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 officer 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.

1. Mindy Bobay
   Name of the Holding Company Director and Official
   SVP/CFO
   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
   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):
12/31/2021
Month / Day / Year

N/A
Report’s Legal Entity Identifier (LEI) (20 Character LEI Code)

Empire Bancshares, Inc

Legal Title of Holding Company
144 E High St
Mailing Address of the Holding Company Street / P.O. Box
Hicksville, Ohio 43526
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Mindy Bobay
Name
SVP/CFO
Title

Area Code / Phone Number / Extension
419-542-7726
419-542-8046
Area Code / FAX Number
mbobay@thb.bank
E-mail Address

www.thb.bank
Address (URL) for the Holding Company’s web page

Is confidential treatment requested for any portion of this report submission? [ ] Yes [ ] No
0

In accordance with the General Instructions for this report (check only one):
1. a letter justifying this request is being provided along with this 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.

12/2019

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.60 hours per response, including time to gather and maintain the data in the required form 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: Secretary, 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 (7106-0297), Washington, DC 20503.
Form FR Y-6

Fiscal Year Ending December 31, 2021

Report Item

1: a. The BHC is not required to prepare form 10K with the SEC.
1: b. The BHC does prepare an annual report for its shareholders.

2: Organizational Chart

```
Empire Bancshares, Inc.
Hicksville, Ohio
Incorporated in Ohio

100%

The Hicksville Bank
Hicksville, Ohio
Incorporated in Ohio
```

*** Unless noted otherwise, all entities do not have an LEI.***

Supplement to Organizational Chart:

2. a None
2. b None
2. c None
2. d None
Results: A list of branches for your depository institution: ROCKVILLE BANK, THE (ID_RSSD: 892223).
This depository institution is held by EMPIRE BANKSHARES, INC. (C073388) of ROCKVILLE, OH.
The date as of 11/31/2020. Data reflects information that was received and processed through 01/05/2021.

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.
- **Close**: If a branch listed was sold or closed, enter 'Close' in the Data Action 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.

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://online.federalreserve.gov

*FDIC URN/IP, 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 ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>Country</th>
<th>Country</th>
<th>FDIC URN/IP</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
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</thead>
<tbody>
<tr>
<td>OK</td>
<td>01/05/2021</td>
<td>Full Service (Head Office)</td>
<td>892223</td>
<td>ROCKVILLE BANK, THE</td>
<td>244 EAST HIGH STREET</td>
<td>ROCKVILLE</td>
<td>OH</td>
<td>43740</td>
<td>UNITED STATES</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>ROCKVILLE BANK, THE</td>
<td>892223</td>
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<tr>
<td>OK</td>
<td>11/30/2020</td>
<td>Full Service</td>
<td>280472</td>
<td>AUBURN BANKING CENTER</td>
<td>1130 WEST 13TH STREET</td>
<td>AUBURN</td>
<td>IN</td>
<td>46706</td>
<td>UNITED STATES</td>
<td>UNITED STATES</td>
<td>Not Required</td>
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<td>OK</td>
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<td>Full Service</td>
<td>2224771</td>
<td>EDGERTON COMMUNITY BRANCH</td>
<td>304 NORTH MICHIGAN AVENUE</td>
<td>EDGERTON</td>
<td>OH</td>
<td>45517</td>
<td>WILLIAMS</td>
<td>UNITED STATES</td>
<td>Not Required</td>
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<td>EDGERTON COMMUNITY BRANCH</td>
<td>892223</td>
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<tr>
<td>Name &amp; Address</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities (Common Stock)</td>
<td>Name &amp; Address</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
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<tr>
<td>Deborah Bagenstose</td>
<td>USA</td>
<td>71,584 10.85%</td>
<td>N/A</td>
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<td>Bluffton, South Carolina, USA</td>
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<tr>
<td>Nancy A. Elder Trepashko</td>
<td>USA</td>
<td>69,612 10.55%</td>
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<td>Glenview, Illinois, USA</td>
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<td>Cede &amp; Co.</td>
<td>USA</td>
<td>185,046 28.04%</td>
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<td>Bowling Green Station</td>
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<td>New York, NY, USA</td>
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<tr>
<td>James P. Schmidt</td>
<td>USA</td>
<td>35,450 5.37%</td>
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<td>Hicksville, Ohio, USA</td>
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</table>

Empire Bancshares, Inc.
Hicksville, Ohio
Form FR Y-6
December 31, 2021

Report Item 3: Securities Holders

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of 12-31-21

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

Securities Holders not listed in (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-21
Empire Bancshares, Inc.
Hicksville, Ohio
December 31, 2021
Form FR Y-9

<table>
<thead>
<tr>
<th>Report Item 4: Insiders (1)(2)(3)(a)(b)(c) and (4)(a)(b)©</th>
</tr>
</thead>
<tbody>
<tr>
<td><em>(1) Name &amp; Address</em> (City, State, Country)</td>
</tr>
<tr>
<td>----------------------------------------------------------</td>
</tr>
<tr>
<td>Deborah Bagenstose New Albany, Ohio, USA</td>
</tr>
<tr>
<td>Nancy A. Elder Tropashko Glenview, Illinois, USA</td>
</tr>
<tr>
<td>James P. Schmidt Hicksville, Ohio, USA</td>
</tr>
<tr>
<td>Stanley J. Yoder Defiance, Ohio, USA</td>
</tr>
<tr>
<td>Joel R. Nester Bryan, Ohio, USA</td>
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<tr>
<td>Mitchell D. Slattery Edon, Ohio, USA</td>
</tr>
<tr>
<td>Dennis M. Vetter Hicksville, Ohio, USA</td>
</tr>
<tr>
<td>Name &amp; Address (City, State, Country)</td>
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<tr>
<td>-------------------------------------</td>
</tr>
<tr>
<td>Ray M. Mendenhall&lt;br&gt;New Haven, Indiana, USA</td>
</tr>
<tr>
<td>Gina R. Wolfrum&lt;br&gt;Hicksville, Ohio, USA</td>
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<tr>
<td>Greg Smitley&lt;br&gt;Fort Wayne, Indiana, USA</td>
</tr>
<tr>
<td>Mindy Bobay&lt;br&gt;Hicksville, Ohio, USA</td>
</tr>
<tr>
<td>Tina Fogle&lt;br&gt;Hicksville, Ohio, USA</td>
</tr>
<tr>
<td>CEDE &amp; Co&lt;br&gt;Bowling Green Station&lt;br&gt;New York, NY, USA</td>
</tr>
</tbody>
</table>