



Federal Deposit Insurance Corporation

550 17th Street NW, Washington, D.C. 20429-9990

Division of Risk Management Supervision

SENT BY SECURE EMAIL

August 9, 2024

Board of Directors
Fidelity Bank
353 Carondelet Street
New Orleans, Louisiana 70130

Subject: Notice of Intent to Convert from Mutual to Stock Ownership and
Request to Establish Stock Center

Dear Members of the Board:

The FDIC reviewed the Notice of Intent to Convert from Mutual to Stock Form (Notice) submitted by Fidelity Bank, New Orleans, Louisiana (Bank), pursuant to 12 C.F.R. part 303, subparts A and I, and 12 C.F.R. section 333.4, and other pertinent regulations. The Notice was filed in connection with the Bank's Plan of Conversion (Plan), whereby the Bank proposes to convert from a Louisiana-chartered mutual savings bank to a Louisiana-chartered stock savings bank and, as part of which, FB Bancorp, Inc. (Bancorp), a Maryland corporation, has been formed and will own 100 percent of the Bank's common stock upon completion of the conversion (referred to hereinafter as the Conversion).

As part of the Conversion, Bancorp intends to issue and offer for sale common stock (the Offering) on a priority basis to:

1. Eligible Account Holders: Aggregate deposit account balances of \$50 or more on December 31, 2022;
2. Fidelity's Tax-Qualified Employee Stock Ownership Plan to be established in connection with the Conversion;
3. Supplemental Eligible Account Holders: Aggregate deposit account balances of \$50 or more on June 30, 2024, and not Eligible Account Holders;
4. Other Members: Depositors as of the Voting Record Date, not Eligible Account Holders or Supplemental Eligible Account Holders;
5. Community Offering; and
6. Syndicated Community Offering.

The FDIC relied on information and representations provided in the Notice, the accompanying materials, and subsequent responses to additional information requests in reaching its decision. Based on the information provided and representations made, the FDIC poses no objection to the Notice, subject to the following conditions:

1. The Bank shall provide written evidence to the FDIC Dallas Regional Director (FDIC Regional Director) that all necessary and final approvals have been obtained from the appropriate Federal and State authorities, and other appropriate authorities, prior to closing of the

Conversion and Offering.

2. The Bank shall submit copies of all final disclosure materials to the FDIC's Dallas Regional Office mailroom at DALMailRoom@fdic.gov.
3. The Bank shall provide written evidence to the FDIC Regional Director that the Conversion and Offering were approved by a vote of at least a majority of the Bank's depositors who are entitled to vote on the Conversion, unless the applicable state law requires a higher percentage, in which case the higher percentage shall be used.
4. Any change in the Bank's proposed senior executive officers or board of directors prior to the closing of the Conversion and Offering will render this non-objection null and void, unless the Bank submits prior written notice to, and receives written non-objection from, the FDIC Regional Director prior to closing of the Conversion and Offering.
5. The Bank shall submit to the FDIC Regional Director copies of any employment, change in control, or similar compensation arrangements entered into in connection with the Conversion and Offering within 60 days of execution.
6. During the three-year period after the closing of the Conversion and Offering, the Bank shall operate within the parameters set forth in the Business Plan submitted with the Notice and must provide at least 60 days prior written notice to, and receive written non-objection from, the FDIC Regional Director prior to implementing any proposed material deviation or material change from the Business Plan, including, but not limited to, the Bank's current digital banking activities as well as any merger, acquisition, or business combination involving the Bank. Further, during such three-year period, the Bank shall not undertake any expansion of digital banking activities that will involve a third-party without providing prior written notice to, and receiving written non-objection from, the FDIC Regional Director.
7. The Bank will provide 60 days prior written notice to, and obtain written non-objection from, the FDIC Regional Director prior to implementing any policy or executing any agreement pursuant to the Conversion and Offering relating to the allocation and sharing of the costs with any affiliate as defined by Federal Reserve Board Regulation W (12 C.F.R. Part 223).
8. The Bank shall advise the FDIC Regional Director of the results of the Offering, and deliver an updated appraisal that takes the results of the Offering into account, discusses any material events or changes during the subscription period, and explains any securities purchase orders that have been rejected (including the reasons for rejection).
9. During the one-year period following the date of closing of the Conversion and Offering, the Bank shall provide at least 60 days prior written notice to the FDIC Regional Director of any proposed repurchase of shares and include copies of all documents filed with other regulators.
10. During the one-year period after the closing of the Offering, shares issued to directors and executive officers (insiders) in the Offering are restricted from resale without the prior written approval of the FDIC Regional Director, except for the following, which shall not require such prior approval: (1) in the event of the death of an insider, the successor in interest may sell the shares; (2) if the insider is no longer employed by or is no longer a trustee or director of either the Bank or FB Bancorp, Inc., he or she may sell the shares; and (3) the insider may transfer the shares to a spouse or lineal descendant(s), or into a trust or retirement vehicle for the benefit of the insider or such spouse or descendant(s).

11. During the one-year period after the closing of the Offering, the Bank shall provide at least 60 days prior written notice to, and receive written non-objection from, the FDIC Regional Director prior to implementation of a stock-based (in whole or part) benefit plan, except for the tax-qualified employee stock ownership plan.
12. The conditional non-objection of the FDIC to the Conversion will expire at the end of the six-month period beginning with the date of this letter of non-objection, and the Conversion and Offering may not be closed after that period unless such period is extended in writing by the FDIC Regional Director.
13. The FDIC's non-objection is based on the facts, circumstances, and representations presented or otherwise known to the FDIC, in connection with the Notice. The Bank shall notify the FDIC Regional Director as soon as it becomes aware of any material change in the facts or circumstances that occurred prior to the closing of the Conversion and Offering.
14. Until the Conversion and Offering are closed, the FDIC shall have the right to alter, suspend, or withdraw its non-objection should any interim development be deemed to warrant such action.

As a part of the Notice, the Bank also submitted a request for the FDIC's non-objection to the establishment of an area for orders for the Offering to be accepted, and interested customers to ask questions, during the stock sale in a non-teller area of the Bank's operations office located at 2509 Severn Avenue, Metairie, Louisiana (stock center). The FDIC has reviewed and does not object to the Bank's establishment of the stock center provided the following regulatory requirements are satisfied:

- No commissions, bonuses, or comparable payments are made to any employee of the Bank;
- No sales or offers are made by tellers or at the teller counter, or by comparable employees at comparable locations;
- Sales activity must be conducted in a segregated or separately identifiable area of the Bank apart from the area accessible to the general public for the purpose of making or withdrawing deposits;
- Investment advice and assistance in completing stock order forms will only be provided by full-time employees of Performance Trust, a registered broker-dealer, or other independent broker-dealer approved by the FDIC;
- Customers sign a one page, unambiguous certification, in the form prescribed by 12 C.F.R. section 163.76, that the customer recognizes that the security is not a deposit or FDIC insured or guaranteed, and that the customer has received an offering circular;
- The prescribed legend appears on the security and offering materials that it is not insured or guaranteed and is not a deposit or account with the Bank;
- The Bank will be in current compliance with its capital requirements after the conclusion of the Offering; and
- Sales literature for the marketing, purchase and sale of the securities must comply with the standards and requirements contained in 12 C.F.R. section 390.419.

Please notify the FDIC's Dallas Regional Office in writing when the Conversion and Offering have been consummated. If an extension of the time is required, a letter requesting a specific extension and the reason for the extension should be submitted to the Dallas Regional Office.

As a reminder, written correspondence should be addressed to Kristie K. Elmquist, Regional Director, FDIC, Dallas Regional Office, and sent as a PDF document through the FDIC's Secure Email portal (<https://securemail.fdic.gov/>) using the following e-mail address: DALMailRoom@fdic.gov. Information about how to use secure email and FAQs about the service can be found at <https://www.fdic.gov/securemail/>.

You may direct any questions to Assistant Regional Director Eric Guyot at (901) 326-7392 or Case Manager Ruth Ellen Cetto at (901) 277-4055.

Sincerely,

/S/

Patricia A. Colohan
Associate Director

cc: Marc P. Levy, Esq.
Luse Gorman, PC
5335 Wisconsin Avenue, N.W., Suite 780
Washington, DC 20015

Louisiana Office of Financial Institutions

Federal Reserve Bank of Atlanta