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 director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or an LLC, see the General Instructions for the authorized individual who must sign the report.

H. Wayne McGaugh
Name of the Holding Company Director and Official

Treasurer
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 details in the report concerning that individual.

Signature of Holding Company Director and Official

3/25/2020
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.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2019
Month / Day / Year
n/a

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

Reporter's Name, Street, and Mailing Address

Sutton Bancshares, Inc.

1 South Main Street, PO Box 505
(Mailing Address of the Holding Company) Street / P.O. Box
Attica, Ohio 44807
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
H. Wayne McGaugh Treasurer

Name Title

419-426-6216
Area Code / Phone Number / Extension
419-426-3041
Area Code / FAX Number

wmcmgaugh@suttonbank.com
E-mail Address
n/a

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

Is confidential treatment requested for any portion of this report submission? ☐ No ☑ Yes

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."
FORM FR Y-6
Sutton Bancshares, Inc.
Attica, OH
Fiscal Year Ending December 31, 2019

Report Item 1: The holding company prepares the attached financial information for its securities holders and is not registered with the SEC.

Report Item 2a: Organizational Chart

```
Sutton Bancshares, Inc.
LEI: None
1 South Main Street
Attica, Ohio 44807
Incorporated in Ohio

Sutton Bank
LEI #: 549300KY21NWSUOYP36
1 South Main Street
Attica, Ohio 44807
Incorporated in Ohio
100% Common Stock
```
Results: A list of branches for your depository institution: SUTTON BANK (ID_RSSD: 110413).

This depository institution is held by SUTTON BANCSHARES, INC. (1134500) of ATTICA, OH.
The data are as of 12/31/2019. Data reflects information that was received and processed through 03/05/2020.

Reconciliation 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
OK: If the branch information is correct, enter 'OK' in the Data Action column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date 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 e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch Service Type ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>ok</td>
<td>Full Service</td>
<td>110413</td>
<td>SUTTON BANK</td>
<td>1 SOUTH MAIN STREET</td>
<td>ATTICA</td>
<td>OH</td>
<td>44807</td>
<td>SENECA</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>SUTTON BANK</td>
<td>110413</td>
<td></td>
<td></td>
</tr>
<tr>
<td>ok</td>
<td>Full Service</td>
<td>2949925</td>
<td>ASHLAND CLAREMONT BRANCH</td>
<td>1804 CLAREMONT AVE.</td>
<td>ASHLAND</td>
<td>OH</td>
<td>44805</td>
<td>ASHLAND</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>SUTTON BANK</td>
<td>110413</td>
<td></td>
<td></td>
</tr>
<tr>
<td>ok</td>
<td>Full Service</td>
<td>39139439</td>
<td>MANSFIELD LEXINGTON AVE BRANCH</td>
<td>595 LEXINGTON AVENUE</td>
<td>MANFORD</td>
<td>ON</td>
<td>44907</td>
<td>RICHLAND</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>SUTTON BANK</td>
<td>110413</td>
<td></td>
<td></td>
</tr>
<tr>
<td>ok</td>
<td>Full Service</td>
<td>3311206</td>
<td>MANSFIELD OHIO BRANCH</td>
<td>863 NORTH LEXINGTON-SPRINGMILL ROAD</td>
<td>MANSFIELD</td>
<td>OH</td>
<td>44907</td>
<td>RICHLAND</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>SUTTON BANK</td>
<td>110413</td>
<td></td>
<td></td>
</tr>
<tr>
<td>ok</td>
<td>Full Service</td>
<td>4057111</td>
<td>NEW LONDON OFFICE</td>
<td>51 PARK AVENUE</td>
<td>NEW LONDON</td>
<td>OH</td>
<td>44851</td>
<td>HURON</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>SUTTON BANK</td>
<td>110413</td>
<td></td>
<td></td>
</tr>
<tr>
<td>ok</td>
<td>Full Service</td>
<td>4770230</td>
<td>TIFFIN BRANCH</td>
<td>709 W MARKET ST</td>
<td>TIFFIN</td>
<td>ON</td>
<td>44833-2519</td>
<td>SENECA</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>SUTTON BANK</td>
<td>110413</td>
<td></td>
<td></td>
</tr>
<tr>
<td>ok</td>
<td>Full Service</td>
<td>2233549</td>
<td>WILLARD BRANCH</td>
<td>301 EAST WALTON STREET</td>
<td>WILLARD</td>
<td>OH</td>
<td>44890</td>
<td>HURON</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>SUTTON BANK</td>
<td>110413</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Current securities holders with ownership, control or holdings of 5%, or more with power to vote as of fiscal year ending 12-31-19</td>
<td>Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5%, or more with power to vote during the fiscal year ending 12-31-19</td>
<td></td>
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</tr>
<tr>
<td>(1)(a) Name</td>
<td>(1)(b) Country of Citizenship or Incorporation</td>
<td>(1)(c) Number and Percentage of Each Class of Voting Securities</td>
<td>(1)(a) Name</td>
<td>(1)(b) Country of Citizenship or Incorporation</td>
<td>(1)(c) Number and Percentage of Each Class of Voting Securities</td>
<td></td>
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<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jerrold W. Ette, Attica, OH, Huron County</td>
<td>USA</td>
<td>None to report</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Sutton State Bank 401(k) Savings Plan / ESOP, Attica, OH, Seneca County</td>
<td>USA</td>
<td>Common Stock (V): 36,852 14.46%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Sutton Bancshares, Inc.

**Fiscal Year Ending December 31, 2019**

**Report Item 4: Insiders**

<table>
<thead>
<tr>
<th>[1] Name</th>
<th>[2] Principal Occupation if other than with Holding Company</th>
<th>[3] Title &amp; Position with Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (Sutton Bank)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th><a href="a">4</a> Percentage of Voting Shares in Holding Company</th>
<th><a href="b">4</a> Percentage of Voting Shares in Subsidiary</th>
<th><a href="c">4</a> List names of other companies (include partnerships) if 25% of more of voting securities are held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Eric A Gillett</td>
<td>Retired</td>
<td>Director</td>
<td>Chairman</td>
<td>N/A</td>
<td>2.35%</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>J Anthony Gorrell i in</td>
<td>CEO Sutton Bank</td>
<td>Director</td>
<td>President</td>
<td>N/A</td>
<td>0.77%</td>
<td>N/A</td>
<td>100% Owner Motte &amp; Bailey Assets LLC / 50% Vice Chair Renwood Mills LLC &amp; Ohio Logistics/Findlay's all imbers</td>
</tr>
<tr>
<td>D Ford Mennel Findlay</td>
<td>Mennel Milling</td>
<td>Director</td>
<td>President Mennel Milling</td>
<td>0.57%</td>
<td></td>
<td>100% Owner Mennamille Group LLC</td>
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</tr>
<tr>
<td>Matthew C Roberts</td>
<td>Entrepreneur</td>
<td>Director</td>
<td>Director</td>
<td>Owner Kernmantle Group LLC</td>
<td>0.11%</td>
<td></td>
<td>100% Owner Kernmantle Group LLC</td>
</tr>
<tr>
<td>Thomas M Showman Wllard</td>
<td>President Sutton Bank</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>0.76%</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>odd A Sutton</td>
<td>Manufacturing executive</td>
<td>Chairman</td>
<td>President Dupontate &amp; Lyle Bio Products</td>
<td>0.09%</td>
<td></td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Lisa E Young</td>
<td>CPA</td>
<td>Director</td>
<td>Director</td>
<td>Owner Sole Proprietor CPA</td>
<td>0.14%</td>
<td>100% Sole Proprietor Lisa Young CPA</td>
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</tr>
<tr>
<td>Hicham S Chahine</td>
<td>Retired</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>0.04%</td>
<td>N/A</td>
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<tr>
<td>Dinesh C hekdi</td>
<td>Retired</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>1.52%</td>
<td>N/A</td>
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<tr>
<td>Sutton State Bank 401(k)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>14.46%</td>
<td>N/A</td>
<td></td>
</tr>
</tbody>
</table>

**Note:** Sutton Bancshares, Inc. owns 100% of the outstanding common stock of Sutton Bank.