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)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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. 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.

I. M. B. DENHAM, JR.

Name of the Holding Company Director and Official

TREASURER

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

03/21/2017

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
C.I.

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

December 31, 2016

City
KY
Zip Code
41056

FINANCIALS

MAYSVILLE
20 WEST SECOND ST.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

SCOTT A. SMITH
 ASSISTANT TREASURER

Name
Title

Area Code / Phone Number / Extension
606-564-4001

Area Code / FAX Number
606-564-5443

E-mail Address
ssmith@bankofmaysville.com

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

www.bankofmaysville.com

Is confidential treatment requested for any portion of this report submission? ☐ No ☑ Yes

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."

0-12/2016
FRY-6
REPORT ITEM 1

ANNUAL REPORTS TO SHAREHOLDERS

The bank holding company prepares an annual report for its securities holders. One copy is enclosed.
FIRST BANK OF KENTUCKY CORPORATION

100% Ownership

BANK OF MAYSVILLE
LEI is N/A unless noted

Both companies are incorporated in the state of Kentucky and located in Maysville, Kentucky @20 West Second St., Maysville, Kentucky 41056
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.
FRY-6
ITEM 3

SHAREHOLDERS

<table>
<thead>
<tr>
<th>NAME (1)(a)</th>
<th>ADDRESS (1)(a)</th>
<th>(1)(b)</th>
<th>SHARES (1)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>JAMES A. FINCH</td>
<td>MAYSVILLE, KY USA</td>
<td>13,880</td>
<td>16.28%</td>
</tr>
<tr>
<td>BARBARA FINCH BROTHERS</td>
<td>MAYSVILLE, KY USA</td>
<td>11,150</td>
<td>13.08%</td>
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<tr>
<td>BANK OF MAYSVILLE TRUST DEPARTMENT</td>
<td>MAYSVILLE, KY USA</td>
<td>9,170</td>
<td>10.76%</td>
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3(2)
SAME AS ITEM 3(1)
<table>
<thead>
<tr>
<th>NAME</th>
<th>ADDRESS</th>
<th>COUNTRY</th>
<th>POSITION IN HOLDING CO</th>
<th>POSITION IN OTHER COMPANIES</th>
<th>PRINCIPAL OCCUPATION</th>
<th>NO. SHARES AND PERCENTAGE OF HOLDING CO. SUBSIDIARY</th>
<th>OTHER COMPANIES</th>
</tr>
</thead>
<tbody>
<tr>
<td>JAMES A. FINCH</td>
<td>MAYSVILLE, KY</td>
<td>USA</td>
<td>PRESIDENT</td>
<td>PRESIDENT</td>
<td>BUSINESSMAN</td>
<td>13,860SHRS. (16.26%)</td>
<td>FIRST BANK OF KY</td>
</tr>
<tr>
<td>M. B. DENHAM, JR.</td>
<td>MAYSVILLE, KY</td>
<td>USA</td>
<td>DIRECTOR, TREASURER</td>
<td>N/A</td>
<td>BANKER</td>
<td>901 SHRS. (1.06%)</td>
<td>STANDARD TOB. CO. 90%</td>
</tr>
<tr>
<td>THOMAS R. CLARKE</td>
<td>MAYSVILLE, KY</td>
<td>USA</td>
<td>DIRECTOR</td>
<td>N/A</td>
<td>RETIRED LICENSED INSURANCE AGENT</td>
<td>545 SHRS. (.64%)</td>
<td>Clarke Insurance AGENCY 50%</td>
</tr>
<tr>
<td>JOHN G. MCDOWELL</td>
<td>MAYSVILLE, KY</td>
<td>USA</td>
<td>VICE CHAIRMAN</td>
<td>PARTNER</td>
<td>DENTIST</td>
<td>400 SHRS. (.47%)</td>
<td>FIRST BANK OF KY</td>
</tr>
<tr>
<td>FRED D. TONCRAY</td>
<td>MAYSVILLE, KY</td>
<td>USA</td>
<td>DIRECTOR, SECRETARY</td>
<td>PRESIDENT</td>
<td>PHARMACIST</td>
<td>350 SHRS. (.41%)</td>
<td>MCDOWELL &amp; FARRIS DMD, LLC</td>
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<tr>
<td>DAVID W. CARMELLE</td>
<td>MAYSVILLE, KY</td>
<td>USA</td>
<td>DIRECTOR</td>
<td>N/A</td>
<td>WAREHOUSEMAN</td>
<td>1949 SHRS. (2.29%)</td>
<td>FIRST BANK OF KY</td>
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<tr>
<td>CHARLES A. CALVERT</td>
<td>MAYSVILLE, KY</td>
<td>USA</td>
<td>DIRECTOR</td>
<td>N/A</td>
<td>RETIRED INSURANCE AGENT</td>
<td>462 SHRS. (.54%)</td>
<td>N/A</td>
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<tr>
<td>JOHN M. WALTONJR.</td>
<td>MAYSVILLE, KY</td>
<td>USA</td>
<td>DIRECTOR</td>
<td>N/A</td>
<td>FARMER</td>
<td>1750 SHRS. (2.05%)</td>
<td>FIRST BANK OF KY</td>
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<tr>
<td>MICHAEL C. GLASS</td>
<td>MAYSVILLE, KY</td>
<td>USA</td>
<td>DIRECTOR</td>
<td>N/A</td>
<td>VETERINARIAN</td>
<td>100 SHRS. (.12%)</td>
<td>GLASS &amp; BIDDLE PSC 51%</td>
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<tr>
<td>JULIE FINCH CORLIS</td>
<td>MAYSVILLE, KY</td>
<td>USA</td>
<td>DIRECTOR</td>
<td>N/A</td>
<td>CUSTOMER SERVICE REPRESENTATIVE</td>
<td>10 SHRS. (0.01%)</td>
<td>N/A</td>
</tr>
<tr>
<td>Name</td>
<td>Location</td>
<td>Title</td>
<td>Shares</td>
<td>Value</td>
<td>Bank</td>
<td>Percentage</td>
<td></td>
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<tr>
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<tr>
<td>JOHN R. HUTCHINGS, IV</td>
<td>MAYS LICK, KY</td>
<td>VICE PRESIDENT &amp; TRUST OFFICER</td>
<td>N/A</td>
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<td>FIRST BANK OF KY</td>
<td>32 SHRS. (.04%)</td>
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<tr>
<td>LESLIE ANNE WALTON</td>
<td>MAYSVILLE, KY</td>
<td>ASST. SECRETARY FIRST BANK OF KY</td>
<td>N/A</td>
<td></td>
<td>FIRST BANK OF KY</td>
<td>53 SHRS. (.08%)</td>
<td></td>
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<tr>
<td>SCOTT SMITH</td>
<td>MAYSVILLE, KY</td>
<td>ASST. TREASURER FIRST BANK OF KY</td>
<td>N/A</td>
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<td>FIRST BANK OF KY</td>
<td>35 SHRS. (.04%)</td>
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<tr>
<td>VICKY LOWE</td>
<td>MAYSVILLE, KY</td>
<td>VICE PRESIDENT &amp; TRUST OFFICER</td>
<td>N/A</td>
<td></td>
<td>FIRST BANK OF KY</td>
<td>5 SHRS. (.01%)</td>
<td></td>
</tr>
<tr>
<td>LANA CLARK</td>
<td>MAYSVILLE, KY</td>
<td>VICE PRESIDENT BANK OF MAYSVILLE</td>
<td>N/A</td>
<td></td>
<td>FIRST BANK OF KY</td>
<td>5 SHRS. (.01%)</td>
<td></td>
</tr>
</tbody>
</table>