

FEDERAL DEPOSIT INSURANCE CORPORATION

Re: Private Bank & Trust
(In Organization)
Gainesville, Hall County, Georgia

Application for Federal Deposit Insurance

ORDER

The undersigned, acting on behalf of the Board of Directors of the Federal Deposit Insurance Corporation ("FDIC"), pursuant to delegated authority, has fully considered all available facts and information relevant to the factors of Section 6 of the Federal Deposit Insurance Act, as they relate to the application for Federal deposit insurance with membership in the Deposit Insurance Fund for Private Bank & Trust ("Bank"), a proposed new state nonmember bank to be located at 424 Green Street NE, Gainesville, Hall County, Georgia 30501, and has concluded that the application should be approved.

Accordingly, it is hereby ORDERED, for the reasons set forth in the attached Statement, that the application submitted by the Bank for Federal deposit insurance be, and the same hereby is, approved, subject to the following conditions:

1. That initial paid-in capital funds of not less than \$19,000,000 net of organizational costs will be provided.
2. That the Bank's Tier 1 capital-to-assets leverage ratio as defined in Part 324 of the FDIC Rules and Regulations will be maintained at not less than eight percent (8.00%) throughout the first three years of operation, and that an adequate allowance for credit losses ("ACL") will be provided.
3. That any changes in proposed directors and senior executive officers be approved by the FDIC prior to the Bank's opening for business.
4. That any changes in proposed ownership that could result in any party controlling 10 percent or more of any class of stock shall be approved by the Atlanta Regional Office prior to the institution opening for business.
5. That the Bank will adopt an accrual accounting system for maintaining the financial records of the Bank in accordance with U.S. Generally Accepted Accounting Principles.
6. That Federal deposit insurance will not become effective until the applicant has been granted a charter as a depository institution, has authority to conduct such business, and its establishment and operation have been fully approved by the FDIC and the Georgia Department of Banking and Finance.

7. The applicant will submit all final proposed contracts, leases, and agreements relating to construction or rental of permanent quarters to the FDIC for review and non-objection prior to finalization.
8. Where applicable, full disclosure has been made to all proposed directors and stockholders of the facts concerning the interest of any insider in any transactions being affected or then contemplated, including the identity of the parties to the transaction and the terms and costs involved. An insider is one who is or is proposed to be a director, officer, or incorporator of an applicant; a shareholder who directly or indirectly controls 10 percent or more of any class of the applicant's outstanding voting stock; or the associates or interests of any such person.
9. The applicant will maintain adequate fidelity coverage.
10. The Bank will obtain an audit of its financial statements by an independent public accountant annually for at least the first three years after Federal deposit insurance is effective and submit to the appropriate FDIC Regional Office (i) a copy of the audited annual financial statements and the independent public auditor's report thereon within 90 days after the end of the institution's fiscal year, (ii) a copy of any other reports by the independent auditor (including any management letters) within 15 days after their receipt by the institution, and (iii) written notification within 15 days when a change in the institution's independent auditor occurs.
11. The Bank shall operate within the parameters of the business plan submitted to the FDIC. During the first three years of operation, the Bank shall seek the prior approval of the FDIC's Atlanta Regional Office for any proposed major deviation or material change from the submitted business plan.
12. During the first three years of operation, the institution must notify the FDIC's Atlanta Regional Office of any plans to establish a loan production office at least 60 days prior to opening the facility.
13. Federal deposit insurance will not be effective until the applicant has obtained all necessary and final approvals from all appropriate authorities, and has authority to conduct all proposed business activities.
14. That, the approval granted in this Order will expire if Federal deposit insurance has not become effective within one year from the date of this Order, unless a written request for an extension of time has been approved by the FDIC.
15. Until the FDIC's conditional commitment becomes effective, the FDIC retains the right to alter, suspend, or withdraw its commitment if warranted.
16. The FDIC routinely requests background checks as part of investigation procedures. As a nonstandard condition, since the FDIC has not received a reply from all the background checks for all directors and executive officers, FDIC approval of this application is

expressly conditioned upon receipt of favorable responses from these background checks on each Director and executive officer. We reserve the right to disapprove any individual at a future date if the background or fingerprint check is unfavorable.

17. The applicant will submit its offering circular, solicitation materials, and any other related documents to the Regional Director for review and non-objection prior to issuance.
18. The applicant shall submit any proposed incentive compensation plan, bonus plan, stock option plan (including stock options, warrants, or other similar equity compensation plans) to be adopted for the benefit of directors, executive officers, incorporators, employees, or organizers of the bank (including any awards to be granted under such plans) to the FDIC Atlanta Regional Director to obtain written non-objection prior to issuance.
19. The applicant shall submit the final version of any proposed employment agreement or compensation contracts for all senior executive officers to the FDIC Atlanta Regional Director for review and approval prior to the contracts becoming effective.

By Order of the Regional Director of the Atlanta Regional Office, acting pursuant to delegated authority for the Board of Directors of the FDIC.

Dated in Atlanta, Georgia, this 3rd day of April 2026.

BY: /S/
Ann Servaes
Regional Director

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STATEMENT

Pursuant to the provisions of Section 5 of the Federal Deposit Insurance Act ("FDI Act") (12 U.S.C. § 1815), the Federal Deposit Insurance Corporation ("FDIC") received an Interagency Charter and Federal Deposit Insurance Application on behalf of Private Bank & Trust ("Bank"), a proposed new state nonmember bank that will be located in Gainesville, Hall County, Georgia. The organizers concurrently applied to the Georgia Department of Banking and Finance ("State") for a state bank charter and the application is pending with the State.

Notice of the Federal deposit insurance application, in a form approved by the FDIC, was published pursuant to the FDI Act on December 10, 2025.

The organizers will establish a bank holding company. The opening capital of the Bank will be realized from a private offering of 2,200,000 shares of common stock at a price of \$10.00 per share. The Bank's business plan is for a state nonmember bank that serves small- and medium-sized businesses and individuals located in Hall County, Georgia. The Bank will offer traditional products and services and will be overseen by an experienced management team, including a diversified and knowledgeable Board of Directors who is committed to serving the Bank's local community.

The Bank will operate with sufficient capital and managerial resources to accomplish the strategies and goals in the business plan. The Bank will be capitalized with an amount sufficient to achieve and maintain a Tier 1 Capital-to-Assets Leverage Ratio, as defined in the capital regulations of the FDIC, of not less than eight percent (8%) throughout the Bank's first three years of operation. Projected growth and earnings appear attainable. The Bank's plans appear to satisfy the convenience and needs of the community. Corporate powers to be exercised are consistent with the purposes of the FDI Act, and no undue risk to the Deposit Insurance Fund is evident.

Accordingly, based upon a careful evaluation of all available facts and information, and in consideration of the factors of Section 6 of the **FDI** Act, the Atlanta Regional Director, with concurrence of the Regional Counsel, pursuant to delegated authority, has concluded that approval of the application is warranted, subject to certain prudential conditions.

**ATLANTA REGIONAL DIRECTOR
DIVISION OF RISK MANAGEMENT SUPERVISION
FEDERAL DEPOSIT INSURANCE CORPORATION**