Board of Governors of the Federal Reserve System

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. §§ 3108(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, 166, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5488(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, G. Scott McComb
Name of the Holding Company Director and Official
Chairman, President and 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 details in the report concerning that individual.

Signature of Holding Company Director and Official
03/24/2022
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
RSSH ID
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
12/31/2021
Month / Day / Year

N/A

Reportee’s Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter’s Name, Street, and Mailing Address
Heartland BancCorp
Legal Title of Holding Company
430 North Hamilton Rd.
(Mailing Address of the Holding Company) Street / P.O. Box
Whitehall Ohio 43213
State Zip Code

Physical Location (If different from mailing address)

Person to whom questions about this report should be directed:
Jennifer L. Eckert
SVP, Corporate Secretary
Name
Title
614/416/2383
Area Code / Phone Number / Extension
614/337/4604
Area Code / FAX Number
Jennifer.Eckert@Heartland.bank
E-mail Address

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

Is confidential treatment requested for any portion of this report submission? ☐ Yes ☐ No
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 5.50 hours per response, including time to gather and maintain 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 (7100-0287), Washington, DC 20503.

12/2019
Report Item

1: The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. The annual report is included in the email with this report. It will be mailed to shareholders on April 4, 2022 for the May 17, 2022 Annual Meeting.

2a. Organizational Chart

2b. Domestic branch listing provided to the Federal Reserve Bank via email on March 12, 2022.
| No. | Effective Date | Branch Code | Branch Name | Branch Address | City | County | State | Zip Code | Office Number | Headquarters | MailOffice | Address | Community |
|-----|---------------|-------------|-------------|----------------|-----|--------|-------|---------|---------------|--------------|------------|----------|----------|-----------|
| 1   |               |             |             |                |     |        |       |         |               |              |            |          |           |           |
| 2   |               |             |             |                |     |        |       |         |               |              |            |          |           |           |
| 3   |               |             |             |                |     |        |       |         |               |              |            |          |           |           |
| 4   |               |             |             |                |     |        |       |         |               |              |            |          |           |           |
| 5   |               |             |             |                |     |        |       |         |               |              |            |          |           |           |
| 6   |               |             |             |                |     |        |       |         |               |              |            |          |           |           |
| 7   |               |             |             |                |     |        |       |         |               |              |            |          |           |           |
| 8   |               |             |             |                |     |        |       |         |               |              |            |          |           |           |
| 9   |               |             |             |                |     |        |       |         |               |              |            |          |           |           |
| 10  |               |             |             |                |     |        |       |         |               |              |            |          |           |           |

Notes:
- To submit the FY 2022 repositioning requirements, you must also submit FY 2022 Dynamic Reconciliation for each branch with a data action of 'Change', 'Close', 'Open', or 'Add'.
- The FY 2022 report may be submitted in narrative format or via the FY 2022 Reconciliation application.

* T-DISCCRM Office Number and D-0133 columns are for reference only. Not all of these values are required.
**REPORT ITEM #3: SECURITIES HOLDERS**

*(NOTE: Heartland BancCorp has common shares only. The options shown have no voting power until exercised and purchased.)*

(1) List each securities holder, of record, that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting securities of the bank holding company as of the fiscal year end of the bank holding company.

(Note: Outstanding shares as of 12/31/2021 – 2,004,175)

<table>
<thead>
<tr>
<th>NAME and ADDRESS</th>
<th>COUNTRY OF CITIZENSHIP</th>
<th>SHARES OWNED %</th>
</tr>
</thead>
<tbody>
<tr>
<td>G. Scott McComb*</td>
<td>Blacklick, Ohio USA</td>
<td>USA 120,027.4 Exercisable Options: 11,250</td>
</tr>
<tr>
<td>Camilla L. McComb*</td>
<td>Ypsilanti, Michigan USA</td>
<td>USA 97,140.021</td>
</tr>
<tr>
<td>Parker McComb*</td>
<td>Blacklick, Ohio USA</td>
<td>USA 4710.825 .24%</td>
</tr>
<tr>
<td>Kailyn (McComb) Bucklew*</td>
<td>Mt. Vernon, Ohio USA</td>
<td>USA 2,841.000 0.14%</td>
</tr>
<tr>
<td>Martha A. Adams*</td>
<td>Grove City, Ohio USA</td>
<td>USA 150 .007%</td>
</tr>
<tr>
<td>Scott R. Adams*</td>
<td>Columbus, Ohio USA</td>
<td>USA 105 .005%</td>
</tr>
</tbody>
</table>

*Total McComb family ownership/voting power is 280,610.246 (with options) 13.92%
Without options considered = 269,360.246 or 13.43%*

<table>
<thead>
<tr>
<th>NAME and ADDRESS</th>
<th>COUNTRY OF CITIZENSHIP</th>
<th>SHARES OWNED %</th>
</tr>
</thead>
<tbody>
<tr>
<td>George A. Bavelis**</td>
<td>Columbus, Ohio USA</td>
<td>USA 233,359 11.64%</td>
</tr>
<tr>
<td>George A. &amp; Gia A. Bavelis**</td>
<td>Columbus, Ohio USA</td>
<td>USA 25,913 1.29%</td>
</tr>
</tbody>
</table>
In addition, list each person or entity that held options, warrants or other securities or rights that can be converted ...

None

(2) List any securities holder not listed in section 3(1) above that owned or controlled 5 percent or more of any class of voting securities in the bank holding company during the fiscal year for which the report is being filed.

None

In addition, list each person or entity that held options, warrants or other securities or rights that could have been converted ...

None

For trusts that meet the definition of a company contained in Regulation Y...

None
REPORT ITEM #4: INSIDERS

NAME: George A. Bavelis**
ADDRESS: Columbus, Ohio USA
OCCUPATION: Investor
TITLE, HOLDING CO.: n/a
TITLE, DIRECT: n/a, Heartland Bank 0.00%
TITLE, DIRECT: n/a, TransCounty Title Agency LLC 0.00%
TITLE, INDIRECT: n/a, Heartland Insurance Services, LLC 0.00%
TITLE, OTHER: President: PELLA Company 25.0%

*See Other below

# OF SHARES OWNED OF HOLDING CO. and %

Common Shares: 259,272.000 – 12.94%
**(Additional family shares owned to total 13.39% – see #3 above for details)

*Other (Location: Columbus, OH, unless otherwise noted)

| Sole Proprietorship | 110 Commons, LLC | 100.0% |
| General Partner     | 110 Bacon        | 100.0% |
| Managing Member     | ABA, LLC         | 70.0%  |
| General Partner     | ABY Properties   | 33.3%  |
| General Partner     | APEX Company     | 30.0%  |
| Managing Member     | ARGO Properties, LLC | 25.0% |
| Managing Member     | BZ Evans I       | 50.0%  |
| Managing Member     | BZ Evans II      | 50.0%  |
| Managing Member     | BZ Realty, LLC   | 50.0%  |
| Managing Member     | Bavelis Zenios Development, LLC (BZD) | 40.0% |
| Sole Proprietor     | Central State Realty | 100.0% |
| General Partner     | Compumatics Company | 25.0% |
| Managing Member     | EOS Energy       | 55.0%  |
| Managing Member     | EOS Realty       | 50.0%  |
| General Partner     | EPIC Properties  | 35.0%  |
| General Partner     | Evelpis Properties | 40.0% |
| Managing Member     | GAB Evans        | 55.0%  |
| Sole Proprietorship | GAB Trust        | 100.0% |
| General Partner     | Genesis Properties | 52.5% |
| Managing Member     | GMAQ, LLC, Boca Raton, FLA | 50.0% |
| General Partner     | GRAMCO Properties | 40.0% |
| Managing Partner    | Magna National Realty, LLC | 33.3% |
| Managing Partner    | Panoramic Properties, LLC | 26.7% |
| President            | Pella Company, Inc. | 25.0% |
| General Partner     | PHOENIX Properties | 33.3% |
| General Partner     | Riverfront Apartments Co. | 45.0% |
| General Partner     | Short North Development Co. | 33.0% |
| General Partner     | SIGMA Properties | 30.0%  |
| General Partner     | Skyline Properties | 35.0% |
### NAME: Thomas L. Campbell
- **ADDRESS:** Westerville, OH USA
- **OCCUPATION:** Business Partner/Owner
- **TITLE, HOLDING CO.:** Director
  - **TITLE, DIRECT:** Director: Heartland Bank 0.00%
  - **TITLE, INDIRECT:** n/a, Heartland Insurance Services, LLC 0.00%
  - **TITLE, OTHER:** Partner, Fusion Alliance, LLC 22.00%
  - CEO, Quick Solutions, Inc. 80.00%

### # OF SHARES OWNED OF HOLDING CO. and %
<table>
<thead>
<tr>
<th>Common Shares</th>
<th>Options</th>
</tr>
</thead>
<tbody>
<tr>
<td>1,000</td>
<td>0.05%</td>
</tr>
<tr>
<td>-0</td>
<td>0.00%</td>
</tr>
</tbody>
</table>

### NAME: Jay B. Eggspuehler
- **ADDRESS:** Dublin, OH USA
- **OCCUPATION:** Attorney-at-Law
- **TITLE, HOLDING CO.:** Vice Chair, Lead Director
  - **TITLE, DIRECT:** Vice Chair, Lead Director: Heartland Bank 0.00%
  - **TITLE, INDIRECT:** n/a, Heartland Insurance Services, LLC 0.00%
  - **TITLE, OTHER:** Sole Member: Jay B. Eggspuehler, Esq., LLC 100.00%

### # OF SHARES OWNED OF HOLDING CO. and %
<table>
<thead>
<tr>
<th>Common Shares</th>
<th>Options</th>
</tr>
</thead>
<tbody>
<tr>
<td>243</td>
<td>0.12%</td>
</tr>
<tr>
<td>2,500</td>
<td>0.12%</td>
</tr>
</tbody>
</table>

### *Other:*
- President, Safe Storage, Inc. – London, OH 100.00%
- Sole Member, Lafayette Development, Ltd. – London, OH 100.00%
- Sole Member, 8540 Rausch, LLC 100.00%
- Sole Member, 24 Darby, LLC 100.00%
- Sole Member, 37 Darby, LLC 100.00%
- Sole Member, 6707 WGPE, LLC 100.00%
- Sole Member, 1440 NLSD, LLC 100.00%
- Sole Member, 3665 Buttonwood, LLC 100.00%
- Sole Member, ELP Property Management, LLC 100.00%
- Sole Member, 6678 WGL, LLC 100.00%
- Sole Member, Stillwater LLC 100.00%
- Member, Buckeye Classics, LLC 100.00%
- Member, 5252 WGPS LLC 50.00%
- Member, 5224 WGPNN LLC 50.00%
- Member, 6971 OBLW, LLC 50.00%
- Co-Trustee and beneficiary, Jack J. Eggspuehler Trust 33.33%
- Co-Trustee and beneficiary, Coffman Company 33.33%
- Co-Trustee and beneficiary, Aerosafe, Inc. 33.33%

### NAME: Jodi L. Garrison
- **ADDRESS:** Grove City, OH USA
- **OCCUPATION:** CPA
- **TITLE, HOLDING CO.:** Director
TITLE, DIRECT:  
Director: Heartland Bank  0.00%  
n/a, TransCounty Title Agency, LLC  0.00%

TITLE, INDIRECT:  
n/a, Heartland Insurance Services, LLC  0.00%

TITLE, OTHER:  
Partner: Hirth, Norris & Garrison, LLP  50.0%  
Partner: JG & TH Realty, LLC  50.0%

# OF SHARES OWNED OF  
HOLDING CO. and %  
Common Shares: 3,471,289 - 0.17%  
(Options: 5,200 - 0.26%)

NAME:  
James R. Heimerl

ADDRESS:  
Johnstown, OH  USA

OCCUPATION:  
Farmer

TITLE, HOLDING CO.:  
Director

TITLE, DIRECT:  
Director: Heartland Bank  0.00%  
n/a, TransCounty Title Agency LLC  0.00%

TITLE, INDIRECT:  
n/a, Heartland Insurance Services, LLC  0.00%

TITLE, OTHER:  
Owner: Heimerl Farms, Ltd.  29.41%  
*see other below

# OF SHARES OWNED OF  
HOLDING CO. and %  
Common Shares: 2,700 - 0.13%  
(Options: 0 - 0.00%)

*Other:  
Member Mad River Swine, LLC  50.00%  
Owner Heimerl Farms, Inc.  50.00%  
Owner Heimerl Farms Grain, Ltd.  50.00%  
Member Heimerl Holdings, LLC  50.00%  
Member The Heimerl Family, LLC  40.06%

NAME:  
John G. Kenkel, Jr.

ADDRESS:  
Dublin, OH  USA

OCCUPATION:  
Retired Banker

TITLE, HOLDING CO.:  
Director

TITLE, DIRECT:  
Director: Heartland Bank  0.00%  
n/a, TransCounty Title Agency LLC  0.00%

TITLE, INDIRECT:  
n/a, Heartland Insurance Services, LLC  0.00%

TITLE, OTHER:  
Sole Member: Kenkel Farm  100.00%  
Member: Bubbie, LLC  50.00%

# OF SHARES OWNED OF  
HOLDING CO. and %  
Common Shares: 35,360 - 1.76%  
(Options: 0 - 0.00%)

NAME:  
Cheryl L. Krueger

ADDRESS:  
New Albany, Ohio  USA

OCCUPATION:  
Consultant

TITLE, HOLDING CO.:  
Director

TITLE, DIRECT:  
Director: Heartland Bank  0.00%  
n/a, TransCounty Title Agency LLC  0.00%
TITOE, INDIRECT: n/a, Heartland Insurance Services, LLC 0.00%
TITOE, OTHER: President/CEO: C. Kruegers Finest Baked Goods 56.00%

OF SHARES OWNED OF HOLDING CO. and %

NAME: G. Scott McComb*
ADDRESS: Gahanna, OH USA
OCCUPATION: Banker
TITLE, HOLDING CO.: Chair, Director, President, CEO
TITLE, DIRECT: Chair, Director, President, CEO: Heartland Bank 0.00%
Board Member, TransCounty Title Agency LLC 0.00%
TITLE, INDIRECT: n/a, Heartland Insurance Services, LLC 0.00%
TITLE, OTHER: n/a

# OF SHARES OWNED OF HOLDING CO. and %

NAME: Robert C. Overs
ADDRESS: Dublin, OH USA
OCCUPATION: CEO Creative Living
TITLE, HOLDING CO.: Director
TITLE, DIRECT: Director: Heartland Bank 0.00%
n/a, TransCounty Title Agency LLC 0.00%
TITLE, INDIRECT: n/a, Heartland Insurance Services, LLC 0.00%
TITLE, OTHER: n/a

NAME: Gary D. Paine
ADDRESS: Pickerington, OH USA
OCCUPATION: Freight/Transportation Services
TITLE, HOLDING CO.: Director
TITLE, DIRECT: Director: Heartland Bank 0.00%
n/a, TransCounty Title Agency LLC 0.00%
TITLE, INDIRECT: n/a, Heartland Insurance Services, LLC 0.00%
TITLE, OTHER: President: Paine Holdings, Gahanna, OH 100.00%

*see other

Common Shares: 2,520 - 0.13%
(Options: 2,500 - 0.13%)

*(Additional family shares owned to total 280,610.246 (with options) 13.92%. Without options considered = 269,360.246 or 13.43% – see #3 above for details)

Common Shares: 175,663.355 – 8.72%
(Options: 11,250 - 0.56%)

Common Shares: 1,575,000 - 0.08%
(Options: 5,200 - 0.26%)

# OF SHARES OWNED OF
HOLDING CO. and %

*Other
Member Bailey Park, LLC, Pickerington, OH 25.00%
President Accurate Express 100.00%
President Accurate Transportation 100.00%

NAME: William J. Schottenstein
ADDRESS: Columbus, Ohio USA
OCCUPATION: Real Estate Developer
TITLE, HOLDING CO.: Director
TITLE, DIRECT: Director: Heartland Bank 0.00%
n/a, TransCounty Title
TITLE, INDIRECT: n/a, Heartland Insurance Services, LLC 0.00%
TITLE, OTHER: President: Arshot Investment Corp, Inc. 33.3%

*see Other below

# OF SHARES OWNED OF HOLDING COMPANY and %

*Other (Location: Columbus, OH, unless otherwise noted)

Vice President ACIP, Inc. 33.3%
Vice President Alum Creek Annex LLC 33.3%
President Alum Venture Corp, Inc. 33.3%
Managing Member Arshot Operating Group LLC 33.0%
Managing Member Aspen Alps 115, LLC 88.0%
President Black Dog Island LLC 25.0%
Vice President BOP, Inc. 33.3%
President Buckeye Lake Fun LLC 25.0%
President Buckeye Ocean Ventures, Inc. 33.3%
Secretary/Treasurer City Investment, Inc. 33.3%
President Compass Point H, LLC 25.0%
President Front Lion, Inc. 33.3%
President Geffen Enterprises LP 25.7%
Managing Member Geffen Enterprises LLC 33.3%
Managing Member GefCity Investments 33.0%
President Hudson Street, Inc. 33.3%
Vice President JSS Inc. 33.3%
Vice President King Holding Corp, Inc. 33.3%
Managing Member Lion Academy Development Corp, Inc. 33.3%
Secretary/Treasurer Lion Construction Services LLC 25.0%
Managing Member Lion Entertainment LLC 25.0%
President Lion Island LLC 25.0%
Secretary/Treasurer Lion Management Services LLC 25.0%
Vice President Lion Phase I, Inc. 33.3%
Vice President Lion TSA, Inc. 33.3%
Managing Member MMXTV LTD (ViVideo) 33.3%
President Mound Street Ventures LLC 33.3%
Vice President The Oarhouse Corp, Inc. 33.3%
Secretary/Treasurer Schottenstein Land Development, Inc. 33.3%
### Ronnie R. Stokes

**Name:** Ronnie R. Stokes  
**Address:** Columbus, OH USA  
**Occupation:** Business Owner  
**Title, Holding Co.:** Director  
**Title, Direct:** Director: Heartland Bank  
**Title, Indirect:** n/a, TransCounty Title Agency LLC  
**Title, Other:** Owner and President: Three-Leaf Productions Inc.  

| # of Shares Owned of Holding Co. and % | Common Shares: 100 - 0.005%  
| Options: 0 - 0.00% |  
| *Other |  
| (Location: Columbus, OH, unless otherwise noted) |  
| Managing Member | J&R Business Services – Delaware, OH  
| Managing Member | LJRW LLC  
| Managing Member | WRJL LLC  
| Managing Member | TS Painting Services LLC |

### Gregory M. Ubert

**Name:** Gregory M. Ubert  
**Address:** Upper Arlington, OH USA  
**Occupation:** Business Owner - Crimson Cup  
**Title, Holding Co.:** Director  
**Title, Direct:** Director: Heartland Bank  
**Title, Indirect:** n/a, Heartland Insurance Services, LLC  
**Title, Other:** President Crimson Cup, Inc.  

| # of Shares Owned of Holding Co. and % | Common Shares: 1400,000 - 0.07%  
| Options: 1,250 - 0.06% |  
| *Other |  
| all in Columbus, OH |  
| Sole Member | Ubee Real Estate, LLC  
| Sole Member | UB2 Real Estate, LLC  
| Sole Member | UB3 Real Estate, LLC  
| Sole Member | UB4 Real Estate, LLC  
| Sole Member | Crimson Cup Retail, LLC  
| Sole Member | Crimson, LLC  
| Sole Member | 2468 NW, LLC  
| Sole Member | 440 N. High LLC  
| Sole Member | 116 TC, LLC  
<p>| Sole Member | TELC HS, LLC |</p>
<table>
<thead>
<tr>
<th>NAME:</th>
<th>Carrie L. Almendinger</th>
</tr>
</thead>
<tbody>
<tr>
<td>ADDRESS:</td>
<td>Johnstown, OH USA</td>
</tr>
<tr>
<td>OCCUPATION:</td>
<td>Banker</td>
</tr>
<tr>
<td>TITLE, HOLDING CO.:</td>
<td>Executive Vice President and Chief Financial Officer</td>
</tr>
<tr>
<td>TITLE, DIRECT:</td>
<td>Executive Vice President and Chief Financial Officer: Heartland Bank 0.00%</td>
</tr>
<tr>
<td>TITLE, INDIRECT:</td>
<td>Board Member, TransCounty Title Agency LLC 0.00%</td>
</tr>
<tr>
<td>TITLE, OTHER:</td>
<td>n/a, Heartland Insurance Services, LLC (0.00%)</td>
</tr>
</tbody>
</table>

| # OF SHARES OWNED OF HOLDING CO. and % | Common Shares: 6,179 - 0.31% |
|                                      | (Options: 12,950 – .64%) |

<table>
<thead>
<tr>
<th>NAME:</th>
<th>Benjamin Babcanec</th>
</tr>
</thead>
<tbody>
<tr>
<td>ADDRESS:</td>
<td>Johnstown, OH USA</td>
</tr>
<tr>
<td>OCCUPATION:</td>
<td>Banker</td>
</tr>
<tr>
<td>TITLE, HOLDING CO.:</td>
<td>n/a</td>
</tr>
<tr>
<td>TITLE, DIRECT:</td>
<td>Executive Vice President and Chief Operations Officer: Heartland Bank 0.00%</td>
</tr>
<tr>
<td>TITLE, INDIRECT:</td>
<td>n/a, TransCounty Title Agency LLC 0.00%</td>
</tr>
<tr>
<td>TITLE, OTHER:</td>
<td>n/a, Heartland Insurance Services, LLC (0.00%)</td>
</tr>
</tbody>
</table>

| # OF SHARES OWNED OF HOLDING CO. and % | Common Shares: 0 - 0.00% |
|                                      | (Options: 5,500 – .27%) |