

Cambridge Financial Group

March 31, 2022

Ms. Ellen Lovett, RAD Unit, H-3
Federal Reserve Bank of Boston
600 Atlantic Avenue
Boston, MA 02210-2204

Delivery by secure email to ellen.t.lovett@bos.frb.org

Re: Cambridge Financial Group, Inc. – FR Y-6 Annual Report

Dear Ms. Lovett:

Enclosed please find Cambridge Financial Group, Inc.'s Annual Report on Form FR Y-6 for the year ended December 31, 2021.

Please do not hesitate to contact me directly at 617.441.4123 or at scoukos@cambridgesavings.com if you have any questions on the enclosed or require any additional information at this time

Sincerely,



Stephen J. Coukos

EVP | General Counsel

Enclosures

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.

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

December 31, 2021

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, Wayne F. Patenaude

Name of the Holding Company Director and Official

President and 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

March 31, 2022

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. _____

Cambridge Financial Group, Inc.

Legal Title of Holding Company

81 Wyman Street

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

Waltham MA 02451

City State Zip Code

1374 Massachusetts Avenue, Cambridge, MA 02138

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Stephen J. Coukos, Esq. EVP and General Counsel

Name Title

617-441-4123

Area Code / Phone Number / Extension

617-354-9346

Area Code / FAX Number

scoukos@cambridgesavings.com

E-mail Address

www.cambridgesavings.com

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

| | | |
|--|--------------------------|--------------------------|
| Is confidential treatment requested for any portion of this report submission? | 0=No 1=Yes | <input type="checkbox"/> |
| 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 | <input type="checkbox"/> | |
| 2. a letter justifying this request has been provided separately ... | <input type="checkbox"/> | |
| 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.

N/A

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)

N/A

Legal Title of Subsidiary Holding Company

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City State Zip Code

Physical Location (if different from mailing address)

N/A

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City State Zip Code

Physical Location (if different from mailing address)

FORM FR Y-6
CAMBRIDGE FINANCIAL GROUP, INC.
CAMBRIDGE, MASSACHUSETTS

FISCAL YEAR ENDING DECEMBER 31, 2021

LEI: N/A

Report Item 1: As a 'private' mutual holding company (i.e., owning 100% of the capital stock of its sole banking subsidiary, Cambridge Savings Bank), Cambridge Financial Group, Inc. ("CFG") has no shareholders for which any annual report is prepared. CFG prepares a brief "glossy" annual report that it uses for general informational purposes, copies of which will be provided to the Federal Reserve Bank upon request.

Report Item 2: a. Organization Chart – SEE ATTACHED CHART

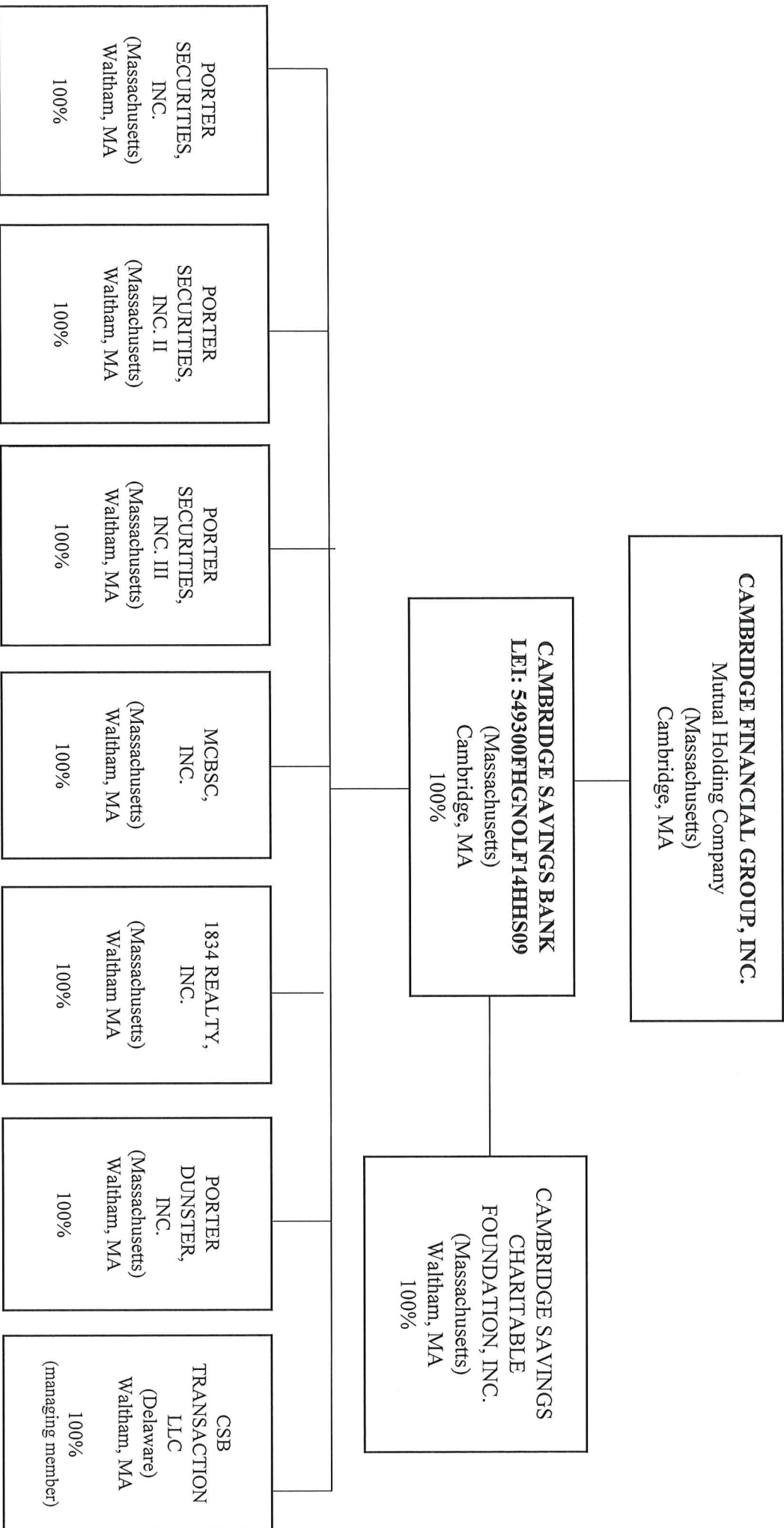
Report Item 2: b. Domestic Branch Listing – SEE ATTACHED LISTING

Report Item 3: As a private mutual holding company, CFG has no outstanding class of voting securities.

Report Item 4: Insiders – SEE ATTACHED LISTING

Cambridge Financial Group, Inc. & Subsidiaries
As of December 31, 2021

Report Item 2a: Organization Chart



Percentages listed represent the ownership of the parent company.

FISCAL YEAR ENDING DECEMBER 31, 2021
LEI NOT APPLICABLE UNLESS OTHERWISE NOTED

| 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 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-40 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-40 report may be submitted in a hardcopy format or via the FR Y-40 Online application - https://120online.federalreserve.gov . | | | | | | | | | | | | | | | | |
| * FDIC UNINUM, Office Number, and ID RSSD columns are for reference only. Verification of these values is not required. | | | | | | | | | | | | | | | | |
| Data Action | Effective Date | Branch Service Type | Branch ID | RSSD* | Popular Name | Street Address | City | State | Zip Code | County | Country | FDIC UNINUM* | Office Number* | Head Office | Head Office ID RSSD* | Comments |
| | | Full Service (Head Office) | 758703 | | CAMBRIDGE SAVINGS BANK | 137A MASSACHUSETTS AVENUE | CAMBRIDGE | MA | 02138 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |
| | | Full Service | 1891456 | | ARLINGTON CENTER BRANCH | 626 MASSACHUSETTS AVENUE | ARLINGTON | MA | 02476 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |
| | | Full Service | 158808 | | ARLINGTON HEIGHTS BRANCH | 1300 MASSACHUSETTS AVENUE | ARLINGTON | MA | 02474 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |
| | | Full Service | 123507 | | EAST ARLINGTON BRANCH | 188 MASSACHUSETTS AVENUE | ARLINGTON | MA | 02474 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |
| | | Full Service | 346502 | | BEDFORD BRANCH | 181 GREAT ROAD | BEDFORD | MA | 01730 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |
| | | Full Service | 789109 | | BELMONT BRANCH | 40 LEONARD STREET | BELMONT | MA | 02478 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |
| | | Full Service | 464381 | | BURLINGTON - 3RD AVENUE | 140 MIDDLESEX TURNPIKE | BURLINGTON | MA | 01803 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |
| | | Full Service | 123909 | | SAMMONS PARK BRANCH | 154 CAMBRIDGE STREET | BURLINGTON | MA | 02139 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |
| | | Full Service | 732727 | | CAMBRIDGE STREET BRANCH | 1378 CAMBRIDGE STREET | CAMBRIDGE | MA | 02139 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |
| | | Full Service | 3088449 | | CENTRAL SQUARE BRANCH | 630 MASSACHUSETTS AVENUE | CAMBRIDGE | MA | 02139 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |
| | | Full Service | 851906 | | PORTER SQUARE SHOPPING CENTER BRANCH | 33 WHITE STREET | CAMBRIDGE | MA | 02140 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |
| | | Full Service | 5193920 | | THOMPSON SQUARE | 11 THOMAS SQUARE | CAMBRIDGE | MA | 02140 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |
| | | Full Service | 3374340 | | CONCORD BRANCH | 202 SUDBURY ROAD | CONCORD | MA | 01742 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |
| | | Full Service | 480772 | | LEXINGTON BRANCH | 1781 MASSACHUSETTS AVENUE | LEXINGTON | MA | 02420 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |
| | | Full Service | 338178 | | MELROSE BRANCH | 638 MAIN STREET | MELROSE | MA | 02176 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |
| | | Full Service | 3226463 | | NEWTON CENTRE BRANCH | 739 BEACON STREET | NEWTOWN CENTER | MA | 02459 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |
| | | Full Service | 3615526 | | WATERLOO BRANCH | 54 ARSENALE STREET | WATERLOO | MA | 02472 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |
| | | Full Service | 17-Aug-21 | | ASSEMBLY ROW | 475 FOLEY STREET | SOMERVILLE | MA | 02145 | MIDDLESEX | UNITED STATES | Not Required | Not Required | CAMBRIDGE SAVINGS BANK | 758703 | |

Report Item 3: Securities Holders

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of 12-31-21

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 12-31-21

| (1) (a) Name & Address (City, State, Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of each Class of Voting Securities | As a "private" mutual holding company (i.e., owning 100% of the capital stock of its sole banking subsidiary), CFG has no outstanding class of voting securities | (2)(a) Name & Address (City, State, Country) | (2)(b) Country of Citizenship or Incorporation | (2)(c) Number and Percentage of each Class of Voting Securities |
|---|--|--|---|--|--|--|
| | | | | | | |

FISCAL YEAR ENDING DECEMBER 31, 2021

Report Item 4: Insiders

(1), (2), (3)(a) (b) (c) and (4)(a)(b)(c)

| (1) Name & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title and Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (include name of subsidiaries) | (3)I Title & Position with Other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares in subsidiaries (include name of subsidiary) | (4)I List names of other companies (includes partnerships) if 25% or more of voting securities or other ownership interest are held (List names of companies and percentage of voting securities or other ownership interest held) |
|--|---|---|---|---|--|--|---|
| Michael J. Costello Naples, FL 34108 | Retired | Trustee, Corporator; Risk Management Committee member | Director & Board Vice- Chairman, Cambridge Savings Bank ("CSB"); Risk Management Committee member | None | None | None | None |
| Stephen J. Coukos, Esq. West Newton, MA 02465 | Executive Vice President, General Counsel & Clerk, CSB | Trustee, Corporator; Executive Vice President, General Counsel & Clerk | Executive Vice President, General Counsel & Clerk, CSB; Director, EVP, General Counsel & Clerk of: 1834 Realty, Inc.; Porter Securities, Inc.; Porter Securities, Inc., II; Porter Securities, Inc. III; Porter Dunster, Inc.; MCBSC, Inc.; Manager, EVP, General Counsel & Clerk, CSB Transaction LLC; EVP, General Counsel & Clerk, Cambridge Savings Charitable Foundation ("CSCF") | None | None | None | None |
| Anne Adams Cushman Cambridge, MA 02140 | Retired | Trustee, Corporator; Corporate Governance Committee Co-Chair | Director, CSB; Corporate Governance Committee Co-Chair; Director, CSCF | None | None | None | None |
| John P. DiGiovanni Belmont, MA 02478 | Real Estate Management | Trustee, Corporator; Corporate Governance Committee | Corporate Governance Committee member | President, Trinity Property Management, Inc. | None | None | Trinity Property Management, Inc. – 66.33% Trinity Realty I LLC – 67% Trinity Realty II LLC – 63.66% Cambridge Highlands LLC – 50% DiGiovanni Family Limited Partnership – 84% of sole |

| (1) Name & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title and Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (include name of subsidiaries) | (3)I Title & Position with Other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include name of subsidiary) | (4)I List names of other companies (includes partnerships) if 25% or more of voting securities or other ownership interest are held (List names of companies and percentage of voting securities or other ownership interest held) |
|---|---|---|--|---|--|--|--|
| John P. DiGiovanni continued | member | member | Director, CSB Auditing Committee member | Retired | None | None | <p>GP</p> <p>50 Church Street Realty Trust – 84% of sole GP Mt. Auburn 139-141, LLC – 100% Ledgemoor, LLC – 70% 45 Brattle St Realty Trust – 84% of sole GP Baile Beag 11, LLC – Anne DiGiovanni 100% Hilliard Blue Anchor, LLC – John & Anne DiGiovanni 100% DiGiovanni Family Irrevocable Trust of 1996 - Trustee John P. DiGiovanni 2010 Family Irrevocable Trust – Life Insurance Trust: Anne DiGiovanni & Bob Rosenthal, Esq. Trustees Louis F. DiGiovanni 2002 Trust - Trustee Louis F. DiGiovanni Life Insurance Trust - Trustee LFD Family Co Inc. – 84% Trinity Group Investments, LLC – 100%</p> |
| Jayne K. Donahue Southborough, MA 01772 | Retired | Trustee, Corporator; Auditing Committee member | Director, CSB Auditing Committee member | Retired | None | None | None |
| Thomas W. Falwell Acton, MA 01720 | Attorney | Trustee, Corporator; Auditing Committee member | Director, CSB; Trust Committee member; 401(k)/Investment Committee member; Auditing Committee member | Partner, Comins & Newbury LLP | None | None | <p>Comins & Newbury LLP – 52.44% ACJ Realty Trust – 48.5% Summer Escape Realty Trust – 48.5%</p> |
| Kevin J. Fitzgerald Winchester, MA 01890 | Retired | Trustee, Corporator, Compensation Committee member | Director, CSB; Compensation Committee member | None | None | None | None |
| Michael O. Gilles Acton, MA 01720 | Executive Vice President, Chief Operating Officer & Treasurer, | Executive Vice President, Chief Operating Officer & Treasurer, Chief Operating Officer, Chief | Executive Vice President, COO & Treasurer, CSB; Director, EVP, COO, CFO, Treasurer & Asst. Clerk of: 1834 Realty, | None | None | None | 15 Bonazzoli Ave LLC - GP |

| (1) Name & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title and Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (include name of subsidiaries) | (3)I Title & Position with Other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares in subsidiaries (include name of subsidiary) | (4)I List names of other companies (includes partnerships) if 25% or more of voting securities or other ownership interest are held (List names of companies and percentage of voting securities or other ownership interest held) |
|---|---|---|---|---|--|--|---|
| Michael O. Gilles continued | CSB | Financial Officer & Treasurer | Inc.; Porter Securities, Inc.; Porter Securities, Inc. II; Porter Securities, Inc. III; Porter Dunster, Inc.; MCBSC, Inc.; Manager, EVP, COO, CFO, Treasurer & Asst. Clerk, CSB Transaction LLC; EVP, COO, CFO, Treasurer & Asst. Clerk, CSCF | | | | |
| Neal Hesler Wolboro, NH 03894 | Credit Research | Trustee, Corporator, Auditing Committee member, Compensation Committee Chair | Director, CSB, Auditing Committee member, Compensation Committee Chair | Principal, Hesler & Associates | None | None | None |
| Howard B. Hodgson, Jr. Ipswich, MA 01938 | Private Equity Industrial Property Investment | Trustee, Corporator; Compensation Committee member | Director, CSB; Compensation Committee member | Vice Chairman of Investment Committees, Cabot Properties, Inc. | None | None | None |
| Kurt V. Johnson Groton, MA 01450 | Security Software Technology | Trustee, Corporator; Risk Management Committee member | Director, CSB, Risk Management Committee member | SVP Strategy & Business Development, Beyond Identity, Inc. | None | None | None |
| Elizabeth W. McNeils Melrose, MA 02176 | Retired | Trustee, Corporator, Compensation Committee member | Director, CSB; Compensation Committee member | None | None | None | None |

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|---|---|---|--|---|--|--|---|
| C. Brendan Noonan III Belmont, MA 02478 | Real Estate | Trustee, Corporator; Auditing Committee Chair | Director, CSB; Auditing Committee Chair; Trust Committee member; 401(k)/Investment Committee member | President, C. Brendan Noonan & Company, Inc. | None | None | None |
| Emily Ou Boston, MA 02215 | Real Estate | Trustee, Corporator; Corporate Governance Committee member | Director, CSB, Corporate Governance Committee member | Managing Director, Cushman & Wakefield | None | None | None |
| Wayne F. Patenaude Concord, MA 01742 | President & CEO, CSB | Trustee, Corporator; President & CEO | Director, President & CEO, CSB; Director & Chairman, President & CEO of: Porter Securities Inc.; Porter Securities Inc., II; Porter Securities Inc., III; Porter Dunster, Inc.; 1834 Realty, Inc.; MCBSC, Inc; Manager & Chairman, President & CEO, CSB Transaction LLC; Director & Chairman, President & CEO, CSCF | None | None | None | None |
| Mary Ann Pesce Weston, MA 02493 | Business Consulting | Trustee, Corporator; Risk Management Committee member, Corporate Governance Committee Co-Chair | Director, CSB; Risk Management Committee member, Corporate Governance Committee Co-Chair | None | None | None | None |

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|--|---|---|--|---|--|--|---|
| Dana S. Philbrook Hopkinton, MA 01748 | Senior Vice President & Chief Financial Officer, CSB | Senior Vice President & Controller | Senior Vice President & CFO, CSB; SVP & Controller of Porter Securities, Inc.; Porter Securities, Inc. II; Porter Securities, Inc. III; 1834 Realty, Inc.; Porter Dunster, Inc.; MCBSC, Inc.; CSB Transaction LLC | None | None | None | None |
| Robert J. Ramsey Belmont, MA 02478 | Insurance | Trustee, Corporator; Corporate Governance Committee member; Compensation Committee member | Director, CSB; Corporate Governance Committee member; Compensation Committee Member; Director, CSCF | Principal, WT Pheilan Insurance | None | None | None |
| Robert P. Reardon Belmont, MA 02478 | Consulting | Trustee, Corporator; Chairman | Director & Chairman, CSB; Director, CSCF | RP Reardon Company, Owner | None | None | None |
| Harborne W. Stuart, Jr. NY, NY 10024 | Education | Trustee, Corporator; Risk Management Committee Chair | Director, CSB; Risk Management Committee Chair | Adjunct Professor, Columbia University | None | None | None |
| Robert M. Wilson East Longmeadow, MA 01028 | Retired | Trustee, Corporator, Auditing Committee member | Director, CSB; Auditing Committee member; Director, CSCF | None | None | None | None |

^Executive Officers of Cambridge Financial Group, Inc.