

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)(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), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(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, Lloyd L. Beatty, Jr.

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

3/22/18  
Date of Signature

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

RSSD ID \_\_\_\_\_

C.I. \_\_\_\_\_

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, 2017**

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Shore Bancshares, Inc.

Legal Title of Holding Company

28969 Information Lane

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

Easton

MD

21601

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jenna Furno

Accountant - Reporting

Name

Title

410-763-8089

Area Code / Phone Number / Extension

410-822-8893

Area Code / FAX Number

jenna.furno@shbi.com

E-mail Address

www.shorebancshares.com

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."

## 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.*

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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City State Zip Code

Physical Location (if different from mailing address)

Shore Bancshares, Inc.  
Annual Report of Bank Holding Companies - FR Y-6  
Report at the close of business December 31, 2017

**Report Item 1:**

Annual Reports to Shareholders

Company is registered with the SEC.

**Report Item 2a & 2b**

Organization Chart - Attached as exhibit A.

Domestic Branch Listing - Attached as exhibit B

**Report Item 3:**

Shareholders

- 1) List each shareholder of record that directly or indirectly owns controls or holds with power to vote 5 percent or more of any class of voting securities of Shore Bancshares, Inc. ("Bancshares").

a) Name and Address (City, State)	b) Country of Citizenship or Incorporation	c) Number and Percentage of Each Class of Voting Securities
Wellington Management Group, LLP Boston, Massachusetts 02210	USA	919,102 - 7.2% Common Stock
BlackRock Institutional Trust Company, N.A. New York, New York 10055	USA	753,398 - 5.9% Common Stock
Banc Funds Company, LLC Chicago, Illinois 60606	USA	718,456 - 5.6% Common Stock

- 2) List any shareholder not listed in 3(1) that owned or controlled 5 percent or more of any class of voting securities in the bank holding company during the fiscal year for which the report is being filed. In addition, list each person or entity that held options, warrants or other securities or rights that could have converted into or exercised for voting securities, which in their aggregate, and including voting securities held, would have equaled or exceeded 5 percent of any such class of voting stock.

d) Name and Address (City, State)	e) Country of Citizenship or Incorporation	f) Number and Percentage of Each Class of Voting Securities
FJ Capital Management, LLC McLean, Virginia 22101	USA	1,038,800 - 8.2% Common Stock

**Report Item 4-(1) (2) (3 a, b, c):****Directors and Officers**

Twelve directors served on Shore Bancshares, Inc. Board of Directors as of December 31, 2017. Their names, addresses, principal occupations and certain other information are set forth below.

<b>Name</b>	<b>Address</b>	<b>Principal Occupation</b>
Blenda W. Armistead	Easton, MD USA	Ms. Armistead has served as a director of the Company since January 2002 and is currently the Chair of the Nominating & Governance Committee and serves on the Risk Management and Audit Committees. She is also a director of Shore United Bank and had previously been a director of The Talbot Bank since 1992. She is a self-employed investor.
David J. Bates	Miami Beach, FL USA	Mr. Bates has served as a director of the Company since April 2012 and is currently the Chair of the Executive Committee and serves on the Nominating & Governance Committee. Since September 2014, Mr. Bates serves as Chairman & CEO of Xtone, Inc., a small privately held technology company located in Northern Virginia.
Lloyd L. Beatty, Jr.	Royal Oak, MD USA	Mr. Beatty has served as a director of the Company since December 2000 and currently serves on the Executive Committee. He is currently a director of Shore United Bank and previously served as a director of Talbot Bank since 1992. On June 1, 2013, Mr. Beatty was promoted to Chief Executive Officer of the Company and has served as our President since 2011. Mr. Beatty previously served as our Chief Operating Officer from 2007 to 2015 and as our Executive Vice President from 2007 to 2011. Prior to that and since October 2004, Mr. Beatty has been employed by us in various executive level operating officer capacities.
Michael Clemmer, Jr.	Oxford, MD USA	Mr. Clemmer has served as a director of the Company since 2016 and is currently the Chair of the Risk Management Committee. He is also a director of Shore United Bank and previously served as a director of The Talbot Bank since 2012. Mr. Clemmer is President of Salisbury, Inc., a company that designs and manufactures pewter, sterling silver, and other metal giftware, a position he has held since 1991. In 1995, Mr. Clemmer founded Executive Decision, Inc. a corporate recognition company. Since 1992, Mr. Clemmer has been involved in the development, acquisition, and renovation of industrial and commercial property. He is founder of Waterside Properties LLC, a property development and management company.
David A. Fike	Trappe, MD USA	Mr. Fike has served as a director of the Company since 2016 and currently serves on the Audit Committee. He is also a director of Shore United Bank and had previously served as a director of Talbot Bank since 2012. Mr. Fike is the President of APG Media of Chesapeake, LLC responsible for twenty-three newspapers, nine magazines, nine websites, and five mobile apps covering more than half the counties in Maryland plus parts of Delaware, Virginia, and Washington D.C.

James A. Judge	Chestertown, MD USA	Mr. Judge has served as a member of our Board since April 2009 and is currently the Chair of the Audit Committee and a member of the Risk Management Committee. Mr. Judge is a director of Shore United Bank and previously served as a director of CNB since 2005. Mr. Judge has been a certified public accountant for over 30 years and partner since 1985 with Anthony, Judge & Ware, LLC, an accounting and tax services company located in Chestertown, Maryland.
Clyde V. Kelly, III	Grasonville, MD USA	Mr. Kelly has served as a director of the Company since 2016 and currently serves on the Nominating & Governance Committee. He is a director of Shore United Bank and had previously served as a director of CNB since 2005, including Chairman of the CNB board. Mr. Kelly has been the President and General Manager of Kelly Distributors since 1987, a company that distributed Anheuser-Busch and craft brewery brands in Talbot, Queen Anne's, Caroline, Dorchester, and Kent counties in Maryland.
Frank E. Mason, III	Easton, MD USA	Mr. Mason was elected Chairman of the Board for the Company and Bank in 2017. Mr. Mason has served as director of the Company since April 2011 and currently serves on the Executive, Compensation and Nominating & Governance Committees. He is also a director of Shore United Bank. Mr. Mason is the President and Chief Executive Officer of JASCO Inc., a manufacturer and distributor of analytical instrumentation for the scientific research community, a position he has held since 2004.
David W. Moore	Felton, DE USA	Mr. Moore has served as a director of the company since April 2014 and is currently the Chair of the Compensation Committee and serves on the Risk Management Committee. He is a director of Shore United Bank and had previously served as a director of CNB since 2010. Mr. Moore previously served as a director of The Felton Bank from 2001 until it merged with CNB in 2010. Mr. Moore has served as President and CEO of Milford Housing Development Corporation (MHDC) since 2004 and from 2000 to 2003 served as Deputy Director of MHDC.
Christopher F. Spurry	St. Michaels, MD USA	Mr. Spurry has served as a director of the company since April 2004 and previously served as Chairman of the Board from 2006 to 2017. He is currently a member of the Executive, Audit, and Risk Management Committees. Mr. Spurry also had previously served as director of the Talbot Bank since 1995, and as a director of The Felton Bank from September 2009 until it merged with CNB in 2010. Mr. Spurry is the founder and former owner of Spurry & Associates, Inc., a manufacturer's representative firm that has represented manufacturing companies in the commercial/institutional food service and refrigeration equipment industry in the Mid-Atlantic region for over 32 years. In September of 2015, Mr. Spurry sold Spurry & Associates, Inc.

Jeffrey E. Thompson	Centreville, MD USA	Mr. Thompson has served as a director of the Company since 2016 and serves on the Compensation Committee. He is also a director of Shore United Bank and has previously been a director of CNB since 2005 and had served as legal counsel for the bank from 1986 to July 2016. Mr. Thompson is a managing partner for the law firm of Thompson & Richard, LLP, located in Centreville, Maryland. The law firm owns and operates a title insurance agency, Chesapeake Title Group.
John H. Wilson	Stevensville, MD USA	Mr. Wilson has served as a director of the Company since April 2009 and is currently a member of the Compensation and the Nominating & Governance Committees. He is a director of Shore United Bank and serves as a director of The Avon-Dixon Agency, a wholly-owned insurance producer subsidiary of the Company. Since 2006, Mr. Wilson has served as the President and Chief Executive Officer of Coastal South of Maryland, Inc., a land development and real estate consulting company. Mr. Wilson is also owner/operator of Chesapeake Bay Beach Club, a private events facility and managing member of the Tidewater Inn. LLC, and the Inn at the Chesapeake Bay Beach Club.

#### Officers

Edward C. Allen	Easton, MD USA	Mr. Allen was appointed Senior Vice President and Chief Financial Officer of the Company in June 2016. He previously served as CNB's President and Chief Executive Officer from September 2014 to June 2016 and as CNB's Chief Financial Officer since October 2011 when he started with the Company.
Donna J. Stevens	Cordova, MD USA	Mrs. Stevens was appointed Chief Operating Officer of the Company in July 2015. She served as the Company's Chief Operations Officer from July 2013 to July 2015. She has been employed by the Company in various officer capacities since 1997, including Senior Vice President, Senior Operations and Compliance Officer, and Corporate Secretary for CNB from February 2010 to June 2013.
W. David Morse	Easton, MD USA	W. David Morse has served as Secretary and General Counsel for the Company since 2008. Mr. Morse also serves as Senior Vice President – Legal Counsel for the Shore United Bank and previously served as Legal Counsel for Talbot Bank since 1991, when he started with the Company.

**Report Item 4-(4a):**

The following table reflects the beneficial ownership of common stock in the company by directors, director nominees, executive officers and by principal shareholders known to management as of the Record Date, and includes all shares of common stock that may be acquired by such persons within 60 days of that date.

<b>Name</b>	<b>Number of Shares Beneficially Owned</b>	<b>Percent of Class Beneficially Owned</b>
<b>Directors and Named Executive Officers</b>		
Edward C. Allen	10,138	0.08
Blenda W. Armistead	15,012 (1)	0.12
David J. Bates	7,256	0.06
Lloyd L. Beatty, Jr.	84,753 (2)	0.67
Michael R. Clemmer, Jr.	3,772 (3)	0.03
David A. Fike	2,948	0.02
James A. Judge	9,509 (4)	0.07
Clyde V. Kelly	3,068	0.02
Frank E. Mason, III	18,809	0.15
David W. Moore	4,300 (5)	0.03
W. David Morse	11,563 (6)	0.09
Christopher F. Spurry	22,599 (7)	0.18
Donna J. Stevens	5,677	0.04
Jeffery E. Thompson	8,072 (8)	0.06
John H. Wilson	10,052 (9)	0.08
<b>All Directors/Executive Officers as a Group (15 Persons)</b>	<b>217,528</b>	<b>1.71%</b>

**Notes:**

- (1) Includes 1,305 shares held individually by Bruce C. Armistead; 2,532 shares held by Bruce C. Armistead under an Individual Retirement Account arrangement; and 2,545 shares held by Bruce C. Armistead, as custodian for a minor child.
- (2) Includes 15,026 shares held jointly with Nancy W. Beatty; 855 shares held individually by Nancy W. Beatty.
- (3) Includes 1,500 shares held jointly with Dina Clemmer and 350 shares held by Dina Clemmer, as custodian for a minor child.
- (4) Includes 5,740 shares held individually by Margaret B. Judge.
- (5) Includes 96 shares held jointly with Evelyn W. Moore.
- (6) Includes exercisable options to acquire 3,209 shares and 80 shares held jointly with Judy M. Morse
- (7) Includes 8,152 shares held jointly with Beverly B. Spurry; 300 shares held by Beverly B. Spurry under a SEP arrangement; and 747 shares held by Beverly B. Spurry under an Individual Retirement Account arrangement.
- (8) Includes 1,200 shares held jointly with Barbara Thompson.
- (9) Includes 3,033 shares held jointly with Deidre K. Wilson.

**Report Item 4-(4b):**

Percentage of each class of voting securities owned, controlled, or held with power to vote in direct and indirect subsidiaries of the bank holding company.

NONE

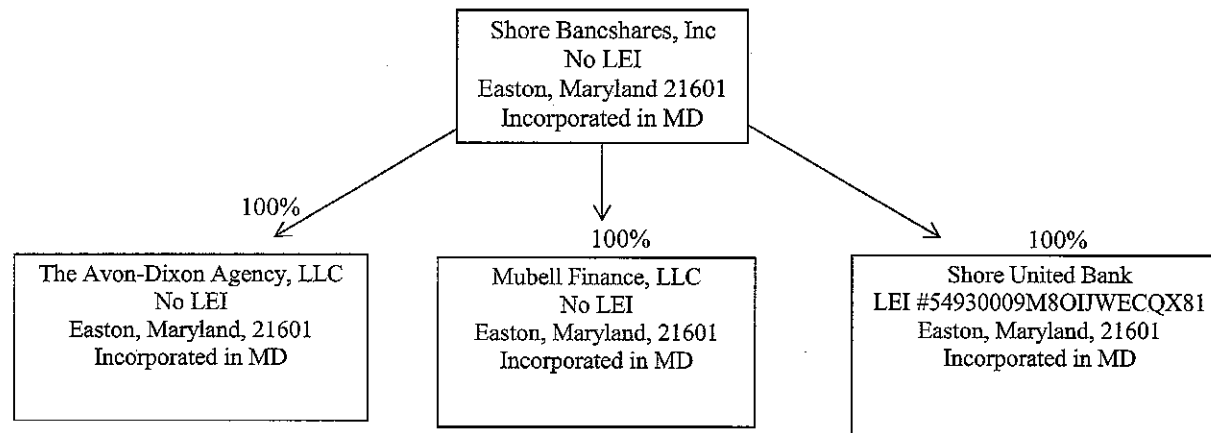
**Report Item 4-(4c):**

4c. As of December 31, 2017, percentage of each class of voting securities owned, controlled, or held with power to vote in any other company, if 25% or more of its outstanding voting securities or proportionate interest in a partnership are held.

<b>Director</b>	<b>Company</b>	<b>Ownership</b>
Blenda W. Armistead	None	
David J. Bates	None	
Lloyd L. Beatty, Jr.	None	
Michael R. Clemmer, Jr.	None	
David A. Fike	None	
James A. Judge	Anthony, Judge & Ware	55%
	AJW Properties	33%
Clyde V. Kelly, III	Kelly Distributors, Inc.	100%
Frank E. Mason, III	F.E. Mason Company	100%
	Oxford International Company	100%
David W. Moore	None	
Christopher F. Spurry	Spurry-Commercial, LLC	50%
Jeffrey E. Thompson	Thompson & Richard, LLP	65%
	Thompson Building, LLC	60%
	Upstream Investments, LLC	33%
	JLI Wye River, LLC	33%
	Thompson Lake House, LLC	33%
	Big Lake House, LLC	50%
John H. Wilson	Chesapeake Bay Beach Club	52%
	Coastal South of Maryland	100%
	Tidewater Inn, LLC	62%
	Whites Heritage, LLC	25%
<b>Executive Officer:</b>		
Edward C. Allen	None	
Donna J. Stevens	None	
W. David Morse	None	



Exhibit A  
The Shore Bancshares  
Family of Companies



Shore Bancshares is the sole member and managing member of The Avon-Dixon Agency, LLC and Mubell Finance, LLC

Results: A list of branches for your holding company: SHORE BANCSHARES, INC. (2429838) of EASTON, MD.  
The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

#### 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)	933023	SHORE UNITED BANK	18 EAST DOVER STREET	EASTON	MD	21601	TALBOT	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	3663714	CAMDEN BRANCH	4580 SOUTH DUPONT HIGHWAY	CAMDEN	DE	19934	KENT	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	4815734	GOVERNORS AVENUE BRANCH	800 S GOVERNORS AVENUE	DOVER	DE	19904	KENT	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	238812	FELTON BRANCH	120 WEST MAIN STREET	FELTON	DE	19943	KENT	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	2450618	MILFORD BRANCH	698 NORTH DUPONT BOULEVARD SUITE A	MILFORD	DE	19963	SUSSEX	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	3673843	243 ARBUTUS	1101 MAIDEN CHOICE LANE	BALTIMORE	MD	21229	BALTIMORE	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	3373228	SUNBURST BRANCH	424 DORCHESTER AVENUE	CAMBRIDGE	MD	21613	DORCHESTER	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	5012053	COMMERCE STREET	109 N. COMMERCE STREET	CENTREVILLE	MD	21617	QUEEN ANNES	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	932521	ROUTE 213 BRANCH	2609 CENTREVILLE ROAD	CENTREVILLE	MD	21617	QUEEN ANNES	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	3216633	CHESTER BRANCH	300 CASTLE MARINA ROAD	CHESTER	MD	21619	QUEEN ANNES	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	3679685	WASHINGTON SQUARE BRANCH	899 WASHINGTON AVE	CHESTERTOWN	MD	21620	KENT	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	3016888	DENTON BRANCH	850 SOUTH FIFTH AVENUE	DENTON	MD	21629	CAROLINE	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	2260853	ELLIOTT ROAD BRANCH	8275 ELLIOTT RD	EASTON	MD	21601	TALBOT	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	795623	TRED AVON SQUARE BRANCH	212 MARLBORO ROAD	EASTON	MD	21601	TALBOT	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Trust	4114017	WYE FINANCIAL AND TRUST	16 N WASHINGTON STREET	EASTON	MD	21601	TALBOT	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	3673852	244 ELKRIDGE	6050 MARSHALEE DRIVE	ELKRIDGE	MD	21075	HOWARD	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	3400450	GRASONVILLE BRANCH	202 PULLMAN CROSSING ROAD	GRASONVILLE	MD	21638	QUEEN ANNES	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	3673825	274 OWINGS MILLS	9612 REISTERSTOWN ROAD	OWINGS MILLS	MD	21117	BALTIMORE	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	1971143	TUCKAHOE BRANCH	22151 WES STREET	RIDGELY	MD	21660	CAROLINE	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	611125	SAINT MICHAELS BRANCH	1013 TALBOT ST	SAINT MICHAELS	MD	21663	TALBOT	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	871929	STEVENSVILLE BRANCH	408 THOMPSON CREEK ROAD	STEVENSVILLE	MD	21666	QUEEN ANNES	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	
OK		Full Service	5162323	ONLEY, VA BRANCH	25306 LANKFORD HIGHWAY	ONLEY	VA	23418	ACCOMACK	UNITED STATES	Not Required	Not Required	SHORE UNITED BANK	933023	