§ 55-1-64. Notice requirements.

(a) Unless shareholder approval is required under G.S. 55-1-62(c), prompt notice of an action taken under G.S. 55-1-62 shall be given to each holder of valid and putative shares, whether or not entitled to vote, as of (i) the date of the action by the board of directors and (ii) the date of the defective corporate action ratified, provided that notice shall not be required to be given to holders of valid and putative shares whose identities or addresses for notice cannot be determined from the records of the corporation.

(b) The notice required under subsection (a) of this section shall contain (i) a copy of the action taken by the board of directors in accordance with subsection (a) or (b) of G.S. 55-1-62 or (ii) the information required by subdivisions (1) through (4) of subsection (a) of G.S. 55-1-62 or subdivisions (1) through (3) of subsection (b) of G.S. 55-1-62, as applicable. The notice shall also include a statement that any claim that the ratification of the defective corporate action and any putative shares issued as a result of the defective corporate action should not be effective, or should be effective only on certain conditions, shall be brought within 120 days from the applicable validation effective time.

(c) No notice under this section is required with respect to any action required to be submitted to shareholders for approval under G.S. 55-1-62(c) if notice is given in accordance with G.S. 55-1-63(b).

(d) A notice required by this section may be given in any manner permitted by G.S. 55-1-41 and, for any public corporation, may be given by means of a filing or furnishing of the notice with the Securities and Exchange Commission which becomes publicly accessible on the website of the Securities and Exchange Commission approximately contemporaneously with the filing or furnishing. (2018-45, s. 3; 2025-25, s. 29(5).)