

**Citizens Bancshares Co.  
Disclosure Statement  
Rule 15c2-11(5) and Rule 144(c)(2)  
Under the Securities Exchange Act of 1934**

**1. The exact name of the issuer and its predecessor (if any):**

The exact name of the issuer is Citizens Bancshares Co.

**2. The address of the issuer's principal executive offices:**

7280 NW 87<sup>th</sup> Terrace, Suite 300  
Kansas City, Missouri 64153  
Telephone: 816.459.4000  
Website: [gocitizens.bank](http://gocitizens.bank)

**3. The state of incorporation:**

The issuer is incorporated in Missouri.

**4. The exact title and class of the securities:**

The issuer's securities are common stock.

**5. The par or stated value of the securities:**

The par value of the issuer's common stock is \$.01 per share.

**6. The number of shares or total amount of the securities outstanding as of the end of the issuer's most recent fiscal year:**

There were 2,346,915 shares of common stock outstanding at September 30, 2020.

**7. The name and address of the firm that facilitates stock purchases and sales:**

Mr. Theodore Boudreau  
Vice President & Trust Officer  
First Trust of MidAmerica  
2401 N. 7 Highway, P.O. Box 30  
Pleasant Hill, Missouri 64080

Telephone: 816-540-6453  
Email: [tboudreau@cbphonline.net](mailto:tboudreau@cbphonline.net)  
Fax: 816-540-2530

**8. The name and address of the stock transfer agent:**

Written Requests

Computershare  
P.O. Box 30170  
College Station, TX  
77842-3170

Overnight Delivery

Computershare  
462 South 4<sup>th</sup> St.,  
Suite 1600  
Louisville, KY  
40202

Telephone Inquiries: 800-962-4284 (US)  
781-575-3120 (outside the US)

Email Inquiries: [web.queries@computershare.com](mailto:web.queries@computershare.com)

Shareholder Website: [www.computershare.com/investor](http://www.computershare.com/investor)

**9. The nature of the issuer's business:**

The issuer is a bank holding company and the parent company of a wholly-owned subsidiary, Citizens Bank & Trust Company. Citizens Bank & Trust Company is a full-service banking institution and trust company.

**10. The nature of products or services offered:**

As a financial institution, the issuer's subsidiary, Citizens Bank & Trust Company provides a wide-range of loan and deposit products and services. The Wealth Management Division provides trust financial advice and services, including brokerage services, asset management, estate planning and retirement planning.

**11. The nature and extent of the issuer's facilities:**

The issuer's subsidiary, Citizens Bank & Trust Company has 18 banking locations serving communities in Northwest Missouri and the Kansas City metropolitan area.

**12. The name of the chief executive officer and members of the board of directors:**

Don O. Walsworth, Chairman & Director  
Roger M. Arwood, Chief Executive Officer, President & Director  
Edward D. Douglas, Chairman Emeritus & Director  
Spencer Cohn, Director  
James L. Gegg, Director  
Gene Millard, Director  
Dr. David M. Neal, Director  
W. L. (Barry) Orscheln, Director  
Patrick W. Thorne, Director  
Don O. Walsworth, Jr., Director  
William E. Young, Director

**13. The issuer's most recent balance sheet and profit and loss and retained earnings statements:**

See unaudited financial statements as of September 30, 2020 at the end of this document.

**14. Similar financial information for the preceding fiscal year:**

The financial statements that are referenced in Item 13 also contain comparative information as of December 31, 2019.

**15. Whether the broker or dealer of any associated person is affiliated, directly or indirectly with the issuer:**

n/a

**16. Whether the quotation is being published or submitted on behalf of any other broker or dealer, and, if so, the name of such broker or dealer:**

n/a

**17. Whether the quotation is being submitted or published directly or indirectly on behalf of the issuer, or any director, officer or any person, directly or indirectly the beneficial owner of more than 10 percent of the outstanding units or shares of any equity security of the issuer, and, if so, the name of such person, and the basis for any exemption under the federal securities laws for any sales of such securities on behalf of such person:**

n/a

# Citizens Bancshares Company

**Consolidated Financial Report  
September 30, 2020 and December 31, 2019  
(Unaudited)**

Citizens Bancshares Company

Consolidated Balance Sheets

Periods Ended September 30, 2020 and December 31, 2019

Unaudited (Dollars in Thousands, Except Per Share Data)

<b>Assets</b>	9/30/2020	12/31/2019
Cash and due from banks	\$ 156,134	\$ 96,893
Federal funds sold	-	-
<b>Cash and cash equivalents</b>	156,134	96,893
Securities available for sale	190,996	139,256
Loans, net	600,674	593,567
Cash surrender value of life insurance	21,564	21,219
Premises and equipment, net	18,479	19,732
Accrued interest receivable	3,642	2,876
Other real estate owned	6,946	7,744
Federal Home Loan Bank stock	1,072	1,054
Deferred income taxes, net	5,225	7,263
Other assets	7,963	7,996
	\$ 1,012,695	\$ 897,600
<b>Liabilities and Stockholders' Equity</b>		
Liabilities		
Deposits		
Non-interest-bearing	\$ 199,111	\$ 149,165
NOW, money market, and savings	453,984	368,027
Certificates of deposit	215,663	250,756
<b>Total deposits</b>	868,758	767,948
Securities sold under agreement to repurchase	25,857	15,453
Federal Home Loan Bank advances	-	-
Other borrowings	12,500	12,500
Accrued interest payable	635	794
Other liabilities	6,206	7,133
<b>Total liabilities</b>	913,956	803,828
Commitments and Contingencies		
Stockholders' equity		
Common stock, \$0.01 par value; 5,000,000 shares authorized; 2,561,600 shares issued	26	26
Additional paid-in capital	8,766	8,567
Retained earnings	90,231	89,168
Treasury stock, at cost (214,685 shares)	(4,900)	(4,900)
Accumulated other comprehensive income (loss)	4,616	911
<b>Total stockholders' equity</b>	98,739	93,772
	\$ 1,012,695	\$ 897,600

Citizens Bancshares Company

Consolidated Statements of Income

Periods Ended September 30, 2020 and December 31, 2019

Unaudited (Dollars in Thousands, Except Per Share Data)

	9/30/2020	12/31/2019
Interest income		
Loans, including fees	\$ 20,246	\$ 29,716
Securities	2,940	4,466
Federal funds sold and other	289	683
	<u>23,475</u>	<u>34,865</u>
Interest expense		
Deposits	4,181	6,553
Federal Home Loan Bank advances	-	51
Federal funds purchased and repurchase agreements	142	307
Other borrowed funds	711	947
	<u>5,034</u>	<u>7,858</u>
Net interest income	18,441	27,007
Provision for loan losses	3,357	120
Net interest income after provision for loan losses	<u>15,084</u>	<u>26,887</u>
Noninterest income		
Service charges and commissions	1,996	3,442
Fees for fiduciary services	1,604	2,119
Net gain (loss) on sale of securities	450	377
Net gain (loss) on sale of branches, premises and equipment	-	(43)
Net gain (loss) on sales of other real estate	(38)	-
Increase in cash surrender value of life insurance	345	476
Other	2,450	2,869
	<u>6,807</u>	<u>9,240</u>
Noninterest expense		
Salaries and employee benefits	10,759	14,391
Occupancy	4,519	6,058
FDIC assessments	158	114
Expenses on other real estate owned and repossessed assets	108	76
Professional fees	631	394
Telecommunications, postage, and delivery	680	976
Advertising and marketing	383	696
Office Supplies	84	146
Other	3,343	5,134
	<u>20,665</u>	<u>27,985</u>
Income (loss) before income taxes	1,226	8,142
Income tax expense (benefit)	163	1,929
Net income (loss)	<u>\$ 1,063</u>	<u>\$ 6,213</u>

Citizens Bancshares Company

Consolidated Statements of Stockholders' Equity

Periods Ended September 30, 2020 and December 31, 2019

Unaudited (Dollars in Thousands, Except Per Share Data)

	Common Stock	Preferred Stock	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (loss)	Total Stockholders' Equity
Balance at December 31, 2018	\$ 26	\$ -	\$ 8,302	\$ 83,542	\$ (4,900)	\$ (1,475)	\$ 85,495
Comprehensive income:							
Net income (loss)	-	-	-	6,213	-	-	6,213
Change in net unrealized gain (loss) on securities available for sale, net of reclassification and tax effects	-	-	-	-	-	2,386	2,386
Total comprehensive income							-
Cash dividends declared on preferred stock	-	-	-	(587)	-	-	(587)
Stock Compensation Expense	-	-	265	-	-	-	265
Treasury Stock sold	-	-	-	-	-	-	-
Balance at December 31, 2019	\$ 26	\$ -	\$ 8,567	\$ 89,168	\$ (4,900)	\$ 911	\$ 93,772
Comprehensive income:							
Net income (loss)	-	-	-	1,063	-	-	1,063
Change in net unrealized gain (loss) on securities available for sale, net of reclassification and tax effects	-	-	-	-	-	3,705	3,705
Total comprehensive income							4,768
Cash dividends declared on preferred stock	-	-	-	-	-	-	-
Stock Compensation Expense	-	-	199	-	-	-	199
Treasury Stock sold	-	-	-	-	-	-	-
<b>Balance at September 30, 2020</b>	<b>\$ 26</b>	<b>\$ -</b>	<b>\$ 8,766</b>	<b>\$ 90,231</b>	<b>\$ (4,900)</b>	<b>\$ 4,616</b>	<b>\$ 98,739</b>