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 9(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 9(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3108(a) and 3108(e)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 246(a)(1), 602, and 610a); and sections 113, 166, 312, 316, and 609 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1860a(q)(1), and 5465(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/ESGCY formed as a corporation or is an L.C., see the General Instructions for the authorized individual who must sign the report.

I, Leon L. Harding, Jr.

Name of the Holding Company Director and Officer

Chairman

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 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 the Federal Reserve 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 of the report containing that individual.

Signature of Holding Company Director and Officer

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.

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

December 31, 2019

Month/Day/Year

N/A

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

Reporters Name, Street, and Mailing Address

Powell Valley Bankshares, Inc

Legal Title of Holding Company

PO BOX 100

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

Jonesville VA 24263

City State Zip Code

33785 Main Street, Jonesville, VA 24263

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Aaron C. Hicks

SVP & CFO

Name Title

276-822-6300

Area Code / Phone Number / Extension

276-346-0167

Area Code / FAX Number

ahicks@powellvalleybank.com

E-mail Address

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

Is confidential treatment requested for any portion of this report submission? ☐ No ☑ 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 this 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."
1. Powell Valley Bankshares, Inc. is not registered with the Securities and Exchange Commission. The bank holding company prepares an annual report for its shareholders. An electronic copy will be uploaded with this filing.
Report Item 2a - Organization Chart of Parent - Subsidiary Relationships

Leton L. Harding, Jr.
Chairman of the Board of Parent
and Chairman of Powell Valley National Bank
PO Box 100, Jonesville, VA 24263

Roy E. Woodward, Secretary of Parent and Secretary of Powell Valley National Bank
Director of Parent and Powell Valley National Bank
PO Box 445, Jonesville, VA 24263

F. Winston Witt, Director of Parent and Director of Powell Valley National Bank
Drawer S, Big Stone Gap, VA 24219

Robert Estes, Director of Parent and Director of Powell Valley National Bank
358 Bluebonnet Dr., Jonesville, VA 24263

Browning Wynn, II - Director of Parent and Director of Powell Valley National Bank
PO Box 1204, Jonesville, VA 24263

Sarah Wynn - Director of Parent and Director of Powell Valley National Bank
PO Box 661, Jonesville, VA 24263

Powell Valley Bankshares, Inc.
(Parent Company)
No LEI
Incorporated in Virginia
33785 Main St.
Jonesville, VA 24263

--- 100%

Powell Valley National Bank
(Subsidiary)
LEI: U254900GBSHEUZ4PGG08
Incorporated in Virginia
33785 Main St.
Jonesville, VA 24263

--- 100%

Powell Valley Service Corporation, Inc.
(Subsidiary)
Incorporated in Virginia
33785 Main St.
Jonesville, VA 24263
## Results
A list of branches for your depository institution: POWELL VALLEY NATIONAL BANK (ID: 31826).

This depository institution is held by POWELL VALLEY BANKSHARES, INC. (ID: 1249271) of JONESVILLE, VA.

The data are as of 08/30/2020. Data reflects information that was received and processed through 07/05/2020.

### 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 sold or closed, enter 'Delete' in the Data Action column and the sale or closure date in the Effective Date 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 hard copy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

<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, A8ID*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>5409524</td>
<td>JONESPORT BRANCH</td>
<td>240 WEST CENTER STREET</td>
<td>JONESPORT, TN</td>
<td>37350</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>5409531</td>
<td>KINGSPORT BRANCH</td>
<td>24055 E HIGHWAY</td>
<td>KINGSPORT, TN</td>
<td>37760</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>2409524</td>
<td>BIG STONE GAP BRANCH</td>
<td>228 EAST 5TH STREET SOUTH</td>
<td>BIG STONE GAP, VA</td>
<td>24289</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>3522272</td>
<td>DUFFIELD BRANCH</td>
<td>301 DUFF PATT HIGHWAY</td>
<td>DUFFIELD, VA</td>
<td>24254</td>
<td>SCOTT</td>
<td>Not Required</td>
<td>Not Required</td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>3512212</td>
<td>PENNINGTON GAP BRANCH</td>
<td>42100 E HIGHWAY</td>
<td>PENNINGTON GAP, VA</td>
<td>242279</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
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</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>2138455</td>
<td>WISE BRANCH</td>
<td>540 W MAIN STREET</td>
<td>WISE, VA</td>
<td>242289</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
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<td></td>
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</tr>
</tbody>
</table>

* FDIC UNINUM, Office Number, and ID, RSSD columns are for reference only. Verification of these values is not required.
### Report Item 3: Securities Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Country of Citizenship or Class of Voting Securities</th>
<th>Percentage of Each</th>
<th>Number and</th>
<th>Country of Citizenship or Class of Voting Securities</th>
<th>Percentage of Each</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cridlin Investment Co., LLP USA</td>
<td></td>
<td>47,826 shares - 7.322% of common stock</td>
<td></td>
<td>NONE</td>
<td></td>
</tr>
<tr>
<td>Karen Cridlin USA</td>
<td></td>
<td></td>
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<td></td>
<td></td>
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<tr>
<td>H. Fuller Cridlin USA</td>
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<tr>
<td>J. Patton Cridlin USA</td>
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<tr>
<td>Jonesville, VA</td>
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<tr>
<td>John C. Wynn USA</td>
<td></td>
<td>259,826 shares - 39.773% of common stock</td>
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<tr>
<td>Patricia M. Wynn USA</td>
<td></td>
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<tr>
<td>Browning Wynn II USA</td>
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<tr>
<td>Sarah H. Wynn USA</td>
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<tr>
<td>Laura M. Wynn USA</td>
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<tr>
<td>Rachel Hammond-Wynn USA</td>
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<tr>
<td>Abingdon &amp; Co USA</td>
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<tr>
<td>1888 Investments, LP USA</td>
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<td></td>
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<tr>
<td>Jonesville, VA</td>
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</tr>
<tr>
<td>Estes Bros. Const, USA</td>
<td></td>
<td>44,862 shares - 6.858% of common stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Robert Estes USA</td>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Juliane Estes USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jonesville</td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>
Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>Names &amp; Address</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries</th>
<th>Percentage of voting shares in Bank Holding Company</th>
<th>Percentage of voting shares in Subsidiaries</th>
</tr>
</thead>
<tbody>
<tr>
<td>Leton L. Harding</td>
<td>N/A Executive Vice Pres.</td>
<td>Chairman of the Board PVB and PVNB, EVP, and CEO</td>
<td>NONE</td>
<td>N/A</td>
<td>N/A</td>
<td>0.153%</td>
<td>NONE</td>
</tr>
<tr>
<td>Roy E. Woodward, Jr.</td>
<td>N/A Director</td>
<td>Director (PVNB)</td>
<td>NONE</td>
<td>N/A</td>
<td>N/A</td>
<td>1.102%</td>
<td>NONE</td>
</tr>
<tr>
<td>F. Winston Witt, Jr.</td>
<td>Insurance Agent Director</td>
<td>Director (PVNB)</td>
<td>President Southwest Insurance Agency</td>
<td>NONE</td>
<td>Southwest Insurance Agency 90% owner</td>
<td>1.00%</td>
<td>NONE</td>
</tr>
<tr>
<td>Robert Estes</td>
<td>Commercial Contractor Director</td>
<td>Director (PVNB)</td>
<td>President of Estes Bros. Construction Company</td>
<td>NONE</td>
<td>Boones Trail Bison, LLC - 51% Lee Land Co., LLC - 51%</td>
<td>6.868%</td>
<td>NONE</td>
</tr>
<tr>
<td>Browning Wynn, II</td>
<td>N/A Director</td>
<td>Vice President (PVNB)</td>
<td>NONE</td>
<td>1888 Investments, LP - 25%</td>
<td>39.779% (aggregate family ownership)</td>
<td>39.779% (aggregate family ownership)</td>
<td>39.779% (aggregate family ownership)</td>
</tr>
<tr>
<td>Sarah Wynn</td>
<td>N/A Director</td>
<td>Director (PVNB)</td>
<td>NONE</td>
<td>1888 Investments, LP - 25%</td>
<td>39.779% (aggregate family ownership)</td>
<td>39.779% (aggregate family ownership)</td>
<td>39.779% (aggregate family ownership)</td>
</tr>
</tbody>
</table>