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)); sections 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), 5365, 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 3108(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.

I, Blair Hillyer
Name of the Holding Company Director and Official
President
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
03/27/2023
Date of Signature

FR Y-6
OMB Number 7100-0297
Approval expires November 30, 2025
Page 1 of 3

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2022
Month / Day / Year

Reporters Name, Street, and Mailing Address

FNB, Inc
Legal Title of Holding Company
105 Grant St
(Mailing Address of the Holding Company) Street / P.O. Box
Dennis
City
HI
State
44621
Zip Code

Physical Location (If different from mailing address)

Person to whom questions about this report should be directed:

Michelle Campbell
Secretary

Name
Title
740-673-7291
Area Code / Phone Number / Extension
740-922-6376
Area Code / FAX Number
mcampbell@fnbdennison.com
E-mail Address

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

Is confidential treatment requested for any portion of this report submission? 0=No 1=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."

For Federal Reserve Bank Use Only

RSD ID 14172067
C.I. □

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 (7100-0297), 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.
Report Item 1: The Holding Company is not registered with the SEC and thus the 10-K is not applicable. The Annual Report to Shareholders is enclosed.

Report Item 3: Securities holders owning 5% or more of FNB, Inc.'s outstanding stock.
1.
   a) The Hillyer Control Group
      Dennison, Ohio, USA
      U.S.A.
      80,552 shares; 12.07% of outstanding common stock
      *Please see attached supporting detail for all parties included in the 12.07%

   b) CEDE & Company
      New York, New York, USA
      U.S.A.
      232,797 shares; 34.85% of outstanding common stock

   c) Lee A. Novak
      Uhrichsville, Ohio, USA
      U.S.A.
      63,370 shares; 9.49% of outstanding common stock

2. None
# HILLYER CONTROL GROUP
*(Ownership of Shares of FNB, Inc. by Hillyer Control Group)*

<table>
<thead>
<tr>
<th>Stockholder:</th>
<th>Shares:</th>
<th>% of Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td><em>Blair Hillyer</em></td>
<td>11,010</td>
<td>1.65%</td>
</tr>
<tr>
<td>Jodi Hillyer</td>
<td>500</td>
<td>0.08%</td>
</tr>
<tr>
<td>Brett Hillyer</td>
<td>142</td>
<td>0.02%</td>
</tr>
<tr>
<td>Bowerston Shale Company</td>
<td>38,082</td>
<td>5.70%</td>
</tr>
<tr>
<td>FAB Oho Corporation</td>
<td>7,618</td>
<td>1.14% 8.59%</td>
</tr>
<tr>
<td><em>Brad Hillyer</em></td>
<td>4,032</td>
<td>0.60%</td>
</tr>
<tr>
<td>Brad &amp; Kimberly Hillyer</td>
<td>3,205</td>
<td>0.48%</td>
</tr>
<tr>
<td>Alec B. Hillyer</td>
<td>60</td>
<td>0.01%</td>
</tr>
<tr>
<td>Katherine Hillyer</td>
<td>60</td>
<td>0.01%</td>
</tr>
<tr>
<td>Jacob Hillyer</td>
<td>60</td>
<td>0.01%</td>
</tr>
<tr>
<td>Connolly, Hillyer &amp; Welch, Inc.</td>
<td>3,950</td>
<td>0.59% 1.70%</td>
</tr>
<tr>
<td>Beth Hillyer</td>
<td>3,793</td>
<td>0.57%</td>
</tr>
<tr>
<td>Rebecca Hillyer</td>
<td>2,584</td>
<td>0.39%</td>
</tr>
<tr>
<td>Kurt Shelley</td>
<td>2,806</td>
<td>0.42%</td>
</tr>
<tr>
<td>Kim L. Shelley</td>
<td>2,650</td>
<td>0.40%</td>
</tr>
<tr>
<td><strong>Grand Total</strong></td>
<td>80,552</td>
<td>12.07%</td>
</tr>
</tbody>
</table>

*As noted in section 3(1).*

*Active Board of Director member*
Report item 4: Insiders

DIRECTORS AND OFFICERS

1. Name and address
   Gregory L. DiDonato
   Dennison, Ohio
   USA

2. Principal occupation, if other than with the bank holding company organization
   Mayor

3. Title or position with:
   a) FNB, Inc.
      Director
   b) The First National Bank of Dennison
      Director
   c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer.
      None

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.
      2,600 (.32%)
   b) The First National Bank of Dennison
      None
   c) Any other business company, if more than 25 percent of its outstanding voting securities are held
      None
1. Name and address

William E. Ferris
New Philadelphia, Ohio
USA

2. Principal occupation, if other than with the bank holding company organization

President/
Ferris Chevrolet, Inc.

3. Title or position with:
   a) FNB, Inc.
   Director

b) The First National Bank of Dennison
   President/ Ferris Chevrolet, Inc
   Partner/ TDM Properties, LTD
   Partner/ TBR Realty
   Owner/ Match Investments, LLC
   Partner/ TIL Investments, LLC
   Partner/ Ferris Realty, Inc.
   Partner/ Searl Properties, LLC
   B DMM Investment, LLC
   1,930 (.29 %)
   None

c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer.

   Ferris Ownership, Inc./ 33.33% Ownership
   TDM Properties, LTD/ 25% Ownership TBR Realty/ 33.33% Ownership
   Match Investments, LLC/ 100% Ownership TIL Investments, LLC/ 50% Ownership Ferris Realty, Inc./ 34.456% Ownership Searl Properties, LLC/ 50% Ownership B DMM Investment, LLC/ 0%
1. Name and address
   
   Blair A. Hillyer
   Dennison, Ohio
   USA

2. Principal occupation, if other than with the
   bank holding company organization
   
   Chief Executive Officer/
   The First National Bank of Dennison

   Chairman of the Board, CEO & Director
   CEO & Director
   VP/Deer Hill
   Chairman/Clay City Pipe Company
   Managing Member/BSC Land & Energy LLC

3. Title or position with:
   a) FNB, Inc.
      
      10,910 (1.63%)

   b) The First National Bank of Dennison
      
      None

   c) Title or position with any other business or
      company in which the person is a director,
      trustee, partner, or principal officer.

   Any other business company, if more than 25
   percent of its outstanding voting securities are
   held.

   Deer Hill Inc 25%
   Clay City Pipe - 1069 units
   BSC Land & Energy 1069 units

Also Included in section 3(1) and within
otal Share in the Hillyer Control Group.
1. Name and address

Brad L. Hillyer
Dennison, Ohio
USA

2. Principal occupation, if other than with the bank holding company organization

Attorney

3. Title or position with:
   a) FNB, Inc.
   b) The First National Bank of Dennison
   c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer.

   Director

   Attorney & President/
   Connolly, Hillyer & Ong, Inc.
   President & Director/
   Clay City Pipe Company
   Owner & Partner/
   Connolly, Hillyer & Welch
   Owner/
   Connolly, Hillyer & Welch Title Services, Inc
   Managing Member/
   BSC Land & Energy LLC
   President/
   Twelve Pack Lake

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.
   b) The First National Bank of Dennison
   c) Any other business company, if more than 25 percent of its outstanding voting securities are held.

   6612 (.99%)

   None

   Connolly, Hillyer & Ong, Inc/
   100% Ownership
Connolly, Hillyer & Welch/ 100% Ownership
Connolly, Hillyer & Welch Title Services, Inc./ 100% Ownership

Also Included in section 3(1) and within total Share in the Hillyer Control Group.
1. Name and address

Joseph J. Martinelli
Dennison, Ohio
USA

2. Principal occupation, if other than with the bank holding company organization

Home Builder

3. Title or position with:
   a) FNB, Inc.
   b) The First National Bank of Dennison
   c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer.

Director
Director
Owner/
    Joseph J. Martinelli Building & Remodeling
    Partner/ JJM Enterprises, LTD

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.
   b) The First National Bank of Dennison
   c) Any other business company, if more than 25 percent of its outstanding voting securities are held.

6,431 (.96%)

None

Joseph J. Martinelli Building & Remodeling/
    100% Ownership
    JJM Enterprises, LTD/ 33.33% Ownership
1. Name and address

Lawrence J. Mosher
Dover, Ohio
USA

2. Principal occupation, if other than with the bank holding company organization

Retired Bank Executive Officer

3. Title or position with:
   a) FNB, Inc.

   Director

   b) The First National Bank of Dennison

   Director

   c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer.

   None

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.

   60 (.01%)

   None

   b) The First National Bank of Dennison

   None

   c) Any other business company, if more than 25 percent of its outstanding voting securities are held.

   None
1. Name and address

Michelle S. Campbell
New Philadelphia, Ohio
USA

2. Principal occupation, if other than with the bank holding company organization

EVP, Chief Financial Officer/
The First National Bank of Dennison

3. Title or position with:
   a) FNB, Inc.
   b) The First National Bank of Dennison
   c)

Secretary
Chief Financial Officer
None

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.

b) The First National Bank of Dennison

c) Any other business company, if more than 25 percent of its outstanding voting securities are held.

100 (.02%)
None
None
1. Name and address

Douglas L. Peterman
New Philadelphia, Ohio
USA

President/
Peterman Plumbing & Heating, Inc.

Director

Director

President/
Peterman Plumbing & Heating, Inc.

2. Principal occupation, if other than with the bank holding company organization

3. Title or position with:
   a) FNB, Inc.

   b) The First National Bank of Dennison

   c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer.

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.

   b) The First National Bank of Dennison

   c) Any other business company, if more than 25 percent of its outstanding voting securities are held.

   40 (.01%)
1. Name and address

Jay R Tolloti
Dover, Ohio
USA

2. Principal occupation, if other than with the bank holding company organization

Dentist

3. Title or position with:
   a) FNB, Inc.
   b) The First National Bank of Dennison
   c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer.

Director

Director

President/
Dr. T's, Inc.
President/
Tolloti Dentistry, Inc.

500 (.07%)

None

Dr. T's, Inc./
100% Ownership
Tolloti Dentistry, Inc./
100% Ownership
1. Name and address

Keith A. Willoughby
Dennison, Ohio
USA
President, Willoughby & Co., Inc.
Director
Director
President/ Willoughby & Co., Inc.
Member/ K & K Enterprises of Tuscarawas County LLC

2. Principal occupation, if other than with the bank holding company organization

3. Title or position with:
   a) FNB, Inc.
   b) The First National Bank of Dennison
   c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer.

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.
   b) The First National Bank of Dennison
   c) Any other business company, if more than 25 percent of its outstanding voting securities are held.

698 (.10%)
None
Willoughby & Co., Inc./ 100% Ownership
K & K Enterprises of Tuscarawas County LLC/ 50% Ownership
FNB, Inc.
Report item 4
December 31, 2022

1. Name and address

   Nichole Zesiger
   New Philadelphia, Ohio
   USA

2. Principal occupation, if other than with the bank holding company organization

   President/
The First National Bank of Dennison
   Director
   Director
   None

3. Title or position with:
   a) FNB, Inc.
   b) The First National Bank of Dennison
   c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer.

   None

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.
   b) The First National Bank of Dennison
   c) Any other business company, if more than 25 percent of its outstanding voting securities are held.

   708 (.11%)
   None
   None