

October 16, 2026

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

Re: Charter Application and Request for Confidential Treatment for Ramp National Trust Bank

Dear Mr. Astrada:

On behalf of the Organizers of Ramp National Trust Bank (**RNTB**), a proposed *de novo* national trust bank, and Ramp Business Corporation (**RBC**) as sponsoring organization of RNTB, we hereby respectfully submit a charter application to the Office of the Comptroller of the Currency (the **OCC**). The application includes a main application, a public exhibits volume and confidential exhibits volumes.

We respectfully request confidential treatment under the federal Freedom of Information Act, 5 U.S.C. § 552 (**FOIA**), and the implementing regulations of the OCC, 12 C.F.R. Part 4, Subpart B, for the information contained in the confidential exhibits volumes of the RNTB charter application (the **Confidential Information**). The Confidential Information has been labeled "Confidential Treatment Requested."

Generally, information that a private party has provided to a government agency is exempt from disclosure if it relates to matters that are "trade secrets and commercial or financial information obtained from a person and privileged or confidential." 5 U.S.C. § 552(b)(4) (**FOIA Exemption 4**); see also 12 C.F.R. § 4.12(b)(4). To be exempt from FOIA disclosure under the "commercial or financial information" test, the following criteria must be met:

- (1) the information must be "commercial or financial information," where "commercial information" means any information in which the submitting party has a "commercial interest;"¹
- (2) the information must be "confidential," meaning that the information "is both customarily and actually treated as private by its owner and provided to the government under an assurance of privacy;"² and
- (3) the information must be submitted by a person, meaning "an individual, partnership, corporation, association, or public or private organization."³

¹ *Pub. Citizen Health Research Grp. v. FDA*, 704 F.2d 1280, 1290 (D.C. Cir. 1983).

² *Food Mktg. Inst. v. Argus Leader Media*, 139 S. Ct. 2356, 2366 (2019). The Supreme Court decision in *Food Marketing* replaced the previously prevailing standard in the D.C. Circuit for when information was defined as "confidential" for purposes of Exemption 4, under which information was "confidential" if "public disclosure of the information in question poses the likelihood of substantial harm to the competitive positions of the parties from whom it has been obtained." *Nat'l Parks and Conservatory Ass'n v. Morton*, 498 F.2d 765, 771 (D.C. Cir. 1974); see also *Critical Mass Energy Project v. NRC*, 975 F.2d 871, 880 (D.C. Cir. 1992) (limiting the *Nat'l Parks v. Morton* analysis to cases where the information is provided to the relevant agency under compulsion).

³ 5 U.S.C. § 551(2).

The Confidential Information satisfies Exemption 4's "commercial or financial information" test. First, the Confidential Information constitutes "commercial or financial information." Courts interpret "commercial or financial information" broadly, finding the definition satisfied where the information "relates to business or trade."⁴ The Confidential Information expresses sensitive, non-public commercial, financial and other information concerning RBC and RNTB and their near-future business plans. RBC and RNTB also have a "commercial interest" in preserving the confidentiality of the Confidential Information. The release of this information would provide competitors with confidential commercial and financial information concerning RBC and RNTB and potential transactions that are not otherwise publicly available. Because RBC and RNTB do not have similar information concerning its competitors, the release of this information would put RBC and RNTB at a competitive disadvantage.

Second, the Confidential Information is information customarily treated as private, has actually been treated as private, and is being provided under an assurance of privacy from the OCC. The submitted materials reflect the private views of RBC and RNTB and non-public details about potential transactions and employment actions, all of which has been kept private to date. With respect to an assurance of privacy, Department of Justice guidance states that even an implicit promise from an agency can be sufficient,⁵ and, to the best of RBC's knowledge, the OCC has kept past submissions by similarly situated parties private where confidential treatment was requested. Therefore, these private views now being submitted constitute confidential commercial information of RBC and RNTB.

Finally, because RBC is a corporation it is a "person" within the meaning of Exemption 4.

The Confidential Information also contains personal and private information that should be protected from disclosure under 5 U.S.C. § 552(b)(6) and 12 C.F.R. § 4.12(b)(6) of the OCC's regulations (**FOIA Exemption 6**). The Confidential Information contains the personal data for personnel including full names, titles and salary information. Much of this data is confidential, personal information concerning specific employees that has traditionally been accessible only internally. The publication of their personal identifying information is an action best left to individual discretion rather than agency mandate. Furthermore, as an employer, RBC and RNTB are dedicated to maintaining the personal privacy interests of their employees, and protecting their employees from harassment or interference that would be sure to follow should this information be involuntarily released. Therefore, RBC and RNTB respectfully request that the OCC respect the employees' rights to privacy, as any release of this personal identifying information would constitute an unwarranted invasion of personal privacy.

Accordingly, confidential treatment is respectfully requested with respect to the Confidential Information under FOIA, specifically 5 U.S.C. §§ 552(b)(4) and (b)(6), and the OCC's implementing regulations, specifically 12 C.F.R. §§ 4.12(b)(4) and (b)(6). The Confidential Information may also be exempt from disclosure under other provisions of law.

In addition, we request that any memoranda, notes, or other writings made by an employee, agent, or any person under the control of the OCC (or any other governmental agency) that incorporate, include, or relate

⁴ Department of Justice Guide to the Freedom of Information Act, Exemption 4 (Jan. 29, 2025), at 4 (citing cases); see also *id.* at 4–6 (discussing the breadth of "commercial or financial" information).

⁵ See Department of Justice Office of Information Policy, Exemption 4 After the Supreme Court's Ruling in *Food Marketing Institute v. Argus Leader Media* (Oct. 4, 2019), available [here](#).

to any of the matters referred to in the Confidential Information furnished by RBC and RNTB, or their employees or agents, to the OCC (or any other governmental agency) or referred to in any conference, meeting, telephone conversation, or interview between employees, representatives, agents, or counsel of RBC or RNTB and 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 request for confidential treatment, RBC and RNTB be given notice thereof in ample time to permit it to make an appropriate submission as to why such information should be preserved in confidence. If the Confidential Information, or any memoranda, notes, or writings made by employees, agents, or other persons under the control of the OCC that incorporate, include, or relate to any of the matters referred to in the Confidential Information, are the subject of a FOIA request or a request or demand for disclosure by any governmental agency, Congressional office or committee, or court or grand jury, we request, pursuant to the OCC's regulations, that you notify RBC, RNTB and the undersigned prior to making such disclosure.

We further ask that RBC, RNTB 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 RBC, RNTB and the undersigned be given sufficient advance notice of any intended release so that RBC and RNTB may, if deemed necessary or appropriate, pursue any available remedies.

If you have any questions regarding this application or request, please feel free to contact me at (212) 450-3116 or david.portilla@davispolk.com.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'David L. Portilla', with a stylized, cursive script.

David L. Portilla

CC w/ Enclosures:

Stephen Lybarger
Office of the Comptroller of the Currency

Scott Bulua, Ryan Foss, Katrina Holt, Nikolas Takacs, Adam Turkel
Ramp

Andrew Baer, Justin Levine, Patrick Q. Sullivan
Davis Polk & Wardwell LLP

APPLICATION
to the
OFFICE OF THE COMPTROLLER OF THE CURRENCY
to organize
RAMP NATIONAL TRUST BANK

OCTOBER 16, 2026

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(Public Volume)

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Application

to

The Office of the Comptroller of the Currency

to organize

Ramp National Trust Bank

INTERAGENCY CHARTER AND FEDERAL DEPOSIT INSURANCE APPLICATION

Type of Charter

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

Chartering Agency

- ☒ Comptroller of the Currency
☐ State

Special Focus

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

Type of Insurance Application

- ☐ De Novo
☐ Operating Noninsured Institution
☐ Other

Federal Reserve Status

- ☒ Member Bank
☐ Nonmember Bank

For OCC: ☐ Standard ☐ Expedited

Proposed Depository Institution (institution)

Name: Ramp National Trust Bank

Street: 28 West 23rd Street, Floor 2 City: New York State: NY Zip: 10010

Holding Company Identifying Information (if applicable)

Name: Ramp Business Corporation

Street: 28 West 23rd Street, Floor 2 City: New York State: NY Zip: 10010

Contact Person

Name: Katrina Holt

Title/Employer: Organizer, (Proposed) President and Chief Trust Officer of Ramp National Trust Bank

Street: 28 West 23rd Street, Floor 2 City: New York State: NY Zip: 10010

Phone # 801-875-9684 Fax # N/A E-mail Address: katrina.holt@ramp.com

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.

Ramp Business Corporation (“**RBC**”), a Delaware corporation headquartered in New York, New York, proposes to organize Ramp National Trust Bank (“**RNTB**” or the “**Trust Bank**”) as a wholly owned subsidiary. RNTB will be a de novo, uninsured national trust bank chartered by the Office of the Comptroller of the Currency (“**OCC**”) under the National Bank Act and headquartered at 28 West 23rd Street, Floor 2, New York, New York 10010.

RBC is a Delaware corporation headquartered in New York, New York, that develops and operates the Ramp platform, an all-in-one finance management platform. RBC’s mission is to help businesses save time and money. As of October 1, 2026, the Ramp platform supports the financial operations of more than 85,000 businesses and handles more than \$275 billion in annualized purchase volume. Establishment of the Trust Bank will enable RBC to advance its mission to help businesses save time and money through integrated financial management services, including investment management and ancillary custody and payments activities, digital asset custody, and issuance of the Trust Bank’s proprietary payment stablecoin, USD Ramp (“**USDR**”), as a permitted payment stablecoin issuer (“**PPSI**”) under the GENIUS Act (pending OCC authorization to act as a PPSI). Conducting these activities out of the Trust Bank will allow RBC to provide trust company operations that are currently distributed across multiple regulated entities and third-party providers through a single institution operating under federal supervision.

The Trust Bank’s target clients will be primarily U.S.-based businesses that need regulated infrastructure to custody operating funds, invest idle cash, execute payments and hold and transact in digital assets. The Trust Bank will also accept qualified international business clients to the extent permitted by applicable law. The Trust Bank expects to build its client base from three sources: businesses new to Ramp, existing Ramp clients that do not yet use Ramp’s treasury and investment products, and existing Ramp treasury and investment clients that choose to move to the Trust Bank.

The Trust Bank will provide two pillars of services:

- **Financial management (Agentic CFO):** The Trust Bank will assist Ramp corporate customers by providing integrated financial management services to facilitate treasury, expense management, bill payment and related operations. The core offering will be investment management of business funds supported by related custody of fiat currency and investment securities, payments and transfers, conversion, and securities settlement advances designed to enable seamless access to business funds while optimizing yield. Financial management services will be supported by agentic tools under human supervision, enabling faster and more efficient service.

- **Digital asset services:** The Trust Bank will engage in digital asset custody, facilitate payments and transfers ancillary to digital asset custody services and provide for conversion between fiat currency and approved digital assets. The Trust Bank plans to seek approval to become a PPSI under the GENIUS Act and to issue USDR for use within the Ramp ecosystem on a closed-loop basis, with all holders being known Trust Bank custody clients.

RNTB will not accept demand deposits and will not extend credit other than advances related to securities settlement incidental to investment management activities.

Clients will establish their primary relationship with the Trust Bank through an investment management agreement or digital asset custody account. The Trust Bank's conversion, payments and transfers, and securities settlement advance services will be available only to clients with such relationships.

- (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.

The Organizers have not identified any issues regarding the permissibility of the Trust Bank's proposed activities. The legal authority for the Trust Bank's proposed activities is discussed further in the Business Plan included as Confidential Exhibit B-1.

The Trust Bank plans to exercise fiduciary powers pursuant to 12 U.S.C. § 92a and the Trust Bank's request for approval to exercise full fiduciary powers is included as Exhibit A-5.

The Trust Bank respectfully requests a waiver of the director residency requirement at 12 U.S.C. § 72 and in accordance with 12 C.F.R. 5.43. The completed residency waiver request is included as Confidential Exhibit B-7.

The Trust Bank plans to seek approval to become a PPSI under the GENIUS Act.

- (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.

Pursuant to 12 CFR 5.20(h)(7), the Trust Bank is requesting approval to exercise fiduciary powers under 12 U.S.C. § 92a and 12 C.F.R. § 5.26. The approval request is included as Exhibit A-5 and contemplated fiduciary activities are described further in the Business Plan included as Confidential Exhibit B-1.

The Organizers do not intend to apply for federal deposit insurance for the Trust Bank.

(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.

No public or private offering materials are contemplated. The Trust Bank will be capitalized through an equity contribution from RBC. The proposed form of stock certificate to be issued to RBC is included as Confidential Exhibit B-3.

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

The proposed Articles of Association are included as Confidential Exhibit B-4. The proposed Bylaws are included as Confidential Exhibit B-5.

(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.

RNTB's Business Plan is included as Confidential Exhibit B-1.

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 Trust Bank's Organizers and their qualifications are:

- **Ryan Foss, Organizer; Proposed CEO and Board Chair of RNTB; Vice President, Capital Markets, Treasury, and Financial Systems at Ramp.** Mr. Foss's qualifications are described in response to question 2(b).
- **Katrina Holt, Organizer; Proposed President and Chief Trust Officer of RNTB.** Ms. Holt's qualifications are described in response to question 2(b).
- **Scott Bulua, Organizer; General Counsel and Chief Compliance Officer at Ramp.** Mr. Bulua has been the General Counsel at Ramp since 2020. He brings significant experience in legal, compliance and technology issues to the Trust Bank, having previously served as Lead IP Counsel at Facebook and a federal appellate law clerk. Mr. Bulua received a B.A. from Middlebury College, an M.St. in History from the University of Oxford and a J.D. from New York University School of Law.
- **Nikolas Takacs, Organizer; Proposed Chief Compliance Officer of RNTB; Assistant General Counsel at Ramp.** Mr. Takacs has more than 15 years of experience in financial services regulatory law, specializing in AML and sanctions. He previously led regulatory legal and compliance work for Airwallex's Americas

business and served as compliance counsel at Visa and as AML and sanctions counsel at Wells Fargo. Mr. Takacs has a B.A. in International Relations and Hispanic studies from the College of William and Mary and a J.D. from American University Washington College of Law.

- **Adam Turkel, Organizer; Deputy General Counsel – Product and Regulatory at Ramp.** Mr. Turkel has served as Deputy General Counsel of Ramp since 2023, overseeing financial regulatory compliance, including money transmission, and previously served as Deputy General Counsel at Slack and Lead Counsel at Facebook. He holds a B.S. in Computer Science from Binghamton University and a J.D. from Fordham University School of Law.

The Trust Bank’s Board of Directors will have five members. Ryan Foss and Katrina Holt will serve as directors. The Organizers are currently engaged in a search for three outside directors with qualifications discussed in response to Question 2(b). A copy of the form “Oath of Director” that will be taken at the first meeting of directors is included as Exhibit A-3.

The senior executive officers of the Trust Bank will be:

- Ryan Foss, Chief Executive Officer
- Katrina Holt, President and Chief Trust Officer
- Melissa Montgomery, Chief Financial Officer
- Nikolas Takacs, Chief Compliance Officer
- Lewis Drummond, Chief Technology Officer
- Chief Information Security Officer – to be selected prior to opening
- Chief Risk Officer – to be selected prior to opening
- Ana Davila - BSA/AML¹ Officer

The required biographical and financial reports are provided under separate cover to the OCC. Biographical and financial reports for the proposed independent directors will be provided as soon as possible following their selection. Biographical and financial reports will be provided for the persons selected to fill the Chief Risk Officer and Chief Information Security Officer roles as soon as possible following their selection.

RBC will own 100% of the Trust Bank’s stock. No individual or group of individuals acting in concert will own or control more than 10% of RNTB’s stock.

Additional information concerning the proposed directors, officers, and ownership structure is provided in the Business Plan included as Confidential Exhibit B-1.

¹ Bank Secrecy Act (“BSA”) / Anti-Money Laundering (“AML”).

(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.

Ryan Foss, Director (Inside) and Board Chair; Proposed Chief Executive Officer. Mr. Foss has 18 years of experience in capital markets, funding and liquidity, and currently serves as Vice President, Capital Markets, Treasury, and Financial Systems at Ramp. He previously held senior capital markets roles at Affirm, J.P. Morgan and Credit Suisse.

Katrina Holt, Director (Inside); Proposed President and Chief Trust Officer. Ms. Holt has nearly 30 years of experience in bank leadership, compliance, risk management and supervision. Her previously held roles include serving as President and CEO of The Pitney Bowes Bank, Chief Compliance Officer of WebBank and GE Capital Bank, and as an FDIC examiner.

The Organizers are conducting an active search for the remaining three directors. The Trust Bank has identified potential candidates and expects to complete its selection process soon. It expects to submit the names of the proposed independent directors, together with their Interagency Biographical and Financial Reports, to the OCC within two to four weeks after filing this application. The independent directors will have expertise in:

- executive leadership of a regulated bank, including board-level experience and oversight of capital, liquidity and risk management;
- BSA/AML and sanctions compliance leadership, including experience with digital assets and with OCC charter and examination processes;
- fiduciary and trust leadership at an OCC-supervised institution;
- financial and audit expertise sufficient to chair the Audit Committee of the Trust Bank; and
- independence from RBC and its affiliates.

Directors will oversee management rather than participate in day-to-day operations, except for inside directors serving in their stated executive roles. Mr. Foss will serve as Chair of the Board, and the independent directors will designate a lead independent director. Independent directors will be paid an annual cash retainer consistent with market practice. Each director will hold a minimum \$1,000 in common or preferred stock of RBC, as required by 12 U.S.C. § 72 and 12 CFR 7.2005.

More detailed biographies for Mr. Foss and Ms. Holt are provided in Section V.A.1 of the Business Plan included as Confidential Exhibit B-1.

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

The Board will establish a Risk Committee and an Audit Committee.

The Risk Committee will oversee enterprise risk management, risk appetite, risk limits, compliance, and the work of the CRO and CCO. Katrina Holt and two independent directors will form the Risk Committee. The Risk Committee will be chaired by an independent director.

The Audit Committee will oversee financial reporting, internal audit and external audit activities, and (if PPSI approval is obtained) the monthly USDR reserve attestation required under the GENIUS Act. The members of the Audit Committee will also comprise the Trust Bank's fiduciary audit committee and oversee the annual audit of significant fiduciary activities required by 12 C.F.R. § 9.9. The Audit Committee will consist of the Trust Bank's three independent directors, one of whom will serve as chair. No member of the Audit Committee will be an officer or employee of the Trust Bank, RBC or any affiliate, and no member will participate in the administration of the Trust Bank's fiduciary activities.

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

The directors of the Trust Bank shall be provided training on an ongoing basis to ensure directors stay informed and current with the appropriate knowledge of the Trust Bank's business and risk profile, as well as the regulatory environment, to provide the necessary strategic oversight over the Trust Bank, as described in Section VI.B.9 of the Business Plan included as Confidential Exhibit B-1.

(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.

RNTB will have the following senior executive officer positions. Their duties and qualifications are further described in the Business Plan included as Confidential Exhibit B-1.

Chief Executive Officer (CEO). Ryan Foss will serve as CEO of RNTB and will be a dual employee of RNTB and RBC. He will oversee safe and sound operations, implementation of the Business Plan, senior management, and RNTB's PPSI activities. Mr. Foss's qualifications are described in response to question 2(b).

President and Chief Trust Officer. Katrina Holt will serve as President and Chief Trust Officer and will be a dedicated RNTB employee. She will oversee fiduciary activities, custody and account relationships, acceptance and review of fiduciary accounts, and compliance with

investment policies and fiduciary agreements. Ms. Holt's qualifications are described in response to question 2(b).

Chief Financial Officer (CFO). Melissa Montgomery will serve as CFO and will be a dual employee of RNTB and RBC. She will oversee accounting, regulatory reporting, budgeting, forecasting, capital, liquidity, reserve management, and financial reporting. Ms. Montgomery brings over 17 years of experience in accounting, controllership and audit to RNTB. She has served as Vice President and Controller of Ramp since 2025. Previously she served as Controller at Patreon and in finance roles at Airbnb and as an assurance manager at PwC.

Chief Compliance Officer (CCO). Nikolas Takacs will serve as CCO of RNTB and will be a dedicated employee of RNTB. He will oversee compliance with applicable laws, regulations, and Trust Bank policies and procedures, the BSA/AML and sanctions compliance program, the administration of all regulatory examinations, the administration of all compliance training and providing advice and reporting to the Trust Bank's Board of Directors. Mr. Takacs' qualifications are described in response to question 2(a).

Chief Risk Officer (CRO). The CRO, who will be named during the organization period, will oversee enterprise risk management, risk governance, and third-party risk management. The qualifications of the permanent CRO will include significant experience with bank-grade risk management, executive experience and deep familiarity with the risk stripes most relevant to the Trust Bank's operations, including operational risk and cyber risk.

Chief Technology Officer (CTO). Lewis Drummond will serve as CTO and will be a dual employee of RNTB and RBC. He will oversee technology, systems, service providers, and business continuity. Mr. Drummond brings over 20 years of experience in technology and technology infrastructure to RNTB. He has been Vice President and Head of Infrastructure at Ramp since 2019. Previously he was a Senior Infrastructure Consultant at Capital One and founder of a server hosting company and a technology infrastructure consultancy.

Chief Information Security Officer (CISO). The CISO, who will be named prior to opening, will be a dual employee of RNTB and RBC and will report to the CRO, with direct access to the Risk Committee. The CISO will oversee information security and cybersecurity. The qualifications of the CISO will include significant experience leading information security programs at regulated financial institutions.

BSA/AML Officer. Ana Davila will serve as BSA/AML Officer of the Trust Bank. Ms. Davila will be a bank employee, be designated by the Board, report directly to the CCO and have direct, unrestricted access to the Risk Committee. The BSA/AML Officer will be responsible for the day-to-day administration of the Trust Bank's BSA/AML and sanctions compliance program under the CCO's oversight.

Officer compensation will be commensurate with market practice, skill and experience.

(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.

There will be no management interlocking relationships within the meaning of 12 U.S.C. §§ 1467a(h)(2), 3201-3208 or applicable state law.

(g) Describe any potential conflicts of interest.

Potential conflicts of interest may arise from RNTB's relationship with RBC, including dual employees, inside directors and affiliate transactions. RNTB will manage these conflicts through its Conflicts of Interest Policy and Affiliate Transactions Policy and will comply with 12 C.F.R. 9.12. Directors, officers and employees will disclose conflicts and recuse from any decision in which a conflict may reasonably be expected to impair their judgment on behalf of RNTB. Material decisions involving RBC will be approved by RNTB's independent directors or by an RNTB officer who is not an RBC employee. Additional information is provided in Sections III.B and V.B.1 of the Business Plan included as Confidential Exhibit B-1.

(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).

RNTB expects to transact with RBC and other affiliates under written intercompany agreements, including for technology, operational, administrative, marketing, compliance, payment execution, and other support services. RBC's international affiliates may facilitate cross-border collections or payouts, and RNTB may provide services to certain licensed affiliates. All such relationships will be subject to the Affiliate Transactions Policy, the Third-Party Risk Management Policy, and applicable requirements of Sections 23A and 23B of the Federal Reserve Act and Regulation W.

Affiliate compensation will be reasonable and will not exceed what RNTB could negotiate with a similarly situated unaffiliated third party. Services provided by RNTB to affiliates will be on terms at least as favorable to RNTB as those offered to unaffiliated clients. The Board of the Trust Bank will approve affiliate agreements and review them annually.

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.

The business relationships described above will be entered into in the ordinary course of business and on substantially the same terms as those prevailing at the time for comparable products or services provided to unaffiliated third parties, and will not present more than the normal amount of risk for such transactions or present other unfavorable features.

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

Consistent with OCC guidance, all of the Trust Bank's start-up costs will be disclosed to and approved by the Bank's directors.

The Trust Bank's Board of Directors will approve interaffiliate transactions consistent with the Trust Bank's proposed Affiliate Transactions Policy, and the directors will be apprised of the nature of the agreements and counterparties.

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

There are no plans for the Trust Bank to enter into any transactions or contracts with insiders other than as part of the employment agreements, incentive plans, and other business arrangements described in this application or the Confidential Business Plan included as Confidential Exhibit B-1.

- (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.
- 2) The vesting requirements.
- 3) Transferability restrictions.
- 4) Exercise price requirements.
- 5) Rights upon termination.
- 6) Any "exercise of forfeiture" clause.
- 7) Number of shares to be issued or covered by the plans.

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.)

The directors and senior executive officers of the Trust Bank may participate in the RBC equity incentive plan included as Confidential Exhibit B-8.

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.

The Trust Bank will be organized with a single class of voting common stock. It will not have special voting rights or convertibility features. The actual amount of authorized voting common stock and its par value will be finalized prior to the time the Organizers file the Articles of Association and Organization Certificate with the OCC. See the Trust Bank's proposed Articles of Association, included as Confidential Exhibit B-4, and proposed Form of Stock Certificate, included as Confidential Exhibit B-3, for additional information.

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

RBC does not intend to make non-cash contributions to capital for the first three years of operations.

(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.

RNTB will maintain adequate capital reserves taking into account RNTB's business model and custodial duties and the regulatory capital requirements of 12 C.F.R. Parts 3 and 6. RNTB will follow capital and liquidity guidance as set forth in OCC Bulletin 2007-21 and OCC Bulletin 2010-13. RNTB's capital and liquidity will be reviewed periodically by the Board of Directors.

Additional information on the Trust Bank's capital structure is contained in Section VIII.A of the Business Plan included as Confidential Exhibit B-1.

(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.

RBC will be the sole subscriber for RNTB's stock. RBC will fund the subscription from existing cash resources and not from borrowings. RNTB does not plan to borrow funds to finance its operations for the *de novo* period.

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

There will be no fees, commissions or other considerations distributed in connection with the capitalization of RNTB.

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

RNTB does not plan to file for S Corporation status.

4. Convenience and Needs of the Community

- (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.

RNTB will maintain an office in New York, NY but will serve U.S.-based businesses nationally through electronic channels and will not maintain physical branches. It may accept qualified international business clients on a readiness-gated basis after jurisdictional review, including with respect to local laws governing offering such services, screening for BSA/AML and sanctions risks, achievement of operational readiness, and management approval.

- 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 see Section IV.D of the Business Plan included as Confidential Exhibit B-1.

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

Please see Section IV.C of the Business Plan included as Confidential Exhibit B-1.

- (b) Community Reinvestment Act (CRA) Plan²

- 1) Identify the assessment area(s) according to the CRA regulations.³

As an uninsured, non-depository national trust bank, RNTB will not be subject to the Community Reinvestment Act. The Business Plan does not propose an assessment area.

² See applicable state requirements

³ See 12 C.F.R. 25.41, 345.41, 195.41.

2) Summarize the performance context for the institution based on the factors discussed in the CRA regulations.⁴

Not applicable.

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

Not applicable.

4) Identify the CRA evaluation test⁵ under which the institution proposes to be assessed.

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.

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.

The Trust Bank's main office will be co-located with RBC at 28 West 23rd Street, Floor 2, New York, New York 10010. RNTB will serve clients through digital channels and the office will not be open to the public. The Trust Bank 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 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.

Not applicable.

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

⁵ See 12 C.F.R. 25.21(a), 345.21(a), 195.21.

(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.

The Trust Bank's office will be within premises currently leased by RBC. No leasehold improvements are planned.

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

Not applicable.

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

The Trust Bank's premises and fixed asset expenditures will comply with applicable statutory limitations.

(f) Outline the security program that will be developed and implemented, including the security devices.⁶

The Trust Bank will use the physical-security controls at the co-located RBC premises and will implement a security program consistent with 12 C.F.R. Part 21. The Board will designate a security officer to administer the security program. The Trust Bank does not intend to store cash or other liquid assets on site and the Trust Bank's main office will not be open to the public. The Trust Bank's information and cyber security program is described in Section VI.A.1 of the Business Plan included as Confidential Exhibit B-1.

(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 proposal is not expected to result in any material change in the quality of the human environment.

(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.

The Trust Bank does not plan to open branches or relocate its main office within the first three years of operation.

⁶ See 12 C.F.R. 21, 326, 168.

(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.⁷
- 4) Reviewed historical records.
- 5) Contact with preservation organizations.
- 6) Other (describe).

Based on review of the National Register of Historic Places, the establishment of the Trust Bank's main office (which will be at existing premises of RBC) is not expected to affect any district, site, building, structure, or object listed in, or eligible for listing in, the National Register of Historic Places.

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.

The Trust Bank will offer all products and services through electronic channels. Please see Section IV.A of the Business Plan included as Confidential Exhibit B-1 for more information on the Trust Bank's products.

⁷ See 36 C.F.R. 60.4.

(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 see Section VI.C of the Business Plan included as Confidential Exhibit B-1.

(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 see the product flows included as Confidential Exhibit B-1C.

(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 see Section X.A.3 of the Business Plan included as Confidential Exhibit B-1.

(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 testing⁸ the institution will conduct to ensure the integrity of the system and its controls.

The Trust Bank will implement role-based access controls for all systems. Access will be granted on a least-privilege basis, limited to the minimum permissions necessary for an individual to perform their assigned job function, and reviewed periodically by the CISO. Privileged and administrative access will be subject to heightened approval, logging, and review. Terminated or transferred personnel will be promptly removed from all systems.

The Trust Bank will conduct regular vulnerability scanning and penetration testing using third party vendors to confirm the integrity of systems and controls.

(f) Describe the information security program that will be in place to comply with the “Interagency Guidelines Establishing Standards for Safeguarding Customer Information.”⁹

Please see Section VI.A.1 of the Business Plan included as Confidential Exhibit B-1.

⁸ 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.

⁹ See 15 U.S.C. 6801, 6805(b); 12 C.F.R. 30; 308 and 364; 168 and 170.

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 see Section VI.G of the Business Plan included as Confidential Exhibit B-1 for a description of outsourced functions. Please see Section VI.A.1.c of the Business Plan for information on the Trust Bank's approach to diligence and oversight with respect to third party risk. The Organizers are in the process of identifying and negotiating with key service providers and will provide copies of relevant agreements when available.

(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 see Section X of the Business Plan included as Confidential Exhibit B-1 for information on the planned expenses of the organization. RBC will initially assume the expenses related to organization of the Trust Bank.

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

The Trust Bank will ensure adequate fidelity coverage for its officers and employees. Proof of this coverage will be presented to the OCC prior to the commencement of business operations.

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

RNTB expects to use Citibank for cross-border payment processing. Additional correspondent relationships are to be determined. The Trust Bank will ensure that all correspondent banking relationships, whether domestic or foreign, meet its due diligence standards. A list of all correspondent depository institutions will be made available to the OCC in connection with the pre-opening examination.

(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.

A list of proposed Trust Bank policies and procedures is included as Confidential Exhibit B-6.

Drafts of the following proposed policies are included with this application:

- BSA/AML and Sanctions Policy, Confidential Exhibit C-1
- Fiduciary Compliance Policy, Confidential Exhibit C-2
- Capital, Asset and Liquidity Management (CALM) Policy, Confidential Exhibit C-3
- Affiliate Transactions Policy, Confidential Exhibit C-4
- Third-Party Risk Management Policy, Confidential Exhibit C-5

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

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:

Not applicable.

1) The name of insurance company.

Not applicable.

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

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.

Not applicable.

Public Exhibit A-1

OCC Certification

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.

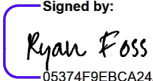
We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency or agencies. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, 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
 EBC57E0730BE4CE...	10/16/2026	Scott Bulua

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.

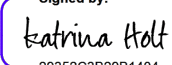
We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency or agencies. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, 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
<div>Signed by:  05374F9EBCA24A9...</div>	10/16/2026	Ryan Foss

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.

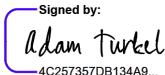
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Signature	Date	Typed Name
<div>Signed by:  29352C3B29B1404...</div>	10/16/2026	Katrina Holt

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
 Signed by: Adam Turkel 4C257357DB134A9...	10/16/2026	Adam Turkel

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
<div>Signed by:  6CB5E4F0E34046D...</div>	10/16/2026	Nikolas Takacs

Public Exhibit A-2

Exhibit Checklist

EXHIBITS (check all that apply)

☒ Business Plan

☒ Financial Projections

☐ CRA Plan

☒ Articles of Association, Articles of Incorporation, or Charter

☒ Bylaws

☐ Oath of Director¹⁰

☒ Interagency Biographical and Financial Reports

☐ Fingerprint cards (appropriate regulatory agency)

☐ Publication Certification / Affidavit / Notice of Publication¹¹

☐ Copies of contracts / agreements

☐ Employment / compensation

☐ Service providers

☐ Other

☒ Stock Benefit Plans

☐ Economic survey or market feasibility study

☐ Market Area Map

☒ Waiver request, specify:

Director Residency Waiver Request

☐ Offering Materials

☒ Proposed stock certificate

☒ Corporate or holding company audited statements or financial reports

☒ Copy of policies, specify:

BSA/AML and Sanctions Policy, Fiduciary Compliance Policy, Capital, Asset, and Liquidity Management (CALM) Policy, Affiliate Transactions Policy, Third-Party Risk Management Policy

FSA ONLY:

☐ RB 20a Certification

¹⁰ Provided in draft form. Oath to be taken at first meeting of directors.

¹¹ The text of the Public Notice is included as Exhibit A-4. Confirmation of publication to be provided following publication.

Public Exhibit A-3

Form of Oath of Bank Director

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 A-4

Form of Public Notice

[To be published in the NY Daily News on October 19, 2026. Confirmation of Publication to Follow.]

**An Application to Organize a National Bank
Has Been Filed on October 16, 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, have submitted 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 be located in New York, NY.
2. That the national bank will have the following title: Ramp National Trust Bank.

The organizers and sponsoring organization of Ramp National Trust Bank are:

Scott Bulua
Ryan Foss
Katrina Holt
Nikolas Takacs
Adam Turkel

Ramp Business Corporation, 28 West 23rd Street, Floor 2, New York, NY, United States 10010

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, 7 Times Square, 10th Floor Mailroom, New York, New York 10036, 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 7 Times Square, 10th Floor Mailroom, New York, New York 10036 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.

Public Exhibit A-5

Request for Approval to Exercise Fiduciary Powers

Fiduciary Powers Application

Applicant

Name Ramp National Trust Bank Charter # N/A

Street Address 28 West 23rd Street, Floor 2

City New York County New York State NY Zip Code 10010

Parent Company Identifying Information *(if applicable)*:

Name Ramp Business Corporation

Street Address 28 West 23rd Street, Floor 2

City New York County New York State NY Zip Code 10010

Contact Person

Name: Katrina Holt

Title/Employer: Organizer, (Proposed) President and Chief Trust Officer of Ramp National Trust Bank

Street: 28 West 23rd Street, Floor 2 City: New York State: NY Zip: 10010

Phone # 801-875-9684 Fax # N/A E-mail Address: katrina.holt@ramp.com

Section I

Applicant and Contact Information

1. **Please state whether the bank is requesting full or limited fiduciary powers and describe in detail the type of fiduciary activities the bank will be performing.**

Ramp National Trust Bank (the “**Trust Bank**”) requests full fiduciary powers under 12 U.S.C. § 92a and 12 C.F.R. Part 9. As described in the accompanying application for a de novo charter (“**Charter Application**”), the Trust Bank’s fiduciary activities will include discretionary investment management under investment management agreements.

2. **Does the bank intend to exercise fiduciary powers under a different name, or will an operating subsidiary be exercising fiduciary activities or, in the case of a federal savings association, a service corporation? If so, please provide details. If an operating subsidiary will be exercising fiduciary powers, both the bank and the operating subsidiary will have to submit separate applications for fiduciary powers.**

The Trust Bank will exercise fiduciary powers under its own name.

3. **Please list addresses where the bank will operate offices that provide core fiduciary functions, such as entering into binding commitments, making discretionary decisions, and giving advice (per 12 CFR 9.2(e) and 150.30):**

Street Address 28 West 23rd Street, Floor 2

City New York County New York State NY Zip Code 10010

Section II

General Information

- 1. Provide a copy of the board of directors' resolution approving the exercise of fiduciary powers and the name of the entity(ies) that will be exercising them.**

The Trust Bank will provide this following the conditional approval of its Charter Application and after the first meeting of the Trust Bank's Board of Directors.

- 2. Submit a certification stating that the capital the bank intends to maintain, at a minimum, is equivalent to the state law requirements for state-chartered banks, trust companies, and corporations exercising fiduciary powers in the states where the bank intends to conduct core fiduciary activities.**

The Trust Bank will provide this following conditional approval of its Charter Application.

- 3. If the state requires corporations acting in a fiduciary capacity to deposit securities with state authorities for the protection of private or court trusts, indicate how the bank will meet this requirement.**

This is not required for limited purpose trust companies under New York Banking Law.

- 4. Discuss in detail the intended use of affiliates or other related entities to support the proposed fiduciary activities.**

The Trust Bank expects to retain Moment Advisors, LLC as investment sub-adviser and Apex Clearing Corporation as clearing broker-dealer and sub-custodian for traditional investment securities. The Trust Bank may sweep customer funds to FDIC-insured depository institutions, including through the use of deposit placement networks.

Please see Section VI.G of the Business Plan included as Confidential Exhibit B-1 to the Charter Application for additional information on outsourced services.

- 5. Submit an organizational chart.**

Please see Confidential Exhibit B-1A to the Charter Application.

- 6. Provide résumés and discuss specific qualifications of anticipated senior management, e.g., senior vice president, executive vice president, to support the proposed fiduciary activities.**

Please see Section V.B.2 of the Business Plan included as Confidential Exhibit B-1 to the Charter Application and the response to question 2 of the Charter Application.

7. Discuss any proposed use of dual board members, officers, or staff (i.e., individuals employed by both the entity offering the trust services and any related entity) and the proposed reporting structure. Address the potential for conflicts of interest arising from their dual roles and how these potential conflicts will be managed. Explain how costs such as overhead and salaries will be allocated for dual employees.

RNTB will use both dedicated and dual employees. Each dual employee will have written RNTB duties and reporting lines. Dual employees will disclose and recuse from conflicts that may reasonably be expected to impair their judgment on behalf of RNTB, and material decisions involving RBC will be approved by RNTB's independent directors or an RNTB officer who is not an RBC employee. Salaries and overhead for dual employees will be allocated under intercompany services agreements based on time spent on RNTB duties and reviewed annually by the Board. Additional information is provided in Sections III.B and V.B.1 of the Business Plan, included as Confidential Exhibit B-1.

8. Describe the proposed audit program for overseeing fiduciary activities. Identify the internal or external auditors to be used and their specific fiduciary auditing qualifications.

The fiduciary audit program will be overseen by the members of the Trust Bank's Audit Committee, which will be responsible for:

- Arranging and overseeing annual audits of significant fiduciary activities;
- Overseeing compliance with policies governing fiduciary assets and investment management;
- Ensuring that audit results are recorded in the minutes of the Audit Committee and, when reported, in the minutes of the full Board.

As described in the Business Plan, the Trust Bank expects to use EY as its outsourced internal-audit provider and PwC for the annual financial audit and reserve examinations.

Additional audit-program information is provided in Section VI.E–F of Confidential Exhibit B-1 to the Charter Application.

9. Describe the proposed investment decision-making process relating to discretionary fiduciary account relationships, if applicable. State whether the bank, or any related entity, is a registered investment advisor under the Investment Advisers Act of 1940 (15 USC 80b-1, et seq).

Under investment management agreements, the Trust Bank will exercise discretionary authority over investment positions within pre-approved parameters. The Trust Bank expects to retain Moment as sub-adviser and will retain fiduciary responsibility and oversight. The Trust Bank will not be registered as an investment adviser under the Investment Advisers Act. Ramp Advisory LLC, an affiliate of RNTB, is a registered investment adviser.

10. Will proposed fiduciary activities be incorporated into the bank's online banking platform? Please describe anticipated customer access capabilities.

The Trust Bank will provide fiduciary services electronically through the Ramp platform to business clients. The Trust Bank will not serve individual consumers as clients and will not maintain a physical branch for client interaction.

- 11. Identify the data processing system to be used to support the proposed fiduciary activities. Describe the types of records it will generate and how they will be maintained to ensure compliance with applicable laws and regulations. Describe management qualifications for systems oversight and discuss training program for systems staff. Also address compliance with record keeping and confirmation requirements for securities transactions, if applicable.**

Please see Section VI.C-D of the Business Plan included as Confidential Exhibit B-1 to the Charter Application.

- 12. List all anticipated fiduciary service providers, including related entities, and discuss their qualifications and experience related to the services that will be provided by the bank.**

Please see Section VI.G of the Business Plan included as Confidential Exhibit B-1 to the Charter Application.

- 13. Describe the anticipated role of any employees, agents, or independent contractors of the parent, affiliate, subsidiary, service corporation, or independent third party in the marketing, advertising, or soliciting of customers for your proposed fiduciary activities. Also describe any anticipated payments of direct or indirect referral fees, how the fees will be determined, who will be eligible, and the anticipated impact on fiduciary income. Provide information on training to ensure compliance with applicable law and the bank's fiduciary policies and procedures.**

RBC will provide marketing and business-development support through the Ramp platform and existing distribution channels, and affiliates may refer clients to RNTB. The Trust Bank does not contemplate payment of any referral fees.

- 14. Provide information concerning any litigation related to fiduciary activities, pending against the bank, its parent, affiliates, or subsidiaries, including the names of plaintiffs, docket numbers, and the nature and amount of claims, if applicable.**

There is no pending litigation related to fiduciary activities against the Bank, RBC, or its affiliates. RNTB will not have subsidiaries.

- 15. Provide details of any government investigations (e.g., SEC, FINRA, state attorneys general, state insurance commissions) on the bank, its parent, affiliates, or subsidiaries performed during the past five years.**

Please see Confidential Exhibit E-1 to the Charter Application.

Section III

Fiduciary Business Plan

Submit a copy of the business plan for the proposed fiduciary activities. The plan should, at a minimum, address the following issues:

1. Discuss the reasons for seeking fiduciary powers.

The Trust Bank seeks fiduciary powers to provide discretionary investment management services for business clients. Such services will also serve as the foundation for the Trust Bank's ancillary custody, payments, conversion and securities settlement advance services. Please see the Business Plan included as Confidential Exhibit B-1 to the Charter Application for more information.

2. Discuss the fiduciary services to be offered.

The Trust Bank will provide discretionary investment management under investment management agreements. Each investment management agreement will specify the scope of the Trust Bank's discretionary authority, including approved instrument types, duration limits, investment objectives, risk parameters, and any restrictions.

3. Discuss the bank's marketing strategies for its services and customer retention. Include any plans to acquire business through the purchase or transfer of existing fiduciary account relationships.

Marketing will be driven primarily by RBC through the Ramp platform and RBC's existing distribution channels. The Trust Bank will ensure that marketing accurately describes its services and non-FDIC-insured status.

4. Provide pro forma financial statements reflecting the addition of fiduciary activities to the bank's operations over the next three fiscal years. Discuss the bank's ability to support fiduciary activities, including potential operating losses, and their impact on the bank's overall financial condition.

Please see the three-year financial projections included as Confidential Exhibit B-1B to the Charter Application.

5. Discuss the anticipated budget process as it relates to fiduciary activities.

The Trust Bank will budget for fiduciary activities as part of its overall financial planning. Please see Section VII of the Business Plan included as Confidential Exhibit B-1 to the Charter Application for a description of the Trust Bank's financial management approach. Please see also Section X of the Business Plan included as Confidential Exhibit B-1 to the Charter Application.

- 6. Discuss the bank's assessment of the risks to the bank associated with the proposed fiduciary services. Include the bank's plans for identifying, measuring, monitoring, and controlling those risks on an ongoing basis.**

Please see Section VI of the Business Plan included as Confidential Exhibit B-1 to the Charter Application.

- 7. Discuss economic conditions and competitive conditions relating to fiduciary services that the bank intends to provide in the market area to be served.**

Please see Section IV of the Business Plan included as Confidential Exhibit B-1 to the Charter Application.

OCC CERTIFICATION

I certify that the bank's board of directors, shareholders, or a designated official has authorized the filing of this application. I certify that the information contained in this application has been examined carefully and is true, correct, complete and current as of the date of this submission. Additionally, I agree to notify the OCC if the facts described in the filing materially change prior to receiving a decision or at any time prior to consummation of the action contemplated herein.

I acknowledge that any misrepresentation or omission of a material fact with respect to this application, any attachments to it, and any other documents or information provided in connection with this application may be grounds for denial of the application or revocation of its approval, and may subject the undersigned to legal sanctions, including the criminal sanctions provided for in Title 18 of the United States Code.

I acknowledge that the approval of this application is at the discretion of the OCC. The activities and communications by OCC employees in connection with the filing, including approval of the application if granted, do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

Signed by:


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President or other authorized officer:

Katrina Holt

Typed Name:

President & Chief Trust Officer

Title:

Ramp National Trust Bank

Employer: