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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 26, and 25A of the Federal Reserve Act (12 U.S.C. §§ 5301, 5306, 5412, 1850a(c)(1), and 5466(b)(1)). 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. 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, W.T. Weber, Jr.,
Name of the Holding Company Director and Official
Chairman & President
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 relating to that individual. The Federal Reserve may assume, in the absence of 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 the individual consent to public release of all details in the report pertaining to that individual.

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

For Federal Reserve Bank Use Only

SSID ID:
0 13392x

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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2016
Month / Day / Year
N/A
Reporters's Legal Entity Identifier (LEI) (25-character LEI Code)
Reporters's Name, Street, and Mailing Address
Citizens Bancshares, Inc.
Legal Title of Holding Company
201 Main Avenue / P.O. Box 310
(Mailing Address of the Holding Company) Street / P.O. Box
Weston, WV
City
26452
State
Zip Code

Physical Location (if different from mailing address)
Person to whom questions about this report should be directed
Julie M. Bush
CFO
Name
Title
304-517-1005
Area Code / Phone Number / Extension
304-269-7886
Area Code / FAX Number
jbusb@citzensbankweston.com
E-mail Address
N/A
Address (URL) for the Holding Company's web page

In confidential treatment requested for any portion of this report submission? YES [ ] NO [x]
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 [x] [ ]
2. a letter justifying this request is being provided separately [ ] [x]

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential.”
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below:

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
<td>City State Zip Code</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
<td>City State Zip Code</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
<td>City State Zip Code</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
<td>City State Zip Code</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
<td>City State Zip Code</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

12/20/12
Report Item

1: The bank holding company prepares an annual report for its stockholders. Three copies are enclosed.

2: Organization Chart

```
Citizens Bancshares, Inc.
Weston, WV U.S.A.
"No LE" (100%)
Incorporated in West Virginia

The Citizens Bank of Weston, Inc.
Weston, WV U.S.A.
"No LE"
Incorporated in West Virginia
```


3: Securities holders

(1)(a)(b)(c) Information pertaining to stockholders of record that directly or indirectly own, control, or hold with power to vote 5 percent or more of any class of voting securities of the bank holding company shown on page 2 of the proxy statement for the annual shareholders meeting to be held April 15, 2017. Please note that Security National Trust Company, Wheeling, WV, 26003, is incorporated in the USA and all three members of the Advisory Committee that votes the stock are citizens of the USA. The proxy statement is submitted herewith and is incorporated herein by reference. Further, the T.A. Whelan Trust owns 702,600 shares or 50.2% of the outstanding shares on record. The Advisory Committee members are Gene H. Edwards, Jr., W.T. Weber, Jr., and W.T. Weber, III.

(2)(a)(b)(c) None
Results: A list of branches for your depository institution: CITIZENS BANK OF WESTON, INC., THE (ID_RSSD: 639633).

This depository institution is held by CITIZENS BANCSHARES, INC. (1133969) of WESTON, WV.

The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</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 UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service (Head Office)</td>
<td>639633</td>
<td>CITIZENS BANK OF WESTON, INC., THE</td>
<td>201 MAIN AVENUE</td>
<td>WESTON</td>
<td>WV</td>
<td>26452</td>
<td>HUNTINGTON</td>
<td>UNITED STATES</td>
<td>63473</td>
<td>0</td>
<td>CITIZENS BANK OF WESTON, INC., THE</td>
<td>639633</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>1400438</td>
<td>JANE LEW BRANCH</td>
<td>87 INDUSTRIAL PARK ROAD</td>
<td>JANE LEW</td>
<td>WV</td>
<td>26378</td>
<td>HUNTINGTON</td>
<td>UNITED STATES</td>
<td>6349027</td>
<td>1</td>
<td>CITIZENS BANK OF WESTON, INC., THE</td>
<td>639633</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Report Item 4: Insiders
(FISCAL YEAR ENDING DECEMBER 31, 2016)

<table>
<thead>
<tr>
<th>(1) Name, City, State, Country</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiary Citizens Bank</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiary Citizens Bank</th>
<th>(4)(c) Percentage of Voting Shares in Other Companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gene H. Edwards, Jr., Weston, WV USA</td>
<td>Retired Director &amp; Vice-Chairman &amp; Secretary</td>
<td>Director &amp; Vice-Chairman &amp; Secretary</td>
<td>N/A</td>
<td>1.76%</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>W. T. Weber, Jr., Weston, WV USA</td>
<td>Attorney Director &amp; Chairman &amp; President</td>
<td>Director &amp; Chairman</td>
<td>Attorney Weber &amp; Weber, Weston, WV USA</td>
<td>2.65%</td>
<td>N/A</td>
<td>N/A</td>
<td>Black Dog, LLC (50%)</td>
</tr>
<tr>
<td>W. T. Weber, III, Weston, WV USA</td>
<td>Attorney Director &amp; Treasurer</td>
<td>Director</td>
<td>Attorney Weber &amp; Weber, Weston, WV USA</td>
<td>0.09%</td>
<td>N/A</td>
<td>N/A</td>
<td>Black Dog, LLC (50%)</td>
</tr>
<tr>
<td>James L. Sherrell, Weston, WV USA</td>
<td>Retired Director</td>
<td>Director</td>
<td>N/A</td>
<td>0.00%</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Charles C. Stalnaker, Weston, WV USA</td>
<td>President &amp; CEO Citizens Bank</td>
<td>Director</td>
<td>Director President &amp; CEO</td>
<td>0.00%</td>
<td>N/A</td>
<td>N/A</td>
<td>Denex Petroleum Corp (100%)</td>
</tr>
<tr>
<td>R. Dennis Xander, Buckhannon, WV USA</td>
<td>President Denex Petroleum</td>
<td>Director</td>
<td>President Denex Petroleum</td>
<td>0.00%</td>
<td>N/A</td>
<td>N/A</td>
<td>Denex Diversified Ventures C Corp (100%)</td>
</tr>
<tr>
<td>T. A. Whelan Trust</td>
<td>*voted by Advisory Committee</td>
<td></td>
<td></td>
<td>50.20%</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>


**The subsidiary is owned 100% by Holding Company.
NOTICE OF REGULAR ANNUAL MEETING OF STOCKHOLDERS
To be held April 15, 2017

To the Stockholders:

The Regular Annual Meeting of Stockholders of Citizens Bancshares, Inc., will be held in the lobby of The Citizens Bank of Weston at 201 Main Avenue, Weston, West Virginia, at 2:00 p.m. on April 15, 2017, for the purpose of considering and voting upon the following:

1. The election of a Board of six Directors of Citizens Bancshares, Inc.

2. Any other business which may properly be brought before the meeting or any adjournment thereof.

Only those stockholders of record at the close of business on March 23, 2017 shall be entitled to notice of the meeting and to vote at the meeting.

A stockholders' reception will follow the formal business meeting. You are cordially invited to attend the meeting. Whether or not you expect to attend the meeting, please date, sign and return promptly the enclosed proxy in order to ensure that your shares are voted. A return envelope is enclosed for your convenience.

By Order of the Board of Directors

Gene H. Edwards, Jr.
Secretary

PLEASE SIGN AND RETURN THE PROXY CARD IN THE APPROPRIATE ENVELOPE AS PROMPTLY AS POSSIBLE, WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING IN PERSON. IF YOU DO ATTEND THE MEETING, YOU MAY THEN WITHDRAW YOUR PROXY.

March 24, 2017
CITIZENS BANCSHARES, INC.
Weston, West Virginia

PROXY STATEMENT
ANNUAL MEETING OF STOCKHOLDERS—APRIL 15, 2017

This statement is furnished in connection with the solicitation of proxies for use at the Annual Meeting of Stockholders of Citizens Bancshares, Inc. to be held on April 15, 2017, at the time and for the purposes set forth in the foregoing Notice of Regular Annual Meeting of Stockholders.

Solicitation of Proxies

The solicitation of proxies is made by management at the direction of the Board of Directors of Citizens Bancshares, Inc. These proxies enable stockholders to vote on all matters which are scheduled to come before the meeting. If the enclosed proxy is signed and returned, it will be voted as directed; or if not directed, the proxy will be voted “FOR” the election of the management nominees as Directors. A stockholder executing the proxy may revoke it at any time before it is voted by notifying Citizens Bancshares, Inc., in person, by giving written notice to Citizens Bancshares, Inc., of the revocation of the proxy, by submitting to Citizens Bancshares, Inc. a subsequently dated proxy, or by attending the meeting and withdrawing the proxy before it is voted at the meeting.

The expense for the solicitation of proxies will be paid by Citizens Bancshares, Inc. In addition to this solicitation by mail, officers and regular employees of Citizens Bancshares, Inc., may, to a limited extent, solicit proxies personally or by telephone or telegraph, although no person will be engaged specifically for that purpose.

Eligibility of Stock for Voting Purposes

Pursuant to the Bylaws of Citizens Bancshares, Inc., the Board of Directors has fixed March 23, 2017, as the record date for the purpose of determining the stockholders entitled to notice of, and to vote at, the meeting or any adjournment thereof, and only stockholders of record at the close of business on that date are entitled to such notice and to vote at such meeting or any adjournment thereof. As of the record date there were 8,000,000 shares authorized to be issued, of which 1,400,000 shares were issued and outstanding.

PURPOSE OF MEETING

1. Election of Directors

The Bylaws of Citizens Bancshares, Inc., provide that the Board of Directors shall consist of not fewer than five nor more than 35 stockholders, the exact number of Directors within such minimum and maximum limits to be fixed and determined from time to time by resolution of a majority of the full Board or by resolution of stockholders at any annual or special meeting thereof. There are at present six (6) Directors on the Board, all of whom are nominees for election at the 2017 Annual Meeting.

The persons named below, all of whom are currently members of the Board of Directors, will be nominated for election to serve as Directors of Citizens Bancshares, Inc., until the 2018 Annual Meeting of Stockholders, or until their successors are elected and qualified. Of the six Directors, five are nonemployee directors who have broad executive experience in a wide variety of businesses including law, education, and natural resources.

The Bylaws of Citizens Bancshares, Inc., provide that in the election of Directors of Citizens Bancshares, Inc., each stockholder shall have the right to vote the number of shares owned by that stockholder for as many persons as there are Directors to be elected, or to cumulate such shares and give one candidate as many votes as the number of Directors multiplied by the number of his shares owned shall equal, or to distribute them on the same principle among as many candidates as the stockholder shall think fit. For all other purposes, each share is entitled to one vote. Unless otherwise directed, it is intended that the enclosed proxy will be voted “FOR” the election of the six management nominees to the Board; but, if any shares are voted cumulatively for the election of Directors, the Proxies, unless otherwise directed, shall have full discretion and authority to cumulate their votes and vote for less than all such nominees.
The table set forth on page 2 of this Proxy Statement contains background information on each director nominee.

Committees of the Board
Citizens Bancshares, Inc., commenced business on September 20, 1985, as a bank holding company. There are no paid employees of Citizens Bancshares, Inc., to date, and the financial operations of Citizens Bancshares, Inc., in 2016 related mainly to its ownership of the stock of the Bank. At this time, no committees separate from the Board have been created.

The function of a Nominating Committee for Citizens Bancshares, Inc., and for the Bank is performed by their respective Boards of Directors.

The Board of Directors of Citizens Bancshares, Inc., met thirteen times in 2016. One member missed one meeting. The other members attended every meeting.

Management Nominees for the Board of Citizens Bancshares, Inc.

The management nominees for the Board of Directors are:

<table>
<thead>
<tr>
<th>Nominees</th>
<th>Age</th>
<th>Served As A Director Of Holding Company Since</th>
<th>Family Relationship With Other Directors</th>
<th>Principal Occupation Or Employment Last 5 Years</th>
</tr>
</thead>
<tbody>
<tr>
<td>R. Dennis Xander Buckhannon</td>
<td>63</td>
<td>April 23, 2015</td>
<td>None</td>
<td>President Denex Petroleum</td>
</tr>
<tr>
<td>James L. Shennell</td>
<td>61</td>
<td>November 20, 2014</td>
<td>None</td>
<td>Retired Oil &amp; Gas Executive</td>
</tr>
<tr>
<td>Charles C. Stathaker</td>
<td>69</td>
<td>April 16, 2016</td>
<td>None</td>
<td>President &amp; CEO Citizens Bank of Weston, Inc.</td>
</tr>
</tbody>
</table>

Principal Holders of Voting Securities

The following table sets forth the names and addresses of those stockholders who own beneficially more than 5 percent (5%) of Citizens Bancshares, Inc., Common Stock as of February 23, 2017, the amount and nature of the beneficial ownership, and the percentage of the outstanding voting securities represented by the amount owned.

<table>
<thead>
<tr>
<th>Title of Class</th>
<th>Name and Address of Beneficial Owner</th>
<th>Amount and Nature of Beneficial Ownership</th>
<th>% of Class</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>Security National Trust Company</td>
<td>702,800 (1)</td>
<td>50.2</td>
</tr>
</tbody>
</table>

(1) The only trust or entity, of the present three hundred sixty (360) stockholders of Citizens Bancshares, Inc., to own, directly and beneficially, more than five percent of the outstanding voting securities of Citizens Bancshares, Inc., is Security National Trust Company as successor Trustee of Warner (The Will of) Whelan, Deceased, V.W.T. Weber, III, as successor Trustee of the Will of T.D. Whelan, Deceased, and J.P. Moore, Deceased, each of whom owns 702,800 shares of Common Stock. The 702,800 shares owned by Security National Trust Company, as Trustee, the currently named Trustee of the Advisory Committee, are currently voted as a block by Gene H. Edwards, Jr., and W. T. Weber, III as members of the Advisory Committee hereinafter discussed, for the benefit of the remaining citizens of the Bank, as Trustee, of the Bank and Citizens Bancshares, Inc., Deane H. Edwards, Jr. and W. T. Weber, III the directors of the Bank and Citizens Bancshares, Inc. The Advisory Committee shall be held in trust and managed with the balance of the Advisory Committee for the benefit of nine (9) named beneficiaries, who were his executors and legatees.

The Trust will terminate twenty-one (21) years after the death of the last named beneficiary, or should the officers of the Trust fail to vest the stock in trust as directed, the Trustee and its successors may, at the discretion of the Advisory Committee, distribute the securities in kind to the beneficiaries, to sell and distribute the same, or to sell the securities and distribute the cash. The Trustee may be bound by the Board of Directors of Citizens Bancshares, Inc., to the benefit of the beneficiaries, who were his executors and legatees.

The Trust will terminate twenty-one (21) years after the death of the last named beneficiary, (The last named beneficiary died October 27, 2007). At that time, the assets of the Trust will be distributed to the named beneficiaries, among themselves, in accordance with the terms of the Will of the Trustor, T.D. Whelan, Deceased, and such distribution by the Trustee in kind or to sell the securities and distribute the cash. The Trustee may be bound by the Board of Directors of Citizens Bancshares, Inc., to the benefit of the beneficiaries, who were his executors and legatees.

The Trustee shall be a successor Trustee of the Advisory Committee to the extent that the Trustee shall be bound by the Board of Directors of Citizens Bancshares, Inc., to the benefit of the beneficiaries, who were his executors and legatees.
Ownership of Securities by Directors and Officers

The following tabulation sets forth the number of shares of Citizens Bancshares, Inc., Common Stock beneficially owned, by (i) each of the management nominees and (ii) the Directors and Officers of Citizens Bancshares, Inc., as a group as of February 23, 2017, and indicates the percentages of Common Stock so owned.

<table>
<thead>
<tr>
<th>Name</th>
<th>Shares Beneficially Owned (1)</th>
<th>% of Shares Outstanding</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gene H. Edwards, Jr.</td>
<td>24,000 direct 600 indirect</td>
<td>1.76</td>
</tr>
<tr>
<td>W. T. Weber, Jr.</td>
<td>9,730 direct 27,400 indirect</td>
<td>2.65</td>
</tr>
<tr>
<td>W. T. Weber, III</td>
<td>870 direct 400 indirect</td>
<td>0.09</td>
</tr>
<tr>
<td>R. Dennis Xander</td>
<td>275 direct</td>
<td>0.00</td>
</tr>
<tr>
<td>James L. Sherrell</td>
<td>130 direct 100 indirect</td>
<td>0.00</td>
</tr>
<tr>
<td>Charles C. Stalnaker</td>
<td>200 direct</td>
<td>0.00</td>
</tr>
<tr>
<td>All Directors and Officers As a Group (6)</td>
<td>35,205 direct 28,500 indirect</td>
<td>4.6</td>
</tr>
</tbody>
</table>

(1) Shares held indirectly include shares held by spouse, minor children, and relatives sharing the same residence.

Other Information

If any of the nominees for election as Directors should be unable to serve as Directors by reason of death or other unexpected occurrence, a proxy will be voted for a substitute nominee or nominees designated by management of Citizens Bancshares, Inc.

The management is unaware of any other matters to be considered at the meeting, but, if any other matters properly come before the meeting, persons named in the proxy will vote such proxy in accordance with their judgment on such matter.

Stockholder Proposals for 2018

Any stockholder who wishes to have a proposal placed before the next annual Meeting of Stockholders must submit the proposal to the Secretary of Citizens Bancshares, Inc., at its executive offices, no later than November 30, 2017, to have it considered for inclusion in the Proxy Statement of the Annual Meeting in 2018.

Gene H. Edwards, Jr.
Secretary

Enclosures
Weston, West Virginia
March 24, 2017