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, 1860c(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.

Dean J. Miller
Name of the Holding Company Director and Official

President & CEO
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

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, 2017
Month / Day / Year

N/A
Reporters' Legal Entity Identifier (LEI) (20-Character LEI Code)

First BancShares Inc.
Legal Title of Holding Company
120 North Street/PO Box 210
(Mailing Address of the Holding Company) Street / P.O. Box
Bellevue OH 44811
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
David E. Jarvis Sr. Vice President
Name Title

419.483.7840
Area Code / Phone Number / Extension
419.483.0006
Area Code / FAX Number

JarvisD@fnblifetime.com
E-mail Address

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

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

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, 2201 C Street, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

03/2018
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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</table>
First BancShares, Inc.
120 North Street
Bellevue OH 44811
419-483-7340


Report Item 2A:  The First National Bank of Bellevue* and First Bellevue Properties*, Inc., 120 North Street, Huron County, Bellevue, Ohio 44811, are wholly owned subsidiaries of First BancShares, Inc., a holding company. First BancShares, Inc. is Incorporated in Ohio. The organizations do not have an LEI.

(1)  None
(2)  None
(3)  None

Report Item 2B:  See Attachment.

Report Item 3:  None

Report Item 4:  See Attachment

*LEI is not applicable.
## Executive Officers

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Principal Occupation if other than with Holding Company</th>
<th>Title &amp; Position with Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Percentage of Voting Shares in Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>List names of other companies (include partnerships) if 25% or more of voting securities are held.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Brian K. Harr</td>
<td>N/A</td>
<td>Vice President</td>
<td>Executive Vice President/CLO</td>
<td>N/A</td>
<td>0.3314%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Bellevue, OH</td>
<td>N/A</td>
<td></td>
<td>(First National Bank)</td>
<td>Vice President</td>
<td>(First Bellevue Properties, Inc.)</td>
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<td></td>
<td>N/A</td>
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<td>(First Bellevue Properties, Inc.)</td>
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<td></td>
</tr>
<tr>
<td>Deborah L. Hawkins</td>
<td>N/A</td>
<td>Vice President &amp; Secretary</td>
<td>Sr. Vice President/Secretary</td>
<td>N/A</td>
<td>0.5401%</td>
<td>N/A</td>
<td>N/A</td>
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<td>Bellevue, OH</td>
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<td>(First Bellevue Properties, Inc.)</td>
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<td>N/A</td>
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<td>(First National Bank)</td>
<td>Vice President/Secretary</td>
<td>(First Bellevue Properties, Inc.)</td>
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<td></td>
</tr>
<tr>
<td>David E. Jarvis</td>
<td>N/A</td>
<td>N/A</td>
<td>Sr. Vice President/CTO</td>
<td>N/A</td>
<td>0.6676%</td>
<td>N/A</td>
<td>N/A</td>
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<td>(First Bellevue Properties, Inc.)</td>
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<tr>
<td>Edmund M. Schafer</td>
<td>N/A</td>
<td>Vice President &amp; Treasurer</td>
<td>Sr. Vice President/CFO</td>
<td>N/A</td>
<td>0.0000%</td>
<td>N/A</td>
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<tr>
<td>Port Clinton, OH</td>
<td>N/A</td>
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<td>(First National Bank)</td>
<td>Vice President/Treasurer</td>
<td>(First Bellevue Properties, Inc.)</td>
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<td>N/A</td>
<td></td>
<td>(First National Bank)</td>
<td>Vice President/Treasurer</td>
<td>(First Bellevue Properties, Inc.)</td>
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</tbody>
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### First Bancshares, Inc.

**December 31, 2017**

- **Sharon L. Barnes**
  - Huron, OH, USA
  - Director
  - %: 0.1167%
  - Subsidiaries: (First Bellevue Properties, Inc.)
  - Owner: First National Bank
- **John A. Coppeler**
  - Port Clinton, OH, USA
  - Attorney
  - Partner
  - %: 1.1724%
  - Subsidiaries: (First Bellevue Properties, Inc.)
  - Owner: First National Bank
- **Adam L. Crockett**
  - Clyde, OH, USA
  - Golf Course Owner
  - Co-Owner/Sec-Treas.
  - %: 0.0351%
  - Subsidiaries: (First Bellevue Properties, Inc.)
  - Owner: First National Bank
- **Steven L. Mays, DVM**
  - Bellevue, OH, USA
  - Veterinarian
  - Director & Chairman
  - %: 1.2217%
  - Subsidiaries: (First Bellevue Properties, Inc.)
  - Owner: First National Bank
- **Duffield E. Milkie**
  - Sandusky, OH, USA
  - Attorney
  - Director
  - %: 0.1149%
  - Subsidiaries: (First Bellevue Properties, Inc.)
  - Vice President/Sec-Treas.
  - Owner: First National Bank
- **Dean J. Miller**
  - Bellevue, OH, USA
  - N/A
  - Director & President/CEO
  - %: 1.5741%
  - Subsidiaries: (First Bellevue Properties, Inc.)
  - Owner: First National Bank
- **Melvin H. Miller**
  - Port Clinton, OH, USA
  - Retired Contractor
  - Director
  - %: 0.2145%
  - Subsidiaries: (First Bellevue Properties, Inc.)
  - Owner: First National Bank
- **James V. Stouffer, Jr.**
  - Port Clinton, OH, USA
  - Corporate Management
  - Director
  - %: 0.1149%
  - Subsidiaries: (First Bellevue Properties, Inc.)
  - Owner: First National Bank
- **Michael K. Winthrop**
  - Bellevue, OH, USA
  - Hospital Administrator
  - Director
  - %: 0.7200%
  - Subsidiaries: (First Bellevue Properties, Inc.)
  - Owner: First National Bank

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**Executive Officers**

- **Brian K. Harr**
  - Bellevue, OH, USA
  - N/A
  - Vice President
  - Executive Vice President/CLO
  - %: 0.3314%
  - Subsidiaries: (First Bellevue Properties, Inc.)
  - Owner: First National Bank

- **Deborah L. Hawkins**
  - Bellevue, OH, USA
  - N/A
  - Vice President & Secretary
  - Sr. Vice President/Secretary
  - %: 0.5401%
  - Subsidiaries: (First Bellevue Properties, Inc.)
  - Owner: First National Bank

- **David E. Jarvis**
  - Bellevue, OH, USA
  - N/A
  - N/A
  - Sr. Vice President/CTO
  - %: 0.6676%
  - Subsidiaries: (First Bellevue Properties, Inc.)
  - Owner: First National Bank

- **Edmund M. Schafer**
  - Port Clinton, OH, USA
  - N/A
  - Vice President & Treasurer
  - Sr. Vice President/CFO
  - %: 0.0000%
  - Subsidiaries: (First Bellevue Properties, Inc.)
  - Owner: First National Bank
This depository institution is held by FIRST BANCSHARES INC. (1071258) of BELLEVUE, OH. The data are as of 12/31/2017. Data reflects information that was received and processed.

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.
- **Close:** If a branch listed was sold or closed, enter ‘Close’ in the Data Action 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.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape format.

Submission Procedure
When you are finished, send a saved copy to your FRB contact. See the detailed instructions below.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line.

Note:
To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application.

*FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification is not required.*

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<th>Branch ID</th>
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<td>FREMONT BRANCH</td>
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<td>Full Service</td>
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<td>Full Service</td>
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<td>CATAWBA BRANCH</td>
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<td>Full Service</td>
<td>2571595</td>
<td>PORT CLINTON BRANCH</td>
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<td>1847211</td>
<td>PUT-IN-BAY BRANCH</td>
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l the sale or closure date in the Effective Date column.

in the Data Action column.

‘ in the Data Action column and the opening or acquisition date in the Effective Date column.

cape orientation, page scaling, and/or legal sized paper.

ctions on this site for more information.

\ the subject line of the e-mail.

Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.

:ion of these values is not required.

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<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
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<td>120 NORTH STREET</td>
<td>BELLEVUE</td>
<td>OH</td>
<td>44811</td>
<td>HURON</td>
<td>UNITED ST</td>
<td>Not Requir</td>
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<td>122 E MCPHERSON HWY</td>
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<td>43452</td>
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