the creation of fractional Shares.

(b) Shareholders may designate by certificate number the order in which their Shares are to be purchased in the event of proration. The order of purchase may have an effect on the U.S. federal income tax classification and the amount of any gain or loss on the Shares purchased. See Section C (Order of Purchase) below and Sections 10 of the Offer to Purchase. A Shareholder should consult his or her own tax advisor with regard to the tax consequences of tendering Shares pursuant to the Offer.

**8. Tax Withholding.** Each Shareholder accepting the Offer who has not previously submitted to the Bank a completed and signed Internal Revenue Service (“IRS”) Form W-9 (“**Form W-9**”) or substituted Form W-9 (included with the original subscription) (for U.S. Shareholders) or IRS Form W-8BEN (“**Form W-8BEN**”), or other applicable form (for Non-U.S. Shareholders), or otherwise established an exemption from such withholding, must submit the appropriate form to the Bank. This form requirement is intended to prevent the potential imposition of U.S. federal backup withholding tax on the gross payments to be made to a tendering Shareholder pursuant to the Offer. A Shareholder should consult his or her tax advisor as to his or her qualification for exemption from the backup withholding requirements and the procedure for obtaining an exemption.

**9. Determinations of Validity; Interpretation.** All questions as to the form of documents, the validity of Shares or the acceptance of the Offer will be resolved by the Bank in its sole discretion, and the Bank’s determination shall be final and binding. The Bank reserves the absolute right to (i) reject any deliveries of any Shares that are not in proper form, or the acceptance of which would, in the opinion of the Bank, be unlawful; (ii) waive any defect or irregularity of delivery or in any Letter of Transmittal; and (iii) interpret all of the terms and conditions of the Offer.

**10. Payment.** The Bank will pay the Purchase Price in cash for the Shares it accepts for purchase as promptly as practicable following the conclusion of the Offer. **No interest will be paid on the Purchase Price and the Signatory will not be entitled to any distributions declared on Shares accepted for repurchase with respect to record dates that occur after the Expiration Date.** Payment of the Purchase Price for the Shares tendered by the Signatory will be made on behalf of the Bank by check or direct deposit to a deposit account of the Signatory at the Bank in accordance with the payment instructions in Section E (Payment Instructions) below.

**11. Lost, Stolen or Destroyed Certificates.** For instructions on how to proceed if your stock certificate(s) for Shares you wish to tender are lost, stolen or destroyed, please contact Aaron A. Reynolds, Treasurer or Thomas J. Gallagher, President at the Bank immediately by calling toll free (800) 479-2196 or visit the Bank’s main office at 25 Kingman Street, St. Albans, VT. You may be required to provide a bond, indemnity or other reasonable assurances, as specified by the Bank in its discretion.

**12. Successors and Assigns Bound.** Once executed by the Signatory and delivered to the Bank, the authority conveyed in this Letter of Transmittal will survive the death or incapacity of the Signatory and will be binding upon the Signatory’s heirs, personal representatives, successors and assigns.

**13. Interpretation of Offer Terms.** The Bank reserves the right to interpret the terms of the Offer in the event of any actual or apparent inconsistency or ambiguity and its interpretation will be final.

**IMPORTANT: THIS LETTER OF TRANSMITTAL PROPERLY EXECUTED AND COMPLETED AND ACCOMPANIED BY ALL REQUIRED DOCUMENTS MUST BE RECEIVED BY THE BANK PRIOR TO 5:00 P.M. EASTERN TIME ON OCTOBER 15, 2021 UNLESS THE OFFER IS EXTENDED (SUCH DATE AND TIME, AS THEY MAY BE EXTENDED, THE “EXPIRATION DATE”).**

**Letter of Transmittal - PLEASE CAREFULLY REVIEW THE FOREGOING INSTRUCTIONS AND COMPLETE SECTIONS A THROUGH F BELOW.**

Ladies and Gentlemen:

The person(s) signing this Letter of Transmittal (the “**Signatory**”) hereby tender(s) to Peoples Trust Company of St. Albans (the “**Bank**”), the number of Shares of the Bank’s outstanding common stock, \$0.50 par value per Share (the “**Shares**”) specified in Section B below for purchase in cash by the Bank at a purchase price of \$60.00 per Share (the “**Purchase Price**”), under the terms and subject to the conditions set forth in the Bank’s Offer to Purchase dated September 1, 2021, (the “**Offer to Purchase**” or the “**Offer**”).

In consideration of the payment of the Purchase Price, the Signatory hereby sells, assigns and transfers to, or upon the order of, the Bank, all right, title and interest in and to all of the Shares listed in column (3) of the table contained in Section B below upon the terms, and subject to the conditions, set forth in the Bank’s Offer to Purchase. To the extent that any of the Signatory’s Shares are accepted by the Bank for purchase, the Signatory requests that such Shares be purchased in the certificate order specified in Section C below.

The Signatory recognizes that, under certain circumstances as set forth in the Offer to Purchase, the Bank may amend, extend or terminate the Offer or may not be required to purchase all or any of the Shares tendered hereby. In any such event, the Signatory understands that the Shares not purchased, if any, will continue to be held by the Signatory and certificates for Shares not accepted will be returned to the Signatory.

The Signatory understands that acceptance of Shares by the Bank for payment following the Expiration Date will constitute a binding agreement between the Signatory and the Bank upon the terms, and subject to the conditions, set forth in the Offer.

The Signatory understands that the payment of the Purchase Price for the Shares accepted for purchase by the Bank will be made as promptly as practicable by the Bank following the Expiration Date and that in no event will the Signatory receive any interest on the Purchase Price or any distributions on the Shares accepted for purchase with respect to record dates that occur after the Expiration Date. Payment of the Purchase Price for the Shares tendered by the undersigned will be made by check or direct deposit to a deposit account of the Signatory at the Bank, in accordance with the Signatory’s payment instructions provided in Section E below.

All authority herein conferred or agreed to be conferred shall survive the death or incapacity of the Signatory and all obligations of the Signatory hereunder shall be binding upon the heirs, personal representatives, successors and assigns of the Signatory. Except as stated in the Offer, this tender is irrevocable.

*[Sections A through F, including authorized signatures, follow]*

**A. Shareholder Information**

Print name(s) exactly as they appear on the enclosed stock certificate(s).

Name(s) on the Share Certificate(s)

Indicate Below any Address Change from the Address on File with the Bank:

Mailing Address: \_\_\_\_\_  
 Street: \_\_\_\_\_  
 City State ZIP: \_\_\_\_\_

**B. Share Repurchase Request**

Certificates Enclosed:		
(1) Certificate Number(s)	(2) Number of Share(s)	(3) Number of Shares Tendered

**NOTE:** If the aggregate number of Shares tendered for repurchase by all tendering Shareholders exceeds the number of Shares the Bank seeks to repurchase in the Offer, the Bank will repurchase Shares on a pro rata basis. In addition, whether or not the Offer is oversubscribed, the Bank will purchase the Shares of odd lot holders who tender all of their Shares before purchasing the Shares of any other holders. **Tenders of no more than 1,000 Shares will be accepted from any Shareholder.**

**C. Order of Purchase**

Indicate below the order (by certificate number) in which Shares (to the extent accepted by the Bank) are to be purchased (attach additional signed list, if necessary). If you do not designate an order and if fewer than all Shares tendered are purchased due to proration, Shares to be purchased will be selected by the Bank in its discretion.

Certificate Numbers:

1<sup>st</sup>: \_\_\_\_\_  
 2<sup>nd</sup>: \_\_\_\_\_  
 3<sup>rd</sup>: \_\_\_\_\_  
 4<sup>th</sup>: \_\_\_\_\_  
 5<sup>th</sup>: \_\_\_\_\_  
 6<sup>th</sup>: \_\_\_\_\_

*[continued on pages 6 and 7]*

**D.****Odd Lot Certification**

Shareholders holding fewer than 100 Shares who tender all of such Shares will have their Shares accepted for payment before any Shares tendered by other Shareholders and their tenders will not be subject to proration if the Offer is over-subscribed. This preference is not available to partial tenders. **Accordingly, this section is to be completed only if Shares are being tendered by or on behalf of a person owning, beneficially or of record, an aggregate of fewer than 100 Shares, and all of such Shares are being tendered (an “Odd Lot Shareholder”).**

The undersigned Odd Lot Shareholder certifies that he/she/it (check one box):

- owns of record an aggregate of fewer than 100 Shares and is tendering all such Shares;  
or
- is a broker, dealer, commercial bank, trust company, or other nominee that (a) is tendering for the beneficial owner(s), Shares with respect to which it is the record holder, and (b) believes, based upon representations made to it by the beneficial owner(s), that each such person is the beneficial owner of an aggregate of fewer than 100 Shares and is tendering all such Shares.

**E.****Payment Instructions**

**Payment Method** Indicate below how you wish to receive your payment. If an option is not selected, a check will be mailed to your address of record.

- Check Mailed to Address of Record
- Check Mailed to Third Party/Custodian (Signature Guarantee required)  
Name/Entity Name/Financial Institution: \_\_\_\_\_  
Mailing Address: \_\_\_\_\_  
City, State and Zip Code: \_\_\_\_\_  
Account Number: \_\_\_\_\_
- Direct Deposit to your Peoples Trust Company of St. Albans deposit account:
- Checking Account No. \_\_\_\_\_
- Savings Account No. \_\_\_\_\_

*[continued, and to be signed, on page 7]*

**F.****Authorized Signatures**

By executing this Letter of Transmittal, the undersigned hereby (i) tenders to the Bank in connection with the Bank's Offer the number of Shares shown in column (3) in the table in Section B above; and (ii) certifies that all of the information set forth in Sections A through F of this Letter of Transmittal is true, correct and complete.

If Shares are held for the beneficial owner by a bank, broker, trust company or other nominee, the signature of the nominee on this Letter of Transmittal is required.

**IMPORTANT: Signature Guarantee is required if any of the following applies:**

- This Letter of Transmittal is signed by a person(s) other than the record holder(s) (see Instruction 3(d) above); or
- The purchase price is to be sent to an address other than an address for the registered holder that the Bank has had on record for at least the past 30 days; or
- Certificates for Shares not purchased are to be returned to, or issued in the name of, any person other than the registered owner, or are to be sent to an address other than an address for the registered holder that the Bank has had on record for at least the past 30 days; or
- If the holder's name has changed from the name on the stock certificate. In such case, the holder must provide a one-and-the-same name signature guarantee which states that "<Previous Name> is one-and-the-same as <New Name>" and you must sign your old and new name.

**Signature(s)  
must correspond  
exactly with the  
name(s) on the  
tendered  
certificate(s)**

<b>Shareholder Name (Please Print)</b>	<b>Signature</b>	<b>Date</b>
<b>Shareholder Name (Please Print)</b>	<b>Signature</b>	<b>Date</b>
<b>Signature Guarantee Stamp</b> <i>(Affix Medallion or Signature Guarantee Stamp Below)</i> <i>(if applicable)</i>		<b>Authorization of Nominee Holder</b> <i>(if applicable)</i>
 		_____ Signature of Authorized Person