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. § 1467(a)(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., James R. Heslop
Name of the Holding Company Director and Official
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
03/21/2023
Date of Signature

For Federal Reserve Bank Use Only

RSSD ID
C.I.

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

Reporters' Name, Street, and Mailing Address

Middlefield Banc Corp.
Legal Title of Holding Company
15985 East High Street/PO Box 35
(Mailing Address of the Holding Company) Street / P.O. Box
Middlefield
Ohio
City
State
Zip Code
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Michael Rantilla
VP of Finance
Name
Title
440-632-8115
Area Code / Phone Number / Extension
440-632-1700
Area Code / FAX Number
MRantilla@middlefieldbank.com
E-mail Address
www.middlefieldbank.com
Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? [ ] No [ ] 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."

Public reporting burden for this information collection is estimated to vary from 1.1 to 10.1 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.
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.

12/2022
2a. Organization Chart

MIDDLEFIELD BANC CORP.
MIDDLEFIELD, OH
Incorporated in Ohio
LEI- N/A

100% →

THE MIDDLEFIELD BANKING COMPANY
MIDDLEFIELD OH
Incorporated in Ohio
LEI - 54930075ZD2OVPMXT217

100% →

MIDDLEFIELD STATUTORY TRUST
MIDDLEFIELD, OH
Incorporated in Delaware
LEI- N/A

100% →

EMORECO INC.
MIDDLEFIELD, OH
Incorporated in Ohio
LEI- N/A

100% →

MIDDLEFIELD INVESTMENTS, INC
MIDDLEFIELD, OH
Incorporated in Ohio
LEI- N/A

100% →

MB Insurance Services
MIDDLEFIELD, OH
Managing Member
Organized in Ohio
LEI- N/A

100% →

LBSI Insurance, LLC
MIDDLEFIELD, OH
Managing Member
Organized in Ohio
LEI- N/A
### Results of your institution:

**MIDDLEFIELD THE BANK**

- **Branch ID**: 1398740
- **Location**: MIDDLEFIELD, OH 43046
- **Date Processed**: 01/10/2023
- **Effective Date**: 12/31/2022
- **Number of Branches**: 2
- **Number of Counties**: 2
- **Number of States**: 2
- **Number of FDIC**: 1

### Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.

### Actions

- **Delete**: If the branch information is incorrect or incomplete, enter "Delete" in the Data Action column and the date when this information first became invalid in the Effective Date column.
- **Change**: If the branch information is correct or complete, the name of the branch, enter "Change" in the Data Action column and the date when this information first became valid in the Effective Date column.
- **Add**: If a branch listed was never owned by the reporting institution, enter "Add" in the Data Action column and the opening or acquisition date in the Effective Date column.

### Submissions Requirements

When you are finished, save a copy to your FR/R0 contact. See the detailed instructions on this site for more information.

If you are mailing this to your FR/R0 contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR 1-10 reporting requirements, you must also submitt FR 1-10 Domestic Branch Schedules for each branch with a Data Action of "Change, Delete, or Add."

The FR 1-10 report may be submitted in a landscape format or via the FR 1-10 online application - https:// InjuryOnlineFedReserve.gov.

**Notes:** Column Headings (column intersection) are for reference only; "Verification of these values is not required.

<table>
<thead>
<tr>
<th>BRANCH</th>
<th>STATE</th>
<th>COUNTY</th>
<th>CITY</th>
<th>ZIP CODE</th>
<th>MIDDLEFIELD BRANCH</th>
<th>MIDDLEFIELD CITY</th>
<th>DEPARTMENT</th>
<th>EFF_DATE</th>
<th>FR/R0</th>
<th>VERIFICATION</th>
</tr>
</thead>
<tbody>
<tr>
<td>N.</td>
<td>OH</td>
<td>HARDIN</td>
<td>ROCK</td>
<td>43031</td>
<td>177920 MAIN OFFICE</td>
<td>MIDDLEFIELD</td>
<td>N.</td>
<td>12/31/22</td>
<td>OK</td>
<td>Full</td>
</tr>
<tr>
<td>N.</td>
<td>OH</td>
<td>MADISON</td>
<td>DAYTON</td>
<td>45424</td>
<td>120 SERVICE CENTER</td>
<td>MIDDLEFIELD</td>
<td>N.</td>
<td>12/31/22</td>
<td>OK</td>
<td>Full</td>
</tr>
</tbody>
</table>
REPORT ITEM 3: Securities Holders
(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2022</th>
<th>Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2022</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)(a) Name, City, State, Country</td>
<td>(1)(b) Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>Castle Creek Capital Partners VI, LP, San Diego, CA, USA</td>
<td>USA</td>
</tr>
</tbody>
</table>

(1) Percentage share ownership figure is based on 8,245,235 shares outstanding
(2) Based on information reported in Castle Creek’s Schedule 13D filed with the SEC on December 9, 2022
(3) Castle Creek Partners VI, LP does not hold options, warrants, or other securities or rights to acquire voting securities
(4) Percentage share ownership figure is based on 8,245,235 shares outstanding
(5) Based on information reported in Ancora Advisors’ Form 13F filed with the SEC on February 14, 2023 and Ancora Advisors’ Schedule 13D Amendment No. 4 filed with the SEC on January 5, 2023
(6) Ancora Advisors LLC does not hold options, warrants, or other securities or rights to acquire voting securities
<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
<th>(3)(a) Title &amp; Position with Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Thomas W. Bevan, Boston Heights, OH USA</td>
<td>Attorney</td>
<td>Director</td>
<td>Director Middlefield Banking Co</td>
<td>Partner Bevan &amp; Associates, LPA, Inc. See Confidential Exhibit</td>
<td>0.63% None</td>
<td>See Confidential Exhibit</td>
<td></td>
</tr>
<tr>
<td>Spencer T. Cohn, San Diego, CA USA</td>
<td>Asset Management</td>
<td>Director</td>
<td>N/A</td>
<td>See Confidential Exhibit</td>
<td>0.00% None</td>
<td>See Confidential Exhibit</td>
<td></td>
</tr>
<tr>
<td>Kevin A. DiGeronimo, Brecksville, OH USA</td>
<td>President Independence Construction</td>
<td>Director</td>
<td>Director Middlefield Banking Co</td>
<td>Principal DiGeronimo Companies See Confidential Exhibit</td>
<td>0.02% None</td>
<td>See Confidential Exhibit</td>
<td></td>
</tr>
<tr>
<td>James R. Heston, II, Chardon, OH USA</td>
<td>N/A</td>
<td>CEO</td>
<td>Director Middlefield Banking Co</td>
<td>N/A</td>
<td>0.42% None</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Kenneth E. Jones, Blacklick, OH USA</td>
<td>Retired</td>
<td>Director</td>
<td>Director Middlefield Banking Co</td>
<td>N/A</td>
<td>0.22% None</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Darryl E. Mast, Aurora, OH USA</td>
<td>Retired</td>
<td>Director</td>
<td>Director Middlefield Banking Co</td>
<td>N/A</td>
<td>0.46% None</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>James J. McCaskey, Chardon, OH USA</td>
<td>President McCaskey Landscape &amp; Design LLC</td>
<td>Director</td>
<td>Director Middlefield Banking Co</td>
<td>President McCaskey Landscape &amp; Design LLC</td>
<td>0.13% None</td>
<td>100% McCaskey Landscape &amp; Design LLC</td>
<td></td>
</tr>
<tr>
<td>Michael C. Ranttila, Cortland, OH USA</td>
<td>N/A</td>
<td>VP of Finance</td>
<td>CFO Middlefield Banking Co</td>
<td>See Confidential Exhibit</td>
<td>0.03% None</td>
<td>See Confidential Exhibit</td>
<td></td>
</tr>
<tr>
<td>William J. Skidmore, Retired</td>
<td>Chairman Board of Directors</td>
<td>Chairman Board of Directors</td>
<td>N/A</td>
<td>0.26% None</td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
REPORT ITEM 4: INSIDERS
(1) (2) (3)(a)(b)(c) and 4(a)(b)(c)

<table>
<thead>
<tr>
<th>(1) Name, City, State, Country</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
<th>(3)(a) Title &amp; Position with Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</th>
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</tr>
</thead>
<tbody>
<tr>
<td>Chardon, OH USA</td>
<td>Directors</td>
<td>Middlefield Banking Co</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Donald L. Stacy</td>
<td>N/A</td>
<td>Treasurer &amp; CFO</td>
<td>Senior EVP and Treasurer</td>
<td>Middlefield Banking Co</td>
<td>0.19%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Canfield, OH USA</td>
<td>Directors</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Carolyn J. Turk</td>
<td>Retired</td>
<td>Director</td>
<td>Director</td>
<td>Middlefield Banking Co</td>
<td>0.38%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Orwell, OH USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Michael C. Voinovich</td>
<td>Chief Investment Officer ECHO</td>
<td>Director</td>
<td>Director</td>
<td>Middlefield Banking Co</td>
<td>0.41%</td>
<td>None</td>
<td>Director Anchor Bancorporation, Inc. N/A Anchor, Illinois Director Anchor State Bank Anchor, Illinois Chief Investment Officer &amp; EVP ECHO N/A Director GBank Financial Holdings, Inc. Las Vegas, Nevada Director GBank Las Vegas, Nevada Director RSI Solutions, LLC Beachwood, Ohio</td>
</tr>
<tr>
<td>(1) Name, City, State, Country</td>
<td>(2) Principal Occupation if other than with Holding Company</td>
<td>(3)(a) Title &amp; Position with Holding Company</td>
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<td>--------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Mark R. Watkins</td>
<td>Crop and Livestock Production</td>
<td>Director</td>
<td>N/A</td>
<td>Partner Watkins Farm</td>
<td>0.13%</td>
<td>None</td>
<td>See Confidential Exhibit</td>
</tr>
<tr>
<td>Kenton, OH USA</td>
<td></td>
<td></td>
<td></td>
<td>See Confidential Exhibit</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ronald L. Zimmerly</td>
<td>N/A</td>
<td>President</td>
<td>President</td>
<td>Director Middlefield Banking Co</td>
<td>0.40%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Bellefontaine, OH USA</td>
<td></td>
<td>Director</td>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>