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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 246(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners’ Loan Act. 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.

I, James M. Dunphy
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.

J. M. Dunphy, President

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.
3212943

Date of Receipt

Date of Report (top-tier holding company’s fiscal year-end):
September 30, 2015

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

Reporter’s Name, Street, and Mailing Address
South Shore Bancorp, MHC
1530 Main Street
(Mailing Address of the Holding Company) Street / P.O. Box
South Weymouth MA 02190
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Nobo K. Sircar
EVP/CFO
Name Title

781-337-3000
Area Code / Phone Number / Extension
781-331-5881
Area Code / FAX Number
kaucoin@sssb.com
E-mail Address

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

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes Please identify the report items to which this request applies:
☐ No

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled “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>South Shore Bancorp, Inc.</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>1530 Main Street</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>South Weymouth MA 02190</td>
<td>City State Zip Code</td>
</tr>
<tr>
<td></td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

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12/2012
SOUTH SHORE BANCORP, MHC  
A Massachusetts Mutual Holding Company  

100% of Common Stock

SOUTH SHORE BANCORP, INC.  
A Delaware Corporation  

100% of Common Stock

SOUTH SHORE BANK  
A Massachusetts Stock Savings Bank  

100% Ownership

- First Weymouth Corporation (A Massachusetts Corporation)
- Fourth Weymouth Corporation (A Massachusetts Corporation)
- 1833 Security Corporation (A Massachusetts Corporation)
- 1868 Corporation (A Massachusetts Corporation)
- Cambridge Mortgage Group (A Massachusetts Corporation)
- 1530 Holdings, LLC (INACTIVE) (A Massachusetts Corporation)

The Principal Office for all corporations is:

1530 Main Street, South Weymouth, MA. 02190
FORM FR Y6
SOUTH SHORE BANCORP, MHC
Fiscal Year Ended September 30, 2015

Report Item 3: Shareholders

Note: Subject is a mutual holding company

There are no shareholders as of 9/30/2015
FORM FR Y6

SOUTH SHORE BANCORP, INC.

Fiscal Year Ended September 30, 2015

Report Item 3: Shareholders

Note: Subject is a mutual holding company

There are no shareholders as of 9/30/2015
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Principal Occupation</th>
<th>Title &amp; Position</th>
<th>Other than BHC</th>
<th>Subsidiaries</th>
<th>Wholly Owned Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>David A. Jones</td>
<td>222 Main St, New Wyoming, MA</td>
<td>CPA</td>
<td>President</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>William F. Garvey, CPA</td>
<td>123 Park Ave, New Wyoming, MA</td>
<td>CPA</td>
<td>Principal</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>James E. Bright, Jr.</td>
<td>456 Broadway, New Wyoming, MA</td>
<td>CPA</td>
<td>Director</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John C. Boucher</td>
<td>789 Market St, New Wyoming, MA</td>
<td>CPA</td>
<td>Director</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Melanie E. Benjamin</td>
<td>101 Main St, New Wyoming, MA</td>
<td>CPA</td>
<td>President</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Melinda E. Anderson</td>
<td>222 Broadway, New Wyoming, MA</td>
<td>CPA</td>
<td>President</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Report Form 46: Insiders
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Principal Occupation</th>
<th>Wages &amp; Salaries</th>
<th>Wages &amp; Salaries Without Business</th>
<th>Title &amp; Position</th>
<th>Title &amp; Position Without Company</th>
<th>Title &amp; Position Other Than DHF</th>
</tr>
</thead>
<tbody>
<tr>
<td>William F. Crawford</td>
<td>MA</td>
<td>Pemberton, MA</td>
<td>Referred</td>
<td>President</td>
<td>President &amp; Treasurer, President &amp; Treasurer</td>
<td>President</td>
<td>President &amp; Treasurer</td>
</tr>
<tr>
<td>Andrew R. Connolly</td>
<td>MA</td>
<td>Pembroke, MA</td>
<td>Referred</td>
<td>Building Superintendent</td>
<td>President</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>James E. Ekstrom</td>
<td>MA</td>
<td>Pembroke, MA</td>
<td>Retired</td>
<td>John C. Beckler</td>
<td>Director, South Shore Savings Bank</td>
<td>Director &amp; President</td>
<td>Director &amp; President</td>
</tr>
<tr>
<td>Michael M. Dunbar</td>
<td>MA</td>
<td>Pembroke, MA</td>
<td>Retired</td>
<td>James L. Doherty</td>
<td>President</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>William A. McLean</td>
<td>MA</td>
<td>Pembroke, MA</td>
<td>Retired</td>
<td>Dr. Leonard B. Golden</td>
<td>President, Health Care Provider</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

Report Name: McConnell

Name & Address: Pemberton, MA

Wages & Salaries: Referred

Principal Occupation: President, Treasurer, W.E. Cary, CPA

Wages & Salaries Without Business: CPA

Title & Position: President & Treasurer, President & Treasurer

Title & Position Without Company: President & Treasurer

Title & Position Other Than DHF: W.E. Cary, CPA