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 803 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.

J. William Clements, II
Name of the Holding Company Director and Official
Acting 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 of Holding Company Director and Official
03/19/2019
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 1076105
C.I.

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 6.50 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.
ITEM 1: ANNUAL REPORT TO SHAREHOLDERS

ENCLOSED

ITEM 2: ORGANIZATION CHART AND BRANCH LISTING

SEE ATTACHED

ITEM 3: SECURITIES HOLDERS

1) J. PETER CLEMENTS
   CARSON VA
   USA
   61,934 SHARES-11.66%

2) CEDE & CO
   NEW YORK, NY
   USA
   73,996 SHARES-13.93%
ITEM 2a.

THE BANK OF SOUTHSIDE VIRGINIA CORPORATION
Incorporated in Virginia
No LEI Number
CARSON, VIRGINIA USA

THE BANK OF SOUTHSIDE VIRGINIA
CARSON, VIRGINIA/USA
Incorporated in Virginia
100%

BSV INSURANCE SERVICES, INC.
CARSON, VIRGINIA/USA
Incorporated in Virginia
No LEI Number
100%

TOUCHSTONE BANK
MCKENNEY, VIRGINIA/USA
Incorporated in Virginia
5%

MCKENNEY GROUP LLC
MCKENNEY, VIRGINIA/USA
Incorporated in Virginia
No LEI Number
Managing Member

BANKER'S TITLE, L.L.C.
RICHMOND, VIRGINIA/USA
Incorporated in Virginia
Non-Managing Member
No LEI Number
Not Y-10 reportable
11.51%

ITEM 2b.

Submitted via email on 02/21/19
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application. To satisfy the FR Y-10 reporting requirement, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.

### Subsection Procedure

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

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.
- **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 the 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 Instructions

- **Note:** 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.

### Results

A list of branches for your depository institution: BANK OF SOUTHSIDE VIRGINIA, THE (610128) of CASKON, VA.

The data are as of 12/31/2019. Data reflects information that was received and processed through 01/31/2020.

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<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSA*</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>FSC UNINUM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RSA*</th>
<th>Comments</th>
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<td>610128</td>
<td>BAYSIDE OFFICE</td>
<td>17230 BAYSIDE PARK ROAD</td>
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<td>VA</td>
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<td>$20,000</td>
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<td>UNITED STATES</td>
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<td>VA</td>
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<td>UNITED STATES</td>
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<td>NAME/ADDRESS</td>
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<td>TITLE/POSITION OTHER COMPANIES</td>
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<td>PERCENT OWNERSHIP</td>
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<td>THAYER TIPTON BAIRO CARSON, VA USA</td>
<td>FORMER OWNER/OPERATOR, THE STORK SHOP</td>
<td>DIRECTOR</td>
<td>DIRECTOR (The Bank of Southside VA)</td>
<td>0.59%</td>
<td>NONE</td>
<td>0%</td>
<td>PRINCIPAL</td>
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<td>CAROL C. CHAPPELL CARSON, VA USA</td>
<td>SENIOR VICE-PRES/ SENIOR VICE-PRES/ CASHIER THE BANK OF SOUTHSIDE VIRGINIA</td>
<td>DIRECTOR</td>
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<td>GLENWARD GATES, LLC</td>
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<td>A. SAMUEL, CLAY, JR STONY CREEK, VA USA</td>
<td>REGIONAL MANAGER ASRCARE</td>
<td>DIRECTOR</td>
<td>DIRECTOR (The Bank of Southside VA)</td>
<td>0.05%</td>
<td>NONE</td>
<td>100%</td>
<td>CLAY ENTERPRISES LLC</td>
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</table>
| J. PETER CLEMENTS CARSON, VA USA | CHAIRMAN/PRESIDENT THE BANK OF SOUTHSIDE VIRGINIA | CHAIRMAN | PRESIDENT (The Bank of Southside VA) | 11.66% | NONE | 100% | CLEMENTS LAND HOLDINGS INC (voting majority)
| J. WILLIAM CLEMENTS, II CARSON, VA USA | VP/INFO SYSTEMS DIRECTOR VP/INFO SYSTEMS THE BANK OF SOUTHSIDE VIRGINIA | BOARD MEMBER | Go Virginia | 0.63% | NONE | 0% | CLEMENTS LAND HOLDINGS LLC |
| M. KIRKLAND COX COLONIAL HEIGHTS VA USA | RETIRED EDUCATOR MEMBER OF VIRGINIA HOUSE OF DELEGATES | DIRECTOR | DIRECTOR (The Bank of Southside VA) | 0.02% | NONE | 0% | CLEMENTS LAND HOLDINGS LLC |
| TAMMY R. HAMILTON CHESTERFIELD, VA USA | SENIOR VP/COMPLIANCE THE BANK OF SOUTHSIDE VIRGINIA | SENIOR VP/COMPLIANCE (The Bank of Southside VA) | NONE | 0.15% | NONE | 51% | CONSOLIDATED SALES & SERVICES LLC |
| BENJAMIN F. JARRATT, II MCLEAN, VA USA | PARTNER, KING OF NORTHERN VA PARTNER, JARRATT FARMS | DIRECTOR | DIRECTOR (The Bank of Southside VA) | 4.68% | NONE | 25% | KING OF NORTHERN VA |
| C. BISHOP KNOTT, JR PRINCE GEORGE, VA USA | CLERK OF CIRCUIT COURT PRINCE GEORGE COUNTY | DIRECTOR | DIRECTOR (The Bank of Southside VA) | 0.05% | NONE | 100% | SEA WITCH FISHING LLC |
| MICHAEL B. MAYES PETERSBURG, VA USA | FORMER PRESIDENT/OWNER R.G. MAYES & SON WHOLESALE GRAIN CO | DIRECTOR | DIRECTOR (The Bank of Southside VA) | 1.13% | NONE | 0% | CLEMENTS LAND HOLDINGS LLC |
| DR. JOHN S. PRINCE, JR. RICHMOND, VA USA | PHYSICIAN | DIRECTOR | DIRECTOR (The Bank of Southside VA) | 1.43% | NONE | 33 1/3% | PRINCE SUSSEX FARMS LLP |
| HERMAN M. SADLER, III EMPORIA, VA USA | VICE-PRESDENT SALES AND DEVELOPMENT SADLER BROTHERS OIL COMPANY, INC | DIRECTOR | DIRECTOR (The Bank of Southside VA) | 0.29% | NONE | 100% | SADLER MOTORSPORTS, INC |

**Directors and Officers of the Holding Company**