

**Conditional Approval #1316**  
**February 2024**

January 29, 2024

David S. Park, Partner  
Alston & Bird LLP  
1201 West Peachtree Street  
Atlanta, Georgia 30309-3424

Re: Application to Merge Mars Bank, Mars, Pennsylvania with and into NexTier Bank, National Association, Kittanning, Pennsylvania

OCC Control Number: 2023-Combination-334024

Charter Number: 5073

Dear Mr. Park:

The Office of the Comptroller of the Currency (OCC) hereby conditionally approves the application to merge Mars Bank into NexTier Bank, National Association. This approval is granted based on a thorough review of all information available, including commitments and representations made in the application, merger agreement, and those of your representatives.

The OCC reviewed the proposed merger transaction under the criteria of the Bank Merger Act, 12 USC 1828(c), and other applicable laws and regulations. Among other matters, we found that the proposed transaction would not have significant anticompetitive effects. We also considered the financial and managerial resources of the banks, their future prospects, their effectiveness in combating money laundering activities, the convenience and needs of the communities to be served and the risk of the transaction to the stability of the United States banking or financial system. Furthermore, the OCC reviewed the Bank's record of compliance with the Community Reinvestment Act, 12 USC 2903(a)(2). The OCC received one public comment regarding the transaction, which was subsequently withdrawn. We considered these factors and found them consistent with approval.

The branch acquisitions are authorized under 12 USC 36.

This approval is subject to the following condition:

- As represented in the Application, Mars Bank should fully dissolve its non-bank subsidiary, Mars Insurance Services, LLC, prior to consummation of the merger.

This condition of this approval is a condition “imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request” within the meaning of 12 USC 1818. As such, the condition is enforceable under 12 USC 1818.

Licensing must be advised in writing in advance of the desired effective date for the merger so it may issue the necessary certification letter. The effective date must follow the applicable Department of Justice’s injunction period and any other required regulatory approval.

The OCC will issue a letter certifying consummation of the transaction when we receive:

- Evidence of all related regulatory approvals not previously submitted.

If the merger is not consummated within six months from the approval date, the approval shall automatically terminate, unless the OCC grants an extension of the time period.

This approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory, and examination authorities under applicable law and regulations. Our approval is based on the bank’s representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend, or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

Please include the OCC control number on any correspondence related to this filing. If you have any questions, contact Justin E. Holder at 212-790-401 [justin.holder@occ.treas.gov](mailto:justin.holder@occ.treas.gov).

Sincerely,

/s

Justin E. Holder  
Licensing Analyst