



January 19, 2022

**Conditional Approval #1278
March 2022**

Mr. Greg Morse
Chief Executive Officer
Worthington National Bank
500 Main Street, Suite 100
Fort Worth, TX 76102

Re: Application by Worthington National Bank, Arlington, TX to become a subsidiary of a bank holding company, BancFirst Corporation, Oklahoma City, OK
OCC Control Number: 2021-SO-215a2-324595 OCC Charter Number: 24343

Dear Mr. Morse:

The Comptroller of the Currency (OCC) hereby conditionally approves the application to reorganize Worthington National Bank, Arlington, TX to become a subsidiary of a bank holding company, BancFirst Corporation, pursuant to 12 USC 215a-2. 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.

The reorganization is subject to the standard condition that Worthington National Bank must provide the OCC Dallas Field Office 60 days' prior written notice 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 will remain in effect for a period of two years from the date of this letter.

The Southern District Licensing Office must be advised in writing in advance of the desired effective date of the reorganization transaction so it may issue the necessary acknowledgement letter.

The OCC will issue a letter certifying consummation when we receive:

- A Secretary's Certificate that the shareholders of Worthington National Bank approved the transaction.
- A copy of the letter from the Board of Governors of the Federal Reserve System approving the related holding company transaction.

If the transaction is not consummated within one year from this approval date, the approval shall automatically terminate, unless the OCC grants an extension of the time period.

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.

Please include the OCC control number on any correspondence related to this filing. If you have any questions, contact Licensing Analyst Valarina Oliver at (312) 360-8886 or valarina.dumont@occ.treas.gov or me at (312) 360-8867 or carolina.ledesma@occ.treas.gov.

Sincerely,

/s/

Carolina M. Ledesma
Director for District Licensing

cc: Federal Reserve Bank of Kansas City