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.

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, Kelly Holmes
Name of the Holding Company Director and Official
Trustee
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

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
RSDD ID
C.I.

FR Y-6
OMB Number 7100-0297
Approval expires November 30, 2022
Page 1 of 2

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2021
Month / Day / Year
N/A
Reportor's Legal Entity Identifier (LEI) (20-Character LEI Code)

Woodforest Financial Group Employee Stock Ownership Plan (with 401(K) Provisions) Amended and Restated Eff. 01/01/2016
Legal Title of Holding Company
1330 Lake Robbins Drive Suite #100
(Mailing Address of the Holding Company) Street / P.O. Box
The Woodlands TX 77380
City State Zip Code

Physical Location (if different from mailing address)

Area Code / Phone Number / Extension

Area Code / FAX Number
rchapman@woodforest.com
E-mail Address
N/A
Address (URL) for the Holding Company’s web page

Is confidential treatment requested for any portion of this report submission? .............
☐ = No
☐ = 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."

12/2019
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>Legal Title of Subsidiary Holding Company</th>
<th>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>Woodforest Financial Group, Inc.</td>
<td>1330 Lake Robbins Drive</td>
<td>The Woodlands</td>
<td>TX</td>
<td>77380</td>
</tr>
<tr>
<td>Woodforest Financial Group, Inc.</td>
<td>1330 Lake Robbins Drive</td>
<td>The Woodlands</td>
<td>TX</td>
<td>77380</td>
</tr>
<tr>
<td>Woodforest Financial Group, Inc.</td>
<td>1330 Lake Robbins Drive</td>
<td>The Woodlands</td>
<td>TX</td>
<td>77380</td>
</tr>
<tr>
<td>Woodforest Financial Group, Inc.</td>
<td>1330 Lake Robbins Drive</td>
<td>The Woodlands</td>
<td>TX</td>
<td>77380</td>
</tr>
<tr>
<td>Woodforest Financial Group, Inc.</td>
<td>1330 Lake Robbins Drive</td>
<td>The Woodlands</td>
<td>TX</td>
<td>77380</td>
</tr>
<tr>
<td>Woodforest Financial Group, Inc.</td>
<td>1330 Lake Robbins Drive</td>
<td>The Woodlands</td>
<td>TX</td>
<td>77380</td>
</tr>
</tbody>
</table>

Physical Location (if different from mailing address)
<table>
<thead>
<tr>
<th>Service</th>
<th>Office</th>
<th>Address Line 1</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>City Bank Name</th>
<th>State Bank Name</th>
<th>Date Closing</th>
<th>FRB</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office Zip Code</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>TX</td>
<td>1003</td>
<td>5730 E Forest</td>
<td>WOODFOREST</td>
<td>TX</td>
<td>77380</td>
<td>WOODFOREST NATIONAL BANK</td>
<td>WOODFOREST NATIONAL BANK</td>
<td>2/1/2019</td>
<td>OK</td>
<td>8084</td>
<td>1003</td>
<td>77380</td>
<td>WOODFOREST</td>
</tr>
<tr>
<td>TX</td>
<td>1004</td>
<td>4304 S Main Street</td>
<td>WOODFOREST</td>
<td>TX</td>
<td>77380</td>
<td>WOODFOREST NATIONAL BANK</td>
<td>WOODFOREST NATIONAL BANK</td>
<td>2/1/2019</td>
<td>OK</td>
<td>8084</td>
<td>1004</td>
<td>77380</td>
<td>WOODFOREST</td>
</tr>
<tr>
<td>TX</td>
<td>1005</td>
<td>21750 SW Loop Road</td>
<td>WOODFOREST</td>
<td>TX</td>
<td>77380</td>
<td>WOODFOREST NATIONAL BANK</td>
<td>WOODFOREST NATIONAL BANK</td>
<td>2/1/2019</td>
<td>OK</td>
<td>8084</td>
<td>1005</td>
<td>77380</td>
<td>WOODFOREST</td>
</tr>
<tr>
<td>TX</td>
<td>1006</td>
<td>12505 W Loop Road</td>
<td>WOODFOREST</td>
<td>TX</td>
<td>77380</td>
<td>WOODFOREST NATIONAL BANK</td>
<td>WOODFOREST NATIONAL BANK</td>
<td>2/1/2019</td>
<td>OK</td>
<td>8084</td>
<td>1006</td>
<td>77380</td>
<td>WOODFOREST</td>
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<tr>
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<td>1007</td>
<td>8530 W Loop Road</td>
<td>WOODFOREST</td>
<td>TX</td>
<td>77380</td>
<td>WOODFOREST NATIONAL BANK</td>
<td>WOODFOREST NATIONAL BANK</td>
<td>2/1/2019</td>
<td>OK</td>
<td>8084</td>
<td>1007</td>
<td>77380</td>
<td>WOODFOREST</td>
</tr>
<tr>
<td>TX</td>
<td>1008</td>
<td>10610 W Loop Road</td>
<td>WOODFOREST</td>
<td>TX</td>
<td>77380</td>
<td>WOODFOREST NATIONAL BANK</td>
<td>WOODFOREST NATIONAL BANK</td>
<td>2/1/2019</td>
<td>OK</td>
<td>8084</td>
<td>1008</td>
<td>77380</td>
<td>WOODFOREST</td>
</tr>
</tbody>
</table>

Note: To satisfy the FR-10 filing requirements, you must also submit FR-10 Domestic Branch Schedule for each branch with a Data Action of "Change, Close, Delete, or Add." The FR-10 report may be submitted in a hardcopy format or via the FR-10 Online application – https://cyberbase.federalreserve.gov.
DANVILLE

FRANKFORT

MADISONVILLE

WALMART

HANSON

HOPKINS

UNITED

NATIONAL

BANK

LEBANON

KENTUCKY

KY 40033

WOODFOREST

412751

OK Full

NEW

OLDHAM

JEFFERSON

STATES

Required WOODFOREST

UNITED

NATIONAL

BANK

LOUISVILLE

OUTER

JEFFERSON

STATES

Required WOODFOREST

NATIONAL

BANK

CHALMETTE

LA

LA 70601

AVENUE

DOYLE

DRIVE

LA 2401

LAKE CHARLES

TANGIPAHOA

STATES

Not Required

BANK

LA

MARYLAND BLVD.

VALLEY

ST

Baltimore

ANNE

MD 21076

LANDOVER

MD 20784

FRUITLAND

FRUITLAND

1831 S. SOUTH

MS 39701

CORINTH

COPIAH

HINDS

MS 39701

SANGANI

MS 38829

BILOXI

MS 38829

FREDONIA

NY 14067

HAMBURG

BOULEVARD

ERIE

NY 14845

WAYNE

EAST

NEWARK NY 14513

WILKES BARRE

HIGHWAY

KING

BIPA

BROOKLYN

7111

PARK AVENUE

JACKSON HIE

BROOKLYN

7111

WASHINGTON AVENUE

CONECTOR

NEW YORK

NEW YORK

4238

BENNETT

BRANCH

WASHINGTON

WASHINGTON

1741

FULTON AVENUE

AUSTIN

78753

PFLUGERVILLE

AUSTIN

78753

CARTERFIELD

CARTERFIELD

3730

FOSTER STREET

TRENTON

TRENTON

48901

SOUTH

LAKE CHARLES

AS A "WHISTLESTOP" STOP

HALLSVILLE

AUSTIN

78753

PFLUGERVILLE

AUSTIN

78753

CARTERFIELD

CARTERFIELD

3730

FOSTER STREET

TRENTON

TRENTON

48901

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2021

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>Kelly Holmes, Trustee</td>
<td>USA</td>
<td>See Information Below</td>
</tr>
<tr>
<td>The Woodlands, TX</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Joe Gillen, Trustee</td>
<td>USA</td>
<td>See Information Below</td>
</tr>
<tr>
<td>Houston, TX</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Sec. 2.03. EXERCISE OF TRUSTEE’S DUTIES. The Trustee shall discharge his duties hereunder solely in the interest of Plan Participants and other persons entitled to benefits under the Plan, and:
(a) for the exclusive purpose of:
   (i) providing benefits to Participants and other persons entitled to benefits under the Plan; and
   (ii) defraying reasonable expenses of administering the Plan;
(b) with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims; and
(c) in accordance with the documents and instruments governing the Plan unless, in the good faith judgment of the Trustee, the documents and instruments are not consistent with the provisions of the Code and ERISA.

Sec. 3.03. VOTING OF SHARES. Employer Securities held in the Trust Fund shall be voted by the Trustee in the manner set forth in the Plan and consistent with its duties described in Section 2.03 herein.

(2)
N/A
### Report Item 3: Shareholders

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2021

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Country of Citizenship</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Woodforest Financial Group, Inc. Employee Stock Option Plan The Woodlands, TX (Trustees: Kelly Holmes and Joe Gillen)</td>
<td>USA</td>
<td>4,208,570 27.71%</td>
</tr>
<tr>
<td>Robert E. Marling, Jr. Montgomery, TX</td>
<td>USA</td>
<td>1,700,000 11.19%</td>
</tr>
<tr>
<td>George V. and Amelia B. Sowers, Jr. Conroe, Texas</td>
<td>USA</td>
<td>882,066 5.81%</td>
</tr>
<tr>
<td>Christopher E. Erblich, Woodforest Trustee of the Kendrick Family 2007 Irrevocable Trust FBO Cal Gentry Kendrick Dated June 19, 2007 Phoenix, Arizona</td>
<td>USA</td>
<td>1,135,422 7.48%</td>
</tr>
<tr>
<td>Christopher E. Erblich, Woodforest Trustee of the Kendrick Family 2007 Irrevocable Trust FBO Catherine Gail Kendrick Dated June 19, 2007 Phoenix, Arizona</td>
<td>USA</td>
<td>1,135,423 7.48%</td>
</tr>
<tr>
<td>EG Kendrick Paradise Valley, Arizona</td>
<td>USA</td>
<td>700,000 4.61%</td>
</tr>
</tbody>
</table>

(2)

N/A
<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Occupation</th>
<th>Position with Subsidiaries</th>
<th>Position with other businesses</th>
<th>ESGP - % of Voting Shares</th>
<th>WFG - % of Voting Shares</th>
<th>&gt;25% Voting Sec. In Other Companies</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kelly Holmes</td>
<td>Banker</td>
<td>Trustee</td>
<td>Chief Financial Officer/President (Woodforest National Bank)</td>
<td>President 24KC Interests LLC</td>
<td>See Information in Report Item 3</td>
<td>0.03% 24KC Interests LLC (26%)</td>
</tr>
<tr>
<td>The Woodlands, TX 77381</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Joe Gillen</td>
<td>Banker</td>
<td>Trustee</td>
<td>Director (Woodforest National Bank)</td>
<td>CEO / Owner J. Gillen &amp; Associates CEO / Owner Skye Chois Vent. LLC CEO MJCM, LLC Manager Fiber Funding</td>
<td>See Information in Report Item 3</td>
<td>J. Gillen &amp; Associates (100%) Skye Chois Vent. LLC (100%) MJCM, LLC (100%) &amp; Fiber Funding (33.33%)</td>
</tr>
<tr>
<td>Spicewood, TX 77381</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jay Dreibelbis</td>
<td>Banker</td>
<td>Committee Member</td>
<td>Chief Executive Officer (Woodforest National Bank)</td>
<td>Director-Lifefund Director PayRail</td>
<td>0.00% 0.56%</td>
<td>N/A</td>
</tr>
<tr>
<td>Magnolia, TX 77355</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Julie Mayrant</td>
<td>Banker</td>
<td>Committee Member</td>
<td>President - Retail Division / President (Woodforest National Bank)</td>
<td>N/A</td>
<td>0.00% 0.27%</td>
<td>N/A</td>
</tr>
<tr>
<td>Montgomery, TX 77356</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Andrew Paur</td>
<td>Banker</td>
<td>Committee Member</td>
<td>Corporate Operations Officer / EVP (Woodforest National Bank)</td>
<td>Owner Paur Payments Advisory Group Inc Owner Paur Law Firm PC</td>
<td>0.00% 0.20%</td>
<td>Paur Payments Advisory Group Inc (100%) Paur Law Firm PC (100%)</td>
</tr>
<tr>
<td>The Woodlands, TX 77381</td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lori von Heyking</td>
<td>Banker</td>
<td>Committee Member</td>
<td>Chief HR Officer / EVP (Woodforest National Bank)</td>
<td>N/A</td>
<td>0.00% 0.06%</td>
<td>N/A</td>
</tr>
<tr>
<td>The Woodlands, TX 77381</td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Name &amp; Address</td>
<td>Position</td>
<td>Occupation</td>
<td>Position with WFG Subsidiaries</td>
<td>MFS: % of Voting Shares</td>
<td>% of Subsidiary Shares</td>
<td></td>
</tr>
<tr>
<td>-----------------------------------</td>
<td>----------</td>
<td>------------</td>
<td>--------------------------------</td>
<td>-------------------------</td>
<td>------------------------</td>
<td></td>
</tr>
<tr>
<td>Robert E. Marling, Jr.</td>
<td>Director</td>
<td>Banker</td>
<td>Member (PAR Real Estate Holdings, LLC)</td>
<td>Manager</td>
<td>11.19%</td>
<td></td>
</tr>
<tr>
<td>Montgomery, TX 77306</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>20.07%</td>
<td></td>
</tr>
<tr>
<td>E. G. Kendrick, Jr.</td>
<td>Managing Director of Shareholder</td>
<td>Managing Director of Shareholder</td>
<td>Member (PAR Real Estate Holdings, LLC)</td>
<td>Owner</td>
<td>4.61%</td>
<td></td>
</tr>
<tr>
<td>Paradise Valley, NJ 08243</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>27.75%</td>
<td></td>
</tr>
<tr>
<td>Kenneth H. Babcock</td>
<td>Director/Shareholder</td>
<td>Small Business Owner</td>
<td></td>
<td>Owner</td>
<td>1.82%</td>
<td></td>
</tr>
<tr>
<td>New Line, TX 78942</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.00%</td>
<td></td>
</tr>
<tr>
<td>Joe Elder</td>
<td>Director/Shareholder</td>
<td>Business Executive</td>
<td></td>
<td>Owner</td>
<td>0.34%</td>
<td></td>
</tr>
<tr>
<td>Spicewood, TX 78669</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.00%</td>
<td></td>
</tr>
<tr>
<td>James Dreibelbis</td>
<td>Director/Shareholder</td>
<td>Banker</td>
<td>Chief Executive Officer (Woodforest National Bank)</td>
<td>Director</td>
<td>0.56%</td>
<td></td>
</tr>
<tr>
<td>Magnolia, TX 77355</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.00%</td>
<td></td>
</tr>
<tr>
<td>Sara Hoy</td>
<td>Director/Shareholder</td>
<td>Professor of a University</td>
<td></td>
<td>Owner</td>
<td>0.07%</td>
<td></td>
</tr>
<tr>
<td>Independence, KY 40572</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.00%</td>
<td></td>
</tr>
<tr>
<td>Allen J.</td>
<td>Director/Shareholder</td>
<td>Business Executive</td>
<td></td>
<td>Owner</td>
<td>1.79%</td>
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</tr>
<tr>
<td>Sugar Land, TX 77479</td>
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<td></td>
<td></td>
<td></td>
<td>1.05%</td>
<td></td>
</tr>
<tr>
<td>George V. Stearns, Jr.</td>
<td>Director/Shareholder</td>
<td>Banker</td>
<td>Member (PAR Real Estate Holdings, LLC)</td>
<td>Board Member</td>
<td>3.91%</td>
<td></td>
</tr>
<tr>
<td>Corpus, TX 78108</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.00%</td>
<td></td>
</tr>
<tr>
<td>Debra Sukin</td>
<td>Director/Shareholder</td>
<td>HealthCare Executive</td>
<td></td>
<td>Owner</td>
<td>0.37%</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.00%</td>
<td></td>
</tr>
</tbody>
</table>