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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners’ Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102(a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5385, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3106(a)). 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.

1. Mindy Bobay
   Name of the Holding Company Director and Official
   EVP/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
09/07/2023
Date of Signature

Date of Report (top-tier holding company's fiscal year-end):
12/31/2022

Reporters' Name, Street, and Mailing Address
Empire Bancshares, Inc
144 E High St
Hicksville OH 43526

Legal Title of Holding Company
Empire Bancshares, Inc

Mailing Address of the Holding Company: Street / P.O. Box
144 E High St
Hicksville OH 43526

City State Zip Code
Hicksville OH 43526

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Mindy Bobay EVP/CFO
Name Title
419-542-7726
Area Code / Phone Number / Extension
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? 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 the 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, or to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2022
Report Item 1: Annual Report to Shareholders
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

Checklist
The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes
All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.
Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?
☒ Yes ☐ No
If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart
☐ Yes ☒ No
If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

Report Item 2b: Domestic Branch Listing
☐ Yes ☒ No
If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

Report Item 3: Securities Holders
☒ Yes ☐ No
If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders
☒ Yes ☐ No
If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.
<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities (Common Stock)</th>
<th>Name &amp; Address</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deborah Bagenstose</td>
<td>USA</td>
<td>71,584 10.85%</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Bluffton, South Carolina, USA</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Nancy A. Elder Trepashko</td>
<td>USA</td>
<td>69,812 10.55%</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Glenview, Illinois, USA</td>
<td></td>
<td></td>
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<tr>
<td>Cede &amp; Co.</td>
<td>USA</td>
<td>191,617 29.03%</td>
<td></td>
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<tr>
<td>Bowling Green Station</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>New York, NY, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>James P. Schmidt</td>
<td>USA</td>
<td>35,950 5.45%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Hicksville, Ohio, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name &amp; Address (City, State, Country)</td>
<td>(2) Principal Occupation if other than with Holding Company</td>
<td>(3)(a) Title and Position with Holding Company</td>
<td>(3)(b) Title and Position with Subsidiaries (include names of Subsidiaries)</td>
<td>(3)(c) Title and Position with Other Businesses (include names of other businesses)</td>
<td>(4)(a) Percentage of Voting Shares in Holding Company</td>
</tr>
<tr>
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<tr>
<td>Deborah Bagenstose New Albany, Ohio, USA</td>
<td>N/A</td>
<td>Director</td>
<td>N/A</td>
<td>None</td>
<td>10.85%</td>
</tr>
<tr>
<td>Nancy A. Elder Trepashko Glenview, Illinois, USA</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>None</td>
<td>10.55%</td>
</tr>
<tr>
<td>James P. Schmidt Hicksville, Ohio, USA</td>
<td>Auto Dealer</td>
<td>Director/Chairman</td>
<td>Director/Chairman</td>
<td>President &amp; Owner Jim Schmidt Family of Dealerships</td>
<td>5.45%</td>
</tr>
<tr>
<td>Stanley J. Yoder Defiance, Ohio, USA</td>
<td>Retired Attorney</td>
<td>Director</td>
<td>Director</td>
<td>None</td>
<td>1.11%</td>
</tr>
<tr>
<td>Joel R. Nester Bryan, Ohio, USA</td>
<td>Agricultural Consultant</td>
<td>Director/Vice Chairman</td>
<td>Director/Vice Chairman</td>
<td>Owner of Nester Ag, LLC</td>
<td>0.39%</td>
</tr>
<tr>
<td>Mitchell D. Slattery Edon, Ohio, USA</td>
<td>Retired Fuel Supplier</td>
<td>Director</td>
<td>Director</td>
<td>None</td>
<td>0.34%</td>
</tr>
<tr>
<td>Dennis M. Vetter Hicksville, Ohio, USA</td>
<td>Business Owner</td>
<td>Director</td>
<td>Director</td>
<td>President of Arc Solutions, Inc.</td>
<td>1.00%</td>
</tr>
<tr>
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<td>(3)(a) Title and Position with Holding Company</td>
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<tr>
<td>Ray M. Mendenhall New Haven, Indiana, USA</td>
<td>Sales Management</td>
<td>Director</td>
<td>Director</td>
<td>Sales Manager at Redline Equipment</td>
<td>0.68%</td>
</tr>
<tr>
<td>Gina R. Wolfrum Hicksville, Ohio, USA</td>
<td>Artist</td>
<td>Director</td>
<td>Director</td>
<td>Creative Director/Owner of Elegant Finishes dba Gina Wolfrum Art Studio, LLC</td>
<td>0.09%</td>
</tr>
<tr>
<td>Greg Smitley Fort Wayne, Indiana, USA</td>
<td>N/A</td>
<td>Director, President &amp; CEO</td>
<td>Director, President &amp; CEO</td>
<td>None</td>
<td>0.16%</td>
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<tr>
<td>Mindy Bobay Hicksville, Ohio, USA</td>
<td>N/A</td>
<td>Treasurer</td>
<td>Chief Financial Officer</td>
<td>None</td>
<td>0.02%</td>
</tr>
<tr>
<td>Tina Fogle Hicksville, Ohio, USA</td>
<td>N/A</td>
<td>Corporate Secretary</td>
<td>Assistant Controller</td>
<td>None</td>
<td>0.00%</td>
</tr>
<tr>
<td>CEDE &amp; Co Bowling Green Station New York, NY, USA</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>None</td>
<td>29.03%</td>
</tr>
</tbody>
</table>