

**STATE OF VERMONT
DEPARTMENT OF FINANCIAL REGULATION**

IN RE:)	
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ACCELERON BANK)	DOCKET NO. 22-034-B
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**SECOND AMENDED AND RESTATED ORDER GRANTING PERMISSION TO
ORGANIZE
AS AN INVESTOR-OWNED UNINSURED BANK**

WHEREAS, PeopleHedge Corp., a Delaware corporation (the “PeopleHedge”), filed an application dated November 4, 2020 and supplemented and amended by filings dated March 12, 2021, May 14, 2021 and May 27, 2021 (together, the “PeopleHedge Application”) with the Commissioner of Financial Regulation (the “Commissioner”) to organize an investor-owned uninsured bank pursuant to 8 V.S.A., Chapter 202 and Section 12604 under the name Vermont Trade Bank;

WHEREAS, on June 15, 2021, the Commissioner issued the organizers of Vermont Trade Bank an Order Granting Permission to Organize an Uninsured Bank under the name “Vermont Trade Bank” (the “June 2021 Order”);

WHEREAS, PeopleHedge filed several Supplements to the PeopleHedge Application, including on January 13, 2022, April 21, 2022, and July 22, 2022 (together with the PeopleHedge Application, the “Original Application”);

WHEREAS, on October 31, 2022, PeopleHedge converted into a Vermont corporation pursuant to Section 266 of the Delaware General Corporation Law and Section 11.13 of the Vermont Business Corporation Act and changed its name to Acceleron Corp. by (i) filing a Certificate of Conversion with the Delaware Secretary of State, and (ii) filing Articles of Domestication, including a Plan of Domestication and Vermont Articles of Incorporation of Acceleron Corp., with the Vermont Secretary of State;

WHEREAS, on November 8, 2022, the Commissioner: (i) issued an Amended and Restated Order Granting Permission to Organize as an Investor Owned Uninsured Bank (the “November 2022 Order”), conditionally approving the Original Application and amending the June 2021 Order to change the name of the Applicant to “Acceleron Bank” (the “Proposed Bank”) and to reflect White River Junction as the location of the Proposed Bank's principal office, and (ii) issued a Certificate of General Good to Acceleron Corp. pursuant to 8 V.S.A. § 12102 (the “Original Certificate of General Good”);

WHEREAS, on November 14, 2022, Acceleron Corp. changed its name to Acceleron Bank (the “Applicant”) by filing with the Vermont Secretary of State the Amended and Restated Articles of Incorporation of Acceleron Bank and the Original Certificate of General Good;

WHEREAS, in September of 2024, the Applicant submitted proposed Amended and Restated Articles of Incorporation of Acceleron Bank, a proposed Confidential Private Placement Memorandum, and a proposed Class A and Class B Preferred Stock Investment Agreement (collectively, the “Capital Issuance Documents”) for the issuance of capital pursuant to 8 V.S.A. § 14104, and the Deputy Commissioner of Banking approved the proposed issuance of capital;

WHEREAS, on October 11, 2024, Acceleron Bank filed the Amended and Restated Articles of Incorporation of Acceleron Bank with the Vermont Secretary of State;

WHEREAS, on October 29, 2024, at the request of the Applicant, the Commissioner extended the period in which business shall be commenced by Acceleron Bank until May 14, 2025, pursuant to 8 V.S.A. § 12104(b);

WHEREAS, on May 8, 2025, the Applicant filed a Supplement to the Original Application, updating the Original Application (the Original Application, as supplemented and amended through the date hereof, the “Application”) and proposed Second Amended and Restated Articles of Incorporation of Acceleron Bank;

WHEREAS, the Applicant requests that the Commissioner: (i) amend and restate the November 2022 Order, and (ii) amend and restate the Original Certificate of General Good (the “Amended and Restated Certificate of General Good”) in order to facilitate the filing of the proposed Second Amended and Restated Articles of Incorporation of Acceleron Bank with the Vermont Secretary of State; and

WHEREAS, upon the filing with the Vermont Secretary of State of the Second Amended and Restated Articles of Incorporation of Acceleron Bank and the Amended and Restated Certificate of General Good, the period in which business shall be commenced by Acceleron Bank shall restart and be until the two-year anniversary of such filing date.

NOW, THEREFORE, the Commissioner hereby conditionally approves the Application and issues to the Applicant this Second Amended and Restated Order Granting Permission to Organize as an Investor-Owned Uninsured Bank under the name Acceleron Bank (this “Order”), amending and restating the November 2022 Order in its entirety, upon the terms and subject to the conditions set forth herein.

This Order is issued to the Applicant to organize as an Investor-Owned Uninsured Bank under the name Acceleron Bank, pursuant to 8 V.S.A. § 12103 and § 12604. Simultaneous with the issuance of this Order, the Commissioner is issuing an Amended and Restated Certificate of General Good to the Applicant to organize as an investor-owned uninsured bank pursuant to 8 V.S.A. § 12102 and § 12604.

The Commissioner, having considered the Application and all available facts and relevant information, finds that:

- 1) The Application is complete.
- 2) The Applicant's proposed Second Amended and Restated Articles of Incorporation, in the form submitted to the Banking Division of the Vermont Department of Financial Regulation (the "Department") on May 8, 2025, is satisfactory.
- 3) The Bylaws of Acceleron Bank, in the form submitted to the Banking Division of the Department on November 3, 2022, is satisfactory (the "Bylaws").
- 4) Establishment and maintenance of the Proposed Bank will promote the general good of the State of Vermont.

PERMISSION TO ORGANIZE

The Applicant is hereby authorized to adopt and approve the Second Amended and Restated Articles of Incorporation, in the form submitted to the Department. The Applicant shall duly file the Second Amended and Restated Articles of Incorporation and the Amended and Restated Certificate of General Good with the Secretary of State pursuant to 8 V.S.A. § 12102(b).

MINIMUM PAID-IN CAPITAL REQUIREMENTS

The minimum amount of paid-in capital the Applicant must raise and maintain in order to commence business is Eight Million Dollars (\$8,000,000) (the "Minimum Paid-In Capital"), all of which shall be paid in after November 8, 2022. All such capital contributions shall be in the form of cash.

Any issuance considered as capital under 8 V.S.A. § 14104 shall be submitted to the Commissioner for review and approval at least 10 days prior to issuance and include such documentation as the Commissioner deems necessary. The manner in which the Applicant raises such capital must not deviate from that described in the Application and any such submission or documentation without prior written notification to, and approval by, the Banking Division of the Department.

When the entire paid-in capital has been paid to, or received in escrow by, the Applicant, the Applicant shall file with the Commissioner a complete list of the investors with the name and post office address of each investor and the portion of ownership interest held by each investor.

CONDITIONAL APPROVAL

The Commissioner hereby grants conditional approval of the Application after considering the Application and all relevant matters, including, among other factors, the items set

forth in 8 V.S.A. § 11703(f). This conditional approval is granted based on an evaluation of all information available to the Department, including the representations and commitments made in the Application and by the Applicant's officers, counsel, and representatives.

This conditional approval is subject to the satisfaction of each of the following preopening conditions (collectively, the "Conditions"):

1. The Applicant shall have satisfied each of the conditions set forth in the Certificate of General Good.
2. The Proposed Bank shall establish a principal place of business in Vermont, satisfactory to the Commissioner, on terms satisfactory to the Commissioner. The Applicant's initial principal place of business shall be in White River Junction; provided, however, that the Banking Division of the Department may approve a different location without amending this Order.
3. The Applicant has duly filed the Amended and Restated Certificate of General Good and the Second Amended and Restated Articles of Incorporation with the Secretary of State.
4. The Applicant's proposed Second Amended and Restated Articles of Incorporation, in the form submitted on November 1, 2022, or as otherwise approved by the Banking Division of the Department, have been duly adopted by the Applicant.
5. The Applicant's Bylaws, in the form submitted on November 3, 2022, or as otherwise approved by the Banking Division of the Department, have been duly adopted by the Applicant.
6. The entire Minimum Paid-In Capital has been received by the Applicant and a complete list of the investors with the name and post office address of each and the portion of ownership interest held by each has been filed with the Commissioner.
7. The Applicant has demonstrated to the satisfaction of the Commissioner that it has completed the pre-organizing activities described in its Application, including without limitation:
 - a. Finalizing policies and procedures for all key business areas;
 - b. Developing adequate documents, policies, and procedures for delivering the banking products and services described in the Application;
 - c. Hiring and training staff;
 - d. Formalizing all necessary service and vendor relationships;
 - e. Ensuring all physical office space is ready for occupancy;
 - f. Ensuring information technology systems are operational and will operate as planned; and
 - g. Instituting appropriate physical and cybersecurity measures and procedures.

8. The Applicant shall: (i) give the Banking Division of the Department at least sixty (60) days prior written notice of its intent to significantly deviate or change from its business plan contained in the Application (the "Business Plan") (if such deviation is the subject of an application filed with the Commissioner, no separate notice to the Banking Division of the Department is required), and (ii) obtain the Commissioner's written approval or written determination of no objection before the Applicant engages in any significant deviation or change from its Business Plan.

For purposes of this Condition 8, a significant deviation or change from the Applicant's Business Plan shall include, without limitation, deviations or changes that would:

- a. Increase assets or balance sheet subcategories (such as types of loans or deposits, other funding or capital) or overall revenue or revenue subcategories by 25 percent or more;
- b. Present a distinctly new or different business strategy or objective not reflected in the existing Business Plan, including any additional business line;
- c. Introduce a new or different target market, delivery channel, product, service or method of business development that is not reflected in the existing Business Plan;
- d. Change the institution's financial strategies or its performance, condition, risk profile, or prospects such that the changes are considered consequential;
- e. Constitute engaging in the business of making commercial loans;
- f. Result in the acquisition of assets, an operating entity, or the assumption of deposits;
- g. Introduce, alter, or expand organizational relationships, dependencies, or interdependencies, whether through affiliates, subsidiaries, or other third parties, such that the manner in which the institution implements or carries out its business strategies or objectives is impacted;
- h. Require distinctly new or different knowledge, skills, or abilities to implement the new strategy or achieve the proposed goals and objectives;
- i. Involve entering, amending, or changing the terms of any major operational contract with any third party; or
- j. Change any policy or activities that affects the *pro forma* financial projections of the Proposed Bank.

This Condition 8 shall remain in effect during the Proposed Bank's first three years of operation; provided, however, that this Condition 8 shall remain in effect indefinitely with respect to significant deviations or changes from the Applicant's Business Plan described in subsections b-e of this Condition 8.

9. Prior to the Proposed Bank commencing operation, the Applicant must obtain the Department's prior written approval or written determination of no objection for any change in or additional organizers or executive officers, or directors appointed or elected before the person assumes such position.

10. The Banking Division of the Department has examined the Applicant and confirmed to the Commissioner's satisfaction that all Conditions of this Order and all other conditions and requirements of the Commissioner or the Department are satisfied.

The Commissioner will not grant final approval and issue the Applicant a Certificate of Authority to Commence Business pursuant to 8 V.S.A. § 12103(e) (the "Certificate of Authority") until all Conditions are satisfied to the Commissioner's satisfaction. Until final approval is granted, the Commissioner reserves the right to modify, suspend, or rescind this preliminary conditional approval, including adding Conditions, in the Commissioner's sole and absolute discretion.

The Proposed Bank may not commence business until the Commissioner confirms that the Minimum Paid-In Capital has been paid in, the Proposed Bank has complied with all of the terms and conditions of the Certificate of General Good and of this Order, the Commissioner has issued a Certificate of Authority authorizing the Proposed Bank to commence business, and the Certificate of Authority has been filed with the Secretary of State.

Upon commencing business as an uninsured bank pursuant to 8 V.S.A. § 12604, the Proposed Bank shall only accept deposits for which insurance of deposits by the Federal Deposit Insurance Corporation is not required, and may accept deposits from a depositor which, when added to the deposits already held for the depositor, if any, exceed the maximum insured amount then permitted to be insured by the Federal Deposit Insurance Corporation for insured deposits.

Pursuant to 8 V.S.A. § 12104, if Acceleron Bank does not commence business within two years from the filing of the Second Amended and Restated Articles of Incorporation and the Amended and Restated Certificate of General Good with the Secretary of State, its right to do business shall lapse.

This Second Amended and Restated Order Granting Permission to Organize as an Investor-Owned Uninsured Bank is issued to Acceleron Bank this 14th day of May 2025.

Signed by:

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Kaj Samsom
Commissioner of Financial Regulation
Vermont Department of Financial Regulation