

June 16, 2023

**Conditional Approval #1308
July 2023**

Sent via email: to sshaikh@huntonak.com

Sumaira Shaikh
Hunton Andrews Kurth LLP
2200 Pennsylvania Avenue, N.W.
Washington, D.C. 20037

Subj: Reduction of Permanent Capital
Canyon Community Bank, N.A., Tucson, Arizona
OCC Control Number: 2023-Capital&Div-332275
Charter Number: 24049

Dear Ms. Shaikh:

The Comptroller of the Currency (OCC) conditionally approves Canyon Community Bank's reduction of \$8,179,387 of permanent capital as requested in your letter of May 23, 2023, and as described herein.

On April 21, 2023, the Bank entered into an Agreement and Plan of Merger (the "Agreement"), by and among the Bank, CBI (the "Seller"), CrossFirst Bankshares, Inc., a Kansas corporation and registered bank holding company (the "Buyer"), and a newly formed wholly-owned subsidiary of the Buyer, CF Acquisition Sub II, Inc., an Arizona corporation ("Merger Sub"), pursuant to which Merger Sub will merge with and into the Seller, with CBI surviving such merger ("First Step Merger"). Immediately following the First Step Merger, CBI will merge with and into the Buyer, with the Buyer surviving such merger (the "Second Step Merger"). Immediately following the Second Step Merger and as part of the same overall transaction, the Bank will merge with and into CrossFirst Bank, a Kansas state-chartered bank, with CrossFirst Bank surviving such merger (the "Bank Merger") (collectively, the "Transaction."). The Bank submitted a Notice of Intent-Merger or Consolidation Out to OCC Licensing on May 18, 2023 that is being processed separately.

As part of the proposed Transaction, the Bank requested that the OCC provide a written determination of no supervisory objection to the payment of a Special Dividend to CBI (Bank's holding company). []
[], and the payment must be paid from the Bank's surplus capital. The transaction would be considered a permanent reduction in capital requiring the need for an application to OCC Licensing.

This approval is subject to the following condition:

The reduction in permanent capital is contingent on the successful and concurrent execution of the Transaction. Should the Transaction fail, the Bank may not take any action that would cause a breach of the Individual Minimum Capital Ratios established on November 30, 2021.

The condition of approval 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. Conditions subject to 12 USC 1818 will remain in effect after the capital changes are completed.

This approval is granted based on a thorough review of all information available, including the representations and commitments made in the application(s) and by the bank's representatives.

The reduction of permanent capital should be completed within one year of the date of this letter. Upon completion of the reduction in permanent capital, please advise the OCC of the effective date of the decrease.

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 a material change 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 survey 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 Mark Ro at 202-649-6341 or mark.ro@occ.treas.gov.

Sincerely,

/s/

Debra M. Burke
Director for District Licensing

Enclosure: Survey