

[Subtitle 9. Corporate Take-Over Offers]

[11-901.

(a) In this subtitle, unless the context requires otherwise, the following words have the meanings indicated.

(b) "Affiliate" of a person means any person controlling, controlled by, or under common control with that person.

(c) "Associate" of a person means any person acting jointly or in concert with that person for the purpose of acquiring, holding or disposing of, or exercising any voting rights attached to the equity securities of a target company.

(d) "Control," including the terms "controlling," "controlled by" and "under common control with," means the possession of the power to direct or cause the direction of the management and policies of a person unless the power is the result of an official position or office.

(e) "Equity security" means any:

(1) Share of stock or similar security;

(2) Security convertible into a share of stock or similar security;

(3) Security carrying any warrant or right to subscribe to or purchase any share of stock or similar security;

(4) Warrant or right to subscribe to or purchase any share of stock or similar security; or

(5) Other security which, for the protection of investors, the Commissioner by rule deems an equity security.

(f) (1) "Offeror" means a person who makes or in any way participates in making a take-over offer, and includes all affiliates and associates of that person.

(2) "Offeror" does not include any financial institution or broker-dealer lending funds to an offeror in the ordinary course of its business, or any bank, broker-dealer, attorney, accountant, newspaper or magazine of general circulation, consultant, employee, or other person furnishing information or advice to or performing administrative or ministerial duties for an offeror, and not otherwise participating in the take-over offer.

(g) "Offeree" means the beneficial owner of equity securities which an offeror acquires or offers to acquire in connection with a take-over offer.