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April 17, 2026

CONFIDENTIAL TREATMENT REQUEST

VIA EMAIL

Sebastian R. Astrada

Director for Licensing / Midsize, Trust, Credit Card, and Novel Banks

Office of the Comptroller of the Currency

400 7th St., SW

Washington, DC 20219

Attn: Sebastian R. Astrada, Director for Licensing / Midsize, Trust, Credit Card, and Novel Banks

Re: Agora National Trust Bank: Charter Application – Business and Financial Information and Interagency Biographical and Financial Reports

Ladies and Gentlemen:

In connection with the application to the Office of the Comptroller of the Currency (the “OCC”) to charter Agora National Trust Bank (the “Bank”), a national trust bank, enclosed please find the Business Plan, Financial Projections, Proposed Articles of Association, Proposed Bylaws, Employment Agreements and Stock Benefit Plans for the proposed Bank, as well as the Interagency Biographical and Financial Reports of the Bank’s proposed directors and senior executive officers (together, the “Confidential Materials”), which we are submitting to the OCC on behalf of such persons. The information in the Confidential Materials was prepared in each case by the relevant filing person.

Confidential Treatment Request

Pursuant to the Freedom of Information Act, 5 U.S.C. § 552, and the regulations of the OCC promulgated pursuant thereto, 12 C.F.R. Part 4, Subpart B, we hereby respectfully request that the Confidential Materials be treated confidentially and not

be made available for inspection or copying. The Confidential Materials have been marked “Confidential Treatment Requested.” The Confidential Materials include nonpublic commercial or financial information that relates to business, personal, or financial affairs within the meaning of Section 4.12(b)(4)¹ of the OCC’s regulations or information that is otherwise exempt from disclosure under Part 4, Subpart B of the OCC’s regulations, the disclosure of which would cause significant harm.

At this point in time, the Confidential Materials will not be publicly disclosed and are not required to be publicly disclosed. The information has been actually and customarily kept confidential, and this information is being provided to the OCC under an expectation and implied assurance of privacy.² Disclosure of this information would reveal confidential business, personal, or financial affairs. The disclosure of confidential commercial information in our Business Plan, Financial Projections, Proposed Articles of Association, Proposed Bylaws, Employment Agreements and Stock Benefit Plans would publicize confidential plans for how we intend to structure and run our business, resulting in a loss of competitive position. As a result, the Confidential Materials are privileged or confidential within the meaning of Section 4.12(b)(4).³

Moreover, the information contained in the Interagency Biographical and Financial Reports falls within the definition of personally identifiable information (“PII”) as outlined in the Comptroller’s Licensing Manual.⁴ The disclosure of such information could cause “cause substantial harm, embarrassment, inconvenience, or injustice to an individual, including identity theft.”⁵ Accordingly, we request confidential treatment for the portions of our filing containing PII. In accordance with the guidance in the

¹ Under 5 U.S.C. § 552(b)(4), information that a private party has provided to a government agency is exempt from disclosure if it consists of information that is “trade secrets and commercial or financial information obtained from a person and privileged or confidential.” Accord 12 C.F.R. § 4.12(b)(4). The United States Supreme Court clarified that commercial information submitted to the federal government qualifies as “confidential” under 5 U.S.C. § 552(b)(4) when, at a minimum, it is “actually” and “customarily” “kept private” and the federal government provides assurances to the submitter that the information will be maintained in confidence. *Food Mktg. Inst. v. Argus Leader Media*, 139 S. Ct. 2356, 2359 (2019).

² *See* 85 Fed. Reg. 57,616, 57,620 (submitters of confidential information may rely on “express or implied” assurances of confidentiality when submitting commercial or financial information to an agency); U.S. Department of Justice, Office of Information Policy, Step-by-Step Guide for Determining if Commercial or Financial Information Obtained From a Person is Confidential Under Exemption 4 of the FOIA, <https://www.justice.gov/oip/step-step-guide-determining-if-commercial-or-financial-information-obtained-person-confidential> (last updated Nov. 18, 2022).

³ 12 C.F.R. § 4.12(b)(4).

⁴ Office of the Comptroller of the Currency, Comptroller’s Licensing Manual: General Policies and Procedures 4 (Apr. 2022), <https://www.occ.treas.gov/publications-and-resources/publications/comptrollers-licensing-manual/files/gpp.pdf>

⁵ *Id.*

Comptroller's Licensing Manual, we will indicate as part of our application submission through CATS which documents are public, confidential, or PII.⁶

In addition, we request, pursuant to the Freedom of Information Act and the applicable OCC regulations and for reasons including those set forth above, that any memoranda, notes or other writings of any kind whatsoever made by an employee, agent or any person under the control of the OCC (or any other governmental agency) that incorporate, include, or relate to any of the matters referred to in the Confidential Materials (i) furnished to the OCC (or any other governmental agency) or (ii) referred to in any conference, meeting, telephone conversation or interview between (a) directors, senior executive officers, former senior executive officers, representatives, agents or counsel of Agora National Trust Bank and (b) employees, agents or any persons under the control of the OCC, be maintained in confidence, not be made part of any public record and not be disclosed to any person.

We also request that, if the OCC should make a preliminary determination not to comply with the foregoing requests for confidential treatment, Agora National Trust Bank and the undersigned be given notice thereof in ample time to permit an appropriate submission as to why such information should be preserved in confidence. If the Confidential Materials or any memoranda, notes or writings are the subject of a Freedom of Information Act request or a request or demand for disclosure by any governmental agency, Congressional office or committee, court or grand jury, we request, pursuant to the OCC's regulations, that you notify Agora National Trust Bank and the undersigned prior to making such disclosure. We further ask that Agora National Trust Bank and the undersigned be furnished with a copy of all written materials pertaining to such request (including but not limited to the request itself and any determination with respect to such request) and that Agora National Trust Bank and the undersigned be given sufficient advance notice of any intended release so that they may, if deemed necessary or appropriate, pursue any available remedies.

* * *

⁶ *Id.*

Sebastian R. Astrada

-4-

If you have any questions with respect to any of the matters discussed in this letter or in the materials included herewith, please feel free to contact me at (212) 558-3175.

Very truly yours,

Rebecca J. Simmons M.A.M.
Rebecca J. Simmons

(Enclosure)

cc:

Stephen A. Lybarger
Sarah Turney
Jason Almonte
(Office of the Comptroller of the Currency)

Nicholas van Eck
Drake Evans
Bao Nguyen
Jonathan Mayers
Usec Rho
(Agora National Trust Bank)

INTERAGENCY CHARTER AND FEDERAL DEPOSIT INSURANCE APPLICATION

Public reporting burden for this collection of information is estimated to average 250 hours per response (125 hours for the charter application and 125 hours for the insurance application), including the time to review instructions, search, and to review and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Office of the Executive Secretary, Federal Deposit Insurance Corporation, 550 17th Street, NW, Washington, DC 20429; or Licensing Activities Division, Comptroller of the Currency, 400 7th Street, SW, Washington, DC 20219; and to the Office of Management and Budget, Paperwork Reduction Project, Washington, DC 20503.

An organization or a person is not required to respond to a collection of information unless it displays a currently valid OMB control number.

GENERAL INFORMATION AND INSTRUCTIONS

Preparation and Use

This application is used to effect a transaction under:

- Sections 5 and 6 of the Federal Deposit Insurance Act (FDIA), as amended (12 U.S.C.1815, 1816), for federal deposit insurance.
- Section 5(e) of the Home Owners' Loan Act (HOLA), as amended (12 U.S.C.1464(e)), for a federal savings association charter.
- The National Bank Act, as amended (12 U.S.C. 21 *et seq.*), for a national bank charter.
- The state law for applying for state depository charters, as approved by state regulatory authorities.

All questions must be answered with complete and accurate information that is subject to verification. If the answer is "none," "not applicable," or "unknown," so state. Answers of "unknown" should be explained.

The questions in the application are not intended to limit the Applicant's presentation nor are the questions intended to duplicate information supplied on another form or in an exhibit. For such information, a cross reference to the information is acceptable. *Any such cross-reference must be made to a specific cite or location in the documents, so the information can be located easily.* Supporting information for all relevant factors, setting forth the basis for Applicant's conclusions, should accompany the application. The regulatory agency may request additional information.

This application form collects information that the regulatory agencies will need to evaluate a charter or insurance application. While most of the information will be available when the organizers submit the application, some information will not be available at that time. Each agency has specific purposes and different timing requirements in collecting some of this information; for example, receipt of the organizers' draft policies. For any question about when to submit a specific item, organizers should contact the appropriate regulatory agencies to discuss the specific timing for submission.

The regulatory agency must consider the applicable statutory requirements set forth in the preceding provisions, as well as applicable regulatory requirements, when acting on this application. For additional information regarding these statutory and regulatory requirements, as well as processing procedures and guidelines and any supplemental information that may be required, please refer to the appropriate regulatory agency's procedural guidelines [i.e., *Comptroller's Corporate Manual*, the FDIC's Rules and Regulations (12 C.F.R. 303) and Statement of Policy on "Applications for Deposit Insurance", or the application guidelines for the state in which the Applicant seeks a state charter]. The Applicant may contact the agency directly for specific instruction or visit their websites at www.fdic.gov, www.occ.treas.gov, and www.csbs.org (through "Links" to each state banking department).

Notice of Publication

The Applicant must publish notice of the proposed organization in a newspaper of general circulation in the community or communities in which the proposed financial institution will be located. Contact the appropriate regulatory agency for the specific requirements of the notice of publication.

Electronic Submission

In addition to an original application and the appropriate number of signed copies, the regulatory agencies would like to have an electronic copy of the information in the application, especially of the business plan's financial projections. Submission of an electronic copy is voluntary. It will be used only for internal review and processing and will not be released to the public. The electronic copy may be provided on a computer diskette, using common word processing and spreadsheet software. For E-mail submissions, contact the appropriate regulatory agency for instructions and information about secure transmission of confidential material.

Confidentiality

Any Applicant desiring confidential treatment of specific portions of the application must submit a request in writing with the application. The request must discuss the justification for the requested treatment. The Applicant's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 U.S.C. 552 or relevant state law). Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the application (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The Applicant should follow the same procedure when requesting confidential treatment for the subsequent filing of supplemental information to the application.

The Applicant should contact the appropriate regulatory agency for specific instructions regarding requests for confidential treatment. The appropriate regulatory agency will determine whether the information will be treated as confidential and will advise the Applicant of any decision to publicly release information labeled as "Confidential."

INTERAGENCY CHARTER AND FEDERAL DEPOSIT INSURANCE APPLICATION

(Check all appropriate boxes.)

Type of Charter

- National Bank
- State Bank
- Federal Savings Bank or Association
- State Savings Association
- Other

Special Focus

- Community Development
- Cash Management
- Trust
- Bankers' Bank
- Credit Card Non-CEBA CEBA
- Other

For OCC: Standard Expedited

Chartering Agency

- Comptroller of the Currency
- State

Type of Insurance Application

- De Novo
- Operating Noninsured Institution
- Other

Federal Reserve Status

- Member Bank
- Nonmember Bank

Proposed Depository Institution (institution)

Name

Street City State Zip

Holding Company Identifying Information (if applicable)

Name

Street City State Zip

Contact Person

Name

Title/Employer

Street City State Zip

Phone # Fax # E-mail Address

INTERAGENCY CHARTER AND FEDERAL DEPOSIT INSURANCE APPLICATION

1. Overview

- (a) Provide a brief overview of the application. The overview should describe the institution's business and any special market niche, including the products, market, services, and any nontraditional activities.

Agora Atlas Corp. is submitting this application for a de novo charter to establish Agora National Trust Bank ("Agora Bank"). Agora Bank will provide services primarily relating to digital asset custody, digital asset investment advisory, and stablecoin issuance. Agora Bank's services in the U.S. market will offer consistency and legal and regulatory compliance throughout the country. For additional detail in response to this item, please see Sections II of the Confidential Exhibit 1 (Business Plan) and Confidential Exhibit 2 (Permissibility Analysis).

- (b) Describe any issues about the permissibility of the proposal with regard to applicable state or federal laws or regulations. Identify any regulatory waiver requests and provide adequate justification.

We do not anticipate any issues with permissibility and will not seek any regulatory waiver requests.

- (c) List and provide a copy of all applications filed in conjunction with this proposal, such as applications for holding company, trust powers, branch offices, service corporations, and other subsidiaries.

No separate applications have been filed.

- (d) When available, provide a copy of all public or private offering materials and the proposed form of stock certificate, including any required restrictive legends.

This item is not applicable.

- (e) Provide a copy of the proposed articles of association, articles of incorporation, or charter, and proposed bylaws.

For the proposed Articles of Association, please refer to Confidential Exhibit 3. For the proposed Bylaws, please refer to Confidential Exhibit 4.

- (f) Provide a copy of the business plan. The business plan should address, at a minimum, the topics contained in the appropriate regulatory agency's Business Plan Guidelines.

Please refer to Confidential Exhibit 1 (Business Plan).

2. Management

- (a) Provide a list of the organizers, proposed directors, senior executive officers, and any individual, or group of proposed shareholders acting in concert, that will own or control 10 percent or more of the institution's stock. For each person listed, attach an Interagency Biographical and Financial Report, a fingerprint card, and indicate all positions and offices currently held or to be held with the institution's holding company and its affiliates, if applicable. Include the signed "Oath of Director" for each proposed director. For an FSA filing, provide a RB 20a Certification for each person listed.

Nicholas van Eck, Chief Executive Officer and Director
Drake Evans, President, Chief Technology Officer and Director
Joseph McGrady, Chief Operating Officer
Bao Nguyen, Independent Director
Jonathan Mayers, Independent Director
William Plumeri, Chief Compliance Officer and Bank Secrecy Act Officer
Enrico Sanches, Head of Risk

Christina Sparano, Chief Financial Officer
Usec Rho, General Counsel
Piotr Cielas, Chief Information Security Officer

Please Refer to Section IV of Confidential Exhibit 1 (Business Plan) for additional detail in response to this item. Interagency Biographical and Financial Reports and fingerprint cards will be submitted for directors and senior executive officers under separate cover.

- (b) Describe each proposed director's qualifications and experience to serve and oversee management's implementation of the business plan. Describe the extent, if any, to which directors or major stockholders are or will be involved in the day-to-day management of the institution. Also list the forms of compensation, if any.

For details on each director's qualifications and experience, please refer to Section I of Confidential Exhibit 1 (Business Plan).

- (c) Provide a list of board committees and members.

The board will have two committees.

Audit and Fiduciary Committee: Nicholas van Eck, Jonathan Mayers, Bao Nguyen, Independent Director (to be determined)
Risk and Compliance Committee: Nicholas van Eck, Drake Evans, Jonathan Mayers, Bao Nguyen

- (d) Describe any plans to provide ongoing director education or training.

Agora Bank will offer routine training to the board of directors with an emphasis on new and changing banking and trust rules and regulations, industry trends, risk management best practices, and timely compliance developments. Such educational opportunities will also include encouraged participation in industry organizations and professional groups.

- (e) Describe each proposed senior executive officer's duties and responsibilities and qualifications and experience to serve in his/her position. If a person has not yet been selected for a key position, list the criteria that will be required in the selection process. Discuss the proposed terms of employment, including compensation and benefits, and attach a copy of all pertinent documents, including an employment contract or compensation arrangement. Provide the aggregate compensation of all officers.

For details on each executive officer's qualifications and experience, as well as criteria set forth for future hires in specific open positions, please refer to Section I of Confidential Exhibit 1 (Business Plan). Offer letters (which detail individual terms of employment and compensation and benefits) will be submitted under separate cover, alongside the Interagency Biographical and Financial Reports.

- (f) Describe any potential management interlocking relationships (12 U.S.C. 1467a(h)(2), 3201-3208, or applicable state law) that could occur with the establishment or ownership of the institution. Include a discussion of the permissibility of the interlock with regard to relevant law and regulations or include a request for an exemption.

Bao Nguyen's role as an executive officer of Flagstar Bank should not violate the Management Interlocks Act because Agora Bank seeks to be chartered as a special purpose national trust bank that does not accept deposits or make loans. The Federal Reserve Board's guidance on the Management Interlocks Act indicates that trust companies with these characteristics are not considered "depository institutions" for purposes of the Act and therefore do not fall within scope. See Letter from Scott G. Alvarez, General Counsel of the Board, to Bradley K. Sabel, Esq. (April 3, 2009); Order Approving a Notice to Engage in Certain Nonbanking Activities and Application to Become a Member of the Federal Reserve System, n. 12 (December 4, 1996). As a result, the presence of a director who is an executive officer of Flagstar Bank would not create a prohibited interlock for Agora

Bank. Even if the Act were deemed applicable, the relevant prohibitions are unlikely to be triggered because of Flagstar Bank's relatively small size and Agora Bank's lack of deposits, per the small market share exemption set forth in 12 C.F.R. § 26.5.

(g) Describe any potential conflicts of interest.

Please see Section III of Confidential Exhibit 1 (Business Plan) for a discussion of the only potential conflict of interest.

(h) Describe any transaction, contract, professional fees, or any other type of business relationship involving the institution, the holding company, and its affiliates (if applicable), and any organizer, director, senior executive officer, shareholder owning or controlling 10 percent or more, and other insiders. Include professional services or goods with respect to organizational expenses and bank premises and fixed asset transactions. (Transactions between affiliates of the holding company that do not involve the institution need not be described).

1) State whether the business relationship is made in the ordinary course of business, is made on substantially the same terms as those prevailing at the time for comparable transactions with non-insiders, and does not present more than the normal risk of such transaction or present other unfavorable features.

Please refer to Section II (Affiliate Transactions) and Section III ("Disclosure of Van Eck Relationships and Safeguards") of Confidential Exhibit 1 (Business Plan) for further details.

2) Specify those organizers that approved each transaction and whether the transaction was disclosed to proposed directors and prospective shareholders.

Please refer to Section II (Affiliate Transactions) of Confidential Exhibit 1 (Business Plan) for further details.

3) Provide all relevant documentation, including contracts, independent appraisals, market valuations, and comparisons.

Please refer to Section II (Affiliate Transactions) of Confidential Exhibit 1 (Business Plan) for further details.

(i) Describe all stock benefit plans of the institution and holding company, including stock options, stock warrants, and other similar stock-based compensation plans, for senior executive officers, organizers, directors, and other insiders. Include in the description:

1) The duration limits.

Agora Bank does not currently have a stock benefit plan. The parent, Agora Atlas Corp., has issued equity compensation to management and employees under the "2023 Stock Incentive Plan". No Award may be granted under the Plan subsequent to October 13, 2033.

2) The vesting requirements.

The options granted to employees will vest over a four (4) year period as follows: 25% shall vest on the first anniversary of employment commencement date, and the remaining 75% shall vest pro-rata the end of each quarter (i.e., each full 3-month period) during the three years following the first anniversary of the employment commencement date (provided that employees remain in continuous full-time service with the Company as of the applicable vesting dates).

3) Transferability restrictions.

Awards under the Plan are not transferable other than to the Participant beneficiary in the event of a Participant's death, or by will or the laws of descent and distribution.

4) Exercise price requirements.

The purchase price at which each Option may be exercised (the "Option Price") shall be such price as the Committee, in its discretion, shall determine, except that, the Option Price shall not be less than one hundred percent (100%) of the Fair Market Value per share of Stock covered by the Option as determined on the Award Date.

5) Rights upon termination.

Unless the Committee determines otherwise, the Restricted Stock Agreement shall grant the Company a repurchase option exercisable upon the voluntary or involuntary termination of the purchaser's service with the Company for any reason (including death or Disability), or may provide for forfeiture.

6) Any "exercise of forfeiture" clause.

There is no exercise of forfeiture clause.

7) Number of shares to be issued or covered by the plans.

The maximum number of shares of Stock as to which Awards, may be granted under the Plan shall be equal to the sum of: (i) 2,000,000 shares of Stock; and (ii) any shares of Stock subject to an Award under the Plan that expire without being exercised, or are forfeited, canceled, settled or otherwise terminated without a distribution of Stock to the Participant.

Provide a list of participants, allocation of benefits to each participant, and a copy of each proposed plan. (Plans must conform to applicable regulatory guidelines.)

All employees of Agora Atlas Corp are participants in the plan. The omnibus 2023 Stock Incentive plan and offer letters (which detail individual allocations to each participant) will be submitted under separate cover.

3. Capital

- (a) For each class of stock, provide the number of authorized shares, the number of shares to be issued, par value, voting rights, convertibility features, liquidation rights, and the projected sales price per share. Indicate the amount of net proceeds to be allocated to common stock, paid-in surplus, and other capital segregations.

Common stock: 10,000 authorized shares at a par value of \$0.01. There are no convertibility features or liquidation rights. There are no further classes of stock authorized or contemplated at this time. For further information regarding the Bank's capital, please refer to Section IV of Confidential Exhibit 1 (Business Plan) and Confidential Exhibit 3 (Proposed Articles of Association).

- (b) Describe any noncash contributions to capital, and provide supporting documents for assigned values, including an independent evaluation or appraisal.

There will be no noncash contributions to capital. For further information regarding the Bank's capital, please refer to Section IV of Confidential Exhibit 1 (Business Plan).

- (c) Discuss the adequacy of the proposed capital structure relative to internal and external risks, planned operational and financial assumptions, including technology, branching, and projected organization and operating expenses. Present a thorough justification to support the proposed capital, including any off-balance-sheet activities contemplated. Describe any plans for the payment of dividends.

For further information regarding the Bank's capital, please refer to Section IV of Confidential Exhibit 1 (Business Plan).

- (d) List all known subscribers to stock. For organizers, directors, 10 percent shareholders, senior executive officers, and other insiders, include the number of shares and anticipated investment and the amount of direct and indirect borrowings to finance the investment. Discuss how any debt will be serviced.

The stock of Agora Bank will be 100% owned by Parent, Agora Atlas Corp.

- (e) List recipients and amounts of any fees, commissions, or other considerations in connection with the sale of stock.

This item is not applicable.

- (f) Indicate whether the institution plans to file for S Corporation tax status.

The Bank does not plan to file for S Corporation tax status.

4. Convenience and Needs of the Community

NOTE: This information must be consistent with the proposed business plan.

(a) Market Characteristics

- 1) Define the intended geographical market area(s). Include a map of the market area, pinpointing the location of proposed bank's offices and offices of competing depository institutions.

Agora Bank's intended geographical reach is nationwide and international. Please refer to Section III of Confidential Exhibit 1 (Business Plan) for further information.

- 2) Describe the competitive factors the institution faces in the proposed market and how the institution will address the convenience and needs of that market to maintain its long-term viability.

Agora Bank believes its role as an enterprise-facing stablecoin custody and issuance company will address an opening in the current market. Please refer to Sections II and III of Confidential Exhibit 1 (Business Plan) for further information.

- 3) Discuss the economic environment and the need for the institution in terms of population trends, income, and industry and housing patterns.

Agora Bank believes in the importance of making digital assets functional, productive, and widely available to businesses; the Bank aims to reduce the learning curve and friction associated with the adoption of digital assets. Please refer to Sections II and III of Confidential Exhibit 1 (Business Plan) for further information.

(b) Community Reinvestment Act (CRA) Plan¹

NOTE: The CRA Plan must be bound separately.

- 1) Identify the assessment area(s) according to the CRA regulations.²

This item is not applicable.

- 2) Summarize the performance context for the institution based on the factors discussed in the CRA regulations.³

This item is not applicable.

3) Summarize the credit needs of the institution's proposed assessment area(s).

This item is not applicable.

4) Identify the CRA evaluation test⁴ under which the institution proposes to be assessed.

This item is not applicable.

5) Discuss the institution's programs, products, and activities that will help meet the existing or anticipated needs of its community(ies) under the applicable criteria of the CRA regulation, including the needs of low- and moderate-income geographies and individuals.

This item is not applicable.

5. Premises and Fixed Assets

(a) Provide a physical description for permanent premises and discuss whether they will be publicly and handicapped accessible. Indicate the level and type of property insurance to be carried.

Permanent premises in New York, New York are forthcoming.

(b) If the permanent premises are to be purchased, provide name of seller, purchase price, cost and description of necessary repairs and alterations, and annual depreciation. If the premises are to be constructed, provide the name of the seller, the cost of the land, and the construction costs. Indicate the percentage of the building that will be occupied by the bank. Provide a copy of the appraisal.

Premises will be leased not purchased.

(c) If the permanent premises are to be leased, provide name of owner, terms of the lease, and cost and description of leasehold improvements. Provide a copy of the proposed lease when available.

Permanent premises in New York, New York are forthcoming. Lease documents will be shared once available.

(d) If temporary quarters are planned, provide a description of interim facility, length of use, lease terms, and other associated commitments and costs.

No temporary quarters are planned.

(e) State whether proposed premises and fixed asset expenditures conform to applicable statutory limitations.

Proposed premises and fixed asset expenditures will comply with applicable statutory limits.

(f) Outline the security program that will be developed and implemented, including the security devices.⁵

Please refer to Section V of Confidential Exhibit 1 (Business Plan) for further detail with respect to planned security.

- (g) Discuss any significant effect the proposal will have on the quality of the human environment. Include in the discussion changes in air and/or water quality, noise levels, energy consumption, congestion of population, solid waste disposal, or environmental integrity of private land within the meaning of the National Environmental Policy Act, 42 U.S.C. 4321, et seq.

The proposed premises will not have any significant impact on the quality of the human environment. The intention is to lease the premises from already existing and developed office facilities.

- (h) Describe any plan to establish branches or relocate the main office within the first three years. Any acquisition or operating expenses should be reflected in the financial projections.

Agora Bank does not plan to establish branches and does not plan to relocate the main office from its initial location within the first three years.

- (i) Indicate if the establishment of the proposed main office and/or any branch site may affect any district, site, building, structure, or object listed in, or eligible for listing in, the National Register of Historic Places pursuant to the National Historic Preservation Act, 16 U.S.C. 470f. (See the Advisory Council on Historic Preservation at www.achp.gov for the Act and implementing regulations.) Specify how such determination was made:

- 1) Consultation with the State Historic Preservation Officer (SHPO) and/or Tribal Historic Preservation Officer (THPO) (when tribal lands or historic properties of significance to a tribe are involved).
- 2) Reviewed National Register of Historic Places (see www.nps.gov/nr).
- 3) Applied National Register criteria to unlisted properties.⁶
- 4) Reviewed historical records.
- 5) Contact with preservation organizations.
- 6) Other (describe).

The establishment of the main office is not anticipated to affect any structure listed in, or to be eligible for listing in the National Register of Historic Places. Upon confirmation of permanent premises, Agora Bank will review the National Register of Historic Places to confirm there is no impact.

As appropriate, provide a copy of any documentation of consultation with the SHPO and/or THPO. *You are reminded that if a historic property may be affected, no site preparation, demolition, alterations, construction or renovation may occur without the appropriate regulatory agency's authorization.*

6. Information Systems

- (a) State whether the institution plans to market its products and services (the ability to do transactions or account maintenance) via electronic means. If yes, specifically state the products and services that will be offered via electronic banking or the Internet.

Agora Bank intends to market its products and services via electronic means, and all products will be offered via electronic or digital means. Please refer to Section V of Confidential Exhibit 1 (Business Plan) for further information in response to this item.

- (b) Outline the proposed or existing information systems architecture and any proposed changes or upgrades. The information should describe how: (1) the information system will work within existing technology; (2) the information system is suitable to the type of business in which the institution will engage; (3) the security hardware, software, and procedures will be sufficient to protect the institution from unauthorized tampering or access; and (4) the organizers and directors will allocate sufficient resources to the entire technology plan.

Please refer to Section V of Confidential Exhibit 1 (Business Plan) for a detailed discussion of the proposed information systems architecture.

- (c) Provide lists or descriptions of the primary systems and flowcharts of the general processes related to the products and services. The level of detail in these system descriptions should be sufficient to enable verification of the cost projections in the *pro formas*.

Please refer to Section V of Confidential Exhibit 1 (Business Plan) for a detailed discussion of the proposed information systems architecture.

- (d) Estimate the start-up budget for the information systems related to the products and services and the expected annual operating and maintenance costs (including telecommunications, hardware, software, and personnel).

Please refer to Sections V and VI of Confidential Exhibit 1 (Business Plan) for a detailed discussion of the proposed information systems architecture and the related budgetary considerations.

- (e) Describe the physical and logical components of security. Describe the security system and discuss the technologies used and key elements for the security controls, internal controls, and audit procedures. Discuss the types of independent testing⁷ the institution will conduct to ensure the integrity of the system and its controls.

Please refer to Section V of Confidential Exhibit 1 (Business Plan) for a detailed discussion of the proposed information systems and related security.

- (f) Describe the information security program that will be in place to comply with the “Interagency Guidelines Establishing Standards for Safeguarding Customer Information.”⁸

Please refer to Section V of Confidential Exhibit 1 (Business Plan) for a detailed discussion of the proposed information systems and related security.

7. Other Information

- (a) List activities and functions, including data processing, that will be outsourced to third parties, identifying the parties and noting any affiliations. Describe all terms and conditions of the vendor management activities and provide a copy of the proposed agreement when available. Describe the due diligence conducted and the planned oversight and management program of the vendors' or service providers' relationships (for general vendor management guidance, see the Appendix of the FFIEC's guidance, Risk Management of Outsourced Technology Services).

Please refer to Section V of Confidential Exhibit 1 (Business Plan) for a detailed discussion of planned outsourcing of certain activities and function.

- (b) List all planned expenses related to the organization of the institution and include the name of recipient, type of professional service or goods, and amount. Describe how organization expenses will be paid.

Please refer to Sections VI and VIII of Confidential Exhibit 1 (Business Plan) for information regarding organization expenses.

- (c) Provide evidence that the institution will obtain sufficient fidelity coverage on its officers and employees to conform with generally accepted banking practices.

Agora Bank will maintain appropriate Fidelity Insurance coverage to mitigate risk associated with dishonest, fraudulent, or criminal acts. Blanket Bond coverage will be obtained prior to opening. The Bank will also obtain Director and Officer Liability coverage of \$10 million for its directors and senior officers.

- (d) If applicable, list names and addresses of all correspondent depository institutions that have been established or are planned.

Agora Bank expects to maintain fiat bank accounts at multiple banking institutions, including, but not limited to: Customers Bank (701 Reading Avenue West Reading, Pennsylvania 19611); Cross River Bank (2115 Linwood Ave, Fort Lee, NJ 07024); and Erebor Bank (500 Neil Ave, Ste 140, Columbus, OH 43215)

- (e) Provide a copy of management's policies for loans, investments, liquidity, funds management, interest rate risk, and other relevant policies. Provide a copy of the Bank Secrecy Act program. Contact the appropriate regulatory agencies to discuss the specific timing for submission.

Copies of the relevant policies to follow.

- (f) For Federal Savings Banks or Associations, include information addressing the proposed institution's compliance with qualified thrift lender requirements.

This item is not applicable.

- (g) If the institution is, or will be, affiliated with a company engaged in insurance activities that are subject to supervision by a state insurance regulator, provide:

- 1) The name of insurance company.

This item is not applicable.

- 2) A description of the insurance activity that the company is engaged in and has plans to conduct.

This item is not applicable.

- 3) A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.

This item is not applicable.

Footnotes

¹ See applicable state requirements.

² See 12 C.F.R. 25.41, 345.41, 195.41.

³ See 12 C.F.R. 25.21(b), 345.21(b), 195.21.

⁴ See 12 C.F.R. 25.21(a), 345.21(a), 195.21.

⁵ See 12 C.F.R. 21, 326, 168.

⁶ See 36 C.F.R. 60.4.

⁷ Independent tests should cover general and environmental controls as well as audit, monitoring, and balancing controls.

Independent testing will provide an objective opinion on the adequacy of these controls.

⁸ See 15 U.S.C. 6801, 6805(b); 12 C.F.R. 30; 308 and 364; 168 and 170.

OCC CERTIFICATION

We, the organizers, certify that the information contained in this application has been examined carefully and is true, correct, and complete, and is current as of the date of this submission. We also certify that any misrepresentations or omissions of material facts with respect to this application, any attachments to it, and any other documents or information provided in connection with the application for the organization of the proposed financial institution and federal deposit insurance may be grounds for denial or revocation of the charter and/or insurance, or grounds for an objection to the undersigned as proposed director(s) or officer(s) of the proposed financial institution, and may subject the undersigned to other legal sanctions, including the criminal sanctions provided for in 18 U.S.C. 1001, 1007, and 1014. We request that examiners be assigned to make any investigations necessary.

We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency or agencies. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

	Signature	Date	Typed Name
x	<i>Nicholas van Eck</i>	April 17, 2026	Nicholas van Eck
x		April 17, 2026	Drake Evans
x		April 17, 2026	Bao Nguyen
x		April 17, 2026	Jonathan Mayers
x		April 17, 2026	Usec Rho
x			
x			
Add Signature Line			

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X	<i>A. Drake Evans</i>	April 17, 2026	Drake Evans
X		April 17, 2026	Bao Nguyen
X		April 17, 2026	Jonathan Mayers
X		April 17, 2026	Usec Rho
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X		April 17, 2026	Bao Nguyen
X		April 17, 2026	Jonathan Mayers
X	<i>Usec Rho</i>	April 17, 2026	Usec Rho
X			
X			

Add Signature Line

EXHIBITS (check all that apply)

- Business Plan
 - Financial Projections
- CRA Plan
- Articles of Association, Articles of Incorporation, or Charter
- Bylaws
- Oath of Director
- Interagency Biographical and Financial Reports
- Fingerprint cards (appropriate regulatory agency)
- Publication Certification / Affidavit / Notice of Publication
- Copies of contracts / agreements
 - Employment / compensation
 - Service providers
 - Other
- Stock Benefit Plans
- Economic survey or market feasibility study
 - Market Area Map
- Waiver request, specify:
- Offering Materials
- Proposed stock certificate
- Corporate or holding company audited statements or financial reports
- Copy of policies, specify:

FSA ONLY:

- RB 20a Certification

Oath of the Bank Director

Bank Name Agora National Trust Bank

Date April 17, 2026

State of New York

County of New York

I, the undersigned, a (proposed) director of the above-named bank do solemnly swear (affirm) that:

As a director, I have a legal responsibility and a fiduciary duty to shareholders to administer the depository institution's affairs faithfully and to oversee its management. In carrying out my duties and responsibilities, I shall exercise reasonable care and place the interests of the depository institution before my own interests. I shall fulfill my duties of loyalty and care to the above-named depository institution.

I shall, commensurate with my duties, diligently and honestly administer the affairs of the depository institution, and I shall not knowingly violate, or willingly permit to be violated, any applicable statute or regulation. I shall ensure that I learn of changes in statutes, regulations, and policies of the Office of Comptroller of the Currency, the Federal Deposit Insurance Corporation, or any state to whose jurisdiction my association is subject, which affect my duties, responsibilities, or obligations as a director and affiliated person of the association.

I am the owner, in good faith and in my own right, of the number of shares of stock that the law requires. I have either subscribed for this stock or it is issued and outstanding, and it is not hypothecated, or in any way pledged, as security for any loan or debt.

I shall attend meetings of the board of directors and participate fully on all committees of the board to which I am appointed.

Signature Nicholas van Eck

Typed Name Nicholas van Eck

Mailing Address

Street 525 Washington Blvd. Suite 300 City Jersey City State NJ Zip 07310

Notary's Affirmation

Sworn to before me and subscribed in my presence, this 17 day of April, 20 26.

Notary Public Thomas D. West

My Commission Expires July 29, 2028

Thomas D. West
Notary Public, State of New York
N# 01WE0027267
Qualified in New York County
Commission Expires July 29, 2028



Form of Public Notice

The following public notice will be published in the *New York Post*:

An Application to Organize a National Bank
Has Been Filed on the Date of this Publication
with the Office of the Comptroller of the Currency

The organizers, identified below, intending to organize and operate a national bank according to the provisions of the National Bank Act, as amended, submit an application to the Office of the Comptroller of the Currency for permission to organize a national bank, and propose as follows:

1. That the main office of the national bank will be located in New York, New York.
2. That the national bank will have the following title: Agora National Trust Bank

Organizers:

Nicholas van Eck
Drake Evans
Jonathan Mayers
Bao Nguyen
Usec Rho

And each is located at 525 Washington Blvd. Suite 300, Jersey City, New Jersey 07310.

Agora Atlas Corporation is the corporate sponsor of Agora National Trust Bank, National Association and is also located at 525 Washington Blvd. Suite 300, Jersey City, New Jersey 07310.

Any person desiring to comment on this application may do so by submitting written comments within 30 days following the date of publication of this notice to the Director for Licensing, Trust Banks, 400 7th Street Southwest, Washington, DC 20219, or by emailing LicensingPublicComments@occ.treas.gov. A person who wishes to view the public file should submit a request to the Director for Licensing at 400 7th Street Southwest, Washington, DC 20219 or by emailing Licensing@occ.treas.gov. The public may find information regarding this application, including the date of the end of the public comment period, in the OCC Weekly Bulletin at www.occ.gov.