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, 1850(a)(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, Kevin Lewis  
Name of the Holding Company Director and Official  
Board 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 281, 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  
03/30/2017  
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: 2668589  
C.I.

Date of Report (top-tier holding company's fiscal year-end):  
December 31, 2016  
Month / Day / Year  
N/A  
Reporters' Legal Entity Identifier (LEI) (20-Character LEI Code)  
Reporters' Name, Street, and Mailing Address  
Portage Bancshares, Inc.  
Legal Title of Holding Company  
1311 East Main St  
(Mailing Address of the Holding Company) Street / P.O. Box  
Ravenna  
OH  
44266  
City  
State  
Zip Code  
Same  
Physical Location (if different from mailing address)  
Person to whom questions about this report should be directed:  
Donald D Herman  
Name  
VP & CFO  
Title  
330-296-8090  
Area Code / Phone Number / Extension  
330-296-1499  
Area Code / FAX Number  
dherman@pcbbank.com  
E-mail Address  
www.pcbbank.com  
Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission?  
0 = No  
1 = 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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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.

12/2016
Report Item

1. The BHC is not required to prepare form 10K with the SEC. The BHC prepares an annual report for its shareholders, but 2016 reports are not yet available. We will send two copies of our 2016 annual report upon completion.

2. Organizational Chart:

```
Portage Bancshares, Inc.
Ravenna, Ohio
Incorporated in Ohio

100%  100%

Portage Community Bank
Ravenna, Ohio
Incorporated in Ohio

Portage Bancshares Capital Trust I
Ravenna, Ohio
Incorporated in Ohio
```

NOTE: Legal Entity Identifier (LEI) = N/A
Results: A list of branches for your depository institution: PORTAGE COMMUNITY BANK (ID_RSSID: 2668598).
This depository institution is held by PORTAGE BANCORP, INC. (ID_RSSID: 2668598) of RAVENNA, OH.
The data are as of 12/31/2016. Data reflects information that was received and processed through 02/10/2017.

Reconciliation and Verification Steps
1. In the Data Action columns 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 only via the FR Y-10 Online application - https://y10online.federalreserve.gov.

* FDIC UNIRNUM, Office Number, and ID_RSSID 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_RSSID</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 UNIRNUM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RSSID</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>2668598</td>
<td>PORTAGE COMMUNITY BANK</td>
<td>1111 EAST MAIN STREET</td>
<td>RAVENNA</td>
<td>OH</td>
<td>44266</td>
<td>PORTAGE</td>
<td>UNITED STATES</td>
<td>61532</td>
<td>0</td>
<td>PORTAGE COMMUNITY BANK</td>
<td>2668598</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3675744</td>
<td>KENT OFFICE</td>
<td>1532 SOUTH WATER STREET</td>
<td>KENT</td>
<td>OH</td>
<td>44240</td>
<td>PORTAGE</td>
<td>UNITED STATES</td>
<td>465910</td>
<td>1</td>
<td>PORTAGE COMMUNITY BANK</td>
<td>2668598</td>
<td></td>
</tr>
</tbody>
</table>
Report Item 3: Shareholders
1.a 1.b 1.c  2.a 2.b 2.c

<table>
<thead>
<tr>
<th>Current Shareholders with ownership, control of holdings of 5% or more with power to vote as of 12/31/2016</th>
<th>Shareholders not listed in 3]1.a - 3]1.c that had ownership, control or holdings of 5% or more with power to vote during the fiscal YE 12/31/2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.a Name &amp; Address (City, State, Country)</td>
<td>2.a Name &amp; Address (City, State, Country)</td>
</tr>
<tr>
<td>1.b Country of Citizenship or Incorporation</td>
<td>2.b Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>1.c Number &amp; Percentage of each Class of Voting Securities</td>
<td>2.c Number &amp; Percentage of each Class of Voting Securities</td>
</tr>
<tr>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Name &amp; Address</td>
<td>Principal Occupation if other than with Bank Holding Company</td>
</tr>
<tr>
<td>---------------</td>
<td>-------------------------------------------------------------</td>
</tr>
<tr>
<td>Tim Crook Kent, Ohio</td>
<td>Retired</td>
</tr>
<tr>
<td>James Damicone Hudson, Ohio</td>
<td>Small Business Owner</td>
</tr>
<tr>
<td>Richard Leonard Stevensville, MD</td>
<td>Retired</td>
</tr>
<tr>
<td>Margaret Medzie Ravenna, Ohio</td>
<td>VP Development &amp; Donor Engagement</td>
</tr>
<tr>
<td>Aaron Moats Ravenna, Ohio</td>
<td>Optometrist</td>
</tr>
<tr>
<td>Tom Siciliano Rootstown, Ohio</td>
<td>Small Business Owner</td>
</tr>
<tr>
<td>Richard J. Coe Ravenna, Ohio</td>
<td>N/A</td>
</tr>
<tr>
<td>Kevin T. Lewis Ravenna, OH</td>
<td>N/A</td>
</tr>
</tbody>
</table>