

SUCH SUBPARAGRAPHS AND THE INTERESTED STOCKHOLDER, WITHIN 10 DAYS AFTER ANY ACT OR FAILURE TO ACT INCONSISTENT WITH SUCH 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.

(D) WHETHER OR NOT SUCH BUSINESS COMBINATIONS ARE 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 HAVE BEEN APPROVED BY THE BOARD OF DIRECTORS OF THE CORPORATION:

(1) PRIOR TO JULY 1, 1983; OR

(2) PRIOR TO THE TIME THAT THE INTERESTED STOCKHOLDER FIRST BECAME AN INTERESTED STOCKHOLDER.

(E) (1) UNLESS THE CHARTER OF THE CORPORATION PROVIDES OTHERWISE, THE REQUIREMENTS OF § 3-602 OF THIS SUBTITLE DO NOT APPLY TO ANY BUSINESS COMBINATION OF:

(I) A CLOSE CORPORATION AS DEFINED IN § 4-101(B) OF THIS ARTICLE;

(II) A CORPORATION HAVING FEWER THAN 100 BENEFICIAL OWNERS OF ITS STOCK; OR

(III) A CORPORATION WHOSE STOCKHOLDERS ADOPT A CHARTER AMENDMENT AFTER JUNE 30, 1983 BY THE VOTE REQUIRED BY § 3-602 OF THIS SUBTITLE EXPRESSLY ELECTING NOT TO BE GOVERNED BY THIS SUBTITLE.

(2) FOR PURPOSES OF SUBPARAGRAPH (II) OF THIS SUBSECTION, ALL STOCKHOLDERS OF A CORPORATION THAT HAVE EXECUTED AN AGREEMENT TO WHICH THE CORPORATION IS AN EXECUTING PARTY GOVERNING THE PURCHASE AND SALE OF STOCK OF THE CORPORATION OR A VOTING TRUST AGREEMENT GOVERNING STOCK OF THE CORPORATION SHALL BE CONSIDERED A SINGLE BENEFICIAL OWNER OF THE STOCK COVERED BY THE AGREEMENT.

(F) A CORPORATION THAT HAS A CHARTER PROVISION PERMITTED BY § 2-104(B)(5) OF THIS ARTICLE IS SUBJECT TO THE VOTING