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 3106(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 246(a)(1), 622, and 611a); and sections 113, 165, 312, 618, and 839 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, TONY KINDER
Name of the Holding Company Director and Official

VICE PRESIDENT/PROCESS AGENT
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 or individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official
3/13/21

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

RSSID 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, 2020

N/A

Reporters’ Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters’ Name, Street, and Mailing Address
PEOPLES OF FLEMING COUNTY BANCORP, INC

Legal Title of Holding Company
106 SOUTH MAIN CROSS STREET / PO BOX 367
(Mailing Address of the Holding Company) Street / P.O. Box
FLEMINGSBURG Kentucky 41041
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
LONNIE FOLEY CFO

Name Title
606-849-5322
Area Code / Phone Number / Extension
606-849-3201
Area Code / FAX Number

E-mail Address
lonnie.foley@peoplesbankofky.com

Address (URL) for the Holding Company’s web page
www.peoplesbankofky.com

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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.9 hours per response, including time to gather and maintain data in the required format and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to keyednoi, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
Report Item

1. The bank holding company prepares an annual report for its stockholders and is not registered with the SEC. As specified by the Cleveland Federal Reserve Bank, two copies are enclosed.

2a. Organizational Chart

```
Peoples of Fleming County Bancorp, Inc.
Flemingsburg, Kentucky 41041
Incorporated in Kentucky
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Peoples Bank of Kentucky, Inc.
Flemingsburg, Kentucky 41041
Incorporated in Kentucky
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2b. Domestic branch listing provided to the Cleveland Federal Reserve Bank.

*LEI is n/a, unless noted*
### Data Action, Effective Date, Branch Service Type, Branch ID_RSSD*, Popular Name, Street Address, City, State, Zip Code, County, Country, FDIC UNINUM*, Office Number*, Head Office, Head Office ID_RSSD*, Comments

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch 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></td>
<td>Full Service (Head Office)</td>
<td>995517</td>
<td>PEOPLES BANK OF KENTUCKY, INC.</td>
<td>106 SOUTH MAIN CROSS STREET</td>
<td>FLEMINGSBURG</td>
<td>KY</td>
<td>41041</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Limited Service</td>
<td>3637500</td>
<td>PEOPLES BANK OF KENTUCKY, INC.</td>
<td>106 SOUTH MAIN CROSS STREET</td>
<td>FLEMINGSBURG</td>
<td>KY</td>
<td>41041</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Limited Service</td>
<td>5613726</td>
<td>PEOPLES BANK OF KENTUCKY, INC.</td>
<td>106 SOUTH MAIN CROSS STREET</td>
<td>FLEMINGSBURG</td>
<td>KY</td>
<td>41041</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Limited Service</td>
<td>604917</td>
<td>PEOPLES BANK OF KENTUCKY, INC.</td>
<td>106 SOUTH MAIN CROSS STREET</td>
<td>FLEMINGSBURG</td>
<td>KY</td>
<td>41041</td>
<td></td>
<td></td>
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<td></td>
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</tr>
<tr>
<td>OK</td>
<td></td>
<td>Limited Service</td>
<td>3637528</td>
<td>PEOPLES BANK OF KENTUCKY, INC.</td>
<td>106 SOUTH MAIN CROSS STREET</td>
<td>FLEMINGSBURG</td>
<td>KY</td>
<td>41041</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Results:
A list of branches for your depository institution: PEOPLES BANK OF KENTUCKY, INC. (ID_RSSD: 995517).

This depository institution is held by PEOPLES OF FLEMING COUNTY BANCORP, INC. (2356701) of FLEMINGSBURG, KY.

The data are as of 12/31/2020. Data reflects information that was received and processed through 03/18/2020.

### 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.

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* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.
### Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-20.

<table>
<thead>
<tr>
<th>Name</th>
<th>Country</th>
<th>Number &amp; Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Barber, Eric</td>
<td>USA</td>
<td>3501 Common Stock of 27,240 O/S shares 13%</td>
</tr>
<tr>
<td>Lexington, KY</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Womack, Glenn</td>
<td>USA</td>
<td>3262 Common Stock of 27,240 O/S shares 12%</td>
</tr>
<tr>
<td>Flemingsburg, KY</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Frank L. Hinton</td>
<td>USA</td>
<td>1382 Common Stock of 27,240 O/S shares 5%</td>
</tr>
<tr>
<td>Flemingsburg, KY</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Report Item 3 (2)(a)(b)(c)**

N/A
13%  3501.5
12%  3261.56
5%   1381.617
<table>
<thead>
<tr>
<th>Name and Address</th>
<th>Principal Occupation &amp; Title with Bank Holding Co</th>
<th>Title &amp; Position with other Businesses &amp; Include names of other companies</th>
<th>% of Voting Shares in Bank Holding Company</th>
<th>List Names of other Companies (includes partnerships) if 25% or more of voting securities are held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Barber, Eric</td>
<td>Cattle Dealer Retired Director</td>
<td>Bluegrass Stockyards</td>
<td>13%</td>
<td>B&amp;M Farms 50%; Bromagen Commodities, Inc 33%; McIntyre Farms, Inc 50%; S&amp;B Cattle Co 50%; Barber, Butcher &amp; McIntyre, LLC - 33%</td>
</tr>
<tr>
<td>Foley, Lonnie</td>
<td>Bank CFO Secretary</td>
<td>N/A</td>
<td>1%</td>
<td>N/A</td>
</tr>
<tr>
<td>Ginn, Michael</td>
<td>Sonographer Director</td>
<td>Sonographer</td>
<td>1%</td>
<td>Fleming Development 50%; Fleming Fast Foods 33.33%</td>
</tr>
<tr>
<td>Graham, Albert W.</td>
<td>Lumber Company Director</td>
<td>Graham Lumber Co. President/Owner</td>
<td>1%</td>
<td>Graham Lumber, LLC - 100%</td>
</tr>
<tr>
<td>Hinton, Frank</td>
<td>Agribusiness Owner Director</td>
<td>President-Frank Hinton &amp; Son, Inc</td>
<td>5%</td>
<td>N/A</td>
</tr>
<tr>
<td>Kinder, Tony</td>
<td>Bank Pres/CEO Vice Pres/Process Agent</td>
<td>N/A</td>
<td>1%</td>
<td>N/A</td>
</tr>
<tr>
<td>Marshall, Charles</td>
<td>R/E Broker/Auctioneer Director</td>
<td>President-Chuck Marshall Real Estate &amp; Auctioneer</td>
<td>2%</td>
<td>M4 Equip-25%; B&amp;C Prop 50%; Marshall Farm - 50%; Paradise Prop 33.33%; PSC Properties-33.33% Chuck Marshall R/E 100% C.P. Farm LLC 50%; BMS, LLC - 33.3%</td>
</tr>
<tr>
<td>Miller, Stephen</td>
<td>Retired Chairman, Pres &amp; CEO</td>
<td>N/A</td>
<td>1%</td>
<td>N/A</td>
</tr>
<tr>
<td>Names &amp; Address (city, State, Country)</td>
<td>Principal Occupation if other than with Bank Holding Co</td>
<td>Title &amp; Position with Bank Holding Co</td>
<td>Title &amp; Position with other Businesses Include names of other businesses</td>
<td>% of voting Shares in Bank Holding Company</td>
</tr>
<tr>
<td>--------------------------------------</td>
<td>-------------------------------------------------------</td>
<td>--------------------------------------</td>
<td>------------------------------------------------------------------------</td>
<td>--------------------------------------------</td>
</tr>
<tr>
<td>Ullery, Caroline Maysville, KY USA</td>
<td>Community Supports</td>
<td>Director</td>
<td>N/A</td>
<td>1%</td>
</tr>
<tr>
<td>Womack, Benjamin Flemingsburg, KY USA</td>
<td>Bank L/O</td>
<td>Director</td>
<td>N/A</td>
<td>1%</td>
</tr>
<tr>
<td>Womack, Glenn M.D. Flemingsburg, KY USA</td>
<td>Doctor, M.D.</td>
<td>Retired Director</td>
<td>N/A</td>
<td>12%</td>
</tr>
</tbody>
</table>