

Board of Governors of the Federal Reserve System



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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102 (a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed 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.

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.

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

12/31/2023
 Month / Day / Year

I, Mindy Bobay
 Name of the Holding Company Director and Official
EVP/CFO
 Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Empire Bancshares, Inc

Legal Title of Holding Company

144 E High St / PO Box 283

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

Hicksville OH 43526
 City State Zip Code

144 E High St

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Mindy Bobay EVP/CFO
 Name Title

419-542-7726

Area Code / Phone Number / Extension

419-542-8046

Area Code / FAX Number

mbobay@thb.bank

E-mail Address

www.thb.bank

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

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.

Mindy Bobay
 Signature of Holding Company Director and Official

07/31/2024

Date of Signature

| | | |
|--|--------------------------|---|
| Is confidential treatment requested for any portion of this report submission? | 0=No 1=Yes | <input type="checkbox"/> <input checked="" type="checkbox"/> |
| 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 | <input type="checkbox"/> | |
| 2. a letter justifying this request has been provided separately ... | <input type="checkbox"/> | |
| NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential." | | |

| | |
|--|--|
| For Federal Reserve Bank Use Only | |
| RSSD ID _____ | |
| C.I. _____ | |

Report Item 1: Annual Report to Shareholders

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

Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

- Yes No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

- Yes No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

Report Item 2b: Domestic Branch Listing

- Yes No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

Report Item 3: Securities Holders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

Empire Bancshares, Inc.
Hicksville, Ohio
Form FR Y-6
December 31, 2023

Report Item 3: Securities Holders

(1)(a)(1)(b)(1)(c)(2)(a)(2)(b)(2)(c)

Current Securities Holders with ownership, control or holdings of 5% or more with pwer to vote as of 12-31-23

Securities Holders not listed in (3)(1)(c) that had ownership, control or holdings of 5% or more with pwer to vote during the fiscal year ending 12-31-23

| (1)(a) Name & Address (City, State, Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities (Common Stock) | (2)(a) Name & Address (City, State, Country) | (2)(b) Country of Citizenship or Incorporation | (2)(c) Number and Percentage of Each Class of Voting Securities |
|--|---|--|--|---|--|
|--|---|--|--|---|--|

| | | | | | |
|---|-----|--------|--------|-----|-----|
| Deborah Bagenstose Bluffton, South Carolina, USA | USA | 71,884 | 10.88% | N/A | N/A |
|---|-----|--------|--------|-----|-----|

| | | | | | |
|---|-----|--------|--------|-----|-----|
| Nancy A. Elder Trepashko Glenview, Illinois, USA | USA | 70,012 | 10.60% | N/A | N/A |
|---|-----|--------|--------|-----|-----|

| | | | | | |
|---|-----|--------|-------|-----|-----|
| James P. Schmidt Hicksville, Ohio, USA | USA | 35,950 | 5.44% | N/A | N/A |
|---|-----|--------|-------|-----|-----|

| | | | | | |
|--|-----|--------|-------|-----|-----|
| Thomas H Lagos Springfield, Ohio, USA | USA | 34,893 | 5.28% | N/A | N/A |
|--|-----|--------|-------|-----|-----|

| | | | | | |
|--|-----|---------|--------|-----|-----|
| Cede & Co. Brokers & Security Dealers Jersey City, NJ, USA | USA | 188,642 | 28.56% | N/A | N/A |
|--|-----|---------|--------|-----|-----|

To the best of our knowledge, there are no individual shareholders within the Cede & Co clearing house that holds more than 5% ownership of Empire Bancshares stock.

Empire Bancshares, Inc.
Hicksville, Ohio
December 31, 2023
Form FR Y-6

Report Item 4: Insiders
(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

| (1) Name & Address (City, State, Country) | (2) Principal Occupation if other than with Holding Company | (3)(a) Title and Position with Holding Company | (3)(b) Title and Position with Subsidiaries (include names of Subsidiaries) | (3)(c) Title and Position with Other Businesses (Include names of other businesses) | (4)(a) Percentage of Voting Shares in Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (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) |
|---|---|---|---|---|--|---|---|
| Deborah Bagenstose Bluffton, South Carolina, USA | N/A | Director | N/A | None | 10.88% | N/A | N/A |
| Nancy A. Elder Trepashko Glenview, Illinois, USA | N/A | N/A | N/A | None | 10.60% | N/A | N/A |
| James P. Schmidt Hicksville, Ohio, USA | Auto Dealer | Director/Chairman | Director/Chairman | President & Owner Jim Schmidt Family of Dealerships | 5.44% | None | 100% Jim Schmidt Family of Dealerships |
| Stanley J. Yoder Defiance, Ohio, USA | Retired Attorney | Director | Director | None | 1.11% | None | None |
| Joel R. Nester Bryan, Ohio, USA | Agricultural Consultant | Director/Vice Chairman | Director/Vice Chairman | Owner of Nester Ag, LLC | 0.39% | None | 51% Nester Ag, LLC |
| Mitchell D. Slattery Edon, Ohio, USA | Retired Fuel Supplier | Director | Director | None | 0.34% | None | None |
| Dennis M. Vetter Hicksville, Ohio, USA | Business Owner | Director | Director | President of Arc Solutions, Inc. | 1.08% | None | 51% Arc Solutions, Inc. |
| Ray M. Mendenhall New Haven, Indiana, USA | Director of Business Development | Director | Director, Director of Business Development | None | 0.68% | None | 100% State Line Farms LLC 50% Mendenhall Family Farms LLC |

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Report Item 4: Insiders
(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

| (1) Name & Address (City, State, Country) | (2) Principal Occupation if other than with Holding Company | (3)(a) Title and Position with Holding Company | (3)(b) Title and Position with Subsidiaries (include names of Subsidiaries) | (3)(c) Title and Position with Other Businesses (Include names of other businesses) | (4)(a) Percentage of Voting Shares in Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (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) |
|--|---|---|---|---|--|---|---|
| Gina R. Wolfrum Hicksville, Ohio, USA | Artist | Director | Director | Creative Director/Owner of Elegant Finishes dba Gina Wolfrum Art Studio, LLC | 0.09% | None | 50% Cardinal Creek Farm & Seed LLC 100% Elegant Finishes |
| Greg Smitley Fort Wayne, Indiana, USA | N/A | Director, President & CEO | Director, President & CEO | None | 0.18% | None | None |
| Mindy Bobay Hicksville, Ohio, USA | N/A | Treasurer | EVP / Chief Financial Officer | None | 0.18% | None | None |
| Carley DeLong Hicksville, Ohio, USA | N/A | Corporate Secretary | Manager of Human Resources | None | 0.00% | None | None |
| CEDE & Co Brokers & Securities Dealer Jersey City, NJ, USA | N/A | N/A | N/A | None | 28.56% | N/A | N/A |

To the best of our knowledge, there are no individual shareholders within the Cede & Co clearing house that holds more than 5% ownership of Empire Bancshares stock.