

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

549300Y8QE4E12LP6B42

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

Reporter's Name, Street, and Mailing Address

Western New England Bancorp, Inc.

Legal Title of Holding Company

141 Elm Street

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

Westfield

Massachusetts

01085

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jessica Bray

AVP & Assistant Controller

Name

Title

413-572-6117

Area Code / Phone Number / Extension

413-562-8292

Area Code / FAX Number

jbray@westfieldbank.com

E-mail Address

www.westfieldbank.com

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

I, **James C. Hagan**

Name of the Holding Company Director and Official

Chief Executive Officer and Director

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

James C. Hagan
 3/18/2022

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. _____

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."

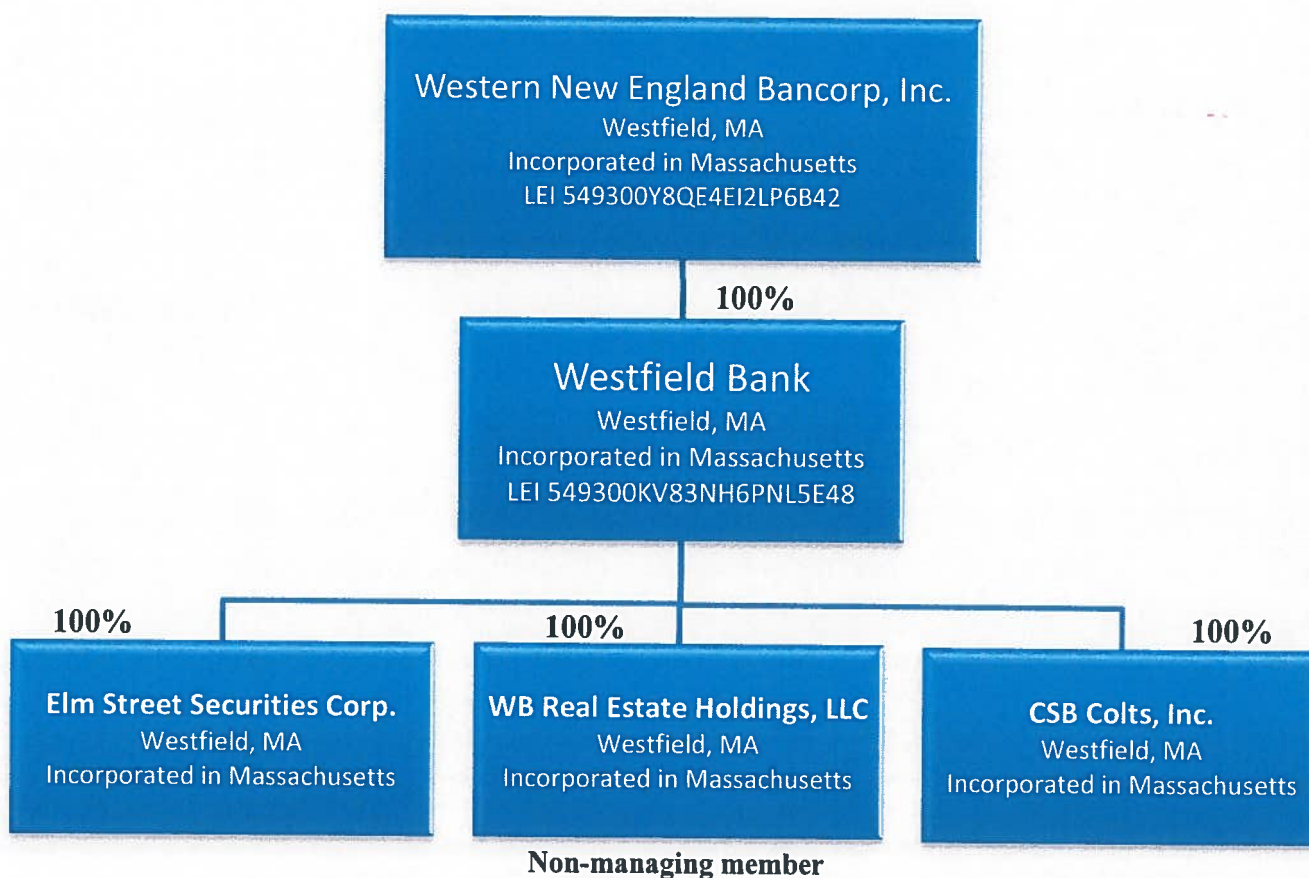
Form FR Y-6

**Western New England Bancorp, Inc.
Westfield, Massachusetts
Fiscal Year Ending December 31, 2021**

Report Item

1: The bank holding company prepares an annual report for its shareholders. The annual report is filed with the SEC.

2(a): Organizational Chart



2(b): Branch Verification

Domestic branch listing provided to the Federal Reserve Bank.

LEI not applicable unless otherwise noted

Results: A list of branches for your depository institution: **WESTFIELD BANK (ID_RSSD: 892205)**.
This depository institution is held by **WESTERN NEW ENGLAND BANCORP, INC. (3866382)** of **WESTFIELD, MA**.
The data are as of **12/31/2021**. Data reflects information that was received and processed through **01/12/2022**.

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 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 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 |
|-------------|----------------|----------------------------|-----------------|----------------------------------|----------------------------|------------------|-------|----------|----------|---------------|--------------|----------------|----------------|----------------------|----------|
| OK | | Full Service (Head Office) | 892205 | WESTFIELD BANK | 141 ELM ST | WESTFIELD | MA | 01085 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 5513859 | BLOOMFIELD BRANCH | 337 COTTAGE GROVE ROAD | BLOOMFIELD | CT | 06002 | HARTFORD | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 4795809 | ENFIELD CT BRANCH | 47 PALOMBA DRIVE | ENFIELD | CT | 06082 | HARTFORD | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 4519818 | GRANBY CT BRANCH | 12 E GRANBY ROAD | GRANBY | CT | 06035 | HARTFORD | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 5515769 | WEST HARTFORD BRANCH | 977 FARMINGTON AVENUE | WEST HARTFORD | CT | 06107 | HARTFORD | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 804703 | AGAWAM BRANCH | 655 MAIN ST | AGAWAM | MA | 01001 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 2000095 | BURNETT ROAD BRANCH | 435 BURNETT ROAD | CHICOPEE | MA | 01020 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 794608 | CENTER STREET BRANCH | 70 CENTER STREET | CHICOPEE | MA | 01013 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 825306 | EAST STREET BRANCH | 569 EAST STREET | CHICOPEE | MA | 01020 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 764003 | MEMORIAL DRIVE BRANCH | 599 MEMORIAL DRIVE | CHICOPEE | MA | 01020 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 2556613 | EAST LONGMEADOW BRANCH | 282 NORTH MAIN STREET | EAST LONGMEADOW | MA | 01028 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 4445382 | FEEDING HILLS BRANCH | 237 SOUTH WESTFIELD STREET | FEEDING HILLS | MA | 01030 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 3060836 | HOLYOKE BRANCH | 1650 NORTHAMPTON STREET | HOLYOKE | MA | 01040 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 5472992 | HUNTINGTON BRANCH | 14 RUSSELL ROAD | HUNTINGTON | MA | 01050 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 3150979 | LUDLOW BRANCH | 477A CENTER STREET | LUDLOW | MA | 01056 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 3924077 | SOUTH HADLEY BRANCH | 32 WILLIMANSETT STREET | SOUTH HADLEY | MA | 01075 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 2312556 | SOUTHWICK BRANCH | 462 COLLEGE HWY | SOUTHWICK | MA | 01077 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 3060845 | LIBERTY STREET BRANCH | 1342 LIBERTY STREET | SPRINGFIELD | MA | 01104 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 2839071 | TOWER SQUARE BRANCH | 1500 MAIN STREET | SPRINGFIELD | MA | 01103 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 3924086 | WARE BRANCH | 350 PALMER ROAD | WARE | MA | 01082 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 805205 | WEST SPRINGFIELD BRANCH | 206 PARK ST | WEST SPRINGFIELD | MA | 01089 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 3375240 | WEST SPRINGFIELD BRANCH | 39 MORGAN ROAD | WEST SPRINGFIELD | MA | 01089 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Limited Service | 4833082 | WEST SPRINGFIELD SEASONAL BRANCH | 1305 MEMORIAL DRIVE | WEST SPRINGFIELD | MA | 01089 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 803108 | ARNOLD STREET BRANCH | 26 ARNOLD ST | WESTFIELD | MA | 01085 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 4176636 | EAST MAIN STREET BRANCH | 560 EAST MAIN STREET | WESTFIELD | MA | 01085 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 1176612 | SOUTHAMPTON ROAD BRANCH | 300 SOUTHAMPTON RD | WESTFIELD | MA | 01085 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Electronic Banking | 4503237 | WWW.WESTFIELD.COM BRANCH | 141 ELM STREET | WESTFIELD | MA | 01085 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |

Form FR Y-6
Western New England Bancorp, Inc.
Fiscal Year Ending December 31, 2021

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 fiscal year ending 12-31-2021 | | | Securities holders 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 12-31-2021 | | |
|--|---|--|--|---|--|
| (1)(a) Name, City, State, Country | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities | (2)(a) Name, City, State, Country | (2)(b) Country of Citizenship or Incorporation | (2)(c) Number and Percentage of Each Class of Voting Securities |
| Dimensional Fund Advisors LP Austin, TX, USA | USA | 1,948,752 – 8.60% Common Stock | Blackrock, Inc. New York, NY, USA | USA | 2,267,930 – 9.03% Common Stock |
| Employee Stock Ownership Trust of Westfield Financial, Inc.* First Bankers Trust Services, Inc.—Trustee Westfield, MA, USA | USA | 1,653,980 – 7.30% Common Stock | The Vanguard Group, Inc. Malvern, PA 19355 | USA | 1,319,997 – 5.26% Common Stock |
| Renaissance Technologies, LLC New York, NY 10022 | USA | 1,555,141 – 6.86% Common Stock | (a) Ameriprise Financial, Inc. Minneapolis, MN, USA (b) Columbia Management Investment Advisers, LLC Boston, MA, USA | USA USA | 1,339,515 – 5.34% Common Stock ⁽¹⁾ |
| Strategic Value Investors LP Cleveland, OH, USA | USA | 1,161,575 – 5.13% Common Stock | | | |

* Voting provisions attached.

⁽¹⁾Ameriprise Financial, Inc., and Columbia Management Investment Advisers LLC had shared voting and shared dispositive power over 1,339,515 shares.

Form FR Y-6
Western New England Bancorp, Inc.
Fiscal Year Ending December 31, 2021

Report Item 4: Insiders

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

| (1) Name, City, State, Country | (2) Principal Occupation if other than with Holding Company | (3)(a) Title & Position with Holding Company | (3)(b) Title & Position with Subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with Other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Shares in Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (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 shares held) |
|--|--|---|--|--|--|---|---|
| James C. Hagan Westfield, MA, USA | N/A | President and Chief Executive Officer | President and Chief Executive Officer (Westfield Bank) | N/A | 0.97% | N/A | N/A |
| Allen J. Miles, III Longmeadow, MA, USA | N/A | Executive Vice President and Chief Lending Officer | Executive Vice President and Chief Lending Officer (Westfield Bank) | N/A | 0.28% | N/A | N/A |
| Guida R. Sajdak Belchertown, MA, USA | N/A | Executive Vice President and Chief Financial Officer | Executive Vice President and Chief Financial Officer (Westfield Bank) | N/A | 0.30% | N/A | N/A |
| Donna J. Damon Southwick, MA, USA | Executive Officer, President and Owner | Director | Director | President and owner-New England Concrete Cutting, Inc. Executive Officer- Witch Equipment of New England, Inc. Executive Officer- Witch Enterprises, Inc. Agawam, MA | 0.22% | N/A | Witch Equipment of New England, Inc. (60%) Witch Enterprises (60%) New England Concrete Cutting, Inc. (60%) C.A.A.C. LLC (50%) C+D Damon LLC (50%) Downey, Pieciak, Fitzgerald & Co., P.C (25%) |
| Gary G. Fitzgerald Springfield, MA, USA | Certified Public Accountant | Director | Director | Managing Principal- Downey, Pieciak, Fitzgerald & Co., P.C. Springfield, MA | 0.08% | N/A | |
| William D. Masse Ludlow, MA, USA | Retired | Director | Director | Retired | 0.22% | N/A | N/A |

Form FR Y-6
Western New England Bancorp, Inc.
Fiscal Year Ending December 31, 2021

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

| (1) Name, City, State, Country | (2) Principal Occupation if other than with Holding Company | (3)(a) Title & Position with Holding Company | (3)(b) Title & Position with Subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with Other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Shares in Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (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 shares held) |
|---|--|--|--|--|--|---|--|
| Lisa G. McMahon Westfield, MA, USA | Director and President | Director | Director | Director of Institutional Advancement and Stewardship- Westfield State University Westfield, MA President- Westfield Academy Foundation Westfield, MA | 0.16% | N/A | N/A |
| Gregg F. Orlen Granby, MA, USA | Owner and Excavating Contractor | Director | Director | President of Executive Board- Genesis Center Westfield, MA Owner and Excavating Contractor- Gregg Orlen Custom Homebuilders- Granby, MA | 0.26% | N/A | N/A |
| Steven G. Richter Southwick, MA, USA | Manager | Director | Director | Manager- Richco Laboratory LLC Southwick, MA | 0.22% | N/A | Richco Laboratories LLC (100%) |
| Philip R. Smith Westfield, MA, USA | Law Partner | Director | Director | Partner- Bacon & Wilson, P.C. Springfield, MA | 0.20% | N/A | N/A |
| Laura Benoit Agawam, MA, USA | Treasurer and Co- owner | Director | Director | Treasurer and Co-owner- Baystate Fuel Oil, Inc. Agawam, MA President- Buddy Realty, LLC | 0.14% | N/A | Bay State Fuel Oil, Inc. (49.5%) Buddy Realty, LLC (50%) |

Form FR Y-6
Western New England Bancorp, Inc.
Fiscal Year Ending December 31, 2021

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

| (1) Name, City, State, Country | (2) Principal Occupation if other than with Holding Company | (3)(a) Title & Position with Holding Company | (3)(b) Title & Position with Subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with Other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Shares in Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (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 shares held) |
|---|--|--|--|--|--|---|---|
| Paul C. Picknelly Hampden, MA, USA | Hotel Owner and Operator, and Real Estate Developer | Director | Director | President- Monarch Enterprises, LLC Springfield, MA Manager- Harrison Place Associates, LLC Springfield, MA Manager- PSC Development, LLC Hartford, CT Manager- Map Development, LLC Springfield, MA Manager- 33 Bridge St., LLC Springfield, MA Manager- Westfield Court Associates, LLC Springfield, MA Manager- Columbus Hotel Management, LLC Springfield, MA Manager- Columbus Hotels III, LLC Worcester, MA Manager- 627 Cottage Street, LLC Springfield, MA Manager- Falcon Management Trust Springfield, MA Manager- Gretna Green Development Corp. Chicopee, MA | 0.38% | N/A | Harrison Place Associates, LLC (45%) PSC Development, LLC (60%) Map Development, LLC (40%) Monarch Enterprises, LLC (100%) 33 Bridge St., LLC (50%) Westfield Court Associates, LLC (100%) HG1, LLC (100%) Columbus Hotel Management, LLC (100%) Columbus Hotels III, LLC (100%) 627 Cottage Street, LLC (100%) Falcon Hotel Corp. (100%) Falcon Management Trust (100%) Gretna Green Development Corp. (50%) Fargo Management, LLC (100%) 1492 Redevelopment, LLC (50%) 180 Redevelopment, LLC (50%) Falcon Holding Group. (100%) |

31, 2001 either held as provided in section 12.2(b)(i) or distributed as provided in section 12.2(b)(ii), as each person shall elect for his own Account.

Section 12.3 Voting Rights.

(a) Each person shall direct the manner in which all voting rights appurtenant to Shares allocated to his Share Investment Account will be exercised, provided that such Shares were allocated to his Share Investment Account as of the applicable record date. Such person shall, for such purpose, be deemed a "named fiduciary" within the meaning of section 402(a)(2) of ERISA. Such a direction shall be given by completing and filing with the inspector of elections, the Trustee or such other person who shall be independent of the Participating Employers as the Committee shall designate, at least 10 days prior to the date of the meeting of holders of Shares at which such voting rights will be exercised, a written direction in the form and manner prescribed by the Committee. The inspector of elections, the Trustee or such other person designated by the Committee shall tabulate the directions given on a strictly confidential basis, and shall provide the Committee with only the final results of the tabulation. The final results of the tabulation shall be followed by the Committee in directing the Trustee as to the manner in which such voting rights shall be exercised. The Plan Administrator shall make a reasonable effort to furnish, or cause to be furnished, to each person for whom a Share Investment Account is maintained all annual reports, proxy materials and other information known by the Plan Administrator to have been furnished by the issuer of the Shares, or by any solicitor of proxies, to the holders of Shares.

(b) To the extent that any person shall fail to give instructions with respect to the exercise of voting rights appurtenant to Shares allocated to his Share Investment Account:

(i) the Trustee shall, with respect to each matter to be voted upon: (A) cast a number of affirmative votes equal to the product of (I) the number of allocated Shares for which no written instructions have been given, multiplied by (II) a fraction, the numerator of which is the number of allocated Shares for which affirmative votes will be cast in accordance with written instructions given as provided in section 12.3(a) and the denominator of which is the aggregate number of affirmative and negative votes which will be cast in accordance with written instructions given as aforesaid, and (B) cast a number of negative votes equal to the excess (if any) of (I) the number of allocated Shares for which no written instructions have been given over (II) the number of affirmative votes being cast with respect to such allocated Shares pursuant to section 12.3(b)(i)(A); or

(ii) if the Trustee shall determine that it may not, consistent with its fiduciary duties, vote the allocated Shares for which no written instructions have been given in the manner described in section 12.3(b)(i), it shall vote such Shares in such manner as it, in its discretion, may determine to be in the best interests of the persons to whose Share Investment Accounts such Shares have been allocated.

(c) (i) The voting rights appurtenant to Financed Shares shall be exercised as follows with respect to each matter as to which holders of Shares may vote:

(A) a number of votes equal to the product of (I) the total number of votes appurtenant to Financed Shares allocated to the Loan Repayment Account on the applicable record date; multiplied by (II) a fraction, the numerator of which is the total number of affirmative votes cast by Participants, Former Participants and the Beneficiaries of deceased Former Participants with respect to such matter pursuant to section 12.3(a) and the denominator of which is the total number of affirmative and negative votes cast by Participants, Former Participants and the Beneficiaries of deceased Former Participants, shall be cast in the affirmative; and

(B) a number of votes equal to the excess of (I) the total number of votes appurtenant to Financed Shares allocated to the Loan Repayment Account on the applicable record date, over (II) the number of affirmative votes cast pursuant to section 12.3(c)(i)(A) shall be cast in the negative.

To the extent that the Financed Shares consist of more than one class of Shares, this section 12.3(c)(i) shall be applied separately with respect to each class of Shares.

(ii) If voting rights are to be exercised with respect to Financed Shares as provided in section 12.3(c)(i)(A) and (B) at a time when there are no Shares allocated to the Share Investment Accounts of Participants, Former Participants and the Beneficiaries of deceased Former Participants, then the voting rights appurtenant to Financed Shares shall be exercised as follows with respect to each matter as to which holders of Shares may vote:

(A) Each person who is a Participant on the applicable record date will be granted a number of votes equal to the quotient, rounded to the nearest integral number, of (I) such Participant's Allocation Compensation for the Plan Year ending on or immediately prior to such record date (or for the portion of such Plan Year during which he was a Participant); divided by (II) \$1,000.00; and

(B) a number of votes equal to the product of (I) the total number of Financed Shares allocated to the Loan Repayment Account on the applicable record date; multiplied by (II) a fraction, the numerator of which is the total number of votes that are cast in the affirmative with respect to such matter pursuant to section 12.3(c)(ii)(A) and the denominator of which is the total number of votes that are cast either in the affirmative or in the negative with respect to such matter pursuant to section 12.3(c)(ii)(A), shall be cast in the affirmative; and

(C) a number of votes equal to the excess of (I) the total number of Financed Shares allocated to the Loan Repayment Account on the