

(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] WILL (or whose affiliate [is] WILL) BE a party to the business combination or BY 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;

(2) "Determination date" means the MOST RECENT date on which [an] THE interested stockholder [first] became an interested stockholder; and

(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] § 3-602(B) of this subtitle does not apply to a business combination as defined in § 3-601(e)(1) OF THIS SUBTITLE 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 following:

(i) The highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the interested stockholder for any shares of common stock of the same class or series acquired by it[: