302A.675 TAKEOVER OFFER; FAIR PRICE.

Subdivision 1. **Fair price requirement.** An offeror may not acquire shares of a publicly held corporation within two years following the last purchase of shares pursuant to a takeover offer with respect to that class, including, but not limited to, acquisitions made by purchase, exchange, merger, consolidation, partial or complete liquidation, redemption, reverse stock split, recapitalization, reorganization, or any other similar transaction, unless the shareholder is afforded, at the time of the proposed acquisition, a reasonable opportunity to dispose of the shares to the offeror upon substantially equivalent terms as those provided in the earlier takeover offer.

Subd. 2. **Exception.** Subdivision 1 does not apply if the proposed acquisition of shares is approved, before the purchase of any shares by the offeror pursuant to the earlier takeover offer, by a committee of the board, comprised solely of directors who:

(1) neither are officers or employees of, nor were during the five years preceding the formation of the committee officers or employees of, the corporation or a related organization;

(2) are neither the offerors nor affiliates or associates of the offeror;

(3) were not nominated for election as directors by the offeror or an affiliate or associate of the offeror; and

(4) were directors at the time of the first public announcement of the takeover offer or were nominated, elected, or recommended for election as directors by a majority of the directors.

History: *1991 c 58 s 15; 1997 c 10 art 1 s 32; 1999 c 85 art 1 s 16*