

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) 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), 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.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

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.

Blair Hillyer

Signature of Holding Company Director and Official

2/9/2024

Date of Signature

For Federal Reserve Bank Use Only

RSSD ID 1417267

C.I. _____

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

December 31, 2023

Month / Day / Year

Reporter's 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

Dennison

City

OH

State

44621

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Michelle Campbell

Name

Secretary

Title

740-673-7291

Area Code / Phone Number / Extension

740-922-6376

Area Code / FAX Number

mcampbell@fnbdenison.com

E-mail Address

N/A

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."

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.

FNB, Inc.
FR Y-6
December 31, 2023

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.

236,692 shares; 35.43% of outstanding common stock

c) Lee A. Novak

Uhrichsville, Ohio, USA

U.S.A.

63,370 shares; 9.49% of outstanding common stock

2. N/A

HILLYER CONTROL GROUP
(Ownership of Shares of FNB, Inc. by Hillyer Control Group)

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

***As noted in section 3(1).**

***Active Board of Director member**

FNB, INC.
Report Item 4
December 31, 2023

- | | |
|--|--|
| 1. Name and address | Gregory L. DiDonato

Dennison, Ohio
U.S.A |
| 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 |

**FNB, INC.
Report Item 4
December 31, 2023**

- | | |
|---|--|
| 1. Name and address | William E. Ferris

New Philadelphia, Ohio
U.S.A |
| 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 | Director |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer | 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 |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 1,930 (.29%) |
| 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 | 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. / 34.45% Ownership
Searl Properties, LLC/ 50% Ownership
B DMM Investment, LLC 0% |

FNB, INC.
Report Item 4
December 31, 2023

- | | |
|--|---|
| 1. Name and address | Blair A. Hillyer

Dennison, Ohio
U.S.A. |
| 2. Principal occupation, if other than with the bank holding company organization | Chief Executive Officer/
The First National Bank of Dennison |
| 3. Title or position with: | |
| a) FNB, Inc. | Chairman of the Board, CEO & Director |
| b) The First National Bank of Dennison | CEO & Director |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer | Vice President/ Deer Hill, Inc.
Chairman/Clay City Pipe Company
Managing Member/BSC Land & Energy LLC |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 11,010 (1.65%) |
| 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 | Deer Hill, Inc/25% Ownership
Clay City Pipe – 1069 Units
BSC Land & Energy 1069 Units |

***ALSO INCLUDED IN SECTION 3(1) AND WITHIN TOTAL SHARES IN THE HILLYER CONTROL GROUP**

FNB, INC.
Report Item 4
December 31, 2023

- | | |
|---|---|
| 1. Name and address | Brad L. Hillyer

Dennison, Ohio
U.S.A. |
| 2. Principal occupation, if other than with the bank holding company organization | Attorney |
| 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 | Attorney & President/
Connolly, Hillyer, Lindsay & 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. | 7,237 (1.08%) |
| 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 | Connolly, Hillyer, Lindsay & 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 SHARES IN THE HILLYER CONTROL GROUP**

FNB, INC.
Report Item 4
December 31, 2023

- | | |
|--|---|
| 1. Name and address | Joseph J. Martinelli

Dennison, Ohio
U.S.A. |
| 2. Principal occupation, if other than with the bank holding company organization | Home Builder |
| 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 | 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. | 6,431 (.96%) |
| 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 | Joseph J. Martinelli Building & Remodeling/
100% Ownership
JJM Enterprises, LTD/ 33.33% Ownership |

FNB, INC.
Report Item 4
December 31, 2023

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|--|---|
| 1. Name and address | Lawrence J. Mosher

Dover, Ohio
U.S.A. |
| 2. Principal occupation, if other than with the bank holding company organization | Retired Bank Executive Officer |
| 3. Title or position with: | |
| a) The First National Bank of Dennison | Director |
| b) 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%) |
| 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 |

FNB, INC.
Report Item 4
December 31, 2023

- | | |
|---|---|
| 1. Name and address | Keith A. Willoughby

Dennison, Ohio
U.S.A. |
| 2. Principal occupation, if other than with the bank holding company organization | President, Willoughby & Co., Inc. |
| 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 | President/ Willoughby & Co., Inc.
Member/ K & K Enterprises of Tuscarawas County LLC |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 698 (.10%) |
| 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 | Willoughby & Co., Inc./ 100% Ownership
K & K Enterprises of Tuscarawas County LLC/ 50% Ownership |

FNB, Inc.
Report item 4
December 31, 2023

- | | |
|---|--|
| 1. Name and address | Jay R. Tolloti

Dover, Ohio
U.S.A. |
| 2. Principal occupation, if other than with the bank holding company organization | Dentist |
| 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 | President/
Dr. T's, Inc.
President/
Tolloti Dentistry, Inc. |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 500 (.07%) |
| 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. | Dr. T's, Inc./
100% Ownership
Tolloti Dentistry, Inc./
100% Ownership |

FNB, Inc.
Report item 4
December 31, 2023

- | | |
|--|---|
| 1. Name and address | Douglas L. Peterman

New Philadelphia, Ohio
U.S.A. |
| 2. Principal occupation, if other than with the bank holding company organization | President/
Peterman Plumbing & Heating, Inc. |
| 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 | President/
Peterman Plumbing & Heating, Inc. |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 40 (.01%) |
| 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 | Peterman Plumbing & Heating, Inc./
100% Ownership |

FNB, Inc.
Report item 4
December 31, 2023

- | | |
|---|--|
| 1. Name and address | Nichole Zesiger

New Philadelphia, Ohio
U.S.A |
| 2. Principal occupation, if other than with the bank holding company organization | President/
The First National Bank of Dennison |
| 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. | 708 (.11%) |
| 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 |

FNB, Inc.
Report item 4
December 31, 2023

- | | |
|--|--|
| 1. Name and address | Michelle Campbell

New Philadelphia, Ohio
U.S.A |
| 2. Principal occupation, if other than with the bank holding company organization | CFO/EVP
The First National Bank of Dennison |
| 3. Title or position with: | |
| a) FNB, Inc. | Secretary |
| b) The First National Bank of Dennison | Chief Financial Officer |
| 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. | 100 (.02%) |
| 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 |