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, 1859a(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 an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Todd A. Mason
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
09/24/2018
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
NA
Reporters' Legal Entity Identifier (LEI) (20-Character LEI Code)
Reporters' Name, Street, and Mailing Address

Pandora Bancshares, Incorporated
Legal Title of Holding Company
102 E. Main St., P.O. Box 329
(Mailing Address of the Holding Company) Street / P.O. Box
Pandora
OH
45877
City
State
Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Larry E. Hoffman
EVP & CFO
Name
Title
419-384-9101
Area Code / Phone Number / Extension
419-384-7404
Area Code / FAX Number
lhoffman@e-fnb.com
E-mail Address

www.e-fnb.com
Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? ☐ ☑
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.

03/2018
Annual Report of Bank Holding Companies - FR Y-6
Pandora Bancshares, Incorporated
Fiscal Year Ending December 31, 2017

Report Item 1: Annual Report to Shareholders
Separate PDF File

Report Item 2a: Organization Chart

Pandora Bancshares, Incorporated
Pandora, Ohio
Incorporated in Ohio
LEI: N/A

100%

The First National Bank of Pandora
Pandora, Ohio
Incorporated in Ohio
LEI: 549300ROUYYKL22P3T17

Report Item 2b: Domestic Branch Listing
Included in PDF

Report Item 3: Securities Holders
see tab Item 3

Report Item 4: Insiders
see tab Item 4
### Report Item 3: Securities Holders

<table>
<thead>
<tr>
<th>Current Securities Holders with ownership, control or holdings of</th>
<th>Securities Holders not listed in 3(1)(a) through (3)(1)(c) that had</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)(a)</td>
<td>(1)(b)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name &amp; Address (City, State, Country)</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
<th>Name &amp; Address (City, State, Country)</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cede &amp; Company</td>
<td>USA</td>
<td>23,545 - 18.64% Common Stock</td>
<td>NA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>New York, NY USA</td>
<td>USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Edward Diller</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trustee</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Karen Diller (wife)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fort Thomas, KY USA</td>
<td>USA</td>
<td>6,563 - 5.20% Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John Arnold</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Findlay, OH USA</td>
<td>USA</td>
<td>8,096 - 6.41% Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Names &amp; Address (City, State, Country)</td>
<td>Principal Occupation if other than with holding company</td>
<td>Title &amp; Position with holding company</td>
<td>Title &amp; Position with Subsidiaries (include names of other businesses)</td>
<td>Title &amp; Position with Other Businesses (include names of other businesses)</td>
<td>Percentage of Voting Securities in holding company</td>
</tr>
<tr>
<td>--------------------------------------</td>
<td>--------------------------------------------------------</td>
<td>--------------------------------------</td>
<td>--------------------------------------------------</td>
<td>-----------------------------------------------------------------------</td>
<td>-----------------------------------------------</td>
</tr>
<tr>
<td>J. Peter Suter</td>
<td>Local Business Owner</td>
<td>Director &amp; Chairman</td>
<td>N/A</td>
<td>N/A</td>
<td>0.37%</td>
</tr>
<tr>
<td>Jared Lehman Bluffton, OH USA</td>
<td>President &amp; CEO Lima Family YMCA</td>
<td>Director &amp; Secretary</td>
<td>N/A</td>
<td>N/A</td>
<td>0.37%</td>
</tr>
<tr>
<td>Randal Verhoff Ottawa, OH USA</td>
<td>CPA Verhoff &amp; Company, LLC</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.51%</td>
</tr>
<tr>
<td>John Arnold Findlay, OH USA</td>
<td>Local Business Owner</td>
<td>Director &amp; Vice Chairman</td>
<td>N/A</td>
<td>N/A</td>
<td>6.41%</td>
</tr>
<tr>
<td>Scott Basinger Pandora, OH USA</td>
<td>Esq</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.28%</td>
</tr>
<tr>
<td>Todd Mason</td>
<td>President &amp; CEO</td>
<td>President/CEO First National Bank of Pandora</td>
<td>N/A</td>
<td></td>
<td>3.17%</td>
</tr>
<tr>
<td>Name</td>
<td>Title</td>
<td>Bank</td>
<td>Position</td>
<td>Role</td>
<td>Interests</td>
</tr>
<tr>
<td>-----------------------</td>
<td>----------------------</td>
<td>-------------------------------</td>
<td>---------------------------</td>
<td>-------------------------------</td>
<td>-----------</td>
</tr>
<tr>
<td>Chris Alexander</td>
<td>Lending Executive</td>
<td>N/A</td>
<td>Executive VP &amp; Findlay</td>
<td>City Executive First</td>
<td>National Bank of Pandora</td>
</tr>
<tr>
<td>Findlay, OH USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Larry Hoffman</td>
<td>CFO</td>
<td>N/A</td>
<td>Executive VP &amp; CFO First</td>
<td>National Bank of Pandora</td>
<td>N/A</td>
</tr>
<tr>
<td>Bluffton, OH USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Brendon Matthews</td>
<td>Lending Executive</td>
<td>N/A</td>
<td>Executive VP &amp; Senior</td>
<td>Lender First National Bank</td>
<td>Pandora</td>
</tr>
</tbody>
</table>
Reconciliation and Verification Steps
1. In the **Data Action** column of each branch row, enter one or more of the actions specified below:
   - **Actions**: If required, enter the date in the **Effective Date** column.
     - **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.

Submittal 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 emailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
To satisfy the **FY 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 UNION ID, Office Number, and ID Ross 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>Country</th>
<th>Country</th>
<th>FDIC UNION ID*</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>5/71/20</td>
<td>Full Service</td>
<td>571800</td>
<td>BRANCH 571</td>
<td>502 E MAIN ST.</td>
<td>PANDORA</td>
<td>OH</td>
<td>45877</td>
<td>PUTNAM</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FIRST NATIONAL BANK OF PANDORA, THE</td>
<td>571920</td>
<td></td>
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<tr>
<td>OK</td>
<td>5/71/20</td>
<td>Full Service</td>
<td>1468489</td>
<td>BLUFFTON</td>
<td>312 CHERRY ST.</td>
<td>BLUFFTON</td>
<td>OH</td>
<td>45817</td>
<td>ALLEN</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FIRST NATIONAL BANK OF PANDORA, THE</td>
<td>571920</td>
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</tr>
<tr>
<td>OK</td>
<td>5/71/20</td>
<td>Full Service</td>
<td>2403332</td>
<td>FINDLAY</td>
<td>1650 TIFEN AVENUE</td>
<td>FINDLAY</td>
<td>OH</td>
<td>45840</td>
<td>HANCOX</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FIRST NATIONAL BANK OF PANDORA, THE</td>
<td>571920</td>
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</tr>
<tr>
<td>OK</td>
<td>5/71/20</td>
<td>Full Service</td>
<td>4352829</td>
<td>FINDLAY</td>
<td>1154 TRENTON AVENUE</td>
<td>FINDLAY</td>
<td>OH</td>
<td>45840</td>
<td>HANCOX</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
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<tr>
<td>OK</td>
<td>5/71/20</td>
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<td>4352846</td>
<td>OTTAWA</td>
<td>855 NORTH LOCUST STREET</td>
<td>OTTAWA</td>
<td>OH</td>
<td>45807</td>
<td>PUTNAM</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FIRST NATIONAL BANK OF PANDORA, THE</td>
<td>571920</td>
<td></td>
</tr>
</tbody>
</table>