

490.1320 Notice of appraisal rights.

1. Where any proposed corporate action specified in [section 490.1302, subsection 1](#), is to be submitted to a vote at a shareholders' meeting, the meeting notice must state that the corporation has concluded that the shareholders are, are not, or may be entitled to assert appraisal rights under [this subchapter](#). If the corporation concludes that appraisal rights are or may be available, a copy of [this subchapter](#) must accompany the meeting notice sent to those record shareholders entitled to exercise appraisal rights.

2. In a merger pursuant to [section 490.1105](#), the parent corporation must notify in writing all record shareholders of the subsidiary who are entitled to assert appraisal rights that the corporate action became effective. Such notice must be sent within ten days after the corporate action became effective and include the materials described in [section 490.1322](#).

3. Where any corporate action specified in [section 490.1302, subsection 1](#), is to be approved by written consent of the shareholders pursuant to [section 490.704](#), all of the following apply:

a. Written notice that appraisal rights are, are not, or may be available must be sent to each record shareholder from whom a consent is solicited at the time consent of such shareholder is first solicited and, if the corporation has concluded that appraisal rights are or may be available, must be accompanied by a copy of [this subchapter](#).

b. Written notice that appraisal rights are, are not, or may be available must be delivered together with the notice to nonconsenting and nonvoting shareholders required by [section 490.704, subsections 5 and 6](#), may include the materials described in [section 490.1322](#) and, if the corporation has concluded that appraisal rights are or may be available, must be accompanied by a copy of [this subchapter](#).

4. Where corporate action described in [section 490.1302, subsection 1](#), is proposed, or a merger pursuant to [section 490.1105](#) is effected, the notice referred to in [subsection 1 or 3](#), if the corporation concludes that appraisal rights are or may be available, and in [subsection 2](#) shall be accompanied by all of the following:

a. The annual financial statements specified in [section 490.1620, subsection 1](#), of the corporation that issued the shares that may be subject to appraisal, which shall be as of a date ending not more than sixteen months before the date of the notice and shall comply with [section 490.1620, subsection 2](#); provided that, if such annual financial statements are not reasonably available, the corporation shall provide reasonably equivalent financial information.

b. The latest available quarterly financial statements of such corporation, if any.

5. The right to receive the information described in [subsection 4](#) may be waived in writing by a shareholder before or after the corporate action.

[89 Acts, ch 288, §134; 2002 Acts, ch 1154, §81, 125; 2013 Acts, ch 31, §56, 82; 2016 Acts, ch 1073, §139; 2019 Acts, ch 24, §104](#)

Referred to in §490.1331

Code editor directive applied