Board of Governors of the Federal Reserve System

FRB RICHMOND

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)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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.

I, ROBERT A. D'ALMEIDA
Name of the Holding Company Director and Official
PRESIDENT AND CEO, DIRECTOR
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
6/29/16

Date of Report (top-tier holding company's fiscal year-end):
March 31, 2016

Date of Report (top-tier holding company's fiscal year-end):
March 31, 2016

Month / Day / Year
NONE

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

Reported's Name, Street, and Mailing Address
HAMILTON BANCORP, INC.

Legal Title of Holding Company
501 FAIRMOUNT AVENUE, SUITE 200
(Mailing Address of the Holding Company) Street / P.O. Box
TOWSON MD 21286

City
State Zip Code

Physica Location (different from mailing address)

Person to whom questions about this report should be directed:

Lawrence Jackson

Name
CONTROLLER

Title

410-823-4510

Area Code / Phone Number / Extension

Physical Location (different from mailing address)

E-mail Address

ljackson@hamilton-bank.com

www.hamilton-bank.com

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

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☐ No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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.
Report Item

1: The Bank Holding Company prepares an annual report for its securities holders and is registered with the SEC (See SEC website for annual report filed with the Form 10-K).

2a. ORGANIZATION CHART

```
  Hamilton Bancorp, Inc.
  NO LEI
  Towson, MD
  Incorporated in Maryland

  100%

  Hamilton Bank
  NO LEI
  Towson, MD
  Incorporated in Maryland
```

2b: Branch Listing
Results: A list of branches for your depository institution: HAMILTON BANK (ID_RSSD: 365576).
This depository institution is held by HAMILTON BANCORP, INC. (4415424) of TOWSON, MD.
The data are as of 03/31/2016. Data reflects information that was received and processed through 04/05/2016.

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 UN IN UM, 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 # RSSID*</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 UN IN UM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RSSID</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>3/31/2016</td>
<td>Full Service (Head Office)</td>
<td>365576</td>
<td>HAMILTON BANK</td>
<td>5600 HARFORD ROAD</td>
<td>BALTIMORE</td>
<td>MD</td>
<td>21212-2297</td>
<td>BALTIMORE CITY</td>
<td>UNITED STATES</td>
<td>41423</td>
<td>0</td>
<td>HAMILTON BANK</td>
<td>365576</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>3/31/2016</td>
<td>Full Service</td>
<td>313773</td>
<td>FAIRMOUNT BRANCH</td>
<td>8108 PHILADELPHIA ROAD</td>
<td>BALTIMORE</td>
<td>MD</td>
<td>21237</td>
<td>BALTIMORE</td>
<td>UNITED STATES</td>
<td>365576</td>
<td>0</td>
<td>HAMILTON BANK</td>
<td>365576</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>3/31/2016</td>
<td>Full Service</td>
<td>4154974</td>
<td>COCKEYSVILLE BRANCH</td>
<td>9 CRABWOD RD</td>
<td>COCKEYSVILLE</td>
<td>MD</td>
<td>21030</td>
<td>BALTIMORE</td>
<td>UNITED STATES</td>
<td>365576</td>
<td>0</td>
<td>HAMILTON BANK</td>
<td>365576</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>3/31/2016</td>
<td>Full Service</td>
<td>2503943</td>
<td>PASADENA BRANCH</td>
<td>8128 JUMPERS HOLE ROAD</td>
<td>PASADENA</td>
<td>MD</td>
<td>21122</td>
<td>BALTIMORE</td>
<td>UNITED STATES</td>
<td>365576</td>
<td>0</td>
<td>HAMILTON BANK</td>
<td>365576</td>
<td></td>
</tr>
<tr>
<td>CHANGE</td>
<td>5/14/2015</td>
<td>Full Service</td>
<td>2503943</td>
<td>TOWSON BRANCH</td>
<td>501 FAIRMOUNT AVENUE</td>
<td>TOWSON</td>
<td>MD</td>
<td>21204</td>
<td>BALTIMORE</td>
<td>UNITED STATES</td>
<td>365576</td>
<td>0</td>
<td>HAMILTON BANK</td>
<td>365576</td>
<td></td>
</tr>
</tbody>
</table>
**Report Item 3: Securities Holders**

**Section 1**

<table>
<thead>
<tr>
<th>Item</th>
<th>Name, City, State, Country</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number &amp; Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a</td>
<td>EJF Capital LLC, Arlington, VA, USA</td>
<td>USA</td>
<td>325,000 9.52% of Common Stock</td>
</tr>
<tr>
<td>3</td>
<td>Maltese Capital Management, LLC, Terry Maltese, Maltese Capital Holdings, LLC, Malta Hedge Fund II, L.P., New York, New York, USA</td>
<td>USA</td>
<td>200,000 5.86% of Common Stock</td>
</tr>
<tr>
<td>4</td>
<td>Hamilton Bank Employee Stock Ownership Plan*, Plan Trust (3), Trustee: First Bankers Trust Services, Inc., Quincy, Illinois, USA</td>
<td>USA</td>
<td>236,992 8.62% of Common Stock</td>
</tr>
</tbody>
</table>

*see section 7.1 of the ESOP Plan Document for information on how the plan stock is voted and tendered
that offers at least three investment options satisfying the requirements of the Regulations under Section 404(c) of ERISA.

Section 7. Voting Rights and Dividends on Stock.

7.1 Voting and Tendering of Stock.

7.1-1 The Trustee generally shall vote all shares of Stock held under the Plan in accordance with the written instructions of the Committee. However, if any Employer has a registration-type class of securities within the meaning of Section 409(e)(4) of the Code, or if a matter submitted to the holders of the Stock involves a merger, consolidation, recapitalization, reclassification, liquidation, dissolution, or sale of substantially all assets of an entity, then (i) the shares of Stock which have been allocated to Participants’ Accounts shall be voted by the Trustee in accordance with the Participants’ written instructions, and (ii) the Trustee shall vote any unallocated Stock, allocated Stock for which it has received no voting instructions, and Stock for which Participants vote to “abstain,” in the same proportions as it votes the allocated Stock for which it has received instructions from Participants. In the event no shares of Stock have been allocated to Participants’ Accounts at the time Stock is to be voted and any exempt loan which may be outstanding is not in default, each Participant shall be deemed to have one share of Stock allocated to his or her Account for the sole purpose of providing the Trustee with voting instructions.

Notwithstanding any provision hereunder to the contrary, all unallocated shares of Stock must be voted by the Trustee in a manner determined by the Trustee to be for the exclusive benefit of the Participants and Beneficiaries. Whenever such voting rights are to be exercised, the Employers shall provide the Trustee, in a timely manner, with the same notices and other materials as are provided to other holders of the Stock, which the Trustee shall distribute to the Participants. The Participants shall be provided with adequate opportunity to deliver their instructions to the Trustee regarding the voting of Stock allocated to their Accounts. The instructions of the Participants’ with respect to the voting of allocated shares hereunder shall be confidential.

7.1-2 In the event of a tender offer, Stock shall be tendered by the Trustee in the same manner as set forth above with respect to the voting of Stock. Notwithstanding any provision hereunder to the contrary, Stock must be tendered by the Trustee in a manner determined by the Trustee to be for the exclusive benefit of the Participants and Beneficiaries.

7.2 Application of Dividends.

7.2-1 Stock Dividends. Dividends on Stock which are received by the Trustee in the form of additional Stock shall be retained in the Stock Fund, and shall be allocated among the Participants’ Accounts and the Unallocated Stock Fund in accordance with their holdings of the Stock on which the dividends are paid.
### Report Item 3: Securities Holders

**Section 2**

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 3-31-2016.

<table>
<thead>
<tr>
<th>2a</th>
<th>2b Country of Citizenship or Incorporation</th>
<th>2c Number &amp; Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Financial Opportunity Fund, LLC</td>
<td>USA</td>
<td>172,562</td>
</tr>
<tr>
<td>Andrew Jose</td>
<td></td>
<td>5.06% of Common Stock</td>
</tr>
<tr>
<td>FJ Capital Management, LLC</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Martin S. Friedman</td>
<td></td>
<td></td>
</tr>
<tr>
<td>McLean, Virginia, USA</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Report Item 4: Insiders

<table>
<thead>
<tr>
<th>Name</th>
<th>City, State, Country</th>
<th>Principal Occupation if other than with Holding Company</th>
<th>Title &amp; Position with Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Percentage of Voting Shares in Subsidiaries held</th>
<th>Percentage of Voting Shares in Holding Company held</th>
<th>List Names of other companies (Includes partnerships) if 25% or more of voting securities are held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jenny G. Morgan</td>
<td>Columbia, MD, USA</td>
<td>President &amp; CEO - Ellips, Inc.</td>
<td>Director</td>
<td>Director - Hamilton Bank</td>
<td>N/A</td>
<td>0%</td>
<td>N/A</td>
<td>None</td>
</tr>
<tr>
<td>William E. Ballard</td>
<td>Pasadena, MD, USA</td>
<td>Consultant - Engineering and Manufacturing Industry</td>
<td>Director</td>
<td>Director - Hamilton Bank</td>
<td>Partner, Project Manager - EFI Group, LLC</td>
<td>&lt; 1%</td>
<td>N/A</td>
<td>None 12% of voting shares of EFI Group, LLC</td>
</tr>
<tr>
<td>Carol L. Coughlin</td>
<td>Towson, MO, USA</td>
<td>Business owner and entrepreneur</td>
<td>Director &amp; Chairwoman</td>
<td>Director &amp; Chairwoman - Hamilton Bank</td>
<td>CEO/Owner - Bottomline Growth Strategies, Inc.</td>
<td>&lt; 1%</td>
<td>N/A</td>
<td>None 1% of voting shares of Bottomline Growth Strategies, Inc.</td>
</tr>
<tr>
<td>Robert A. DeGeorge</td>
<td>Jarrettsville, MD, USA</td>
<td>N/A</td>
<td>Director, President &amp; CEO</td>
<td>Director, President &amp; CEO - Hamilton Bank &amp; 3110 LLC</td>
<td>Director, Managing Director - Bottomline Growth Strategies, Inc.</td>
<td>2%</td>
<td>&lt; 1%</td>
<td>None 28% of voting shares of 3110 LLC</td>
</tr>
<tr>
<td>William W. Farr</td>
<td>Columbia, MD, USA</td>
<td>President - insurance company</td>
<td>Director</td>
<td>Director - Hamilton Bank</td>
<td>President and Director, Paramount Insurance Company; Director, Westminster American Insurance</td>
<td>&lt; 1%</td>
<td>N/A</td>
<td>None 28% of voting shares of Paramount Insurance Company; Director, Westminster American Insurance</td>
</tr>
<tr>
<td>Joseph J. Boulton</td>
<td>Fallston, MD, USA</td>
<td>N/A - Retired</td>
<td>Director</td>
<td>Director - Hamilton Bank</td>
<td>Director - Maryland FinSA Financial Bank</td>
<td>&lt; 1%</td>
<td>N/A</td>
<td>None 28% of voting shares of Maryland FinSA Financial Bank</td>
</tr>
<tr>
<td>Bobby R. McConnel</td>
<td>Baltimore, MD, USA</td>
<td>Executive Director in public schools nonprofit organization</td>
<td>Director</td>
<td>Director - Hamilton Bank</td>
<td>Executive Director - The City Neighborhood Foundation, Inc.; Director - Maryland Charter School Network</td>
<td>&lt; 1%</td>
<td>N/A</td>
<td>None 28% of voting shares of The City Neighborhood Foundation, Inc.; Director - Maryland Charter School Network</td>
</tr>
<tr>
<td>James R. Fahey, Jr.</td>
<td>Lutherville, MD, USA</td>
<td>Small business owner &amp; executive</td>
<td>Director</td>
<td>Director - Hamilton Bank</td>
<td>CFO/Owner - Alliance Advisory Group, LLC; V P/Part-owner - Hurka Acquisition Company, Inc.</td>
<td>&lt; 1%</td>
<td>N/A</td>
<td>None 28% of voting shares of Alliance Advisory Group, LLC; V P/Part-owner - Hurka Acquisition Company, Inc.</td>
</tr>
<tr>
<td>Ellen R. Fish</td>
<td>Baltimore, MD, USA</td>
<td>N/A</td>
<td>Officer, Executive Vice President</td>
<td>Executive Vice President - Hamilton Bank</td>
<td>N/A</td>
<td>&lt; 1%</td>
<td>&lt; 1%</td>
<td>None 28% of voting shares of Executive Vice President - Hamilton Bank</td>
</tr>
<tr>
<td>John P. Mannuelle</td>
<td>Bel Air, MD, USA</td>
<td>N/A</td>
<td>Officer, EVP &amp; CFO &amp; Treasurer</td>
<td>Senior Vice President, Treasurer - Hamilton Bank</td>
<td>N/A</td>
<td>&lt; 1%</td>
<td>&lt; 1%</td>
<td>None 28% of voting shares of Senior Vice President, Treasurer - Hamilton Bank</td>
</tr>
</tbody>
</table>