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(a)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 1(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 245(a)(1), 602, and 611a); and sections 119, 165, 312, 518, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(a)(1), and 6495(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 officer 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.

FRANK A. RANKIN, III
Name of the Holding Company Director and Officer
CHAIR OF UCC BOARD OF DIRECTORS
Title of the Holding Company Director and Officer

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformity 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 confidentiality, submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 221, that the Reporter and each individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Officer
03/27/2019
Date of Signature

For holding companies 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
RISD ID
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2018
Month / Day / Year
548500HVGB1UTW8KC005
Reporter's Legal Entity Identifier (LEI) (20-character LEI Code)
Report's Name, Street, and Mailing Address
UWHARRIE CAPITAL CORP
Mailing Address of the Holding Company
PO BOX 338
ALBEMARLE, NC 28002-0338
City / State / Zip Code
132 NORTH FIRST STREET, ALBEMARLE, NC 28001
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
NICOLE GARIN
FINANCIAL ACCOUNTANT
Name
Title
704-991-1271
Area Code / Phone Number / Extension
704-993-6462
Area Code / FAX Number
NGARDIN@UWHARRIE.COM
E-mail Address
WWW.UWHARRIECAPITALCORP.COM
Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? ☐ Yes ☐ No ☐

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.

<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</td>
<td>State</td>
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</tr>
</tbody>
</table>

12/2012
Report Item 2a.

Uwharrie Capital Corp

Uwharrie Capital Corp
(549300HVGB1UTW5KC005)
(UCC) Albemarle, NC
Bank Holding Company
Incorporated in NC

Uwharrie Bank
(5493001LHLJ66PHU18)
(UB) Albemarle, NC
Bank Subsidiary of UCC
UCC owns 100% of UB
Incorporated in NC

The Strategic Alliance Corporation*
(TSAC) Albemarle, NC
Non-banking Subsidiary of UB
UB owns 100% of TSAC
Incorporated in NC

BOS Agency, Inc.*
Albemarle, NC
Non-banking Subsidiary of UB
UB owns 100% of BOS Agency
Incorporated in NC

Gateway Mortgage, Inc.*
Albemarle, NC
Mortgage Origination Company
UB owns 100% of Gateway Mortgage, Inc.
Incorporated in NC

Uwharrie Investment Advisors, Inc.*
(UIA) Albemarle, NC
Asset Management Company
UCC owns 100% of UIA
Incorporated in NC

Uwharrie Mortgage, Inc.*
Albemarle, NC
Trustee for Deeds of Trust
UCC owns 100% of Uwharrie Mortgage, Inc.
Incorporated in NC

UCC owns 100% of UB
Incorporated in NC

*LEI N/A for all companies excluding Uwharrie Bank and Uwharrie Capital Corp
Results: A list of branches for your depository institution: UWHARRIE BANK (ID_RSSD: 590220). This depository institution is held by UWHARRIE CAPITAL CORP (2082532) of ALBEMARLE, NC. The data are as of 12/31/2018. Data reflects information that was received and processed through 07/07/2019.

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.
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.

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<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>
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</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>590220</td>
<td>UWHARRIE BANK</td>
<td>167 NORTH SECOND STREET</td>
<td>ALBEMARLE</td>
<td>NC</td>
<td>28001</td>
<td>STANLY</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>UWHARRIE BANK</td>
<td>590220</td>
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<tr>
<td>OK</td>
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<td>Full Service</td>
<td>1224513</td>
<td>EAST ALBEMARLE BRANCH</td>
<td>800 NC 24-27 HIGHWAY</td>
<td>ALBEMARLE</td>
<td>NC</td>
<td>28001</td>
<td>STANLY</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>UWHARRIE BANK</td>
<td>590220</td>
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<tr>
<td>OK</td>
<td></td>
<td>Limited Service</td>
<td>209007</td>
<td>VILAGE BRANCH</td>
<td>700 NORTH FIRST STREET</td>
<td>ALBEMARLE</td>
<td>NC</td>
<td>28001</td>
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<td>UWHARRIE BANK</td>
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<td>OK</td>
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<td>Full Service</td>
<td>521172</td>
<td>REA ROAD AT STONECREST BRANCH</td>
<td>5231 PIPER STATION DRIVE</td>
<td>CHARLOTTE</td>
<td>NC</td>
<td>28277</td>
<td>MECKLENBURG</td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>316672</td>
<td>CONCORD BRANCH</td>
<td>25 PALASIDE DRIVE NE</td>
<td>CONCORD</td>
<td>NC</td>
<td>28025</td>
<td>CABARRUS</td>
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<tr>
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<td>Full Service</td>
<td>354940</td>
<td>WEST STANLY BRANCH</td>
<td>416 WEST MAIN STREET</td>
<td>LOCUST</td>
<td>NC</td>
<td>28097</td>
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<tr>
<td>OK</td>
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<td>Full Service</td>
<td>318423</td>
<td>MT PLEASANT BRANCH</td>
<td>1480 SOUTH MAIN ST</td>
<td>MOUNT PLEASANT</td>
<td>NC</td>
<td>28124</td>
<td>CABARRUS</td>
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<td>Not Required</td>
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<tr>
<td>OK</td>
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<td>Full Service</td>
<td>1157310</td>
<td>NORWOOD BRANCH</td>
<td>107 SOUTH MAIN STREET</td>
<td>NORWOOD</td>
<td>NC</td>
<td>28128</td>
<td>STANLY</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>UWHARRIE BANK</td>
<td>590220</td>
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</tr>
<tr>
<td>OK</td>
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<td>Full Service</td>
<td>2438326</td>
<td>OAKBORO BRANCH</td>
<td>624 NORTH MAIN STREET</td>
<td>OAKBORO</td>
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<td>28129</td>
<td>STANLY</td>
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<td>Not Required</td>
<td>Not Required</td>
<td>UWHARRIE BANK</td>
<td>590220</td>
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</tr>
<tr>
<td>OK</td>
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<td>Full Service</td>
<td>802174</td>
<td>WADESBORO BRANCH</td>
<td>211 SOUTH GREENE STREET</td>
<td>WADESBORO</td>
<td>NC</td>
<td>28170</td>
<td>ANSON</td>
<td>UNITED STATES</td>
<td>Not Required</td>
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<td>UWHARRIE BANK</td>
<td>590220</td>
<td></td>
</tr>
</tbody>
</table>
Securities Holders

Uwharrie Capital Corp does not have any reportable securities holders to report for Report Item 3
<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Principal Occupation</th>
<th>Other Businesses</th>
<th>Percentage of Voting Shares in (List names of companies and percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>James O. Campbell, NC</td>
<td>Transportation</td>
<td></td>
<td></td>
</tr>
<tr>
<td>W. Chester Lowder</td>
<td>Regional Sales Manager &amp; Co-Owner Farm equipment retail business selling John Deere farm equipment - Quality Equipment, LLC</td>
<td>Director - Jahante Bank</td>
<td>Regional Sales Manager &amp; Co-Owner - Quality Equipment, LLC (2%) Bowers Implement Company, Inc.</td>
</tr>
<tr>
<td>Dean M. Bowers, Albemarle, NC</td>
<td>Owner/Operator</td>
<td>Owner &amp; Manager of Bowers Implement Company, Inc.</td>
<td>Director - Jahante Bank</td>
</tr>
<tr>
<td>Tara G. Eudy, NC</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dorothy M. Lowder</td>
<td>Regional Sales Manager &amp; Co-Owner Farm equipment retail business selling John Deere farm equipment - Quality Equipment, LLC</td>
<td>Director - Jahante Bank</td>
<td>Regional Sales Manager &amp; Co-Owner - Quality Equipment, LLC (2%) Bowers Implement Company, Inc.</td>
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<tr>
<td>Wesley A. Morgan</td>
<td>Regional Sales Manager &amp; Co-Owner Farm equipment retail business selling John Deere farm equipment - Quality Equipment, LLC</td>
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<td>Name, City, State, Country</td>
<td>Principal Occupation if other than in Bank Holding Company</td>
<td>Title &amp; Position with Bank Holding Company (Uwharrie Capital Corp)</td>
<td>Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
</tr>
<tr>
<td>---------------------------</td>
<td>----------------------------------------------------------</td>
<td>---------------------------------------------------------------</td>
<td>---------------------------------------------------------------</td>
</tr>
<tr>
<td>James E. Nance, Albemarle, NC USA</td>
<td>Founder and Managing Member North State Acquisitions, LLC</td>
<td>President - Beane Swaringen &amp; Company, PLLC</td>
<td>Investor - Beane Swaringen &amp; Company, LLC</td>
</tr>
<tr>
<td>Frank A. Ranjen, III Conesus, NY USA</td>
<td>Chair, Board of Directors Concord Engineering &amp; Surveying, Inc. (CESI)</td>
<td>Chair, Board of Directors - CESI, Inc.</td>
<td>Investor - CESI, LLC</td>
</tr>
<tr>
<td>Randy T. Russell, Chatham, NC USA</td>
<td>President Sports Med Properties, LLC</td>
<td>President - Sports Med Properties, LLC</td>
<td>Investor - CESI, LLC</td>
</tr>
<tr>
<td>Todd Seawing, Norwood, NC USA</td>
<td>Certified Public Accountant/Partner Beaver Seawing &amp; Company, PLLC</td>
<td>Director - Chief of Audit Committee</td>
<td>Investor - Beaver Seawing &amp; Company, LLC</td>
</tr>
</tbody>
</table>

**EXECUTIVE OFFICERS**

1. David S. Benton, III Albemarle, NC USA - Chief Financial Officer - Uwharrie Capital Corp
   - Chief Financial Officer - Uwharrie Bank and Treasurer - Uwharrie Mortgage, Inc.
   - Member - Main Street Medical Properties, LLC (1.29%)
   - 9/14/18 17,818 ** Footnote 2
   - 0% N/A

2. Roger L. Dick Albemarle, NC USA - President - Chief Executive Officer; Advisory Director - Uwharrie Capital Corp
   - Chief Executive Officer - Uwharrie Bank
   - Investor - Griffin Stafford Lodging One, LLC (0.8102%)
   - 9/1/18 38,141 ** Footnote 2
   - 0% One Building At A Time, LLC 32.3% Windy Beach, LLC 50%

3. Brendan P. Duffy Hamlet, NC USA - Chief Operating Officer; Chief Risk Officer & Advisory Director - Uwharrie Capital Corp
   - President & CEO - Uwharrie Bank
   - Investor - One Building At A Time, LLC
   - 12/31/18 31,746 ** Footnote 2
   - 0% N/A
Form FR Y-6
Uwharrie Capital Corp
Fiscal Year Ending December 31, 2018

Report Item 4: Holders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
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<th>Title &amp; Position with Bank Holding Company (Uwharrie Capital Corp)</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 Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>List names of other companies (includes partnerships) if 25% or more of voting securities are held</th>
</tr>
</thead>
</table>

Footnotes:

*(1) 7,126,541 issued & Outstanding Shares at 12-31-2018
*(1) 7,126,541 Number used for calculating percentage of voting shares (column (4)(a)).
**(2) Stock total does not include Supplemental Executive Retirement Plan (SERP) shares.