

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, **Curtis C. Simard**

Name of the Holding Company Director and Official

President and Chief Executive Officer

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.

Curtis C. Simard
 Signature of Holding Company Director and Official

03-18-2020

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)

Reporter's Name, Street, and Mailing Address

Bar Harbor Bankshares

Legal Title of Holding Company

P.O. Box 400

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

Bar Harbor

ME

04609

City

State

Zip Code

82 Main Street, Bar Harbor, ME 04609

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Caitlin Dunston

Corporate Counsel

Name

Title

207-667-6925

Area Code / Phone Number / Extension

N/A

Area Code / FAX Number

cdunston@barharbor.bank

E-mail Address

barharbor.bank

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

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes

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.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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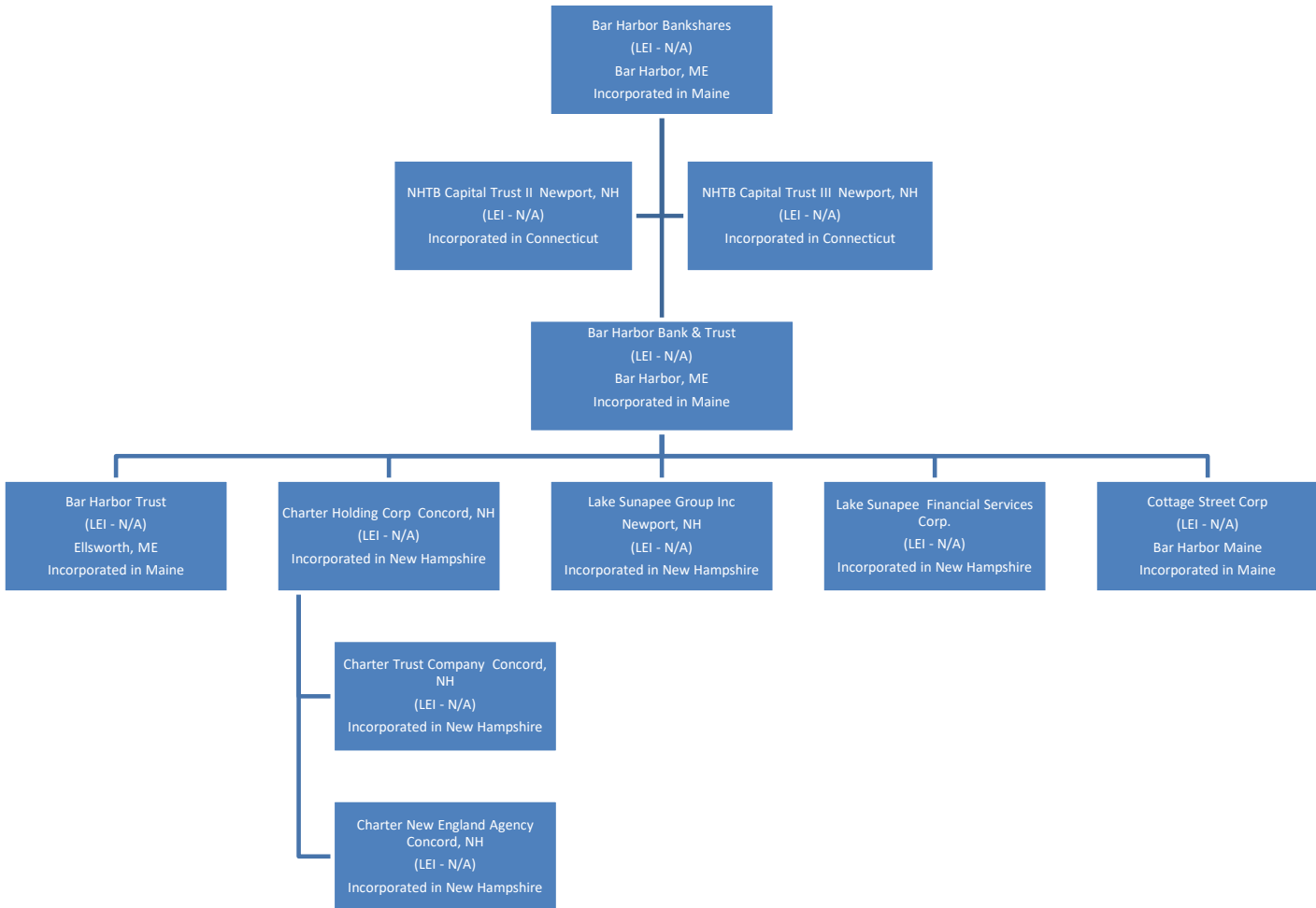
Form FR Y-6

Bar Harbor Bankshares, Inc.
Bar Harbor, Maine 04609
Fiscal Year Ending December 31, 2018

- 1: a) The BHC is required to prepare form 10K with the SEC.
- 1: b) The BHC does prepare an annual report for its shareholders.

2a: Organizational Chart

All subsidiaries are 100% owned.



2b: Domestic Branch Listing

FORM FR Y-6 Bar Harbor Bankshares Fiscal Year ending December 31, 2019						12/31/2019 No Shares 15,587,359	
Common Shares	Principal Occupation	Title and Position	Title and Position with Subsidiaries	Title and Position with other Business	Percentage of Direct Voting Shares	Direct Shares Owned	Indirect (1,2)
5% Owners							
BlackRock, Inc. ³					6.700%	1,043,597	
Less than 5% Owners							
Directors							
Belair, Daina Lincolville, ME	Business Owner	Director	Director/BHBT	Owner of Inn	0.028%	4,436	
Caras, Matthew Arrowsic, ME	Business Owner	Director	Director/BHBT	Owner	0.074%	11,463	
Colter, David Hampden, ME	Business Executive	Director	Director/BHBT	Business Executive	0.029%	4,564	
Dimick, Steven Randolph, Vermont	Retired Bank Exec	Director	Director/BHBT	Retired	0.046%	7,136	
Dudman, Martha Northeast Harbor, ME	Fundraising Consultant and Author	Director	Director/BHBT	Fundraising Consultant and Author	0.100%	15,644	
Fernald, Lauri Mt. Desert, ME	Owner Fernald Funeral Homes	Director	Director/BHBT	Owner Fernald Funeral Homes	0.071%	11,032	
O'Halloran, Brendan J.	Retired Bank Professional	Director	Director/BHBT	N/A	0.034%	5,341	
Simard, Curtis C. Mt. Desert, ME	President and CEO	Director	Director	N/A	0.240%	37,408	835
Smith, Kenneth Bar Harbor, ME	Business Owner	Director	Director/BHBT	Manor House Inn	0.097%	15,152	
Theroux, Stephen R. New London, NH	Retired Bank Exec	Director	Director/BHBT	Retired	0.394%	61,361	30,557
Toothaker, Scott Ellsworth, ME	Vice President and CPA	Director	Director/BHBT	Melanson & Heath	0.229%	35,655	
Woodside, David Bar Harbor, ME	Company President	Director	Director/BHBT	The Acadia Corporation	0.078%	12,205	1,500
Named Executive Officers							
Simard, Curtis C. Mt. Desert, ME	President and CEO	President & CEO	President & CEO	N/A	above	above	
Iannelli, Josephine Mt. Desert, ME	Company EVP/CFO	EVP/CFO Treasurer	EVP,CFO, Treasurer	N/A	0.052%	8,164	
Richard B. Maltz Ellsworth, ME	EVP Bar Harbor Bank & Trust	N/A	EVP, Chief Operating Officer Chief Risk Officer	N/A	0.091%	14,211	
Colombo, Marion York, ME	EVP Bar Harbor Bank & Trust	N/A	EVP, Director of Retail Delivery	N/A	0.017%	2,591	
Mercier, John Manchester, NH	EVP Bar Harbor Bank & Trust	N/A	EVP, Chief Lending Officer	N/A	0.025%	3,904	
FORM FR Y-6 Bar Harbor Bankshares Fiscal Year ending December 31, 2019						43,830 No Shares 15,587,359	
Other							
Jason Edgar Atkinson, NH	President Bar Harbor Trust Services & Charter Trust Corporation	N/A	President Bar Harbor Trust Services & Charter Trust Corporation	N/A	0.006%	907	

Jennifer Svenson	SVP	N/A	SVP	N/A	0.005%	843	
Danvers, MA	Bar Harbor Bank & Trust		Chief Human Resources, Officer				
					Director and Insider Totals	252,017	76,722
					Director and Insider Percentage	1.62%	0
¹ Directors and Insiders with shares in the Company 401K which provides pass-through voting are included in this column ² Does not include shares held in RABBI Trusts for the future benefit of Theroux ³ As disclosed in Form 13G filed February 5, 2020							