Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

i. Louis Prihara
   Name of the Holding Company Director and Official

President & CEO
Title of the Holding Company Director and Official

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all data in the report concerning that individual.

Signature of Holding Company Director and Official
03/23/2020

Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:

☐ is included with the FR Y-6 report
☐ will be sent under separate cover
☐ is not prepared

For Federal Reserve Bank Use Only

RSSD ID
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2019

Month / Day / Year

None

Reporter's Legal Entity Identifier (LEI) [20-Character LEI Code]

Reporter's Name, Street, and Mailing Address

Kentucky Bancshares, Inc.
Legal Title of Holding Company

PO Box 157
(Mailing Address of the Holding Company) Street / P.O. Box

Paris KY 40362-0157
City State Zip Code

339 Main St, Paris, KY 40361
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Gregory J Dawson
CFO
Name Title

859-988-1303
Area Code / Phone Number / Extension

859-918-0497
Area Code / FAX Number

greg.dawson@kybank.com
E-mail Address

kybank.com
Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? .............................................

0=No
1=Yes 0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report .............................................

2. a letter justifying this request has been provided separately .............................................

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."
Report Item 1: Annual Report to Shareholders – SEC Company

Report Item 2a: Organization Chart

Kentucky Bancshares, Inc.
339 Main Street
Paris, KY 40361
Incorporated in Kentucky

Kentucky Bank
339 Main Street
Paris, KY 40361
100% owned by Parent
Incorporated in Kentucky
LEI: 549300W300000U92W9661

Kentucky Bancshares Statutory Trust I
339 Main Street
Paris, KY 40361
100% owned by Parent
Incorporated in Kentucky

KBI Insurance Company, Inc.
101 Convention Center Drive
Suite 850
Las Vegas, NV 89109
100% owned by Parent
Incorporated in Nevada

KB Special Assets Unit, LLC
339 Main Street
Paris, KY 40361
100% owned by Kentucky Bank
(Managing)
Incorporated in Kentucky

Note: LEI is N/A unless noted

Report Item 2b: Domestic Branch Listing

Submitted via Reporting Central on 3/24/19.
## Report Item 3: Shareholders

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c)</th>
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</thead>
<tbody>
<tr>
<td>Name</td>
<td>Country of Citizenship</td>
<td>Number &amp; Percentage of voting securities</td>
<td>Principal occupation, if other than with the holding company</td>
<td>Title or position with holding company</td>
<td>Title or position with subsidiaries</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Buckner Woodford IV</td>
<td>USA</td>
<td>333,733 or 5.6% common shares</td>
<td>President – Gray Architects &amp; Engineering, PSC</td>
<td>Director</td>
<td>Director of Kentucky Bank</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>B. Proctor Cauldill, Jr.</td>
<td>Morehead, KY, USA</td>
<td></td>
<td>Director of Special Projects of Kentucky Bank</td>
<td>Director</td>
<td>Special Projects Manager &amp; Director of Kentucky Bank</td>
</tr>
<tr>
<td>Henry Hinkle</td>
<td>Paris, KY, USA</td>
<td></td>
<td>CEO/Treasurer of Hinkle Holding Company, LLC</td>
<td>Director</td>
<td>Director of Kentucky Bank</td>
</tr>
<tr>
<td>Mary McElwain Hoskins</td>
<td></td>
<td></td>
<td>Member - Stoll Keenon Ogden, PLLC law firm</td>
<td>Director</td>
<td>Director of Kentucky Bank</td>
</tr>
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</table>

## Report Item 4: Insiders

<table>
<thead>
<tr>
<th>(1)</th>
<th>(2)</th>
<th>(3)(a)</th>
<th>(3)(b)</th>
<th>(3)(c)</th>
<th>(4)(a)</th>
<th>(4)(b)</th>
<th>(4)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name</td>
<td></td>
<td>Title or position with holding company</td>
<td>Title or position with subsidiaries</td>
<td>Title or position with other businesses</td>
<td>Percentage of voting shares in holding company</td>
<td>Percentage of voting shares in subsidiaries</td>
<td>list names of other companies, if 25% or more of its voting securities are held</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shannon B. Arvin</td>
<td></td>
<td>Director</td>
<td></td>
<td>Director-Hillary Boone Foundation</td>
<td>0.0%</td>
<td>none</td>
<td>none</td>
</tr>
<tr>
<td>B. Proctor Cauldill, Jr.</td>
<td></td>
<td>Director</td>
<td></td>
<td>Vice President-Lexington Tennis Challenger</td>
<td>4.1%</td>
<td>none</td>
<td>BPC, Inc.-25%</td>
</tr>
<tr>
<td>Henry Hinkle</td>
<td></td>
<td>Director</td>
<td></td>
<td>Board Member, Treasurer - Frontier Housing</td>
<td>1.6%</td>
<td>none</td>
<td>none</td>
</tr>
<tr>
<td>Mary McElwain Hoskins</td>
<td></td>
<td>Director</td>
<td></td>
<td>Trustee-Hinkle investments, LLC</td>
<td>0.0%</td>
<td>none</td>
<td>none</td>
</tr>
<tr>
<td>Ted McClain</td>
<td></td>
<td>Director</td>
<td></td>
<td>Chair of Board, Director-Bluegrass Care Navigators</td>
<td>0.1%</td>
<td>none</td>
<td>Hopewell Company, Inc.-40%</td>
</tr>
<tr>
<td>Wes Omohundro</td>
<td></td>
<td>Director</td>
<td></td>
<td>Secretary-Treasurer of The Allen Company</td>
<td>0.1%</td>
<td>none</td>
<td>none</td>
</tr>
<tr>
<td>Louis Richaud</td>
<td></td>
<td>President &amp; CEO, Director</td>
<td></td>
<td>Secretary/Treasurer-Kentucky Historical Society Board Member-Idle Hour Country Club Board/Executive Committee-Commerce Lexington</td>
<td>0.5%</td>
<td>none</td>
<td>none</td>
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<tr>
<td>Edwin Saunier</td>
<td></td>
<td>Director</td>
<td></td>
<td>President-Saunier Moving &amp; Storage, Inc.</td>
<td>0.1%</td>
<td>none</td>
<td>Saunier Moving &amp; Storage, Inc-100% Ecton Movers, Inc.-50% Wyn.net, LLC-43.75%</td>
</tr>
<tr>
<td>Robert G. Thompson</td>
<td></td>
<td>Director</td>
<td></td>
<td>Managing Member-Wyn.net, LLC</td>
<td>0.2%</td>
<td>none</td>
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<tr>
<td>Woodford Van Meter</td>
<td></td>
<td>Director</td>
<td></td>
<td>Owner-Snow Hill Farm</td>
<td>1.2%</td>
<td>none</td>
<td>Green Valley Farm-100%</td>
</tr>
<tr>
<td>Gregory J. Dawson</td>
<td></td>
<td>Director</td>
<td></td>
<td>Chairman Elect-Eye Bank Association of America</td>
<td>0.3%</td>
<td>none</td>
<td>none</td>
</tr>
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</table>
Results: A list of branches for your depository institution KENTUCKY BANK (ID: R220-3751121).
This depository institution is held by KENTUCKY BANCSHARES, INC. (ID:R208151) of PARIS, KY.
The data as of 12/31/2009. Data reflects information that was received and processed through 03/05/2009.

Acknowledgment and verification steps:
1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

**ACTIONS**
- **Del**: If the branch information is incorrect or incomplete, revise the data, enter 'Del' in the Data Action column and the date when this information first became valid in the effective date column.
- **Chg**: If a branch listed was sold or closed, enter 'Chg' in the Data Action column and the sale or closure date in the Effective Date column.
- **Add**: If a branch is new, enter 'Add' in the Data Action column.

If printing this list, you may need to adjust your page setup in MS excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure:
When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are emailing this to your FRB contact, put your institution name, city and state in the subject line of the email.

To satisfy the FR Y-9C reporting requirement, you must also submit FR Y-9C domestic branch schedules for each branch with a data action of Change, Close, Delete, or Add.

The FR Y-9C report may be submitted in a hardcopy format or use the FR Y-9C Online application - https://y9online.federalreserve.gov.

* FDIC or NCUA, Office Number, and ID: R220 columns are for reference only. Verification of these values is not required.

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<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID R220*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
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<th>ZIP Code</th>
<th>Country</th>
<th>Country of Operation</th>
<th>Total Assets</th>
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<td>Full Service (Main Office)</td>
<td>5324891</td>
<td>CYNTHIANA BRANCH</td>
<td>936 US HIGHWAY 37 SOUTH</td>
<td>CYNTHIANA</td>
<td>IN</td>
<td>47931</td>
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<td>1325460</td>
<td>BLOOMFIELD BRANCH</td>
<td>380 BLOOMFIELD ROAD</td>
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<td>3461745</td>
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<td>820 WEST ESKEMISTER DRIVE</td>
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<td>4541618</td>
<td>LEXINGTON VINE ST BRANCH</td>
<td>360 EAST VINE STREET SUITE 100</td>
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<td>UNITED STATES</td>
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<td>5782624</td>
<td>DOWNTOWN MOREHEAD BRANCH</td>
<td>400 WEST MAIN STREET</td>
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<td>220 NORTH MAIN STREET</td>
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<td>GIBSON RAY DRIVE BRANCH</td>
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<td>990 UNIVERSITY SHOPPING CENTER</td>
<td>RICHMOND</td>
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<td>3468005</td>
<td>SANDY HOOK BRANCH</td>
<td>440 SOUTH KY 7</td>
<td>SANDY HOOK</td>
<td>KY</td>
<td>42371</td>
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<td>Full Service (Main Office)</td>
<td>1437753</td>
<td>VERSAILLES BRANCH</td>
<td>260 MARSHALL ROAD</td>
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<td>KY</td>
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<td>WINCHESTER</td>
<td>KY</td>
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<td>KY</td>
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