

December 13, 2023

**Conditional Approval #1314  
January 2024**

Kristin A. Finch, Attorney  
Coolidge Wall Co., L.P.A.  
33 W. First Street, Suite 600  
Dayton, Ohio 45402

Re: Reorganization of First National Bank of Germantown, Germantown, Ohio to become a subsidiary of a bank holding company pursuant to 12 U.S.C. 215a-2 and 12 C.F.R. 5.32  
OCC Control Number: 2023-215a2-334339 Charter Number: 86

Dear Ms. Finch:

The Comptroller of the Currency (OCC) hereby conditionally approves the application to reorganize First National Bank of Germantown, Germantown, Ohio (Bank) to become a subsidiary of a bank holding company, Main Street Capital Company, 17 North Main Street, Germantown, Ohio 45327 (Holding Company). This approval is granted based on a thorough review of all information available, including commitments and representations made in the application and those of your representatives.

Consistent with representations provided, it is anticipated the institution's charter number, registrations, governance documents, business plans, and assets and liabilities of the Bank shall remain in full force and effect and shall not be changed or affected by this reorganization. The Directors of the Holding Company shall be the same as the Directors of the Bank as of the effective date. The authority to grant the formation of the Holding Company is provided at 12 USC 215a-2.

The reorganization is subject to the following condition:

The Bank must provide the Cincinnati Supervisory Office sixty days' prior notice in writing of any significant deviation or change from the bank's business plan, or any significant deviation or change from the proposed changes to the bank's business plan described in the bank's plan of reorganization.

This condition is a condition "imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request" within the meaning of 12 USC 1818. As such, the condition is enforceable under 12 USC 1818.

If the transaction is not consummated within one year from the date of this letter, the approval shall automatically terminate, unless the OCC grants an extension. We have been advised this

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transaction will be consummated on December 31, 2023. Accordingly, this letter is also the official certification of the OCC to establish the bank holding company with an effective date of December 31, 2023. In the event the consummation does not take place on that date, please advise this office.

This approval and the activities and communications by OCC employees in connection with the filing 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. Our approval is based on the bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend, or rescind this approval if material changes in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

A separate letter is enclosed requesting your feedback on how we handled the referenced application. We would appreciate your response so we may improve our service. Please include the OCC control number on any correspondence related to this filing. If you have any questions, contact Licensing at 202-649-6260 or email [Licensing@occ.treas.gov](mailto:Licensing@occ.treas.gov).

Sincerely,

/s/

Debra M. Burke  
Director for Licensing

Enclosure: Survey