

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.

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 chair of the board must sign the report. If the holding company is an Employee Stock Ownership Plan/Employee Stock Ownership Trust (ESOP/ESOT) formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, MINDY BOBAY

Name of the Holding Company Director and Official (FDHC C490)

EVP/CFO

Title of the Holding Company Director and Official (FDHC C491)

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.

MINDY BOBAY

Signature of Holding Company Director and Official (FDHC H321)

03/25/2025

Date of Signature (FDHC J196)

For Federal Reserve Bank Use Only

RSSD ID 1071333

C.I. _____

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.

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

12/31/2024

Month / Day / Year (FDHC 9999)

Reporter's Name, Street, and Mailing Address

EMPIRE BANCSHARES, INC.

Legal Title of Holding Company (FDHC 9017)

PO BOX 283

(Mailing Address of the Holding Company) Street / P.O. Box (FDHC 9110)

HICKSVILLE

OH

43526-1163

City (FDHC F206)

State (FDHC F207)

Zip Code (FDHC F208)

144 EAST HIGH STREET

Physical Location (if different from mailing address) Street / P.O. Box (FDHC 9028)

HICKSVILLE

OH

43526-1163

City (FDHC 9130)

State (FDHC 9200)

Zip Code (FDHC 9220)

Person to whom questions about this report should be directed:

MINDY BOBAY

EVP/CFO

Name (FDHC 8901)

Title (FDHC C496)

(419)542-7727 ext:

Area Code / Phone Number / Extension (FDHC 8902)

(419)542-8046

Area Code / FAX Number (FDHC 9116)

MBOBAY@THB.BANK

E-mail Address (FDHC 4086)

WWW.THB.BANK

Address (URL) for the Holding Company's web page (FDHC 4087)

Is confidential treatment requested for any portion of this report submission?

0=No

FDHC

1=Yes

C447

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 (FDHC KY38)

☐

2. a letter justifying this request has been provided separately (FDHC KY38)

☐

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 U.S. Securities and Exchange Commission (SEC), **indicate the status of Annual Report to Shareholders:**

- ☒ is included with the FR Y-6 report (FDHC PV65)
- ☐ will be sent under separate cover (FDHC PV65)
- ☐ is not prepared (FDHC PV65)

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? (Reporters must verify their item 2a, organization chart and 2b, domestic branch listing in Structure Central).

- ☒ Yes ☐ No (FDHC PV66)

Complete the remaining checklist for Report Items 2a, 2b, 3, and 4. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

- ☐ Yes ☒ No (FDHC PV67)

If checked Yes, the Reporter must report any changes to their organization chart as specified in Report Item 2a instructions.

Report Item 2b: Domestic Branch Listing

- ☐ Yes ☒ No (FDHC PV68)

If checked Yes, the Reporter must report any changes to their domestic branch listing as specified in Report Item 2b instructions.

Report Item 3: Securities Holders

- ☒ Yes ☐ No (FDHC PV69)

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

- ☒ Yes ☐ No (FDHC PV70)

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

Legal Name of Holding Company: Empire Bancshares, Inc.
FDHCPV71

Item 3(1)(a) Name	Item 3(1)(b) City	Item 3(1)(c) State	Item 3(1)(d) Country	Item 3(1)(e) Country of Citizenship or Incorporation	Item 3(1)(f) Describe the provisions of the trust or plan	Item 3(1)(g) For individuals Acting in Concert, Identify Name of Individuals or Group Acting in Concert.	Item 3(1)(h) For Trusts, Identify each trustee or designated individual that has the power to vote	Item 3(1)(i) Number of Securities - Common Stock	Item 3(1)(j) Number of Securities - Warrants	Item 3(1)(k) Number of Securities - Options	Item 3(1)(l) Number of Securities - Other	Item 3(1)(m) Percent of each class of voting securities owned, controlled, or held with power to vote in the holding company
FDHCPV72	FDHCPV73	FDHCPV74	FDHCPV75	FDHCPV76	FDHCPV77	FDHCPV78	FDHCPV79	FDHCPV80	FDHCPV81	FDHCPV82	FDHCPV83	FDHCPV84
Deborah Bagenstose	Bluffton	South Carolina	US	US	N/A	N/A	N/A	71,584.00	N/A	N/A	N/A	10.83%
Nancy A. Elder Trepashko	Glenview	Illinois	US	US	N/A	N/A	N/A	69,619.00	N/A	N/A	N/A	10.53%
Noah T. Smith	Fort Wayne	Indiana	US	US	N/A	N/A	N/A	37,996.00	N/A	N/A	N/A	5.75%
James P. Schmidt	Hicksville	Ohio	US	US	N/A	N/A	N/A	37,950.00	N/A	N/A	N/A	5.74%
Thomas H. Lagos	Springfield	Ohio	US	US	N/A	N/A	N/A	37,367.00	N/A	N/A	N/A	5.65%
CEDE & Co_Brokers & Securities Dealer	Jersey City	New Jersey	US	US	Financial Institution that processes stock certificate transfers for the DTC.	N/A	N/A	208,138.00	N/A	N/A	N/A	31.49%

To the best of our knowledge, there are no individual shareholders within the Cede & Co clearing house that holds more than 5% ownership of Empire Bancshares stock.

**Legal Name of Holding
Company: Empire
Bancshares, Inc.
FDHCPV71**

[illegible]

Legal Name of Holding Company: Empire
Bancshares, Inc.
FDHCPV98

Item 4(1)(a) Name	Item 4(1)(b) City	Item 4(1)(c) State	Item 4(1)(d) Country	Item 4(2) Principal Occupation if other than with holding company	Item 4(3)(a) Title or Position with the Holding Company	Item 4(3)(b) Percentage of each class of voting securities owned, controlled, or held with power to vote in the holding company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities)
FDHCPV99	FDHCPW00	FDHCPW01	FDHCPW02	FDHCPW03	FDHCPW04	FDHCPW05
Deborah Bagenstose	Bluffton	South Carolina	US	N/A	N/A	10.83%
Nancy A. Elder Trepashko	Glenview	Illinois	US	N/A	N/A	10.53%
Michael Bagenstose	Hilton Head Island	South Carolina	US	Musician	Director	0.08%
James P. Schmidt	Hicksville	Ohio	US	Auto Dealer	Director	5.74%
Stanley J. Yoder	Defiance	Ohio	US	Retired	Director	1.24%
Joel R. Nester	Bryan	Ohio	US	Agricultural Consultant	Director	0.39%
Mitchell D. Slattery	Edon	Ohio	US	Retired	Director/Vice Chairman	0.34%
Dennis M. Vetter	Hicksville	Ohio	US	Business Owner	Director/Chairman	1.08%
Ray M. Mendenhall	New Haven	Indiana	US	Farmer	Director	0.89%
Gina R. Wolfrum	Hicksville	Ohio	US	Artist	Director	0.09%
Greg Smitley	Fort Wayne	Indiana	US	N/A	Director/President & CEO	0.20%
Mindy Bobay	Hicksville	Ohio	US	N/A	Treasurer	0.07%
Carley Harvey	Antwerp	Ohio	US	N/A	Corporate Secretary	0.00%
CEDE & Co Brokers & Securities Dealer	Jersey City	New Jersey	US	N/A	N/A	31.49%

****To the best of our knowledge, there are
no individual shareholders within the
Cede & Co clearing house that holds
more than 5% ownership of Empire
Bancshares stock.****

Legal Name of Holding Company: Empire
 Bancshares, Inc.
 FDHCPV98

Item 4(1)(a)	Item 4(4)(a)	Item 4(4)(b)	Item 4(4)(c)
Name	Title or Position with direct and indirect subsidiaries	Name of direct and indirect subsidiaries in which Insider has a title or position or ownership in	Percentage of each class of voting securities owned, controlled, or held with power to vote in subsidiaries of the holding company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities)
FDHCPV99	FDHCPW06	FDHCPW07	FDHCPW08
James P. Schmidt	Director	The Hicksville Bank	None
Stanley J. Yoder	Director	The Hicksville Bank	None
Joel R. Nester	Director	The Hicksville Bank	None
Mitchell D. Slattery	Director/Vice Chairman	The Hicksville Bank	None
Dennis M. Vetter	Director/Chairman	The Hicksville Bank	None
Ray M. Mendenhall	Director	The Hicksville Bank	None
Gina R. Wolfrum	Director	The Hicksville Bank	None
Greg Smitley	Director/President & CEO	The Hicksville Bank	None
Mindy Bobay	EVP/Chief Financial Officer	The Hicksville Bank	None
Carley Harvey	AVP/Director of Human Resources	The Hicksville Bank	None

**Legal Name of Holding Company: Empire
Bancshares, Inc.
FDHCPV98**

Item 4(1)(a)	Item 4(5)(a)	Item 4(5)(b)	Item 4(5)(c)
Name	Title or Position with any other company in which the person is a director, trustee, partner, or executive officer.	Name of any other company in which the person is a director, trustee, partner, or executive officer, or owns, controls, or holds with power to vote 25% or more or its outstanding voting securities or proportionate in a partnership.	Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities), or proportionate interest held in a partnership, if 25% or more
FDHCPV99	FDHCPW09	FDHCPW10	FDHCPW11
James P. Schmidt	President & Owner	Jim Schmidt Family of Dealerships	100%
Joel R. Nester	Owner	Nester Ag LLC	51%
Dennis M. Vetter	President	Arc Solutions	None
Ray M. Mendenhall	Owner & Operator	State Line Farms LLC	100%
		Mendenhall Family Farms	100%
		K&M Mendenhall LLC	76%
Gina R. Wolfrum	Creative Director/Owner	Elegant Finishes dba Gina Wolfrum Art Studio LLC	100%
		Cardinal Creek Farm & Seed LLC	50%
		Sowing Sunshine LLC	50%