

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):

December 31, 2023

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Middlefield Banc Corp.

Legal Title of Holding Company

15985 East High Street, PO Box 35

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

Middlefield

OH

44062

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Kimberly Sark

CAO

Name

Title

440-632-3206

Area Code / Phone Number / Extension

440-632-8223

Area Code / FAX Number

ksark@middlefieldbank.com

E-mail Address

www.middlefieldbank.com

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

I, Ronald L. Zimmerly, Jr.

Name of the Holding Company Director and Official

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

03/27/2024

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 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.

Results: A list of branches for your depository institution: **MIDDLEFIELD BANKING COMPANY, THE (ID_RSSD: 177920).**

This depository institution is held by **MIDDLEFIELD BANC CORP (1398740)** of **MIDDLEFIELD, OH.**

The data are as of **12/31/2023.** Data reflects information that was received and processed through **01/04/2024.**

Reconciliation and Verification Steps

Per the December 2022 instructions, these steps should be followed if there were changes to your domestic branch listing over the prior reporting year.

Please see the FR Y-6 instructions for further detail.

Note: If a Y-10 was submitted during the fiscal year and the change is reflected below, enter 'OK' in the Data Action column.

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 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.

Submission Procedure

When you are finished, send a saved copy to your FRB contact, if applicable. 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.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	177920	MIDDLEFIELD BANKING COMPANY, THE	15985 EAST HIGH ST	MIDDLEFIELD	OH	44062	GEAUGA	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	130813	ADA BRANCH	118 S MAIN ST	ADA	OH	45810	HARDIN	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	3675584	BEACHWOOD OFFICE BRANCH	25201 CHAGRIN BOULEVARD SUITE 120	BEACHWOOD	OH	44122	CUYAHOGA	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	2465854	BELLEFONTAINE BRANCH	1120 NORTH MAIN ST.	BELLEFONTAINE	OH	43311	LOGAN	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	4528221	BELLEFONTAINE SOUTH BRANCH	1454 SOUTH MAIN STREET	BELLEFONTAINE	OH	43311	LOGAN	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	3062009	CHARDON BRANCH	348 CENTER STREET	CHARDON	OH	44024	GEAUGA	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	3944084	CORTLAND OFFICE	3450 NILES-CORTLAND ROAD	CORTLAND	OH	44410	TRUMBULL	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	3269974	DUBLIN BRANCH	6215 PERIMETER DRIVE	DUBLIN	OH	43017	FRANKLIN	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	412528	GARRETTSVILLE BRANCH	8058 STATE STREET	GARRETTSVILLE	OH	44231	PORTAGE	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	780124	KENTON CITY BRANCH	MAIN STREET & FRANKLIN STREET	KENTON	OH	43326	HARDIN	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	2748445	MANTUA BRANCH	10691 MAIN STREET	MANTUA	OH	44255	PORTAGE	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	3775662	MARYSVILLE BRANCH	160 COLEMAN CROSSING BOULEVARD	MARYSVILLE	OH	43040	UNION	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	535324	WEST BRANCH	15545 WEST HIGH ST.	MIDDLEFIELD	OH	44062	GEAUGA	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	3658224	NEWBURY BRANCH	11110 KINSMAN ROAD UNIT 1	NEWBURY	OH	44065	GEAUGA	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	3516913	ORWELL OFFICE	30 SOUTH MAPLE STREET	ORWELL	OH	44076	ASHTABULA	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	5448410	PLAIN CITY	490 SOUTH JEFFERSON AVENUE	PLAIN CITY	OH	43064	MADISON	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	5286443	POWELL BRANCH	10628 SAWMILL PARKWAY	POWELL	OH	43065	DELAWARE	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	2844598	SOLON BRANCH	6134 KRUSE DRIVE	SOLON	OH	44139	CUYAHOGA	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	5145063	SUNBURY BRANCH	492 W. CHERRY STREET	SUNBURY	OH	43074	DELAWARE	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	1479676	TWINSBURG BRANCH	2351 EDISON BLVD.	TWINSBURG	OH	44087	SUMMIT	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	3961812	WESTERVILLE BRANCH	17 NORTH STATE STREET	WESTERVILLE	OH	43081	FRANKLIN	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	
Close	4/14/2023	Full Service	5112757	WESTERVILLE BRANCH	33 S. CLEVELAND AVE.	WESTERVILLE	OH	43081	FRANKLIN	UNITED STATES	Not Required	Not Required	MIDDLEFIELD BANKING COMPANY, THE	177920	

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REPORT ITEM 3: Securities Holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2023			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2023		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
BlackRock, Inc. New York, NY, USA	USA	484,202 5.98% Common Stock (1) (2)(3)	Castle Creek Capital Partners VI, LP San Diego, CA, USA	USA	560,500 6.92% Common Stock (1) (4)(5)

- (1) Percentage share ownership figure is based on 8,095,252 shares outstanding
- (2) Based on ownership reported as of December 31, 2023 in BlackRock, Inc.'s Schedule 13G filed with the SEC on January 29, 2024
- (3) BlackRock, Inc. does not hold options, warrants, or other securities or rights to acquire voting securities
- (4) Based on information reported in Castle Creek's Schedule 13D filed with the SEC on December 9, 2022
- (5) Castle Creek Partners VI, LP does not hold options, warrants, or other securities or rights to acquire voting securities

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REPORT ITEM 4: INSIDERS
(1) (2) (3)(a)(b)(c) and 4(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 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 percentage of voting securities held)
Thomas W. Bevan Boston Heights, OH USA	Attorney	Director	Director Middlefield Banking Co	Partner Bevan & Associates, LPA, Inc. Boston Heights, Ohio Liberty Capital LLC See Confidential Exhibit	0.64% None		See Confidential Exhibit
Spencer T. Cohn San Diego, CA USA	Asset Management	Director	N/A	Director Bancorp 34, Inc. Scottsdale, Arizona Director Bank 34 Scottsdale, Arizona Director CNB Bank Shares, Inc. Carlinville, Illinois Director Lincoln Bancorp Reinbeck, Iowa Director Lincoln Savings Bank Reinbeck, Iowa Director Tri-Coung Financial Group, Inc. Mendota, Illinois Director First State Bank Mendota, Illinois See Confidential Exhibit	0.00% None		See Confidential Exhibit
Kevin A. DiGeronimo Brecksville, OH USA	commercial construction	Director	Director Middlefield Banking Co	Principal DiGeronimo Companies Independence, Ohio Executive Principal Independence Construction LLC Independence, Ohio See Confidential Exhibit	0.02% None		See Confidential Exhibit

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(1) (2) (3)(a)(b)(c) and 4(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 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 percentage of voting securities held)
James R. Heslop, II Chardon, OH USA	N/A	CEO Director	CEO Director Middlefield Banking Co	N/A	0.43% None	N/A	
Kenneth E. Jones Blacklick, OH USA	Retired	Director	Director Middlefield Banking Co	N/A	0.23% None	N/A	
Darryl E. Mast Powell, OH USA	Retired	Director	Director Middlefield Banking Co	N/A	0.49% None	N/A	
James J. McCaskey Chardon, OH USA	President McCaskey Landscape & Design LLC	Director	Director Middlefield Banking Co	President McCaskey Landscape & Design LLC	0.13% None	100%	
Jennifer L. Moeller Gates Mills, OH USA	Angel Investor	Director	Director Middlefield Banking Co.	N/A	0.03% None	N/A	
Michael C. Ranttila Cortland, OH USA	N/A	Treasurer & CFO	CFO Middlefield Banking Co EMORECO, Inc. LBSI Insurance, LLC MB Insurance Services, LLC Middlefield Investments, Inc.	See Confidential Exhibit	0.04% None	See Confidential Exhibit	
William J. Skidmore Chardon, OH USA	Retired	Chairman Board of Directors	Chairman Board of Directors Middlefield Banking Co	N/A	0.28% None	N/A	
Carolyn J. Turk Orwell, OH USA	Retired	Director	Director Middlefield Banking Co	N/A	0.39% None	N/A	

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REPORT ITEM 4: INSIDERS
(1) (2) (3)(a)(b)(c) and 4(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 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 percentage of voting securities held)
Michael C. Voinovich Cleveland Heights, OH USA	Chief Investment Officer ECHO	Director	Director Middlefield Banking Co	Chairman Anchor Bancorporation, Inc. Anchor, Illinois	0.29% None	N/A	
				Chairman Anchor State Bank Anchor, Illinois			
				Chief Investment Officer & EVP ECHO Health, Inc. Westlake, Ohio			
				Director GBank Financial Holdings, Inc. Las Vegas, Nevada		N/A	
				Director GBank Las Vegas, Nevada		N/A	
				Director RSI Solutions, LLC Beachwood, Ohio			N/A
				Manager DPX Payments, LLC Westlake, Ohio			N/A
Mark R. Watkins Kenton, OH USA	Crop and Livestock Production	Director	N/A	Partner Watkins Farm Watkins Farmland Stewardship, LLC Rushwood Farms, LLC See Confidential Exhibit	0.13% None	See Confidential Exhibit	
Ronald L. Zimmerly, Jr. Bellefontaine, OH USA	N/A	President Director	President Director Middlefield Banking Co	N/A	0.45% None	N/A	
			EMORECO, Inc.				
			LBSI Insurance, LLC				
			MB Insurance Services, LLC				
			Middlefield Investments, Inc.				