

### **524.1406 Appraisal rights of shareholders.**

1. A shareholder of a state bank, which is a party to a proposed merger plan which will result in a state bank subject to [this chapter](#), who objects to the plan is entitled to appraisal rights as provided in [chapter 490, division XIII](#).

2. If a shareholder of a national bank which is a party to a proposed merger plan which will result in a state bank, or a shareholder of a state bank which is a party to a plan which will result in a national bank, objects to the plan and complies with the requirements of the applicable laws of the United States, the resulting state bank or national bank, as the case may be, is liable for the value of the shareholder's shares as determined in accordance with such laws of the United States.

3. *a.* Notwithstanding any contrary provision in [chapter 490, division XIII](#), in determining the fair value of the shareholder's shares of a bank organized under [this chapter](#) or a bank holding company as defined in [section 524.1801](#) in a transaction or event in which the shareholder is entitled to appraisal rights, due consideration shall be given to valuation factors recognized for federal tax purposes, including discounts for minority interests and discounts for lack of marketability. However, any payment made to shareholders under [section 490.1324](#) shall be in an amount not less than the stockholders' equity in the bank disclosed in its last statement of condition filed under [section 524.220](#) or the total equity capital of the bank holding company disclosed in the most recent report filed by the bank holding company with the board of governors of the federal reserve system, divided by the number of shares outstanding.

*b.* Prior to giving notice of a meeting at which a shareholder of a bank organized under [this chapter](#) or a bank holding company as defined in [section 524.1801](#) would be entitled to appraisal rights, such bank or bank holding company may seek a declaratory judgment to establish the fair value for purposes of [section 490.1301, subsection 4](#), of shares held by such shareholders. Another cause of action or a counterclaim shall not be joined with such a declaratory action. A declaratory judgment shall be filed in the county where the principal place of business of the bank or bank holding company is located. The court shall appoint an attorney to represent minority shareholders. All shareholders of the bank or bank holding company shall be served with notice of the action and be advised of the name, address, and telephone number of the attorney appointed to represent minority shareholders. The attorney appointed to represent minority shareholders shall select an appraiser to give an opinion of the fair value of such shares. The bank or bank holding company may select an appraiser to give an opinion on the fair value of the shares of the bank or bank holding company. Any shareholder may participate individually and present evidence of the fair value of such shareholder's shares. All court costs, appraiser's fees, and the fees and expenses of the attorney appointed to represent the minority shareholders shall be assessed against the bank or the bank holding company. A judgment in the action shall not determine fair value for a share to be less than the stockholders' equity in the bank disclosed in its last statement of condition filed under [section 524.220](#) or the total equity capital of the bank holding company disclosed in the most recent report filed by the bank holding company with the board of governors of the federal reserve system, divided by the number of shares outstanding. A final judgment in the action shall establish fair value for the purposes of [chapter 490, division XIII](#) and shall be disclosed to the shareholders in the notice to shareholders of the meeting to approve the transaction that gives rise to appraisal rights. If the proposed transaction is approved by the shareholders, upon consummation of the proposed transaction the fair value so established shall be paid to each shareholder entitled to payment for the shareholder's shares upon receipt of such shareholder's share certificates.

[C54, 58, 62, 66, §528B.9; C71, 73, 75, 77, 79, 81, §524.1406]

90 Acts, ch 1205, §47; 95 Acts, ch 148, §114; 99 Acts, ch 162, §1; 99 Acts, ch 208, §59; 2000 Acts, ch 1211, §3; 2002 Acts, ch 1154, §116, 125; 2008 Acts, ch 1119, §11

Referred to in [§490.1301](#), [490.1330](#), [524.1405](#)