Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners’ Loan Act. 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 chairman of the board must sign the report.

I, Michael T. Vynalek

Name of the Holding Company Director and Official

President & COO

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.

Signature of Holding Company Director and Official

07/12/2016

Date of Signature

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

For Federal Reserve Bank Use Only

RSSD ID 2A51106

C.I.

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

December 31, 2015

Month / Day / Year

N/A

Reporter’s Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter’s Name, Street, and Mailing Address

CNB Holdings, Inc.

100 East Main Street/P.O. Box 329

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

McConnelsville OH 43756

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Michael T. Vynalek President & COO

Name Title

740-962-4565

Area Code / Phone Number / Extension

740-962-6432

Area Code / FAX Number

mike.vynalek@cnb-online.net

E-mail Address

www.cnb-online.net

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

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☐ No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
Form FR Y-6

CNB Holdings, Inc.
McConnelsville, Ohio
Fiscal Year Ending December 31, 2015

Report Item

1. CNB Holdings, Inc. does prepare an annual report for its shareholders. Attached is a copy of the annual report.

2. Organizational Chart

```
          100%

  CNB Morgan Real Property, Ltd.*
  McConnelsville, Ohio
  Articles of Organization filed in Ohio

  CNB Holdings, Inc.*
  McConnelsville, Ohio
  Incorporated in Ohio

  The Citizens National Bank of McConnelsville*
  McConnelsville, Ohio
  National Charter

  CNB Morgan Jefferson Development, Ltd.*
  McConnelsville, Ohio
  Articles of Organization filed in Ohio

*LEI is n/a, unless noted.
```

Report Item 3: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2015.

(1) (a) Name, City, State: (1)(b) Country of Citizenship (1)(c) Number and Each Class of Voting Securities

Robert J. Christie, McConnelsville, OH USA 13,018 – 6 % Common Stock
John S. Christie, Columbus, OH USA 13,752 – 6 % Common Stock
Mary C. McIntyre, Vienna, VA USA 14,688 – 6 % Common Stock

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 12-31-15.

(2) (a), (b), and (c): N/A
<table>
<thead>
<tr>
<th>Name &amp; Address (City, State, Country)</th>
<th>Principal Occupation if other than with Bank Holding Co.</th>
<th>Title &amp; Position with BHC</th>
<th>Title &amp; Position with Subsidiary</th>
<th>Title &amp; Position with other businesses</th>
<th>Percentage of Voting Shares in BHC</th>
<th>Percentage of Voting Shares in Subsidiary</th>
<th>Names of companies or partnerships 25% or more of voting securities are held</th>
</tr>
</thead>
<tbody>
<tr>
<td>William R. Allen</td>
<td>Retired</td>
<td>Director</td>
<td>Director Citizens National Bank of McConnelsville</td>
<td>N/A</td>
<td>.94%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Terry L. Bragg</td>
<td>Retail Merchant</td>
<td>Director &amp; Vice Chairman</td>
<td>President</td>
<td></td>
<td>4.00%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>John K. Christie*</td>
<td>Attorney</td>
<td>Director</td>
<td>Attorney-At-Law Citizens National Bank of McConnelsville</td>
<td>.70%</td>
<td>None</td>
<td>John K. Christie, LLC. (100%)</td>
<td></td>
</tr>
<tr>
<td>Robert J. Christie*</td>
<td>Attorney &amp; Bank CEO</td>
<td>Director &amp; Chairman</td>
<td>Director &amp; Secretary Attorney-At-Law</td>
<td>5.67%</td>
<td>None</td>
<td>Kennebec, Inc. (33.3%) Robert J. Christie, LLC. (100%)</td>
<td></td>
</tr>
<tr>
<td>Alyce P. Lutz</td>
<td>Retired</td>
<td>Director</td>
<td>Director Citizens National Bank of McConnelsville</td>
<td>N/A</td>
<td>.65%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Philip L. Tome</td>
<td>Retired</td>
<td>Director &amp; Secretary</td>
<td>Director &amp; Secretary Citizens National Bank of McConnelsville</td>
<td>N/A</td>
<td>2.57%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Michael T. Vynalek</td>
<td>N/A</td>
<td>Director &amp; President</td>
<td>Director President &amp; CO Citizens National Bank of McConnelsville</td>
<td>N/A</td>
<td>1.87%</td>
<td>None</td>
<td>N/A</td>
</tr>
</tbody>
</table>
## Form FR Y-6
### CNB Holdings, Inc.
#### Fiscal Year Ending December 31, 2015

**Report Item 4: Directors and Officers (Continued)**

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Principal Occupation</th>
<th>Title &amp; Position with BHC</th>
<th>Title &amp; Position with Subsidiary</th>
<th>Title &amp; Position with other businesses</th>
<th>Percentage of Voting Shares in BHC</th>
<th>Percentage of Voting Shares in Subsidiary</th>
<th>(4)(c) Names of companies or partnerships 25% or more of voting securities are held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Darl E. Hann</td>
<td>Merchant</td>
<td>Director</td>
<td>Director Citizens National Bank of McConnelsville</td>
<td>President Owner Part Owner President</td>
<td>2.36%</td>
<td>None</td>
<td>Hann Manufacturing, Inc. (100%) Hann Malta Ltd. (100%) DSC North 60 Service (60%) Ohio Hardwood &amp; Plywood (100%)</td>
</tr>
<tr>
<td>Gary E. Hamilton</td>
<td>CPA</td>
<td>Director</td>
<td>Director Citizens National Bank of McConnelsville</td>
<td>General Partner</td>
<td>.05%</td>
<td>None</td>
<td>Hamilton, Waltman, Obenour Melsheimer &amp; Assoc., LLC (25%)</td>
</tr>
<tr>
<td>Matthew A. Carpenter</td>
<td>N/A</td>
<td>Vice President</td>
<td>Vice President Citizens National Bank of McConnelsville</td>
<td>N/A</td>
<td>.53%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>John S. Christie*</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>Vice President Citizens National Bank of McConnelsville</td>
<td>5.99%</td>
<td>None</td>
<td>Kennebec, Inc. (33.3%)</td>
</tr>
<tr>
<td>Mary C. McIntyre*</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>5.99%</td>
<td>None</td>
<td>Kennebec, Inc. (33.3%)</td>
</tr>
<tr>
<td>Marcia E. Christie*</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>2.62%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Andrew E. Christie*</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>.70%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Michael T. Christie*</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>.70%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Lindsey T. Burt*</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>.35%</td>
<td>None</td>
<td>N/A</td>
</tr>
</tbody>
</table>
Form FR Y-6
CNB Holdings, Inc.
Fiscal Year Ending December 31, 2015

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

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Principal Occupation</th>
<th>Title &amp; Position with BHC</th>
<th>Title &amp; Position with Subsidiary</th>
<th>Title &amp; Position with other businesses</th>
<th>Percentage of Voting Shares in BHC</th>
<th>Percentage of Voting Shares in Subsidiary</th>
<th>(4)(c) Names of companies or partnerships 25% or more of voting securities are held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Robert M. Christie*</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>.35%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Columbus, Oh</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sara Jo Christie*</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>.35%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Columbus, Oh</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*Common family members.
Results: A list of branches for your depository institution: CITIZEN NATIONAL BANK OF MCOKEELSVILLE. THE (ID: RBSO- 480020).
This depository institution is held by ONE HOLDINGS, INC. [291336] OF MCOKEELSVILLE, OH.
The data are as of 12/31/2013. Data reflects information that was received and processed through DE/07/2016.

**Personal Data and Verification Statement**

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
   1. 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 signed 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's 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 UNIV, Office Number, and ID, KSO columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RBSO</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNIV*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RBSO*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>6800200</td>
<td>CITIZEN NATIONAL BANK OF MCOKEELSVILLE, THE</td>
<td>102417 MAIN STREET</td>
<td>MCOKEELSVILLE</td>
<td>OH</td>
<td>43706</td>
<td>MUSKINGUM</td>
<td>UNITED STATES</td>
<td>4448</td>
<td>680020</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>2146694</td>
<td>DUNCAN FALLS BRANCH</td>
<td>4015 MAIN STREET</td>
<td>DUNCAN FALLS</td>
<td>OH</td>
<td>41375</td>
<td>MUSKINGUM</td>
<td>UNITED STATES</td>
<td>211084</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>