

WITH WRITTEN NOTICE OF THE PROPOSAL NOT LESS THAN 20 DAYS BEFORE THE DATE ON WHICH NOTICE OF THE MEETING IS GIVEN.

3-705.

A CALL OF A SPECIAL MEETING OF STOCKHOLDERS OF THE CORPORATION IS NOT REQUIRED TO BE MADE UNDER § 3-704(A) OF THIS SUBTITLE UNLESS, AT THE TIME OF DELIVERY OF AN ACQUIRING PERSON STATEMENT UNDER § 3-703 OF THIS SUBTITLE, THE ACQUIRING PERSON HAS:

(1) ENTERED INTO A DEFINITIVE FINANCING AGREEMENT OR AGREEMENTS WITH ONE OR MORE RESPONSIBLE FINANCIAL INSTITUTIONS OR OTHER ENTITIES THAT HAVE THE NECESSARY FINANCIAL CAPACITY, PROVIDING FOR ANY AMOUNT OF FINANCING OF THE CONTROL SHARE ACQUISITION NOT TO BE PROVIDED BY THE ACQUIRING PERSON; AND

(2) DELIVERED A COPY OF THE AGREEMENTS TO THE CORPORATION.

3-706.

(A) IF A SPECIAL MEETING OF STOCKHOLDERS IS REQUESTED, NOTICE OF THE SPECIAL MEETING SHALL BE GIVEN AS PROMPTLY AS REASONABLY PRACTICABLE BY THE CORPORATION TO ALL STOCKHOLDERS OF RECORD AS OF THE RECORD DATE SET FOR THE MEETING, WHETHER OR NOT THE STOCKHOLDER IS ENTITLED TO VOTE AT THE MEETING.

(B) NOTICE OF THE SPECIAL OR ANNUAL MEETING OF STOCKHOLDERS AT WHICH THE VOTING RIGHTS ARE TO BE CONSIDERED SHALL INCLUDE OR BE ACCOMPANIED BY THE FOLLOWING:

(1) A COPY OF THE ACQUIRING PERSON STATEMENT DELIVERED TO THE CORPORATION UNDER § 3-703 OF THIS SUBTITLE; AND

(2) A STATEMENT BY THE BOARD OF DIRECTORS OF THE CORPORATION SETTING FORTH THE POSITION OR RECOMMENDATION OF THE BOARD, OR STATING THAT THE BOARD IS TAKING NO POSITION OR MAKING NO RECOMMENDATION, WITH RESPECT TO THE ISSUE OF VOTING RIGHTS TO BE ACCORDED THE CONTROL SHARES.

3-707.

(A) UNLESS THE CHARTER OR BYLAWS PROVIDE OTHERWISE, IF AN ACQUIRING PERSON STATEMENT HAS BEEN DELIVERED ON OR BEFORE THE 10TH DAY AFTER THE CONTROL SHARE ACQUISITION, THE CORPORATION MAY, AT ITS OPTION, REDEEM ANY OR ALL CONTROL SHARES, EXCEPT CONTROL SHARES FOR WHICH VOTING RIGHTS HAVE BEEN PREVIOUSLY APPROVED UNDER § 3-702 OF THIS SUBTITLE, AT ANY TIME DURING A 60-DAY PERIOD COMMENCING ON THE DAY OF A MEETING AT WHICH VOTING RIGHTS ARE CONSIDERED UNDER § 3-704 OF THIS SUBTITLE AND ARE NOT APPROVED.