

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.

3-605.

THIS SUBTITLE MAY BE CITED AS THE MARYLAND BUSINESS COMBINATION ACT.

3-701.

(d) (1) "Control shares" means shares of stock that, except for this subtitle, would, if aggregated with all other shares of stock of the corporation (including shares the acquisition of which is excluded from "control share acquisition" in subsection (e)(2) of this section) owned by a person or in respect of which that person is entitled to exercise or direct the exercise of voting power, except solely by virtue of a revocable proxy, entitle that person, directly or indirectly, to exercise or direct the exercise of the voting power of shares of stock of the corporation in the election of directors within any of the following ranges of voting power:

- (i) [One-fifth] ONE-TENTH or more, but less than one-third of all voting power;
 - (ii) One-third or more, but less than a majority of all voting power;
- or
- (iii) A majority or more of all voting power.

(2) "Control shares" includes shares of stock of a corporation only to the extent that the acquiring person, following the acquisition of the shares, is entitled, directly or indirectly, to exercise or direct the exercise of voting power within any level of voting power set forth in this section for which approval has not been obtained previously under § 3-702 of this subtitle.

(e) (2) "Control share acquisition" does not include the acquisition of shares:

- (i) Before November 4, 1988;
- (ii) Under a contract made before November 4, 1988;
- (iii) Under the laws of descent and distribution;
- (iv) Under the satisfaction of a pledge or other security interest created in good faith and not for the purpose of circumventing this subtitle; [or]
- (v) Under a merger, consolidation, or share exchange effected under Subtitle 1 of this title if the corporation is a party to the merger, consolidation, or share exchange; OR

(VI) WITHIN ONE-TENTH OR MORE BUT LESS THAN ONE-FIFTH OF ALL VOTING POWER OF OUTSTANDING SHARES OF STOCK OF THE CORPORATION BEFORE JUNE 1, 2000.