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)).

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, John A. Batson
Name of the Holding Company Director and Official
Sec/ Treas
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
3-28-17
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

RBDID 1482176
C.I.

Date of Report (top-tier holding company's fiscal year-end):
12-31-2016

Month / Day / Year

N/A

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

Northwest Bancshares Corporation
Legal Title of Holding Company

P.O. Box 280
(Mailing Address of the Holding Company) Street / P.O. Box
Benton LA 71006
City State Zip Code

104 Sibley, Benton, La 71006
Physical Location (If different from mailing address)

Person to whom questions about this report should be directed:
John Batson sec/treas
Name Title

318 965-9691
Area Code / Phone Number / Extension

318 965-9696
Area Code / Fax Number

bank@fnbbenton.com
E-mail Address

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

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 ☐

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

Public reporting burden for this information collection is estimated to vary from 1 to 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 the burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2016
Report Item 1: No Annual reports to shareholders

Report Item 2: Organization Chart
Northwest Bancshares Corporation "LEI:N/A"
located in Benton, Bossier Parish, Louisiana, USA
is incorporated under the Business Corporation Law of Louisiana.
It owns 100% of the stock of First National Bank of Benton "LEI:N/A", its only subsidiary,
located in Benton, Bossier Parish, Louisiana.
The holding company does not own any other equity securities.
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, 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 new row, enter 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.

**Notes:**

To satisfy the FR Y-9 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-9 report may be submitted in a hardcopy format or via the FR Y-9 Online application - https://y10online.federalreserve.gov.

* FDIC UNNUNM, Office Number, and ID RSSD 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_RSSD</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 UNNUNM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office_ID_RSSD</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>47452</td>
<td>47452</td>
<td>FIRST NATIONAL BANK OF BENTON</td>
<td>104 SIBLEY DRIVE</td>
<td>BENTON</td>
<td>LA</td>
<td>71006</td>
<td>BOSIER</td>
<td>UNITED STATES</td>
<td>17953</td>
<td>0</td>
<td>FIRST NATIONAL BANK OF BENTON</td>
<td>47452</td>
</tr>
</tbody>
</table>
Report Item 3(1): Shareholders

A. The Company has only one class of stock of which the 5 percent or more owners are as follows:

(1) Jack A. Batson
   Shreveport, Louisiana
   United States Citizen
   18,900 shares
   23.6% of stock outstanding

(2) John Andrew Batson
   Shreveport, Louisiana
   United States Citizen
   4,000 shares
   5% of stock outstanding
   5,000 shares held by JBA Partnership, Nominee
   6.2% of stock outstanding

(3) Anna Elizabeth Batson
   Memphis, Tennessee
   United States Citizen
   3,000 shares
   3.7% of stock outstanding
   5,000 shares held by JBA Partnership, Nominee
   6.2% of stock outstanding

(4) Amy Alexander Batson
   Memphis, Tennessee
   United States Citizen
   3,750 shares
   4.7% of stock outstanding
   5,000 shares held by JBA Partnership, Nominee
   6.2% of stock outstanding

(5) Don M. Whittington
   Benton, Louisiana
   United States Citizen
   2,200 shares
   2.74% of stock outstanding
   10,000 shares held by Whittington Family Investment Company, LLC
   12.47% of stock outstanding
   1,100 shares held by Justin M. Whittington
   1.37% of stock outstanding
   1,100 shares held by Julian Whittington
   1.37% of stock outstanding
   (See Note 1 on Report Item 4)
(6) Carl A. Batson  
Baton Rouge, Louisiana  
United States Citizen  
2,966 shares  
3.70% of stock outstanding  
1,484 shares held by Emmett E. Batson Testamentary Trust  
1.84% of stock outstanding

(7) Lea Anne Batson  
Baton Rouge, Louisiana  
United States Citizen  
2,966 shares  
3.7% of stock outstanding  
1,484 shares held by Emmett E. Batson Testamentary Trust  
1.84% of stock outstanding

(8) Justin M. Whittington  
Bossier City, Louisiana  
United States Citizen  
100 shares  
.12% of stock outstanding
Report Item 3(2): None
<table>
<thead>
<tr>
<th>Name and Address</th>
<th>Principal Occupation if other than with holding company</th>
<th>Title &amp; Position with holding company</th>
<th>Title &amp; Position with Subsidiaries (includes names of subsidiaries)</th>
<th>Title &amp; Position with other Businesses (includes names of other businesses)</th>
<th>Percentage of Voting Securities in holding company</th>
<th>Percentage of Voting Securities in Subsidiaries (include name of Subsidiary)</th>
<th>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>Jack Batson</td>
<td>Banker</td>
<td>Director, President, CEO</td>
<td>First National Bank of Benton VP, Director</td>
<td>Jack Batson, Inc.</td>
<td>23.60%</td>
<td>none</td>
<td>Jack Batson, Inc. 25%</td>
</tr>
<tr>
<td>Shreveport, LA 71106</td>
<td></td>
<td></td>
<td></td>
<td>Highland Commodities, Inc. President</td>
<td></td>
<td></td>
<td>Highland Commodities, Inc. 50%</td>
</tr>
<tr>
<td>Don M. Whittington</td>
<td>Rancher and Investor</td>
<td>Director, Chairman</td>
<td>First National Bank of Benton Director, Chairman</td>
<td>Whittington Family Investment Company, LLC Member, Manager</td>
<td>17.95% (see Note 1)</td>
<td>none</td>
<td>Whittington Family Investment Company, LLC 28.70%</td>
</tr>
<tr>
<td>Benton, LA 71005</td>
<td></td>
<td></td>
<td></td>
<td>Don M. Whittington Farms, Inc. President, Director</td>
<td></td>
<td></td>
<td>Don M. Whittington Farms, Inc. 50%</td>
</tr>
<tr>
<td>Elmo E. Bagley, Jr.</td>
<td>Retired Banker</td>
<td>Director</td>
<td>First National Bank of Benton Director</td>
<td>n/a</td>
<td>0.12%</td>
<td>none</td>
<td>n/a</td>
</tr>
<tr>
<td>Shreveport, LA 71107</td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Justin Whittington</td>
<td>Forester</td>
<td>Director</td>
<td>First National Bank of Benton Director</td>
<td>Whittington Family Investment Company, LLC Member</td>
<td>0.12%</td>
<td>none</td>
<td>Whittington Family Investment Company, LLC 26.75%</td>
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<tr>
<td>Bossier City, LA 71111</td>
<td></td>
<td></td>
<td></td>
<td>Don M. Whittington Family Trust Co trustee</td>
<td></td>
<td></td>
<td>Don M. Whittington Farms, Inc. 25%</td>
</tr>
<tr>
<td>Carl A. Batson</td>
<td>Commercial Realtor</td>
<td>none</td>
<td>none</td>
<td>Wise River, LLC Manager</td>
<td>5.54%</td>
<td>none</td>
<td>Wise River, LLC 100%</td>
</tr>
<tr>
<td>Baton Rouge, LA 70806</td>
<td></td>
<td></td>
<td></td>
<td>Audubon Office Investment, LLC Member</td>
<td></td>
<td></td>
<td>Audubon Office Investment, LLC 25%</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>BFK Investment One, LLC Member</td>
<td></td>
<td></td>
<td>BFK Investment One, LLC 25%</td>
</tr>
</tbody>
</table>

**Note:**
- **Amended August 14, 2017**
<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Firm/Position</th>
<th>Percentage</th>
<th>Role</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lea A. Batson</td>
<td>Attorney</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Raton Rouge, La 70808</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Amy A. Batson</td>
<td>CPA</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Memphis, TN 38120</td>
<td></td>
<td></td>
</tr>
<tr>
<td>John A. Batson</td>
<td>Banker</td>
<td>Director, Secretary, Treasurer</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td>First National Bank of Benton</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>CEO, President, Director, Secretary</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Annie Batson</td>
<td>CPA (currently inactive)</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Memphis, TN 38120</td>
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<td></td>
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<tr>
<td>Emmett E. Batson</td>
<td>Testamentary Trustee</td>
<td>None</td>
<td>5.54%</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Baton Rouge, La 70808</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Emmett E. Batson</td>
<td>Testamentary Trustee</td>
<td>None</td>
<td>5.54%</td>
<td>None</td>
</tr>
<tr>
<td>Louisiana Saint</td>
<td>Ferdinand, Inc.</td>
<td>None</td>
<td>25%</td>
<td></td>
</tr>
<tr>
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<td></td>
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</tr>
<tr>
<td>Airline Manchac, LLC</td>
<td>Member</td>
<td>None</td>
<td>50%</td>
<td>None</td>
</tr>
<tr>
<td>Metro Drive, LLC</td>
<td>Member</td>
<td>None</td>
<td>33.33%</td>
<td>None</td>
</tr>
</tbody>
</table>

Note 1: Don M. Whittington owns the voting rights of 12,200 shares held in the name of Whittington Family Investment Company, LLC (10,000 shares), Justin Whittington (1,100 shares), and Julian Whittington (1,100 shares). The voting rights of Don M. Whittington on these Northwest Bancshares Corporation shares are for life.