SULLIVAN & CROMWELL LLP

TELEPHONE: 1-212-558-4000
FACSIMILE: 1-212-558-3588
WWW.SULLCROM.COM

125 Broad Street
New York, New York 10004-2498

LOS ANGELES • PALO ALTO • WASHINGTON, D.C.
BRUSSELS • FRANKFURT • LONDON • PARIS
BEIJING • HONG KONG • TOKYO
MELBOURNE • SYDNEY

November 17, 2026

CONFIDENTIAL TREATMENT REQUEST

Via OCC BankNet

Jason Almonte
Deputy Comptroller for Chartering, Organization and Structure
Office of the Comptroller of the Currency
400 7th St., SW
Washington, DC 20219

Attn: Jason Almonte, Deputy Comptroller for Chartering, Organization and Structure

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

Ladies and Gentlemen:

Enclosed please find the following documents, prepared in each case by the relevant filing person, in connection with the application (the "Application") to the Office of the Comptroller of the Currency (the "OCC") to organize MoonPay National Trust Bank (the "Bank"), a national trust bank. The Application includes the materials noted below and contains confidential material for which confidential treatment is requested, all of which has been marked "Confidential Treatment Requested."

1. The Application to organize a national bank pursuant to 12 C.F.R. § 5.20; and

2. A Confidential Exhibits volume containing responsive materials related to the Application (the "Confidential Materials").

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 is confidential and 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 the Bank intends to structure and run its business, resulting in a loss of competitive position and would place the Bank at a competitive disadvantage with respect to competitors who do not publicly reveal such information. 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 Confidential Materials, including the Interagency Biographical and Financial Reports, falls within the definition of

---

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).

personally identifiable information ("PII") as outlined in the Comptroller's Licensing Manual.[4] The disclosure of such information could "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 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, employees, former senior executive officers, representatives, agents or counsel of MoonPay 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, MoonPay 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 MoonPay National Trust Bank and the undersigned prior to making such disclosure. We further ask that MoonPay 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 MoonPay 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.

---

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

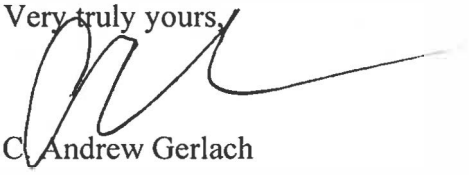
5 *Id.*

6 *Id.*

* * *

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) 558-4789.

Very truly yours,



C. Andrew Gerlach

(Enclosures)

cc:

Ivan Soto-Wright
Victor Faramond
Michael Lempres
Caroline Butler
Anne Giviskos
(MoonPay National Trust Bank)

Patrick D. Lynch
(Sullivan & Cromwell LLP)

APPLICATION

to the

OFFICE OF THE COMPTROLLER OF

THE CURRENCY

to organize

MOONPAY NATIONAL TRUST BANK

NOVEMBER 17, 2026

Vol. A

PUBLIC EXHIBITS

TO THE

DE NOVO CHARTER

APPLICATION

OF

MOONPAY NATIONAL TRUST BANK

NOVEMBER 17, 2026

TABLE OF CONTENTS

EXHIBITS

VOLUME A (PUBLIC VOLUME)	
Interagency Charter Application	Public Exhibit 1
Form of Oath of Bank Directors	Public Exhibit 2
Form of Public Notice	Public Exhibit 3

VOLUME B (CONFIDENTIAL VOLUME)	
Business Plan	Confidential Exhibit 1
Financial Projections and Assumptions	Confidential Exhibit 2
Permissibility Analysis	Confidential Exhibit 3
Citizenship Waiver Request	Confidential Exhibit 4
Residency Waiver Request	Confidential Exhibit 5
Form of Stock Certificate	Confidential Exhibit 6
Proposed Articles of Association	Confidential Exhibit 7
Proposed Bylaws	Confidential Exhibit 8
Interagency Biographical and Financial Reports	Confidential Exhibit 9
Response to Question 2(f)	Confidential Exhibit 10
Stock Benefit Plan	Confidential Exhibit 11
Lease for Miami Office	Confidential Exhibit 12

Public Exhibit 1

Interagency Charter Application

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

- [x] National Bank
- [ ] State Bank
- [ ] Federal Savings Bank or Association
- [ ] State Savings Association
- [ ] Other

Chartering Agency

- [x] Comptroller of the Currency
- [ ] State

Special Focus

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

For OCC: [ ] Standard [ ] Expedited

Type of Insurance Application

- [ ] De Novo
- [ ] Operating Noninsured Institution
- [x] Other: No insurance sought.

Federal Reserve Status

- [x] Member Bank
- [ ] Nonmember Bank

Proposed Depository Institution (institution)

Name: MoonPay National Trust Bank

Street: 407 Lincoln Road, Suite 6-K City: Miami Beach State: FL Zip: 33139

Holding Company Identifying Information (if applicable)

Name: MoonPay Inc

Street: 520 Broadway, 8th Floor, Suite 800 City: New York State: NY Zip: 10012

Contact Person

Name: Laura Astrada

Title/Employer: Deputy General Counsel, MoonPay Inc

Street: 520 Broadway, 8th Floor, Suite 800 City: New York State: NY Zip: 10012

Phone # Fax # E-mail Address: lastrada@moonpay.com

CHARTER 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.***

MoonPay Inc (together with its subsidiaries, "MoonPay"), as sponsor and acting through the named organizers, is submitting this application for a de novo charter to establish a non-depository national bank (to be named MoonPay National Trust Bank ("MNTB")), the operations of which will be limited to those of a trust company and activities related thereto. Once chartered, MNTB will provide (i) fiduciary custody services; (ii) stablecoin services, including stablecoin issuance, redemption and reserve management; and (iii) conversion services as agent. MNTB will endeavor to promote trust and transparency in stablecoin markets, provide enterprise-grade infrastructure for digitally-native finance and support innovation within a framework of regulatory compliance and safety and soundness.

For additional details in response to this item, please see Sections I and II of Confidential Exhibit 1 (Business Plan) and Confidential Exhibit 3 (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 of this charter application, and view MNTB's proposed Business Plan as consistent with applicable sections of the National Bank Act and regulations promulgated thereunder, and all other applicable state and federal laws and regulations, as further described in Confidential Exhibit 3 (Permissibility Analysis).

Pursuant to 12 C.F.R. § 5.43, MNTB respectfully requests a waiver of the citizenship and director residency requirements set forth in 12 U.S.C. § 72. Please see Confidential Exhibit 4 (Citizenship Waiver Request) and Confidential Exhibit 5 (Residency Waiver Request) for the completed 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. As provided in 12 C.F.R. § 5.20(h)(7), the Business Plan as set forth in Confidential Exhibit 1 (Business Plan) establishes the request for MNTB to have full fiduciary powers.

(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.***

There will not be public or private offering materials. The proposed form of stock certificate is provided at Confidential Exhibit 6 (Form of Stock Certificate).

(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 7 (Proposed Articles of Association). For the proposed Bylaws, please refer to Confidential Exhibit 8 (Proposed Bylaws).

(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.***

A copy of the Business Plan is provided as 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.*** The organizers of MNTB are:

1. Ivan Soto-Wright

2. Victor Faramond

3. Michael Lempres

4. Caroline Butler

5. Anne Giviskos

MNTB will have a five-member board of directors consisting of: Ivan Soto-Wright, Victor Faramond, Michael Lempres, Caroline Butler and a fifth director (to be determined). Ivan Soto-Wright will chair the board of directors. Mr. Lempres and Ms. Butler will be independent directors.

The senior executive officers of MNTB will be:

1. Ivan Soto-Wright (Interim President and Chief Executive Officer)

2. Anne Giviskos (Chief Financial Officer)

3. Yujush Saksena (Chief Risk Officer)

4. Victor Faramond (Chief Technology Officer)

5. Laura Astrada (General Counsel)

6. Chris Gregor (Chief Operating Officer and Head of Custody)

MNTB will be wholly owned by MoonPay Inc. MoonPay Inc serves as the parent company of all entities in the MoonPay group of companies. Founded in May 2019, MoonPay is a comprehensive web3 technology and infrastructure group of companies that provides a broad range of products and services designed to simplify access to the decentralized economy and power the movement of virtual currencies. MoonPay has more than 30 million customers across 180 countries and supports more than 500 enterprise customers spanning the crypto and fintech sectors.

Completed Interagency Biographical and Financial Reports for MNTB's organizers, proposed directors and senior executive officers are provided in Confidential Exhibit 9 (IBFRs) to this application. As soon as practicable following the submission of this application, each of MNTB's organizers, proposed directors and senior executive officers will also have their fingerprints taken electronically. Any director or senior executive officer identified following the submission of this application will submit an Interagency Biographical and Financial Report and have their fingerprints taken electronically as soon as practicable following their identification.

Each of the proposed directors will execute an Oath of Director in the form attached hereto as Public Exhibit 2, at the first board meeting of MNTB, following preliminary conditional approval of this application by the OCC, and the oaths will be submitted to the OCC thereafter.

(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.***

MNTB will have an Audit and Fiduciary Committee consisting of at least three members and chaired by an independent director. MNTB will have a Board Risk and Compliance Committee consisting of at least three members and chaired by an independent director. For additional details on the committees of MNTB's proposed board of directors, see Section IV.B of Confidential Exhibit 1 (Business Plan).

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

Routine training will be provided to the Board and executive management team to ensure officers and directors remain current on the rules and regulations, industry trends, risk management and compliance.

(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).

(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.*** Please refer to Confidential Exhibit 10 (Response to 2(f)).

(g) ***Describe any potential conflicts of interest.***

The organizers are not aware of any potential conflicts of interest. Please refer to Sections II and IV of Confidential Exhibit 1 (Business Plan) for discussion of services shared between the MoonPay group of companies.

(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.***

(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 noninsiders, and does not present more than the normal risk of such transaction or present other unfavorable features.

Please refer to Sections II and IV 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 Sections II and IV 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 Sections II and IV 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.

Please refer to Confidential Exhibit 11 (Stock Benefit Plan).

(2) The vesting requirements.

Please refer to Confidential Exhibit 11 (Stock Benefit Plan).

(3) Transferability restrictions.

Please refer to Confidential Exhibit 11 (Stock Benefit Plan).

(4) Exercise price requirements.

Please refer to Confidential Exhibit 11 (Stock Benefit Plan).

(5) Rights upon termination.

Please refer to Confidential Exhibit 11 (Stock Benefit Plan).

(6) Any "exercise of forfeiture" clause.

Please refer to Confidential Exhibit 11 (Stock Benefit Plan).

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

Please refer to Confidential Exhibit 11 (Stock Benefit Plan).

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.)

MNTB will not have its own stock benefit plan or similar stock-based compensation plan. Employees of the Bank will be eligible to participate in the stock benefit plan of MoonPay Inc. (the "Stock Benefit Plan"), provided as Confidential Exhibit 11 to this Application. The Stock Benefit Plan is designed to align employee incentives with the long-term growth of the MoonPay Group by providing participation in equity value, while incorporating standard provisions relating to vesting, transfer restrictions, tax withholding and compliance with applicable securities laws.

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.***

See Confidential Exhibit 7 (Proposed Articles of Association). For additional information regarding the capital structure of MNTB, please refer to Section VI of Confidential Exhibit 1 (Business Plan).

(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 MNTB's capital structure, please refer to Section VI 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 a description of MNTB's proposed capital structure and capital adequacy, please refer to Section VI of Confidential Exhibit 1 (Business Plan). MNTB's proposed capital structure was determined after consideration of OCC Bulletin 2007-21.

(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.***

All shares of MNTB will be issued to MoonPay Inc, who will be MNTB's sole shareholder.

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

No person will receive any fees, commissions or other consideration in connection with the issuance of MNTB's stock to MoonPay Inc.

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

MNTB 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.***

MNTB will maintain its main office in Miami Beach, Florida. For additional information in response to this question, please refer to Section III.B of Confidential Exhibit 1 (Business Plan).

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.***

Please refer to Section III.D of Confidential Exhibit 1 (Business Plan).

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

Please refer to Section III.C of Confidential Exhibit 1 (Business Plan).

(b) Community Reinvestment Act (CRA) Plan.

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.***

MNTB's main office will be located at 407 Lincoln Road, Suite 6-K, Miami Beach, Florida, 33139. MNTB will serve clients through digital channels and the office will not be open to the public. MNTB will be covered by sufficient property insurance commensurate with the activities and operations conducted at its main office.

(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 land, and the construction costs. Indicate the percentage of the building that will be occupied by the bank. Provide a copy of the appraisal.***

This item is not applicable.

(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.***

Please refer to Confidential Exhibit 12 (Lease for Miami Office).

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

This item is not applicable.

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

Proposed premises and fixed asset expenditures will conform to statutory limitations.

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

Please refer to Section V of Confidential Exhibit 1 (Business Plan) for details about the security program.

(g) ***Discuss any significant effect the proposal will have on the quality of the human environment.***

MNTB's proposed operations will not have any significant effect on the quality of the human environment, including with respect to air 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.

(h) ***Describe any plan to establish branches or relocate the main office within the first three years.***

The organizers have no plans for MNTB to establish branches or to relocate its main office within the de novo period.

(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:***

Based upon a review of the National Register of Historic Places, 407 Lincoln Road, Miami Beach, FL 33139 is adjacent to the Lincoln Road Pedestrian Mall. Pedestrian traffic in connection with MNTB is expected to be limited and we do not expect any effect on the Lincoln Road Pedestrian Mall.

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.***

The organizers intend for MNTB to offer all of its products and services via electronic means. Please refer to Sections II and III of Confidential Exhibit 1 (Business Plan) for additional information.

(b) ***Outline the proposed or existing information systems architecture and any proposed changes or upgrades.***

Please refer to Section V of Confidential Exhibit 1 (Business Plan) for details about the proposed information systems.

(c) ***Provide lists or descriptions of the primary systems and flowcharts of the general processes related to the products and services.***

Please refer to Sections II and V of Confidential Exhibit 1 (Business Plan) and Appendix A thereto for further details.

(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 Section IX.A of Confidential Exhibit 1 (Business Plan) for a discussion of start-up costs and cost assumptions.

(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 testing 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 discussion of proposed information systems and security.

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

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

Please refer to Section V of Confidential Exhibit 1 (Business Plan) for additional information.

(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.***

MNTB's start-up costs include legal, consulting and application costs; technology integration and readiness testing; smart contract audits; and pre-opening hires, including regulatory advisory and readiness support from outside advisors. Please refer to Section IX.A of Confidential Exhibit I (Business Plan) for additional information.

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

Please refer to Section IV.D.v of Confidential Exhibit 1 (Business Plan) for a discussion of fidelity insurance.

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

No selections or formal arrangements regarding correspondent depository institutions have been finalized as of the date of this filing. The organizers will provide the names and addresses of any correspondent depository institution once and if any correspondent banking relationships are established.

(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.***

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 the relevant information.***

This item is not applicable.

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		11/16/2026	Ivan Soto-Wright
X		11/17/2026	Victor Faramond
X		11/16/26	Michael Lempres
X		11/14/26	Caroline Butler
X		NOV 16 2026	Anne Giviskos

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: Citizenship and Residency
- ☐ Offering Materials
- ☒ Proposed stock certificate
- ☒ Corporate or holding company audited statements or financial reports
- ☐ Copy of policies, specify:

FSA ONLY:

- ☐ RB 20a Certification

Public Exhibit 2

Form of Oath of Bank Directors

Oath of the Bank Director

Bank Name _____ Date _____

State of _____

County of _____

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 _____

Typed Name _____

Mailing Address

Street _____ City _____ State _____ Zip _____

Notary's Affirmation

Sworn to before me and subscribed in my presence, this _____ day of _____, 20 _____.

Notary Public _____

My Commission Expires _____

Public Exhibit 3

Form of Public Notice

Form of Public Notice

The following public notice will be published in the *Miami Herald*:

An Application to Organize a National Bank
Has Been Filed on November 17, 2026
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/home office of the national bank will be located at 407 Lincoln Road, Suite 6-K, in the city of Miami Beach, Florida.

2. That the national bank will have the following title: MoonPay National Trust Bank.

Organizers:
Ivan Soto Wright (Miami, FL)
Victor Faramond (Bordeaux, France)
Caroline Butler (New Canaan, CT)
Michael Lempres (Atherton, CA)
Anne Giviskos (Rye, NY)

MoonPay Inc is the corporate sponsor of MoonPay National Trust Bank and is located at 520 Broadway, New York, NY 10012.

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.