

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.

I, Tony Kinder
 Name of the Holding Company Director and Official
Director and 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
9/13/2024
 Date of Signature

For Federal Reserve Bank Use Only

RSSD ID _____
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
12/31/2023
 Month / Day / Year

Reporter's Name, Street, and Mailing Address
PEOPLES BANK OF FLEMING COUNTY BANCORP, INC.
 Legal Title of Holding Company
106 SOUTH MAIN CROSS STREET
 (Mailing Address of the Holding Company) Street / P.O. Box
FLEMINGSBURG KY
 City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
LONNIE FOLEY CFO
 Name Title
606-845-2461
 Area Code / Phone Number / Extension
606-849-3201
 Area Code / FAX Number
lonnie.foley@peoplesbankofky.com
 E-mail Address
N/A
 Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0

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: PEOPLES BANK OF KENTUCKY, INC. (ID_RSSD: 995517). This depository institution is held by PEOPLES OF FLEMING COUNTY BANCORP, INC. (2356701) of FLEMINGSBURG, KY. The data are as of 12/31/2023. Data reflects information that was received and processed through 1/31/2024.

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 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. 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)	995517	PEOPLES BANK OF KENTUCKY, INC.	106 SOUTH MAIN CROSS STREET	FLEMINGSBURG	KY	41041	FLEMING	UNITED STATES	11046	0	PEOPLES BANK OF KENTUCKY, INC.	995517	
OK		Limited Service	3637500	MOREHEAD ROAD BRANCH	8925 MOREHEAD ROAD	FLEMINGSBURG	KY	41041	FLEMING	UNITED STATES	239786	3	PEOPLES BANK OF KENTUCKY, INC.	995517	
OK		Limited Service	604912	WEST WATER STREET BRANCH	202 WEST WATER STREET	FLEMINGSBURG	KY	41041	FLEMING	UNITED STATES	239784	1	PEOPLES BANK OF KENTUCKY, INC.	995517	
OK		Limited Service	3637526	HILLSBORO MOTOR BRANCH	7537 HILLSBORO ROAD	HILLSBORO	KY	41049	FLEMING	UNITED STATES	239785	2	PEOPLES BANK OF KENTUCKY, INC.	995517	
OK		Full Service	4313669	PEOPLES BANK-MAY'S LICK BRANCH	6588 US 68	MAYS LICK	KY	41055	MASON	UNITED STATES	Not Required	Not Required	PEOPLES BANK OF KENTUCKY, INC.	995517	
OK		Full Service	3637537	TUCKER DRIVE BRANCH	90 TUCKER DRIVE	MAYSVILLE	KY	41056	MASON	UNITED STATES	465877	5	PEOPLES BANK OF KENTUCKY, INC.	995517	
OK		Full Service	3667495	PEOPLES BANK OWINGSVILLE BRANCH	43 SLATE AVENUE	OWINGSVILLE	KY	40360	BATH	UNITED STATES	Not Required	Not Required	PEOPLES BANK OF KENTUCKY, INC.	995517	
CLOSE	9/8/2023	Full Service	327015	SALT LICK DEPOSIT BANK, THE	113 MAIN STREET	SALT LICK	KY	40371	BATH	UNITED STATES	Not Required	Not Required	PEOPLES BANK OF KENTUCKY, INC.	995517	
OK		Full Service	5338632	SILVER CREEK BRANCH	202 Bently Drive	MT. STERLING	KY	40353	Montgomery	UNITED STATES	Not Required	Not Required	PEOPLES BANK OF KENTUCKY, INC.	995517	
OK		Full Service	5462966	BLUEGRASS BRANCH	4561 IRON WORKS PIKE	LEXINGTON	KY	40511	FAYETTE	UNITED STATES	Not Required	Not Required	PEOPLES BANK OF KENTUCKY, INC.	995517	
ADD	9/27/2023	Full Service	5903870	CAVE RUN BRANCH	2795 KY HWY 801 N	MOREHEAD	KY	40351	ROWAN	UNITED STATES	Not Required	8	PEOPLES BANK OF KENTUCKY, INC.	995517	
OK		Full Service	5957305	WINDSOR DRIVE BRANCH	197 WINDSOR DRIVE	FLEMINGSBURG	KY	41041	FLEMING	UNITED STATES	Not Required	10	PEOPLES BANK OF KENTUCKY, INC.	995517	
OK		Full Service	3358597	TOLLESBORO BRANCH	420 LIONS CLUB ROAD	TOLLESBORO	KY	41189	LEWIS	UNITED STATES	Not Required	11	PEOPLES BANK OF KENTUCKY, INC.	995517	