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. Ryan Bugg

Name of the Holding Company Director and Officer

President

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 Officer

Date of Signature

MARCH 22, 2019

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

RSSID ID

C.I.

This report form is to be filled by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

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

December 31, 2018

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Victory Bancshares, Inc.

Legal Title of Holding Company

103 South Main Street, P.O. Box 67

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

Mt. Victory

OH

43340

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

President

Ryan Bugg

Name

N/A

Title

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

937-354-3171

Area Code / Phone Number / Extension

937-354-3354

Area Code / FAX Number

ryan@mtvictorybank.com

E-mail Address

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."

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.
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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</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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<tr>
<td>City                     State        Zip Code</td>
<td>City                     State        Zip Code</td>
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<td>Physical Location (if different from mailing address)</td>
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<td>City                     State        Zip Code</td>
</tr>
<tr>
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<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>
Report Item

1:  a. The BHC is not required to prepare form 10K with the SEC.

1:  b. The BHC does not prepare an annual report.

2a: Organizational Chart

```
Victory Bancshares, Inc.
Mt. Victory, OH
Incorporated in Ohio

100%

Mt. Victory State Bank
Mt. Victory, OH
Incorporated in Ohio

*** Unless noted otherwise, all entities do not have an LEI.***

2.b Domestic branch listing provided to the Federal Reserve Bank.
Results: A list of branches for your holding company: VICTORY BANCSHARES, INC. (2266873) of MOUNT VICTORY, OH.
The data are as of 12/31/2018. Data reflects information that was received and processed through 03/31/2019.

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
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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</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 UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service (Head Office)</td>
<td>274025</td>
<td>MT. VICTORY STATE BANK</td>
<td>103 SOUTH MAIN ST</td>
<td>MOUNT VICTORY</td>
<td>OH</td>
<td>43340</td>
<td>HARDIN</td>
<td>UNITED</td>
<td>STATES</td>
<td>6063</td>
<td>0</td>
<td>MT. VICTORY STATE BANK</td>
<td>274025</td>
<td></td>
</tr>
</tbody>
</table>
# Victory Bancshares, Inc.
## Mt. Victory, Ohio
### Form FR Y-6
#### December 31, 2018

**Report Item 3: Securities Holders**


<table>
<thead>
<tr>
<th>(1)(a) Name &amp; Address (City, State, Country)</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name &amp; Address (City, State, Country)</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Carol E. Knau Orlando, Florida, USA</td>
<td>USA</td>
<td>3,000 12.50%</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Carol M. Sherwood Lancaster, OH, USA</td>
<td>USA</td>
<td>1,800 7.50%</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Ronald L. Mouser Ridgeway, OH, USA</td>
<td>USA</td>
<td>3,450 14.38%</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of 12-31-18.

Securities Holders not listed in (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-18.
| (1) Name & Address  
<table>
<thead>
<tr>
<th>City, State, Country</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
<th>(3)(a) Title &amp; Position with Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (Include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)</th>
<th>(4)(c) List names of other companies (includes Partnerships) if 25% or more of voting securities are held (List names of companies and percentages of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Robert Temple</td>
<td>Retired Banker</td>
<td>Director</td>
<td>Director/Secretary</td>
<td>N/A</td>
<td>4.69%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Kenton, OH, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ronald L. Mouser</td>
<td>Retired Farmer</td>
<td>Director, Treasurer</td>
<td>Director/Chairman</td>
<td>R&amp;B Mouser Farms</td>
<td>14.38%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Ridgeway, OH, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shawn L. Cooley</td>
<td>Farmer</td>
<td>Director</td>
<td>Director</td>
<td>S&amp;C Farms</td>
<td>0.83%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Mt. Victory, OH, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ryan E. Bugg</td>
<td>Banker</td>
<td>President</td>
<td>President/Director/CEO</td>
<td>N/A</td>
<td>0.42%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Richwood, OH, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Carol E. Knaur</td>
<td>Retired</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>12.50%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Orlando, Florida, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Erin C. Elliott</td>
<td>Accountant</td>
<td>Director</td>
<td>Director</td>
<td>Plaza Inn</td>
<td>0.10%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Mt. Victory, OH, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Cover Page for this Tax ID submission. Please complete as you would a regular FR Y-10 cover page. Then complete the Tax ID portion below.

Submission Date: December 31, 2018

Reporters Name Street and Mailing Address
Legal Name: Victory Bancshares, Inc.
Street Address: 103 South Main Street, P.O. Box 67
City and County: Mt. Victory - Hardin
State/Province, Country: Ohio
Zip/Postal Code: 43340

Reporter's Mailing Address (if different from street address):
Mailing City:
Mailing State/Province, Country:
Zip/Postal Code:

Contact's Name and Mailing Address for this Report
Name and Title: Ryan E. Bugg, Exec. President
Phone Number (include area code and, if applicable, the extension): (937)354-3171
Fax Number (include area code): (937)354-3345
Email Address: ryan@mtvictorybank.com
Contact's Mailing Address (if different from reporter's):
Mailing City:
Mailing State/Province, Country:
Zip/Postal Code:

By completing this cover page, you are stating that you are an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of your knowledge and belief.

Results: A list of reportable companies for your institution: VICTORY BANCSHARES, INC. (2266873) of MOUNT VICTORY, OH.
The data are as of 12/31/2018. Data reflects information that was received and processed through 03/31/2019.

**Tax ID Submission Steps**
1. For each company, enter the Tax Identification Number in the Tax ID column.
2. If the company has no Tax Identification Number, enter 'N/A' in the Tax ID column.
3. If a company is not present, add it to the list and supply the Tax ID.
4. If the company is no longer in your organization, enter that information in the Comments column.
5. If desired, enter any comments in the Comments 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.
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.

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

<table>
<thead>
<tr>
<th>ID_RSSD</th>
<th>Popular Name</th>
<th>Tax ID</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>2266873</td>
<td>VICTORY BANCSHARES, INC.</td>
<td>34-1798674</td>
<td>103 SOUTH MAIN STREET</td>
<td>MOUNT VICTORY</td>
<td>OH</td>
<td>43340</td>
<td>HARDIN</td>
<td>UNITED STATES</td>
<td></td>
</tr>
<tr>
<td>274025</td>
<td>MT. VICTORY STATE BANK</td>
<td>34-43099750</td>
<td>103 SOUTH MAIN ST</td>
<td>MOUNT VICTORY</td>
<td>OH</td>
<td>43340</td>
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