

(C) "ASSOCIATE" HAS THE MEANING STATED IN § 3-601 OF THIS TITLE.

(D) "BENEFICIAL OWNER", WHEN USED WITH RESPECT TO ANY VOTING STOCK, MEANS A PERSON THAT:

(1) INDIVIDUALLY OR WITH ANY OF ITS AFFILIATES OR ASSOCIATES, BENEFICIALLY OWNS VOTING STOCK, DIRECTLY OR INDIRECTLY;

(2) INDIVIDUALLY OR WITH ANY OF ITS AFFILIATES OR ASSOCIATES, HAS:

(I) THE RIGHT TO ACQUIRE VOTING STOCK (WHETHER THE RIGHT IS EXERCISABLE IMMEDIATELY OR WITHIN 60 DAYS AFTER THE DATE ON WHICH BENEFICIAL OWNERSHIP IS DETERMINED), IN ACCORDANCE WITH ANY AGREEMENT, ARRANGEMENT, OR UNDERSTANDING, ON THE EXERCISE OF CONVERSION RIGHTS, EXCHANGE RIGHTS, WARRANTS, OR OPTIONS, OR OTHERWISE; OR

(II) EXCEPT SOLELY BY VIRTUE OF A REVOCABLE PROXY, THE RIGHT TO VOTE VOTING STOCK IN ACCORDANCE WITH ANY AGREEMENT, ARRANGEMENT, OR UNDERSTANDING; OR

(3) EXCEPT SOLELY BY VIRTUE OF A REVOCABLE PROXY, HAS ANY AGREEMENT, ARRANGEMENT, OR UNDERSTANDING FOR THE PURPOSE OF ACQUIRING, HOLDING, VOTING, OR DISPOSING OF VOTING STOCK WITH ANY OTHER PERSON THAT BENEFICIALLY OWNS, OR THE AFFILIATES OR ASSOCIATES OF WHICH BENEFICIALLY OWN, DIRECTLY OR INDIRECTLY, THE VOTING STOCK.

(E) "EXECUTIVE OFFICER" MEANS A CORPORATION'S PRESIDENT, ANY VICE PRESIDENT IN CHARGE OF A PRINCIPAL BUSINESS UNIT, DIVISION, OR FUNCTION, SUCH AS SALES, ADMINISTRATION, OR FINANCE, ANY OTHER PERSON WHO PERFORMS A POLICY MAKING FUNCTION FOR THE CORPORATION, OR ANY EXECUTIVE OFFICER OF A SUBSIDIARY OF THE CORPORATION WHO PERFORMS A POLICY MAKING FUNCTION FOR THE CORPORATION.

[(a)] (F) (1) [In this subsection.] "SUCCESSOR", except [as provided in subsection.(b) of this section, "successor"] WHEN USED WITH RESPECT TO A SHARE EXCHANGE, includes a corporation which amends its charter in a way which alters the contract rights, as expressly set forth in the charter, of any outstanding stock, unless the right to do so is reserved by the charter of the corporation.