

On March 21, 2019, the Banking Commissioner of Texas executed Order No. 2019-011, entitled “Consent Order of Removal and Prohibition, Awarding Restitution, and Imposing Administrative Penalties” against Respondent, David W. Mann (the “Order”). In response to Respondent’s request for extension pursuant to paragraph 34(g) of the Order, as well as consideration of all relevant facts and evidence, the Banking Commissioner of Texas now desires to amend the Order.

IT IS THEREFORE ORDERED that the Order be amended as follows:

(1) Section III (B), paragraph 34(e)(i)-(v), on page 14-15 of the Order shall be amended and state as follows:

(e). Voting Exceptions. Notwithstanding the foregoing or anything else herein to the contrary in this Consent Order, and only for a period of eighteen (18) months following the signing of this Order by the Banking Commissioner, at any annual or special meeting of the shareholders of Holding Company or in connection with any action by written consent of the shareholders of Holding Company, Respondent shall be entitled to vote, or direct the vote of, any shares that he indirectly owns in Holding Company through any of the Mann Entities or the Holding Company KSOP:

(i) with respect to any proposed merger, acquisition, interest exchange, conversion or similar transaction involving Holding Company or the sale of all or substantially all of Holding Company’s assets (“Holding Company Sale Vote”);

(ii) in favor of the election of any directors or officers of Holding Company, that has been recommended by at least two-thirds of the then-existing board of directors of Holding Company; and

(iii) in favor of any proposed amendment to the certificate of formation or bylaws of Holding Company that has been recommended by at least two-thirds of the then-existing board of directors of Holding Company.

Moreover, for a period of eighteen (18) months following the signing of this Order by the Banking Commissioner, notwithstanding Texas Finance code § 35.007(c), all shares of stock in Holding Company that Respondent indirectly owns or controls through any of the Mann Entities or the Holding Company KSOP shall be considered to be authorized, issued and outstanding for purposes of determining the procedures for and results of any of the foregoing voting matters. Nothing herein shall be construed to preclude or prohibit:

(iv) Respondent from serving as a director, officer or other similar role of any of the Mann Entities for the limited purposes of exercising the specific voting rights in accordance with this Exceptions Section of the Consent Order; and/or

(v) the ability of the Respondent or any of the Mann Entities from selling, gifting, transferring, or otherwise disposing of any shares, or ownership interests in any of the Mann Entities or the Holding Company, provided that prior to such sale or transfer any required change in bank control (or similar) approvals have been obtained from the appropriate federal or state banking regulatory agencies having jurisdiction over such transaction.

(2) Section III (B), paragraph 34(f), on page 15 of the Order shall be amended and state as follows:

f. Service Exception at Top-Tier Holding Co. Notwithstanding the foregoing or anything else herein to the contrary in this Consent Order, and only for a period of eighteen (18) months following the signing of this Consent Order by the Commissioner, Respondent may continue to serve as the president and director of the Top-Tier Holding Co. solely for purposes of taking ministerial corporate actions and performing all such acts and other necessary steps as may

be required under the applicable certificate of formation or bylaws of such company relating to the ongoing operations of the Top-Tier Holding Co., including without limitation: (a) keeping of records of all transactions; (b) filing of Federal, state or local tax returns; (c) filing of any required reports or notices with any governmental agencies; (d) preparing any financial statements or other financial reports that may be required or necessary; (e) engaging third party advisors to assist with such duties and responsibilities, and (f) otherwise exercising such powers and duties as from time to time may be required to carry out the ongoing operations of the Top-Tier Holding Co.

(3) Section IV, paragraph 38, on page 17 of the Order shall be amended and state as follows:

38. Section III (C) and (D) of this Consent Order shall be effective eighteen (18) months after this Consent Order is signed or when any merger, acquisition, interest exchange, conversion or similar transaction involving the Holding Company or the sale of all or substantially all of the Holding Company's assets takes place, whichever occurs first.

IT IS THEREFORE ORDERED that all capitalized terms above have the meanings, if any, assigned in the Order. In all other respects, the Order remains unchanged.

Signed on this 19th day of March, 2020.

/s/ Charles G. Cooper
Charles G. Cooper
Banking Commissioner of Texas