



April 13, 2022

**Conditional Approval #1285
May 2022**

Ms. Lauren Sparks
President and Chief Executive Officer
Agility Bank, NA in Organization
2401 N. Shepherd Drive, Suite 140
Houston, Texas 77008

Re: Final Approval for the De Novo Charter Application for the proposed Agility Bank,
National Association, Houston, Texas
OCC Charter Number: 25225
OCC Application Control Number: 2020-SO-Charter-314136

Dear Ms. Sparks:

The Office of the Comptroller of the Currency (OCC) has found that you have met all requirements it imposed and completed all steps necessary to commence the business of banking. Specifically, you have met all the preopening requirements connected with your preliminary conditional approval on July 29, 2020.

You are authorized to open Agility Bank, National Association (Bank) on April 18, 2022. We will forward you a Charter Certificate under separate cover.

You are reminded that several of the standard requirements enclosed in the preliminary conditional approval letter dated July 29, 2020 will continue to apply once the Bank opens and, by opening, you agree to subject your institution to these requirements of operation. Some of the requirements bear reiteration here:

1. The Bank is subject to the Change in Bank Control Act (12 USC 1817(j)) by virtue of its national bank charter.
2. The board of directors is responsible for regular review and update of policies and procedures and for assuring ongoing compliance with them. This includes maintaining an internal control system that ensures compliance with the currency reporting and recordkeeping requirements of the Bank Secrecy Act (BSA). The board must ensure that its personnel are trained in BSA procedures and designate one person or a group to monitor day-to-day compliance.

This final approval is subject to the following conditions and the conditions imposed in the preliminary conditional approval:

1. The Bank shall: (i) give the Houston Supervisory Office at least 60 days prior written notice of its intent to significantly deviate or change from its business plan or operations,¹ and (ii) obtain the OCC's written determination of no objection before the Bank engages in any significant deviation or change from its business plan or operations. The OCC may impose additional conditions it deems appropriate in a written determination of no objection to a bank's notice. This condition shall remain in effect during the Bank's first three years of operation.
2. The Bank shall maintain minimum capital levels commensurate with the prospective risk of the Bank's business plan, with a tier 1 leverage ratio of no less than 8.0 percent throughout the first three years of operation; and
3. After the Bank commences business, the Bank must file an Interagency Biographical and Financial Report with the OCC and receive a letter of no objection from the OCC prior to any new executive officer or director assuming such position. This condition shall remain in effect during the Bank's first two years of operation.

The conditions of this approval are conditions "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 conditions are enforceable under 12 USC 1818.

The Board of Directors and you should become familiar with the filing obligations of the Securities Exchange Act of 1934 (34 Act) and 12 CFR Part 11. The Bank may be required to file reports with the OCC under the 34 Act and Part 11 if: (1) the Bank at the end of any fiscal year has 500 or more shareholders of record; or (2) the Bank made a public offering of securities subject to 12 CFR Part 16 during the Bank's organizational process.

We encourage you to contact the OCC's Securities & Corporate Practices Division at (202) 649-5400. if you have any questions about the Bank's securities disclosure obligations.

This final 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. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

On behalf of the OCC, welcome to the national banking system. If you have any questions about the supervision of your Bank, please contact Assistant Deputy Comptroller David Elsenbrock, Houston Supervisory Office, at david.elsenbrock@occ.treas.gov or 713-336-4216.

¹ If such deviation is the subject of an application filed with the OCC, no separate notice to the supervisory office is required.

Agility Bank, National Association, Houston, Texas
OCC Control Number: 2020-SO-Charter-314136

For questions about this decision letter or other licensing matters, please contact Licensing Analyst Valarina Oliver-Dumont at valarina.dumont@occ.treas.gov or at (312) 360-8886. You should include the OCC Control Number on any correspondence related to this filing.

Sincerely,

/s/

Carolina M. Ledesma
Director for District Licensing

cc: FDIC