

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, Shon B Myers

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

President & CEO

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.

Shon B Myers

Signature of Holding Company Director and Official (FDHC H321)

07/14/2025

Date of Signature (FDHC J196)

For Federal Reserve Bank Use Only

RSSD ID 1071155

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

F&M BANCORP

Legal Title of Holding Company (FDHC 9017)

41 S. FIRST STREET

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

MIAMISBURG

OH

45343-0152

City (FDHC F206)

State (FDHC F207)

Zip Code (FDHC F208)

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

City (FDHC 9130)

State (FDHC 9200)

Zip Code (FDHC 9220)

Person to whom questions about this report should be directed:

SHON B MYERS

PRESIDENT & CEO

Name (FDHC 8901)

Title (FDHC C496)

(937)866-2455 ext:

Area Code / Phone Number / Extension (FDHC 8902)

(937)866-0401

Area Code / FAX Number (FDHC 9116)

SMYERS@BANKWITHFM.COM

E-mail Address (FDHC 4086)

None

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 <u>0</u>

In accordance with the General Instructions for this report (check only one),

- a letter justifying this request is being provided along with the report (FDHC KY38) ☐
- 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.

Form FR y-6
F&M Bancorp
Fiscal Year Ending December 31, 2024

Fiscal Year Ending December 31, 2024

											Percentage of each class of voting Securities	
Name	City	State	Country	Country of Citizenship or Incorporation	Describe the provisions of trust or plan	Name of individuals or group act in concert	For Trusts, identify each trustee	Number of Securities				
(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	(Column K)	(Column L)	(Column M)
Gregory Bell	Miamisburg	OH	USA	USA		N/A		19,127				5.77%
Cede & Co The Depository Trust Company	New York	NY	USA	USA		See Exhibit A		39,582				11.93%

Form FR y-6
F&M Bancorp
Fiscal Year Ending December 31, 2024

Fiscal Year Ending December 31, 2024

[illegible]

Report Item 3: Securities Holders - Question 3(1)(g)

Securities held by Cede & Co. for the beneficial interest of Others as of December 31, 2024

Brokers/Trust Companies	# of Shares Held	# of Positions
BofA Securities Inc.	1	1
Charles Schwab & Co., Inc.	219	5
D.A. Davidson & Co.	197	1
Edward Jones	2,858	6
Goldman Sachs & Co.	200	2
JPMorgan Chase Bank, NA	3,005	4
LPL Financial	3,824	3
Morgan Stanley Smith Barney, LLC	9,562	8
National Financial Services LLC	2,811	9
Oppenheimer & Co., Inc.	2,020	1
Pershing LLC	1,008	1
Raymond James & Associates, Inc.	1,248	1
SEI Private Trust Co.	526	2
Stifel, Nicolaus & Co., Inc.	268	1
The Park National Bank	1,880	2
UBS Financial Services Inc.	9,155	4
Vanguard Brokerage Services	800	1
	<hr/> 39,582	<hr/> 52

REPORT ITEM 4(1) - 4(3): IDENTIFY INSIDERS

Legal Title of Holding Company: F&M Bancorp

Name	City	State	Country	Principal Occupations if other than with Holding Company	Title or Position with the Holding Company	Percentage of each class voting securities owned/controlled
4(1)	4(1)	4(1)	4(1)	4(2)	4(3)	4(3)
(Column A)	(Column B)	(Column C)	(Column D)	(Column A)	(Column A)	(Column B)
Dr. Keith Basinger	Miamisburg	OH	USA	Eye doctor Miamisburg Vision	Director	0.13%
Gregory Bell	Miamisburg	OH	USA	Retired owner Bell Vault and Monument	Director	5.77%
Gregory Eagan	Evendale	OH	USA	N/A	Senior Vice-President, Chief Financial Officer	0.14%
Danielle L. Kuehnle	Miamisburg	OH	USA	Commerical relator Oberer Realty Services	Director	0.05%
Dawn M. Leonard	New Lebanon	OH	USA	Tax Specialist Veil Financial Solutions LLC.	Director	0.31%
Clint G. Morton	Lebanon	OH	USA	N/A	Senior Vice-President, Chief Lending Officer	1.05%
Shon B. Myers	Springboro	OH	USA	N/A	Director, Chairman, President and CEO	0.71%
Michael Sandner	Springboro	OH	USA	Attorney Pickrel, Schaeffer and Ebeling,	Director	0.09%
Cynthia K. Spencer	Carlise	OH	USA	N/A	Senior Vice-President	0.67%
Michael E. Stover	Kettering	OH	USA	Accountant (retired) Brady Ware & Company	Director	0.25%

REPORT ITEM 4(4): Roles and Shares Subsidiaries

Legal Title of Holding Company: F&M Bancorp

Name	Title or Position with direct and indirect subsidiaries	Name of subsidiaries insider has title or ownership	Percentage of each class voting securities owned/controlled
4(1)	4(4)	4(4)	4(4)
(Column A)	(Column A)	(Column B)	(Column C)

Dr. Keith Basinger	Director	Farmers & Merchants Bank	N/A
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Gregory Bell	Director	Farmers & Merchants Bank	N/A
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Gregory Eagan	Senior Vice-President, Chief Financial Officer	Farmers & Merchants Bank	N/A
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Danielle L. Kuehnle	Director	Farmers & Merchants Bank	N/A
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Dawn M. Leonard	Director	Farmers & Merchants Bank	N/A
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Clint G. Morton	Senior Vice-President, Chief Lending Officer	Farmers & Merchants Bank	N/A
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Shon B. Myers	Director, Chairman, President and CEO	Farmers & Merchants Bank	N/A
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Michael Sandner	Director	Farmers & Merchants Bank	N/A
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Cynthia K. Spencer	Senior Vice-President	Farmers & Merchants Bank	N/A
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Michael E. Stover	Director	Farmers & Merchants Bank	N/A
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REPORT ITEM 4(5): Roles and Shares Others

Legal Title of Holding Company: F&M Bancorp

Name	Title or Position with any other company they are	Name of other company in which director, partner, or executive	Percentage of each class voting securities owned/controlled
	director, partner, or executive	votes 25% or more	
4(1)	4(5)	4(5)	4(5)
(Column A)	(Column A)	(Column B)	(Column C)

Dr. Keith Basinger	Director	Tritan Partners LLC	50.00%
Dawn M. Leonard	Director	Veil Financial LLC	100.00%