

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

4/12/23  
 251237 RSSD  
 PD 4/11/23

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.

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

December 31, 2022

Month / Day / Year

Reporter's Name, Street, and Mailing Address

CITIZENS COMMERCE BANCSHARES

Legal Title of Holding Company

PO BOX 1028

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

VERSAILLES KY 40383

City State Zip Code

534 MARSAILLES ROAD, VERSAILLES, KY

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

MICHELLE OXLEY DIRECTOR

Name Title

859-879-5879

Area Code / Phone Number / Extension

859-879-5979

Area Code / FAX Number

michelle.oxley@bankatcity.com

E-mail Address

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

I, MICHELLE OXLEY

Name of the Holding Company Director and Official

DIRECTOR

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.

*Michelle Oxley*

Signature of Holding Company Director and Official

4/10/23

Date of Signature

**For Federal Reserve Bank Use Only**

RSSD ID \_\_\_\_\_

C.I. \_\_\_\_\_

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.

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### 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

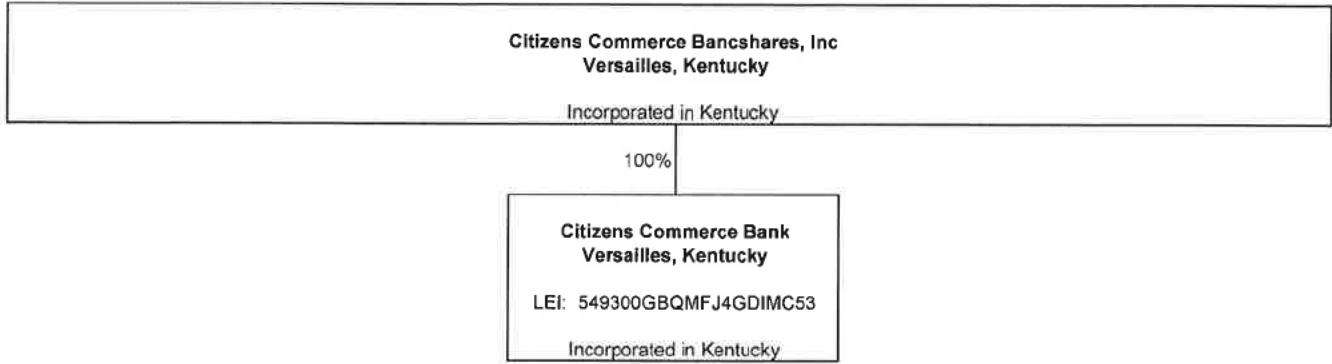
If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

**CITIZENS COMMERCE BANCSHARES, INC.**

**FRY-6**

**DECEMBER 31, 2022**

2a. Organizational Chart



**Note: LEI is n/a, unless noted**

**CITIZENS COMMERCE BANCSHARES, INC.**  
**FRY-6**  
**DECEMBER 31, 2022**

Results: A list of branches for your holding company: CITIZENS COMMERCE BANCSHARES, INC. (2702278) of VERSAILLES, KY.  
 The data are as of 12/31/2022. Data reflects information that was received and processed through 01/01/2023.

**Reconciliation and Verification Steps**

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

**Actions**

- OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
- Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
- Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
- Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
- Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

**Submission Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.  
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

**Note:**

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.  
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	2512347	CITIZENS COMMERCE BANK	534 MARSAILLES ROAD	VERSAILLES	KY	40383	WOODFORD	UNITED STATES	57015	0	CITIZENS COMMERCE BANK	2512347	
OK		Full Service	3764983	FRANKFORT BRANCH	108 SEA HERO ROAD	FRANKFORT	KY	40601	FRANKLIN	UNITED STATES	458293	2	CITIZENS COMMERCE BANK	2512347	
OK		Full Service	5229628	NICHOLS PARK BRANCH	4097 NICHOLS PARK DRIVE, SUITE 100	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	598300	4	CITIZENS COMMERCE BANK	2512347	
OK		Full Service	3929009	NICHOLASVILLE BRANCH	714 SOUTH MAIN STREET	NICHOLASVILLE	KY	40356	JESSAMINE	UNITED STATES	493072	3	CITIZENS COMMERCE BANK	2512347	
OK		Full Service	2849940	SOUTH MAIN STREET BRANCH	231 SOUTH MAIN STREET	VERSAILLES	KY	40383	WOODFORD	UNITED STATES	290607	1	CITIZENS COMMERCE BANK	2512347	

**CITIZENS COMMERCE BANCSHARES, INC.**

**FRY-6**

**DECEMBER 31, 2022**

Report item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/22				Shareholders 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 12/31/22		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities		(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Timothy Cambron Versailles, KY USA	USA	1,607,788 (Common Stock)	42.22%	None		
Dr. Denis King Frankfort, KY USA	USA	572,806 (Common Stock)	15.04%			
David Meyers Versailles, KY USA	USA	333,605 (Common Stock)	8.76%			

**Citizens Commerce Bancshares, Inc**  
**FR Y-6**  
**2022**

Report Item 4: Directors and Officers  
(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c).

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with other Businesses (include names of other businesses)	3807724  (4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(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.
Jeff Ball Nicholasville, KY USA	None	Director	Citizens Commerce Bank EVP/ President Nicholasville Market & Senior Lender Director	None	1.39%	0.00%	N/A
Tim Cambron Versailles, KY USA	Business Owner	Director	Citizens Commerce Bank Director	President - Ruggles Sign Co Partner - Creekside Farm Partner - CAMCO Properties, LLC Partner - NORBMAC, LLC Partner - Olde Post Office LLC	42.22%	0.00%	Ruggles Sign Co 30.00% Creekside Farm 25.00% CAMCO Properties, LLC 50.00% Olde Post Office LLC 25.00%
Dr. Dale Goodin Versailles, KY USA	Physician	Director	Citizens Commerce Bank Director	Partner - Central Ky. Medical Group, PSC	0.73%	0.00%	Central Ky. Medical Group, PSC 50.00%
Dr. Denis King Frankfort, KY USA	Veterinarian	Director	Citizens Commerce Bank Director	Partner-Warehouse Enterprises, LLC Partner-Meade Properties, LLC	15.04%	0.00%	Warehouse Enterprises, LLC 25.00% Meade Properties, LLC 33.33% MRK 25.00%
Michelle Oxley Versailles, KY USA	None	Treasurer Director	Citizens Commerce Bank President & CEO Director	None	2.50%	0.00%	N/A N/A
Ken Reed Versailles, KY USA	Retired	Director	Citizens Commerce Bank Director	None	2.24%	0.00%	N/A N/A
Barry Settles Versailles, KY USA	Attorney	Director	Citizens Commerce Bank Director	Owner- Barry Settles Law Office Owner-Frankfort Excel Properties, LLC Owner-Frankfort Champion Properties, LLC	2.37%	0.00%	Barry Settles Law Office 100.00% Frankfort Excel Properties, LLC 100.00% Frankfort Champion Properties, LLC 100.00%
Bill Shanks Versailles, KY USA	Retired	Director	Citizens Commerce Bank Director	Partner - Convenient Food Mart #175 Partner - M & W HHI Rentals, LLC	2.55%	0.00%	Convenient Food Mart #175 51.00% M & W HHI Rentals, LLC 50.00%
Frank Stark Versailles, KY USA	Retired	Chairman of the Board President/CEO	Citizens Commerce Bank Director	None	1.37%	0.00%	N/A N/A