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Article 21

(1) A late acceptance is nevertheless effective as an acceptance if without delay the offeror orally so informs the offeree or dispatches a notice to that effect.

(2) If a letter or other writing containing a late acceptance shows that it has been sent in such circumstances that if its transmission had been normal it would have reached the offeror in due time, the late acceptance is effective as an acceptance unless, without delay, the offeror orally informs the offeree that he considers his offer as having lapsed or dispatches a notice to that effect.

* The present digest was prepared using the full text of the decisions cited in the Case Law on UNCITRAL Texts (CLOUT) abstracts and other citations listed in the footnotes. The abstracts are intended to serve only as summaries of the underlying decisions and may not reflect all the points made in the digest. Readers are advised to consult the full texts of the listed court and arbitral decisions rather than relying solely on the CLOUT abstracts.

1. Article 21 provides that a late acceptance is nevertheless effective if the conditions set out in paragraphs (1) or (2) are satisfied. Article 18 (2) requires that an acceptance reach the offeror within the time period calculated as provided by that paragraph and article 20. Article 24 defines when a revocation “reaches” the offeree.
2. Paragraph (1) provides that a late acceptance is effective if an offeror notifies the offeree without delay that the acceptance is effective.¹
3. Paragraph (2) provides that a communication that would normally have reached the offeror within the time period fixed for acceptance is effective notwithstanding that it reaches the offeror after that period expires unless the offeror notifies the offeree without delay that he considers the offer to have lapsed. There are no reported cases applying paragraph (2).

¹ ICC Court of Arbitration award No. 7844, 1994, *The ICC International Court of Arbitration Bulletin* (Nov. 1995) 72–73 (reference to Austrian law and Convention for proposition that a late acceptance would not be effective unless the offeror notified offeree without delay that the acceptance is effective).