

October 3, 2025

Corporate Decision #1347
November 2025

Bao Nguyen, Esq., Senior Executive Vice President, General Counsel, and Chief of Staff
Sydney Menefee, Deputy Chief Financial Officer
Flagstar Bank, National Association
Flagstar Financial, Inc.
102 Duffy Avenue
Hicksville, New York 11801

Re: Interagency Bank Merger Act Application, Interim Federal Savings Association
Application, and Reduction in Permanent Capital Application

Flagstar Bank, National Association, Hicksville, New York, Charter Number 25282
Flagstar Financial Inc., Hicksville, New York

OCC Control Numbers: 2025-Combination-342610
2025-Capital&Div-342679

Dear Senior Executive Vice President, General Counsel, and Chief of Staff Nguyen and Deputy
Chief Financial Officer Menefee:

On July 24, 2025, Flagstar Bank, National Association, Hicksville, New York (FBNA) and Flagstar Financial, Inc. (FFI), the Bank's holding company, submitted applications to the Office of the Comptroller of the Currency (OCC) to undertake an internal corporate reorganization to eliminate FFI and have FBNA directly held by the current shareholders of FFI. The proposed reorganization would be completed in two steps as follows: (1) FFI would reorganize into an interim federal savings association under the title Flagstar Financial, Federal Savings Association (FFFSA); (2) FFFSA would immediately thereafter merge with and into FBNA, with FBNA as the resulting institution.

The OCC hereby approves the applications for FFI to reorganize to FFFSA and for FBNA to merge FFFSA with and into FBNA. This approval is granted based on a review of all information available, including commitments and representations made in the applications, in the Agreement and Plan of Merger, and by representatives of FFI and FBNA.

An entity may reorganize into an interim federal savings association under the authority of section 5 of the Home Owners' Loan Act (HOLA), 12 USC 1464, and 12 CFR 5.33(e)(4). The OCC has reviewed the reorganization under those provisions and finds the facts consistent with approval.

A federal savings association and national bank may, with OCC approval, merge under the authority of section 10(s) of HOLA, 12 USC 1467a(s), and section 5156A of the Revised Statutes of the United States, 12 USC 215c, respectively.

The OCC also reviewed the proposed merger transaction under the criteria of the section 18(c) of the Federal Deposit Insurance Act, 12 USC 1828(c) (the Bank Merger Act), and 12 CFR 5.33(e)(1)(ii), and other applicable laws and regulations. Among other matters, we found that the proposed transaction would not have significant anticompetitive effects. We also considered the financial and managerial resources of FBNA, its future prospects, its effectiveness in combatting money laundering activities, the convenience and needs of the communities to be served and the risk of the transaction to the stability of the United States banking or financial system. Furthermore, the OCC reviewed FBNA's record of compliance with the Community Reinvestment Act, 12 USC 2903(a)(2). We considered these factors and found them consistent with approval.

The OCC hereby grants the request for a two-year holding period either to dispose of the four non-controlling investments as detailed in the Bank's application materials consisting of the following: Figure Technologies, Inc.; JAM FINTOP Banktech LP; Jam FINTOP Blockchain, LP; and Mendon Ventures BankTech Fund I LP, or to obtain sufficient information to enable the representations and certifications necessary to continue holding these non-controlling investments under 12 CFR 5.36.

You must advise Large Bank Licensing in writing at least 10 days in advance of the desired effective date for the transactions, so it may issue the necessary certification letter. The effective date must follow the receipt of any other required regulatory approval.

In addition, the OCC approves FBNA's Reduction in Permanent Capital Application. As described in the related Interagency Bank Merger Application, FBNA will assume \$1.03 billion of outstanding debt of FFI in connection with the reorganization, consisting of \$584 million in junior subordinated debt and \$446 million of subordinated notes. Assumption of this debt will result in an overall net reduction of Flagstar's capital position.

This approval is granted based on a review of all information available, including the representations and commitments made in the applications 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.

These approvals 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. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

Our approvals are based on FFI's and FBNA'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.

A separate letter is enclosed requesting your feedback on how we handled the referenced applications. We would appreciate your response so we may improve our service. Please include the OCC control numbers on any correspondence related to these filings. If you have any questions, contact Paula Dejmek Woods, Bank Examiner (Licensing) at (312) 660-8710 or Paula.DejmekWoods@occ.treas.gov, or contact me at (917) 344-3405 or jason.almonte@occ.treas.gov.

Sincerely,

/s/

Jason Almonte
Director for Large Bank Licensing

Attachment: Survey Letter

Cc: Jacques Schillaci, FDIC