

legal and factual bases set forth in the Motion establish just cause for the relief granted herein;
and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on a final basis as set forth herein.

2. The Debtor is authorized, but not directed, to implement the KEIP, as modified, which is hereby approved pursuant to sections 503(c)(3) and 363(b) of the Bankruptcy Code.

3. Notwithstanding anything to the contrary in the Motion, the KEIP Participants will be eligible to earn the Stand-Up Award if the following seven metrics are satisfied.

Stand-Up Award Metrics	
1.	A cost-allocation methodology has been established between SVB Capital and the Debtor;
2.	The KEIP Participants have assisted in certain sublease negotiations with First Citizens;
3.	The KEIP Participants have assisted in certain subtenant transitions from First Citizens;
4.	New commercial service agreements required for SVB Capital have been scoped;
5.	Oversight and compliance tools related to the Registered Investment Advisor (“ <u>RIA</u> ”) process have been procured;
6.	SVB Capital has established a record retention policy;
7.	The KEIP Participants have audited the scope and number of data migration files from First Citizens and have confirmed their completeness,
in each case subject to the KEIP Participant’s continued employment through the payment date.	

4. Notwithstanding anything to the contrary in the Motion, if the Stand-Up Award is earned by September 30, 2023, then 50% of the Stand-Up Award will be paid within 60 days after the Stand-Up Award is earned, and 50% of the Stand-Up Award will be paid within

60 days after December 31, 2023, in each case subject to the KEIP Participant's continued employment through such dates except as provided in ¶ 20 and ¶ 21 of the Motion.³

5. Notwithstanding anything to the contrary in the Motion, the aggregate award opportunities are modified and summarized in the table below:

KEIP Payout by Performance Goal ^{(1)*}				
	<i>Stand-Up</i>	<i>Capital Call Line</i>	<i>Expense Reduction</i>	<i>Total</i>
<i>Threshold</i>	\$2,805	\$1,770	\$1,327	\$5,902
<i>Target</i>	\$2,805	\$3,739	\$2,805	\$9,349
<i>Stretch</i>	\$2,805	\$6,280	\$3,972	\$13,057
* Dollars are reflected in 000s.				
⁽¹⁾ No payouts are awarded for actual performance below threshold levels.				

6. Nothing in this Order will impair the Debtor's ability to contest the validity or amount of any KEIP Participant claim to be paid hereby.

7. The Debtor is authorized and empowered to execute and deliver such documents, and to take and perform all actions necessary to implement and effectuate the relief granted in this Order.

8. Nothing in the Motion or this Order, nor as a result of any payment made pursuant to this Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtor, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code or a waiver of the right of the Debtor or of any claims or causes of action which may exist against any creditor, or shall impair the ability of the Debtor, to contest or seek relief under any section of the Bankruptcy Code on account of the validity and amount of any payment made pursuant to this Order.

³ ¶ 20 of the Motion discusses the treatment of a KEIP Participant's Stand-Up Award upon a KEIP Participant's termination of employment. ¶ 21 of the Motion discusses the treatment of a KEIP Participant's Stand-Up Award the event of a sale of all or substantially all of the assets of the SVB Capital business (other than to the Debtor or an affiliate of the Debtor) which would result in (x) the KEIP Participant ceasing to be employed by the Debtor or an entity that is controlled by the Debtor or an affiliate or subsidiary thereof or (y) the change of the KEIP Participant's employer or a termination of the KEIP Participant's employment.

9. The requirements set forth in Bankruptcy Rule 6004(a) are satisfied.

10. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

11. This Court will retain jurisdiction with respect to any matters, claims, rights, or disputes arising from or related to the Motion or the implementation of this Order.

IT IS SO ORDERED.

Dated: August 22, 2023
New York, New York

/s/ Martin Glenn
MARTIN GLENN
Chief United States Bankruptcy Judge