

3/25/19

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.

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.

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, David P. Mansfield

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 of Holding Company Director and Official

03/22/2019

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 2838159

C.I. _____

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

201812-31

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Provident Bancorp

Legal Title of Holding Company

5 Market Street

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

Amesbury

MA

01913

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Denise Gallant

Controller

Name

Title

978-834-8535

Area Code / Phone Number / Extension

978-378-1235

Area Code / FAX Number

dgallant@theprovidentbank.com

E-mail Address

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.

Provident Bancorp, Inc.

Legal Title of Subsidiary Holding Company

5 Market Street

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

Amesbury

MA

01913

City

State

Zip Code

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Physical Location (if different from mailing address)

2a. Organizational Chart



2b. List of Offices

Branch Action	Effective Date	Branch Service Type	Branch ID	RSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDK UNUM*	Office Number*	Head Office	Head Office ID	RSD*	Comments
OK		Full Service (Head Office)	37502		PROVIDENT BANK, THE	5 MARKET STREET	AMESBURY	MA	01813	ESSEX	UNITED STATES	Not Required	Not Required	PROVIDENT BANK, THE		37502	
OK		Full Service	1357644		SANTILETTI CORNER BR	1 HAVERHILL RD	AMESBURY	MA	01813	ESSEX	UNITED STATES	Not Required	Not Required	PROVIDENT BANK, THE		37502	
OK		Full Service	3142871		STOREY AVENUE BRANCH	65 STOREY AVENUE	NEWBURYPORT	MA	01950	ESSEX	UNITED STATES	Not Required	Not Required	PROVIDENT BANK, THE		37502	
OK		Full Service	4978527		BEDFORD BRANCH	121 SOUTH RIVER ROAD	BEDFORD	NH	03110	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	PROVIDENT BANK, THE		37502	
OK		Full Service	3943283		EXETER BRANCH	95 PORTSMOUTH AVE	EXETER	NH	03833	ROCKINGHAM	UNITED STATES	Not Required	Not Required	PROVIDENT BANK, THE		37502	
OK		Full Service	4096355		HAMPTON BRANCH	321 LAFAYETTE ROAD	HAMPTON	NH	03842	ROCKINGHAM	UNITED STATES	Not Required	Not Required	PROVIDENT BANK, THE		37502	
OK		Full Service	3374122		MARKET SQUARE BRANCH	21 DANIEL STREET	PORTSMOUTH	NH	03801	ROCKINGHAM	UNITED STATES	Not Required	Not Required	PROVIDENT BANK, THE		37502	
OK		Full Service	3300662		PROVIDENT WAY BRANCH	US 1 & RT 107	SEABROOK	NH	03874	ROCKINGHAM	UNITED STATES	Not Required	Not Required	PROVIDENT BANK, THE		37502	

FORM FR Y-6

**PROVIDENT BANCORP
AMESBURY, MASSACHUSETTS**

FISCAL YEAR ENDING DECEMBER 31, 2018

REPORT ITEM

- 1a.** The Provident Bancorp is not required to prepare form 10K with the SEC.
- 1b.** The Provident Bancorp does not prepare an annual report for shareholders.

- 3. Provident Bancorp (top-tier) – Shareholders None
- 3. Provident Bancorp, Inc (mid-tier)

Provident Bancorp, Inc
Shareholder 5% and Greater List
as of 12/31/18

PROVIDENT BANCORP, INC Issue: PI	ROVIDENT BANCORP, INC. (COM) NO PAR	
Registration / Address	Shares	Percent of Total Shares
PROVIDENT BANCORP INC, AMESBURY, MA	5,034,323.0000	52.30%

FORM FR Y-6
DECEMBER 31, 2018
REPORT ITEM 4. DIRECTORS AND OFFICERS PROVIDENT BANCORP

NAME & ADDRESS	PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING CO	TITLE & POSITION WITH BANK HOLDING COMPANY	TITLE & POSITION WITH SUBSIDIARIES	TITLE & POSITION WITH OTHER BUSINESSES	PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY	PERCENTAGE OF VOTING SHARES IN SUBSIDIARIES	OTHER COMPANIES >= 25% VOTING SECURITIES HELD
Cousins, Frank G., Jr. Newburyport, MA	President	Trustee	Director (The Provident Bank, Provident Security Corp., & 5 Market St. Security Corp.) Director (Provident Bancorp, Inc.)	President, Newburyport Chamber of Commerce	0	0	N/A
DeLeo, James A. Burlington, MA	Leading Partner	Trustee	Director (The Provident Bank, Provident Bancorp, Inc.)	Leading Partner, Gray, Gray & Gray Architect	0	0	N/A
DeStefano, Lisa B. Portsmouth, NH	Architect/ Business Owner	Trustee	Director (The Provident Bank, Provident Bancorp, Inc.)		0	0	DeStefano Architects 100%
Gould, Jay L. Rye, NH	Business Owner	Director	Director (Provident Bancorp, Inc.)	Owner, Flatbread Inc.	0	0	Sovereign Investors 100% Counting House LLC 100% Flatbread Wharf 50% Flatbread Congress 50% Up the Creek 35% Flatbread Day St. LLC 50% Flatbread, Inc. 70% Flatbread Amesbury 70% Flatbread Portland 70% Flatbread North Conway 70% Flatbread Portsmouth 70% Flatbread Canton 70% Flatbread Bedford 70% Flatbread Paia 35% Creekbread Whistler 35% Flatbread USA (holding company for FB Paia) 70%

NAME & ADDRESS	PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING CO	TITLE & POSITION WITH BANK HOLDING COMPANY	TITLE & POSITION WITH SUBSIDIARIES	TITLE & POSITION WITH OTHER BUSINESSES	PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY	PERCENTAGE OF VOTING SHARES IN SUBSIDIARIES	OTHER COMPANIES >= 25% VOTING SECURITIES HELD
Knapp, Laurie H. Amesbury, MA	CPA	Trustee	Director (The Provident Bank, Provident Security Corp. & 5 Market St. Sec Corp) Director (Provident Bancorp, Inc.)	Owner, Laurie H. Knapp CPA, Spouse Owner Hat Factory Marina LLC, Spouse Owner Marina Parking LLC, Jay Knapp & Son's Marine Service. Board Member, Amesbury Educational Foundation	0	0	Jimmies Global (Holding Co. for Creekbread and Up the Creek) 70% Flatbread Somerville 70% Flatbread Hampton 70% Flatbread Providence 70% Flatbread Restaurant Group 70% Flatbread F.C. Inc. 70%
Mansfield, David P. Portsmouth, NH	CEO	Trustee	CEO, Director (The Provident Bank) President, Director (Provident Bancorp Inc, Provident Security Corp. & 5 Market St. Sec. Corp)	N/A	0	0	N/A
Peeke, Richard L. Amesbury, MA	Retired	Trustee	Director (The Provident Bank, Provident Security Corp. & 5 Market St. Sec. Corp) Director (Provident Bancorp, Inc.)	Retired	0	0	N/A
Sullivan, Arthur W. Manchester, NH	Developer/ Business Owner	Trustee	Director (The Provident Bank, Provident Bancorp, Inc.)	Principal Partner, Brady Sullivan	0	0	Principal Partner, Brady Sullivan 100%

NAME & ADDRESS	PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING CO	TITLE & POSITION WITH BANK HOLDING COMPANY	TITLE & POSITION WITH SUBSIDIARIES	TITLE & POSITION WITH OTHER BUSINESSES	PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY	PERCENTAGE OF VOTING SHARES IN SUB-SIDIARIES	OTHER COMPANIES >= 25% VOTING SECURITIES HELD
Withee, Charles F.	President, Chief Lending Officer	Trustee	Director (Provident Bancorp, Inc.)	Board member for NeighborWorks Southern NH, Manchester Kiwanis Club, New Hampshire Food Bank Advisory Committee, The Muchachos Drum and Bugle Corps, The Moore Center, Manchester YMCA, Intown Manchester, NH Institute of Art and Finance, NH Charitable Foundation Manchester Proud NH Business Committee for the Arts	0	0	N/A

**FORM FR Y-6
DECEMBER 31, 2018
REPORT ITEM 4. DIRECTORS AND OFFICERS PROVIDENT BANCORP, INC**

NAME & ADDRESS	PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING CO	TITLE & POSITION WITH BANK HOLDING COMPANY	TITLE & POSITION WITH SUBSIDIARIES	TITLE & POSITION WITH OTHER BUSINESSES	PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY	PERCENTAGE OF VOTING SHARES IN SUB-SIDIARIES	OTHER COMPANIES >= 25% VOTING SECURITIES HELD
Cousins, Frank G., Jr. Newburyport, MA	President	Director	Director (The Provident Bank, Provident Security Corp., & 5 Market St. Security Corp.) Trustee (Provident Bancorp)	President, Newburyport Chamber of Commerce	0	0	N/A
DeLeo, James A. Burlington, MA	Leading Partner	Director	Director (The Provident Bank, Trustee (Provident Bancorp)	Leading Partner, Gray, Gray & Gray	0	0	N/A
DeStefano, Lisa B. Portsmouth, NH	Architect/ Business Owner	Director	Director (The Provident Bank, Trustee (Provident Bancorp)	Owner, DeStefano Architects	0	0	DeStefano Architects 100%
Gould, Jay E. Rye, NH	Business Owner	Director	Director (Provident Bancorp)	Owner, Flatbread, Inc.			Sovereign Investors 100% Counting House LLC 100% Flatbread Wharf 50% Flatbread Congress 50% Up the Creek 35% Flatbread Day St. LLC 50% Flatbread, Inc. 70% Flatbread Amesbury 70% Flatbread Portland 70% Flatbread North Conway 70% Flatbread Portsmouth 70% Flatbread Canton 70% Flatbread Bedford 70% Flatbread Paia 35% Creekbread Whistler 35% Flatbread USA (holding company for FB Paia) 70%

NAME & ADDRESS	PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING CO	TITLE & POSITION WITH BANK HOLDING COMPANY	TITLE & POSITION WITH SUBSIDIARIES	TITLE & POSITION WITH OTHER BUSINESSES	PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY	PERCENTAGE OF VOTING SHARES IN SUBSIDIARIES	OTHER COMPANIES >= 25% VOTING SECURITIES HELD
Knapp, Laurie H. Amesbury, MA	CPA	Director	Director (The Provident Bank, Provident Security Corp. & 5 Market St. Sec Corp) Trustee (Provident Bancorp)	Owner, Laurie H. Knapp CPA, Spouse Owner Hat Factory Marina LLC, Spouse Owner Marina Parking LLC, Jay Knapp & Son's Marine Service. Board Member, Amesbury Educational Foundation	0	0	Jimmys Global (Holding Co. for Creekbread and Up the The Creek) 70% Flatbread Somerville 70% Flatbread Hampton 70% Flatbread Providence 70% Flatbread Restaurant Group 70% Flatbread F.C. Inc. 70% Laurie H. Knapp CPA 100%,
Mansfield, David P. Portsmouth, NH	CEO	Director	CEO, Director (The Provident Bank) President, Director (Provident Security Corp. & 5 Market St. Sec. Corp) Trustee (Provident Bancorp)	N/A	0	0	N/A
Peeke, Richard L. Amesbury, MA	Retired	Director	Director (The Provident Bank, Provident Security Corp. & 5 Market St. Sec. Corp) Trustee (Provident Bancorp)	Retired	0	0	N/A
Reilly, Joseph B. Ipswich, MA	Retired	Director	Director (The Provident Bank)	Retired	0	0	N/A
Sullivan, Arthur W. Manchester, NH	Developer/ Business Owner	Director	Director (The Provident Bank) Trustee (Provident Bancorp)	Principal Partner, Brady Sullivan	0	0	Principal Partner, Brady Sullivan 100%

NAME & ADDRESS	PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING CO	TITLE & POSITION WITH BANK HOLDING COMPANY	TITLE & POSITION WITH SUBSIDIARIES	TITLE & POSITION WITH OTHER BUSINESSES	PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY	PERCENTAGE OF VOTING SHARES IN SUB-SIDIARIES	OTHER COMPANIES >= 25% VOTING SECURITIES HELD
Withee, Charles F.	President, Chief Lending Officer	Director	Director (Provident Bancorp)	Board member for NeighborWorks Southern NH, Manchester Kiwanis Club, New Hampshire Food Bank Advisory Committee, The Muchachos Drum and Bugle Corps, The Moore Center, Manchester YMCA, Intown Manchester, NH Institute of Art and Finance, NH Charitable Foundation Manchester Proud NH Business Committee for the Arts	0	0	N/A
Provident Bancorp Inc.	Shareholder	N/A	N/A	N/A	52.30%	0	N/A