

**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 June 30, 2019.

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

Mr. Joe Hadel  
Vice President  
First Trust of MidAmerica  
2401 N. 7 Highway, P.O. Box 30  
Pleasant Hill, Missouri 64080

Telephone: 816-540-6480  
Email: [jhadel@cbp-online.net](mailto:jhadel@cbp-online.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 20 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 June 30, 2019 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, 2018.

**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**  
**June 30, 2019 and December 31, 2018**  
**(Unaudited)**

Citizens Bancshares Company

Consolidated Balance Sheets

Periods Ended June 30, 2019 and December 31, 2018

Unaudited (Dollars in Thousands, Except Per Share Data)

<b>Assets</b>	6/30/2019	12/31/2018
Cash and due from banks	\$ 27,165	\$ 20,987
Federal funds sold	-	-
<b>Cash and cash equivalents</b>	<u>27,165</u>	<u>20,987</u>
Securities available for sale	147,516	148,127
Loans, net	581,574	601,902
Cash surrender value of life insurance	20,979	20,742
Premises and equipment, net	18,518	19,159
Accrued interest receivable	4,139	3,457
Other real estate owned	7,010	7,010
Federal Home Loan Bank stock	998	3,020
Deferred income taxes, net	7,854	9,614
Other assets	5,883	1,669
	<u>\$ 821,636</u>	<u>\$ 835,687</u>
<b>Liabilities and Stockholders' Equity</b>		
Liabilities		
Deposits		
Non-interest-bearing	\$ 128,824	\$ 122,426
NOW, money market, and savings	344,766	345,091
Certificates of deposit	219,478	197,618
<b>Total deposits</b>	<u>693,068</u>	<u>665,135</u>
Securities sold under agreement to repurchase	16,589	19,748
Federal Home Loan Bank advances	-	49,080
Other borrowings	12,500	12,500
Accrued interest payable	682	547
Other liabilities	7,669	3,182
<b>Total liabilities</b>	<u>730,508</u>	<u>750,192</u>
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	8,434	8,302
Retained earnings	86,206	83,542
Treasury stock, at cost (214,685 shares)	(4,900)	(4,900)
Accumulated other comprehensive income (loss)	1,362	(1,475)
<b>Total stockholders' equity</b>	<u>91,128</u>	<u>85,495</u>
	<u>\$ 821,636</u>	<u>\$ 835,687</u>

Citizens Bancshares Company

Consolidated Statements of Income

Periods Ended June 30, 2019 and December 31, 2018

Unaudited (Dollars in Thousands, Except Per Share Data)

	6/30/2019	12/31/2018
Interest income		
Loans, including fees	\$ 14,865	\$ 27,182
Securities	2,301	5,156
Federal funds sold and other	344	230
	<u>17,510</u>	<u>32,568</u>
Interest expense		
Deposits	3,183	4,256
Federal Home Loan Bank advances	51	1,334
Federal funds purchased and repurchase agreements	168	294
Other borrowed funds	470	985
	<u>3,872</u>	<u>6,869</u>
Net interest income	13,638	25,699
Provision for loan losses	56	107
Net interest income after provision for loan losses	<u>13,582</u>	<u>25,592</u>
Noninterest income		
Service charges and commissions	1,636	3,437
Fees for fiduciary services	1,122	2,164
Net gain (loss) on sale of securities	58	(513)
Net gain (loss) on sale of branches, premises and equipment	-	(13)
Net gain (loss) on sales of other real estate	-	143
Increase in cash surrender value of life insurance	237	484
Other	1,346	2,650
	<u>4,399</u>	<u>8,352</u>
Noninterest expense		
Salaries and employee benefits	7,129	13,970
Occupancy	2,913	5,753
FDIC assessments	124	342
Expenses on other real estate owned and repossessed assets	31	137
Professional fees	296	216
Telecommunications, postage, and delivery	480	947
Advertising and marketing	340	705
Office Supplies	68	134
Other	2,331	4,439
	<u>13,712</u>	<u>26,643</u>
Income (loss) before income taxes	4,269	7,301
Income tax expense (benefit)	1,018	1,463
Net income (loss)	<u>\$ 3,251</u>	<u>\$ 5,838</u>

Citizens Bancshares Company

Consolidated Statements of Stockholders' Equity

Periods Ended June 30, 2019 and December 31, 2018

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, 2017	\$ 26	\$ -	\$ 5,400	\$ 77,704	\$ (9,464)	\$ (159)	\$ 73,507
Comprehensive income:							
Net income (loss)	-	-	-	5,838	-	-	5,838
Change in net unrealized gain (loss) on securities available for sale, net of reclassification and tax effects	-	-	-	-	-	(1,316)	(1,316)
Total comprehensive income							4,522
Cash dividends declared on preferred stock	-	-	-	-	-	-	-
Stock Compensation Expense	-	-	266	-	-	-	266
Treasury Stock sold	-	-	2,636	-	4,564	-	7,200
Balance at December 31, 2018	\$ 26	\$ -	\$ 8,302	\$ 83,542	\$ (4,900)	\$ (1,475)	\$ 85,495
Comprehensive income:							
Net income (loss)	-	-	-	3,251	-	-	3,251
Change in net unrealized gain (loss) on securities available for sale, net of reclassification and tax effects	-	-	-	-	-	2,837	2,837
Total comprehensive income							6,088
Cash dividends declared on preferred stock	-	-	-	(587)	-	-	(587)
Stock Compensation Expense	-	-	132	-	-	-	132
Treasury Stock sold	-	-	-	-	-	-	-
<b>Balance at June 30, 2019</b>	<b>\$ 26</b>	<b>\$ -</b>	<b>\$ 8,434</b>	<b>\$ 86,206</b>	<b>\$ (4,900)</b>	<b>\$ 1,362</b>	<b>\$ 91,128</b>