

(M) "VOTING STOCK" MEANS SHARES OF CAPITAL STOCK OF A CORPORATION ENTITLED TO VOTE GENERALLY IN THE ELECTION OF DIRECTORS.

3-602.

IN ADDITION TO ANY VOTE OTHERWISE REQUIRED BY LAW OR THE CHARTER OF THE CORPORATION, A BUSINESS COMBINATION SHALL BE RECOMMENDED BY THE BOARD OF DIRECTORS AND APPROVED BY THE AFFIRMATIVE VOTE OF AT LEAST:

(1) 80 PERCENT OF THE VOTES ENTITLED TO BE CAST BY OUTSTANDING SHARES OF VOTING STOCK OF THE CORPORATION, VOTING TOGETHER AS A SINGLE VOTING GROUP; AND

(2) TWO-THIRDS OF THE VOTES ENTITLED TO BE CAST BY HOLDERS OF VOTING STOCK OTHER THAN VOTING STOCK HELD BY THE INTERESTED STOCKHOLDER WHO IS (OR WHOSE AFFILIATE IS) A PARTY TO THE BUSINESS COMBINATION OR AN AFFILIATE OR ASSOCIATE OF THE INTERESTED STOCKHOLDER, VOTING TOGETHER AS A SINGLE VOTING GROUP.

3-603.

(A) FOR PURPOSES OF SUBSECTION (B) OF THIS SECTION:

(1) "ANNOUNCEMENT DATE" MEANS THE FIRST GENERAL PUBLIC ANNOUNCEMENT OF THE PROPOSAL OR INTENTION TO MAKE A PROPOSAL OF THE BUSINESS COMBINATION OR ITS FIRST COMMUNICATION GENERALLY TO STOCKHOLDERS OF THE CORPORATION, WHICHEVER IS EARLIER; AND

(2) "DETERMINATION DATE" MEANS THE DATE ON WHICH AN INTERESTED STOCKHOLDER FIRST BECAME AN INTERESTED STOCKHOLDER.

(3) "VALUATION DATE" MEANS:

(I) FOR A BUSINESS COMBINATION VOTED UPON BY STOCKHOLDERS, THE LATTER OF THE DAY PRIOR TO THE DATE OF THE STOCKHOLDERS VOTE OR THE DAY 20 DAYS PRIOR TO THE CONSUMMATION OF THE BUSINESS COMBINATION; AND

(II) FOR A BUSINESS COMBINATION NOT VOTED UPON BY STOCKHOLDERS, THE DATE OF THE CONSUMMATION OF THE BUSINESS COMBINATION.

(B) THE VOTE REQUIRED BY § 3-602 OF THIS SUBTITLE DOES NOT APPLY TO A BUSINESS COMBINATION AS DEFINED IN § 3-601(E)(1) IF EACH OF THE FOLLOWING CONDITIONS IS MET:

(1) THE AGGREGATE AMOUNT OF THE CASH AND THE MARKET VALUE AS OF THE VALUATION DATE OF CONSIDERATION OTHER THAN CASH TO BE RECEIVED PER SHARE BY HOLDERS OF COMMON STOCK IN SUCH BUSINESS COMBINATION IS AT LEAST EQUAL TO THE HIGHEST OF THE