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, 616, and 609 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1650a(c)(1), and 5466(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/ESOT formed as a corporation or as an LLC, see the General Instructions for the authorized individual who must sign the report.

I, John M. Sweeney
Name of the Holding Company Director and Official

SVP/CFO/Director
Title of the Holding Company Director and Official

These statements 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.

John M. Sweeney
Signature of Holding Company Director and Official
06/20/2018

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):
March 31, 2019

Month / Day / Year

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

Penkapoag Bancorp, MHC
Legal Title of Holding Company

490 Turnpike Street
(Mailing Address of the Holding Company) Street / P.O. Box
Canton MA 02021
City State Zip Code

Physical Location (if different from mailing address):

Person to whom questions about this report should be directed:

John M. Sweeney
Name
SVP/CFO/Director
Title

781-830-6210
Area Code / Phone Number / Extension

781-828-5347
Area Code / FAX Number

jsweeney@thebankofcanton.com
E-mail Address

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

Information for which confidential treatment is requested must be provided separately and labeled as "confidential."

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (1160-0097), Washington, DC 20503.

03/2018
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>Name of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Massapoag Bancorp, Inc.</td>
<td></td>
</tr>
<tr>
<td><strong>490 Turnpike Street</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Canton, MA 02021</strong></td>
<td></td>
</tr>
<tr>
<td><strong>City</strong></td>
<td><strong>State</strong></td>
</tr>
<tr>
<td><strong>Zip Code</strong></td>
<td></td>
</tr>
</tbody>
</table>

Physical Location (if different from mailing address)

<table>
<thead>
<tr>
<th>Name of Subsidiary Holding Company</th>
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</tr>
</thead>
<tbody>
<tr>
<td><strong>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</strong></td>
<td><strong>City</strong></td>
</tr>
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Physical Location (if different from mailing address)

12/2012
Form FR V-6
Fonkapoag Bancorp MHC
Canton, Massachusetts
Fiscal Year Ending March 31, 2019

Report Item
1: The bank holding company does not prepare an annual report for its securities holders and is not registered with the SEC.
2a: Organization Chart

All entities are headquartered at 490 Turnpike St., Canton MA 02021

4/27/2019
Results: A list of branches for your depository institution. BANK OF CANTON, THE (ID: RUSO: B0304).
This depository institution is held by PONCAPOG BANCORP, MHC (ID: 3221853) of CANTON, MA.
The data are as of 01/31/2019. Data reflects information that was received and processed through 03/31/2019.

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.
Close: If a branch listed was sold or closed, enter CLOSE in the Data Action column and the date of sale or closure date 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.

* FDIC UNNUM, Office Number, and ID_RUSO columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RUSO*</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 UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RUSO*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>full Service (Head Office)</td>
<td>851304</td>
<td>BANK OF CANTON, THE</td>
<td>490 TURNPIKE STREET</td>
<td>CANTON</td>
<td>MA</td>
<td>02021</td>
<td>NORFOLK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BANK OF CANTON, THE</td>
<td>853804</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>full Service</td>
<td>2900441</td>
<td>TUNRIPKE STREET BRANCH</td>
<td>255 TURNPIKE STREET</td>
<td>CANTON</td>
<td>MA</td>
<td>02021</td>
<td>NORFOLK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BANK OF CANTON, THE</td>
<td>853804</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>full Service</td>
<td>3134100</td>
<td>WASHINGTON STREET BRANCH</td>
<td>552 WASHINGTON STREET</td>
<td>CANTON</td>
<td>MA</td>
<td>02021</td>
<td>NORFOLK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BANK OF CANTON, THE</td>
<td>853804</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>full Service</td>
<td>726449</td>
<td>GUNGNY BRANCH</td>
<td>60 MAYOR THOMAS J MCCARTH WAY</td>
<td>QUINCY</td>
<td>MA</td>
<td>02169</td>
<td>NORFOLK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BANK OF CANTON, THE</td>
<td>853804</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>full Service</td>
<td>2924306</td>
<td>NORTH MAIN STREET BRANCH</td>
<td>67 NORTH MAIN STREET</td>
<td>RANDOLPH</td>
<td>MA</td>
<td>02368</td>
<td>NORFOLK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BANK OF CANTON, THE</td>
<td>853804</td>
<td></td>
</tr>
</tbody>
</table>
Form FR Y-6
Ponkapoag Bancorp, MHC
Fiscal Year Ending March 31, 2019

Report Item 3: Shareholders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 3/31/19

<table>
<thead>
<tr>
<th>(1)(a) Name &amp; Address (City, State)</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name &amp; Address (City, State)</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>
Report Item 3: Shareholders
(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>(1)(a) Name &amp; Address (City, State)</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name &amp; Address (City, State)</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

Current Shareholders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 3/31/19.

Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control, or holdings of 5% or more with power to vote during the fiscal year ending 3/31/2019.
Form FR Y-6
Ponkapoag Bancorp, MHC
Fiscal Year Ending March 31, 2019

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subs)</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 companies and percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stephen P. Costello, Norwood, MA</td>
<td>President/CEO Director</td>
<td>President/CEO (Massapoag Bancorp, Inc., The Bank of Canton, Rockland Securities Corporation, Cedric Corporation, &amp; P. Revere Realty Corp.)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>John M. Sweeney, CPA, Duxbury, MA</td>
<td>Senior Vice President/CFO Director</td>
<td>Senior Vice President/CFO (Massapoag Bancorp, Inc., The Bank of Canton, Rockland Securities Corporation, Cedric Corporation, &amp; P. Revere Realty Corp.)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Peter M. Shea, Norwell, MA</td>
<td>Senior Vice President/Operations</td>
<td>Senior Vice President/Operations (Massapoag Bancorp, Inc., The Bank of Canton, Rockland Securities Corporation)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Rhonda L. Kale, Franklin, MA</td>
<td>Senior Vice President/Consumer Lending and Compliance</td>
<td>Senior Vice President/Consumer Lending and Compliance (Massapoag Bancorp, Inc., The Bank of Canton)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Anthony F. Caruso, Newton, MA</td>
<td>Senior Vice President/Branch Admin</td>
<td>Senior Vice President/Branch Administration (Massapoag Bancorp, Inc., The Bank of Canton)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>
### Report Item 4: Insiders

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subs)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of Other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Marian K. Pendergast, Canton, MA</td>
<td>N/A</td>
<td>Director/Clerk</td>
<td>Director/Clerk (Massapoag Bancorp, Inc. The Bank of Canton, Rockland Securities Corporation, Cedric Corporation)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>James M. Downey, Canton, MA</td>
<td>CPA</td>
<td>Director</td>
<td>Director (Massapoag Bancorp, Inc. The Bank of Canton)</td>
<td>Partner Downey &amp; Co., LLP</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Brian T. Fitzgerald, Canton, MA</td>
<td>Funeral Director</td>
<td>Director</td>
<td>Director (Massapoag Bancorp, Inc. The Bank of Canton Rockland Securities Corporation)</td>
<td>Director Dockray &amp; Thomas Funeral Home</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>James P. Andersen, Jr., Canton, MA</td>
<td>CPA</td>
<td>Director</td>
<td>Director (Massapoag Bancorp, Inc. The Bank of Canton)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Name &amp; Address</td>
<td>Principal Occupation if other than with Bank Holding Company</td>
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<tr>
<td>Attorney Leslie Lockard</td>
<td>Attorney</td>
<td>Director</td>
<td>Director (The Bank of Canton)</td>
<td>Attorney Retired N/A N/A N/A</td>
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<tr>
<td>Walpole, MA</td>
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<tr>
<td>Donald P. McNeice, Jr.</td>
<td>General Contractor</td>
<td>Director</td>
<td>Director (Massapooag Bancorp, Inc., The Bank of Canton and Rockland Securities Corporation)</td>
<td>Co-owner McNeice Construction, Inc N/A N/A N/A</td>
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<tr>
<td>Reading, MA</td>
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<tr>
<td>Michael A. Galer</td>
<td>CPA</td>
<td>Director</td>
<td>Director (Massapooag Bancorp, Inc., The Bank of Canton and Rockland Securities Corporation)</td>
<td>Accountant Self-employed N/A N/A N/A</td>
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<tr>
<td>Canton, MA</td>
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<tr>
<td>Steven V. Rotella</td>
<td>CPA</td>
<td>Director</td>
<td>Director (Massapooag Bancorp, Inc., The Bank of Canton and Rockland Securities Corporation)</td>
<td>Accountant Self-employed N/A N/A N/A</td>
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<tr>
<td>Stoughton, MA</td>
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<tr>
<td>Michael F. Lindberg</td>
<td>N/A</td>
<td>Senior Vice President, Senior Lending Officer</td>
<td>Senior Vice President (Massapooag Bancorp, Inc., The Bank of Canton)</td>
<td>N/A N/A N/A N/A</td>
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<tr>
<td>Attleboro, MA</td>
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<tr>
<td>Linda Wirfa</td>
<td>Investments</td>
<td>Director</td>
<td>Director (Massapooag Bancorp, Inc., The Bank of Canton)</td>
<td>Vice President Salvy Enterprises, LLC NA NA NA</td>
<td></td>
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</tr>
<tr>
<td>Canton, MA</td>
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</tr>
<tr>
<td>George H. DeMello</td>
<td>N/A</td>
<td>Senior Vice President, Senior Lending Officer</td>
<td>Senior Vice President (Massapooag Bancorp, Inc., The Bank of Canton)</td>
<td>N/A N/A N/A N/A</td>
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<tr>
<td>Cottul, MA</td>
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### Form FR Y-6
Massapoag Bancorp, Inc
Fiscal Year Ending March 31, 2019

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

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<td>President/CEO</td>
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<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Norwood, MA</td>
<td></td>
<td></td>
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<tr>
<td>John M. Sweeney, CPA</td>
<td>N/A</td>
<td>Senior Vice President/CFO Director</td>
<td>Senior Vice President/CFO</td>
<td>(The Bank of Canton, Rockland Securities Corporation, Cedric Corporation, &amp; P. Revere Realty Corporation)</td>
<td>N/A</td>
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<td>Duxbury, MA</td>
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<tr>
<td>Peter M. Shea</td>
<td>N/A</td>
<td>Senior Vice President/Operations</td>
<td>Senior Vice President/Operations</td>
<td>(The Bank of Canton, Rockland Securities Corporation)</td>
<td>N/A</td>
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<td>Norwell, MA</td>
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<tr>
<td>Rhonda L. Kale</td>
<td>N/A</td>
<td>Senior Vice President/Consumer Lending and Compliance</td>
<td>Senior Vice President/Consumer Lending and Compliance</td>
<td>(The Bank of Canton)</td>
<td>N/A</td>
<td>N/A</td>
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<td>Franklin, MA</td>
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<tr>
<td>Anthony F. Caruso</td>
<td>N/A</td>
<td>Senior Vice President/Branch Admin</td>
<td>Senior Vice President/Branch Administration</td>
<td>(The Bank of Canton)</td>
<td>N/A</td>
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<td>W. Newton, MA</td>
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<tr>
<td>(1) Name &amp; Address (City, State)</td>
<td>(2) Principal Occupation if other than with Bank Holding Company</td>
<td>(3) Principal Occupation with Subsidiaries (include names of subs)</td>
<td>(3)(c) Title &amp; Position with Other Businesses (include names of Other businesses)</td>
<td>(4)(a) Percentage of Voting Shares in Bank Holding Company</td>
<td>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</td>
<td>(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)</td>
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<tr>
<td>Marian K. Pendergast</td>
<td>N/A Director/Clerk (The Bank of Canton, Rockland Securities Corporation, Cednc Corporation)</td>
<td>N/A</td>
<td>N/A</td>
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<td>Canton, MA</td>
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<tr>
<td>Brian T. Fitzgerald</td>
<td>Funeral Director</td>
<td>Director (The Bank of Canton and Rockland Securities Corporation)</td>
<td>Director Deckray &amp; Thomas Funeral Home</td>
<td>N/A</td>
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<tr>
<td>Michael A. Gaier,</td>
<td>CPA Director</td>
<td>Director (The Bank of Canton, Rockland Securities Corporation)</td>
<td>Accountant Self-employed</td>
<td>N/A</td>
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<tr>
<td>Attorney Leslie Lockard</td>
<td>Attorney</td>
<td>Director (The Bank of Canton)</td>
<td>Attorney Retired</td>
<td>N/A</td>
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<td>Walpole, MA</td>
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<tr>
<td>Donald P. McNiece, Jr.</td>
<td>General Contractor</td>
<td>Director (The Bank of Canton and Rockland Securities Corporation)</td>
<td>Co-owner McNiece Construction, Inc</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Name &amp; Address</td>
<td>Principal Occupation if other than with Bank Holding Company</td>
<td>Title &amp; Position with Bank Holding Company</td>
<td>Title &amp; Position with Subsidiaries (include names of other businesses)</td>
<td>Percentage of Voting Shares in Bank Holding Company</td>
<td>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</td>
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<td>Steven V. Rottela, Stoughton, MA</td>
<td>CPA Director Chairman of the Board</td>
<td>Director (The Bank of Canton and Rockland Securities Corporation)</td>
<td>Accountant Self-employed</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>James M. Downey Canton, MA</td>
<td>C.P.A. Director</td>
<td>Director (The Bank of Canton)</td>
<td>Partner Downey &amp; Co., LLP</td>
<td>N/A</td>
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<tr>
<td>James P. Andersen, Jr. Canton, MA</td>
<td>CPA Director</td>
<td>Director (The Bank of Canton)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Michael F. Lindberg Attleboro, MA</td>
<td>N/A Senior Vice President Senior Lending Officer</td>
<td>Senior Vice President (Massapoag Bancorp, Inc., The Bank of Canton)</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Linda Wirtz Canton, MA</td>
<td>Investments Director</td>
<td>Director (Massapoag Bancorp, Inc., The Bank of Canton)</td>
<td>Vice President Salvy Enterprises, LLC</td>
<td>NA</td>
<td>NA</td>
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<tr>
<td>George H. DeMello Cotuit, MA</td>
<td>N/A Senior Vice President Senior Lending Officer</td>
<td>Senior Vice President (Massapoag Bancorp, Inc., The Bank of Canton)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
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