

REORGANIZATION OR ANY SIMILAR TRANSACTION WHICH HAS THE EFFECT OF REDUCING THE NUMBER OF OUTSTANDING SHARES OF THE STOCK; AND

3. THE INTERESTED STOCKHOLDER DID NOT BECOME THE BENEFICIAL OWNER OF ANY ADDITIONAL SHARES OF STOCK OF THE CORPORATION EXCEPT AS PART OF THE TRANSACTION WHICH RESULTED IN SUCH INTERESTED STOCKHOLDER BECOMING AN INTERESTED STOCKHOLDER OR BY VIRTUE OF PROPORTIONATE STOCK SPLITS OR STOCK DIVIDENDS.

(II) THE PROVISIONS OF SUB-SUBPARAGRAPHS 1. AND 2. OF SUBPARAGRAPH (I) DO NOT APPLY IF NO INTERESTED STOCKHOLDER OR AN AFFILIATE OR ASSOCIATE OF THE INTERESTED STOCKHOLDER VOTED AS A DIRECTOR OF THE CORPORATION IN A MANNER INCONSISTENT WITH SUCH SUB-SUBPARAGRAPHS AND THE INTERESTED STOCKHOLDER, WITHIN 10 DAYS AFTER ANY ACT OR FAILURE TO ACT INCONSISTENT WITH SUCH SUB-SUBPARAGRAPHS, NOTIFIES THE BOARD OF DIRECTORS OF THE CORPORATION IN WRITING THAT THE INTERESTED STOCKHOLDER DISAPPROVES THEREOF AND REQUESTS IN GOOD FAITH THAT THE BOARD OF DIRECTORS RECTIFY SUCH ACT OR FAILURE TO ACT.

(5) AFTER THE INTERESTED STOCKHOLDER HAS BECOME AN INTERESTED STOCKHOLDER, THE INTERESTED STOCKHOLDER MAY NOT HAVE RECEIVED THE BENEFIT, DIRECTLY OR INDIRECTLY (EXCEPT PROPORTIONATELY AS A STOCKHOLDER), OF ANY LOANS, ADVANCES, GUARANTEES, PLEDGES OR OTHER FINANCIAL ASSISTANCE OR ANY TAX CREDITS OR OTHER TAX ADVANTAGES PROVIDED BY THE CORPORATION OR ANY OF ITS SUBSIDIARIES, WHETHER IN ANTICIPATION OF OR IN CONNECTION WITH SUCH BUSINESS COMBINATION OR OTHERWISE.

(C) (1) WHETHER OR NOT SUCH BUSINESS COMBINATIONS ARE AUTHORIZED OR CONSUMMATED IN WHOLE OR IN PART AFTER JULY 1, 1983 OR AFTER THE INTERESTED STOCKHOLDER BECAME AN INTERESTED STOCKHOLDER, THE REQUIREMENTS OF § 3-602 OF THIS SUBTITLE DO NOT APPLY TO BUSINESS COMBINATIONS THAT SPECIFICALLY, GENERALLY, OR GENERALLY BY TYPES, AS TO SPECIFICALLY IDENTIFIED OR UNIDENTIFIED EXISTING OR FUTURE INTERESTED STOCKHOLDERS OR THEIR AFFILIATES, HAVE BEEN APPROVED OR EXEMPTED THEREFROM BY RESOLUTION OF THE BOARD OF DIRECTORS OF THE CORPORATION:

(I) PRIOR TO SEPTEMBER 1, 1983 OR SUCH EARLIER DATE AS MAY BE IRREVOCABLY ESTABLISHED BY RESOLUTION OF THE BOARD OF DIRECTORS; OR

(II) IF INVOLVING TRANSACTIONS WITH A PARTICULAR INTERESTED STOCKHOLDER OR ITS EXISTING OR FUTURE AFFILIATES, AT ANY TIME PRIOR TO THE TIME THAT THE INTERESTED STOCKHOLDER FIRST BECAME AN INTERESTED STOCKHOLDER.

(2) UNLESS BY ITS TERMS A RESOLUTION ADOPTED UNDER THIS SUBSECTION IS MADE IRREVOCABLE, IT MAY BE ALTERED OR REPEALED BY THE BOARD OF DIRECTORS, BUT THIS SHALL NOT AFFECT ANY BUSINESS COMBINATIONS THAT HAVE BEEN CONSUMMATED, OR ARE THE SUBJECT OF AN EXISTING AGREEMENT ENTERED INTO, PRIOR TO THE ALTERATION OR REPEAL.