

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, Mark A. Klein

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

Chairman, 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.

Mark A. Klein

Signature of Holding Company Director and Official (FDHC H321)

06/25/2025

Date of Signature (FDHC J196)

For Federal Reserve Bank Use Only

RSSD ID 1071454

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

SB FINANCIAL GROUP INC

Legal Title of Holding Company (FDHC 9017)

401 Clinton Street

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

DEFIANCE

City (FDHC F206)

OH

State (FDHC F207)

43512-0467

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:

ALEX SCHEELE

ACCOUNTANT II

Name (FDHC 8901)

Title (FDHC C496)

(419)782-8354 ext:

Area Code / Phone Number / Extension (FDHC 8902)

None

Area Code / FAX Number (FDHC 9116)

ALEX.SCHEELE@YOURSTATEBANK.COM

E-mail Address (FDHC 4086)

WWW.YOURSBFINANCIAL.COM

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.

Legal Name of Holding
Company: SB Financial
Group, Inc.
FDHCPV71

Item 3(1)(a)	Item 3(1)(b)	Item 3(1)(c)	Item 3(1)(d)	Item 3(1)(e)	Item 3(1)(f)	Item 3(1)(g)	Item 3(1)(h)	Item 3(1)(i)	Item 3(1)(j)	Item 3(1)(k)	Item 3(1)(l)	Item 3(1)(m)
Name	City	State	Country	Country of Citizenship or Incorporation	Describe the provisions of the trust or plan	For individuals Acting in Concert, Identify Name of Individuals or Group Acting in Concert.	For Trusts, Identify each trustee or designated individual that has the power to vote	Number of Securities - Common Stock	Number of Securities - Warrants	Number of Securities - Options	Number of Securities - Other	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
FJ Capital Management, LLC	McLean	VA	USA	USA	N/A	N/A	N/A	371,571.00	N/A	N/A	N/A	5.69%
Manulife Investment Management, LLC	Toronto	ON	CAN	CAN	N/A	N/A	N/A	481,000.00	N/A	N/A	N/A	7.36%
AllianceBernstein L.P.	New York	NY	USA	USA	N/A	N/A	N/A	468,306.00	N/A	N/A	N/A	7.17%
Cutler Capital Management, LLC	Worcester	MA	USA	USA	N/A	N/A	N/A	392,556.00	N/A	N/A	N/A	6.01%
Strategic Value Investors, LP	Cleveland	OH	USA	USA	N/A	N/A	N/A	352,815.00	N/A	N/A	N/A	5.40%
The Vanguard Group	Malvern	PA	USA	USA	N/A	N/A	N/A	341,989.00	N/A	N/A	N/A	5.23%

**Legal Name of Holding
Company: SB Financial
Group, Inc.
FDHCPV71**

[illegible]

Legal Name of
Holding Company:
SB Financial Group,
Inc.

FDHCPV98

Item 4(1)(a)	Item 4(1)(b)	Item 4(1)(c)	Item 4(1)(d)	Item 4(2)	Item 4(3)(a)	Item 4(3)(b)
Name	City	State	Country	Principal Occupation if other than with holding company	Title or Position with the Holding Company	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
Mark A. Klein	Defiance	OH	USA	N/A	Executive Officer by Definition	1.76%
Richard L. Hardgrove	Columbus	OH	USA	Retired	Lead Independent Director	0.23%
Gaylyn J. Finn	Bowling Green	OH	USA	Retired	Director	0.35%
Rita A. Kissner	Defiance	OH	USA	Retired	Director	0.35%
Timothy J. Stolly	Lima	OH	USA	Past President, Insurance Agency	Director	0.27%
George W. Carter	Paulding	OH	USA	Retired	Director	0.29%
William G. Martin	Bryan	OH	USA	President, Manufacturing	Director	0.27%
Tom R. Helberg	Scottsdale	AZ	USA	Legal Counsel & Principal, Law Firm	Director	0.22%
Timothy L. Claxton	Fort Wayne	IN	USA	Partner, Law Firm	Director	0.12%
Anthony V. Cosentino	Defiance	OH	USA	N/A	Executive Officer by Definition	0.81%
David A. Homoelle	Columbus	OH	USA	N/A	Executive Officer by Definition	0.15%
Keeta J. Diller	Defiance	OH	USA	N/A	Executive Officer by Definition	0.46%
Ernesto Gaytan	Canton	MI	USA	N/A	Executive Officer by Definition	0.26%
Steven A. Walz	Defiance	OH	USA	N/A	Executive Officer by Definition	0.16%

**Legal Name of Holding
Company: SB Financial Group,
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
Mark A. Klein	Director, Chairman, President, and CEO	SBFG and The State Bank and Trust Company	0.00%
Richard L. Hardgrove	Director	SBFG and The State Bank and Trust Company	0.00%
Gaylyn J. Finn	Director	SBFG and The State Bank and Trust Company	0.00%
Rita A. Kissner	Director	SBFG and The State Bank and Trust Company	0.00%
Timothy J. Stolly	Director	SBFG and The State Bank and Trust Company	0.00%
George W. Carter	Director	SBFG and The State Bank and Trust Company	0.00%
William G. Martin	Director	SBFG and The State Bank and Trust Company	0.00%
Tom R. Helberg	Director	SBFG and The State Bank and Trust Company	0.00%
Timothy L. Claxton	Director	SBFG and The State Bank and Trust Company	0.00%
Anthony V. Cosentino	EVP, CFO	SBFG and The State Bank and Trust Company	0.00%
David A. Homoelle	EVP, Residential Real Estate Executive	The State Bank and Trust Company	0.00%
Keeta J. Diller	EVP, Chief Operations Officer, Corporetate Secretary	SBFG and The State Bank and Trust Company	0.00%

Ernesto Gaytan	EVP, Chief Technology Innovation Officer	The State Bank and Trust Company	0.00%
Steven A. Walz	EVP, Chief Lending Officer	The State Bank and Trust Company	0.00%

Legal Name of
Holding Company:
SB Financial Group,
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
Mark A. Klein	N/A	MK Investments of Ohio, LLC	25%
Mark A. Klein	N/A	3K Enterprises, LLC	33%
Timothy J. Stolly	Past President	Stolly Insurance Agency, Inc.	N/A
Timothy J. Stolly	President	Lima Interfaith Senior Housing	N/A
Timothy J. Stolly	N/A	SOD, LLC Partnership	33%
Timothy J. Stolly	N/A	MTBKU, LLC	25%
George W. Carter	Director	Buckeye Power Inc.	N/A
George W. Carter	Director	United Utility Supply	N/A
William G. Martin	President and Director	Spangler Candy Company	N/A
William G. Martin	Board Member	Williams County Port Authority	N/A
William G. Martin	Board Member	National Confectioners Association	N/A
Tom R. Helberg	Legal Counsel and Principal	Bellevue Investors Co, LLC No. 3	N/A
Tom R. Helberg	N/A	BMT Productions, LLC	100%
Tom R. Helberg	N/A	Cheese E Properties, LLC	100%
Timothy L. Claxton	Partner	Burt Blee	N/A
Timothy L. Claxton	Secretary and Director	Stavreti Scholarship, Inc.	N/A