

## MERGER APPLICATION CHECKLIST

### Required Resolutions

1. The merger and merger agreement must be approved by a majority of the entire board of directors of both the Applicant (resulting state bank) and the Constituent Bank or Savings Association (merging institution). Certified resolutions of the above action must be forwarded to the Commissioner.
2. The merger and merger agreement must be approved by a majority of the shareholders of both the Applicant (resulting state bank) and the Constituent Bank or Savings Association (merging institution). Certified resolutions of the above action must be forwarded to the Commissioner.

### Merger Agreement Provisions

The merger agreement must contain the following provisions as listed in Section 1102 of the Oklahoma Banking Code.

1. Name of each constituent bank or savings association and location of each office;
2. For Resulting State Bank (Applicant)
  - a. Name and location of each proposed office;
  - b. Name and residence of each director to serve until the next annual stockholders meeting;
  - c. Name and residence of each officer;
  - d. Amount of capital, number of shares and the par value of each share;
  - e. Whether preferred stock is to be issued and the amount, terms and preferences;
  - f. Amendments to the charter and bylaws;
3. Terms for exchange of shares of constituent banks or savings associations for those of Resulting State Bank;
4. Statement that merger and merger agreement are subject to approval by the board and the stockholders of each constituent bank or savings association;
5. Provisions governing the disposal of shares of the Resulting State Bank not taken by dissenting shareholders of constituent banks or savings associations; and
6. Other provisions as required by the Banking Board to enable it to discharge its duties regarding the merger.