



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):

December 31, 2023

Month / Day / Year

Reporter's Name, Street, and Mailing Address

FNB Shares, Inc.

Legal Title of Holding Company

86 N. Kennebec Ave. PO Box 208

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

McConellsville OH 43756

City

State

Zip Code

Physical Location (If different from mailing address)

Person to whom questions about this report should be directed:

Angie A. Bankes Director of Shareholder Relations

Name

Title

740-962-3911 Ext. 1127

Area Code / Phone Number / Extension

740-962-6535

Area Code / FAX Number

abankes@first-national.com

E-mail Address

www.first-national.com

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

I, John O. Keirns

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]
Signature of Holding Company Director and Official

7-30-24

Date of Signature

For Federal Reserve Bank Use Only -

RSSD ID _____

C.I. _____

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

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.

FNB SHARES, INC.
McCONNELLSVILLE, OHIO
December 31, 2023

FNB Shares, Inc. Directors
Outstanding Shares 307,709

(1) Name (City & State)	(2) Principal Occupation if other than with Bank Holding Company	(3) (a) Title & Position with Bank Holding Company	(3) (b) Title & Position with Subsidiaries (include names of Subsidiaries)	(3) (c) Title & Position With other Businesses (Include names of other businesses)	(4) (a) Percentage of Voting Shares in Bank 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)
John O. Keirns McConnelsville, OH USA	None	President & CEO Director	President & CEO Director-First National Bank of McConnelsville	N/A	2,850 0.93%	None	N/A
John W. Finley McConnelsville, OH USA	Finley Fire Equipment Co-Owner-Retired Finley Rentals, LLC	Director	Director-First National Bank of McConnelsville	Retired President & CEO- Sold Business Finley Fire Equipment Finley Rentals, LLC	4,990 1.62%	None	N/A Finley Rentals, LLC 100%
Richard J. Huck, Jr. McConnelsville, OH USA	Business Owner of Funeral Home & Furniture Store	Director	Director-First National Bank of McConnelsville	VP & Co-Owner- Miller Huck Funeral Home Partner & Co-Owner Miller Huck Furniture Store	2,270 0.74%	None	Miller Huck Funeral Home 50% Miller Huck Furniture Store 50%
Brenda E. James Stockport, OH USA	Insurance Agent	Director	Director-First National Bank of McConnelsville	James Insurance Agency Partnership with Matthews Insurance North End Athens, LLC Member of LLC	2,671 0.88%	None	N/A N/A
Paul D. Ryan Thornville, OH USA	Retired Postmaster	Director	Director-First National Bank of McConnelsville	N/A	3,506 1.14%	None	N/A

**FNB SHARES, INC.
McCONNELLSVILLE, OHIO**

Francis C. Smith Dublin, OH USA	Retired Engineer Burgess & Niple Limited	Director	Director-First National Bank of McConnellsville	N/A	32,100 10.43%	None	N/A
Frederic J. Smith Dublin, OH USA	Engineer Sr. Project Manager	Director Chairman of Board	Director-First National Bank of McConnellsville	CDM Smith, Inc. Principal Sr. Project Manager	1,310 0.42%	None	N/A
Timothy W. Scholl McConnellsville, OH USA DECEASED 12-7-23	None	Director Retired -Executive Vice Pres. CFO of FNB	Director-First National Bank of McConnellsville	N/A	340 0.11%	None	N/A
Thomas W. Parfitt Athens, OH USA RETIRED FROM BOARD 12-11-23	CPA	Retired Director	Retired Director- First National Bank of McConnellsville	Thomas W. Parfitt, CPA Offices-Athens and Waverly, OH Owner, Vallery Ford Waverly, OH	7,897 2.57%	None	Thomas W. Parfitt CPA Offices-Athens and Waverly, OH 50% Owner, Vallery Ford Waverly, OH 100%