



Ohio Administrative Code

Rule 3901-2-08 Mailing communications for security holders.

Effective: November 14, 2024

If the management of the issuer has made or intendsto make any solicitation subject to this chapter, the issuer shall perform suchof the following acts as may be duly requested in writing with respect to thesame subject matter or meeting by any security holder who is, or securityholders who are, entitled to vote at least one per cent of the votes entitledto be voted on such matter and who shall defray the reasonable expenses to beincurred by the issuer in the performance of the act or acts requested.

(A) Purpose

The purpose of this rule is to set forth mailing communications requirements for security holders.

(B) Authority

This rule is promulgated pursuant to the authority vested in the superintendent under sections 3901.041 and 3901.31 of the Revised Code.

(C) The issuer shall mail or otherwise furnish to such security holder, as promptly as practicable after the receipt of such request:

(1) A statement of the approximate number of record owners and, to the extent known to the issuer, the approximate number of beneficial owners of any class of securities, any of whom have been or are to be solicited on behalf of the management, or any group of whom the security holder shall designate.

(2) An estimate of the cost of mailing a specified proxy statement, form of proxy, or other communication to such owners.

(D)



(1) Copies of any proxy statement, form of proxy, or other communication furnished by the security holder shall be mailed by the issuer to such of the security owners specified in paragraph (C)(1) of this rule as the security holder designates.

(2) Such material furnished by the security holder shall be mailed with reasonable promptness after receipt of the material to be mailed, envelopes or other containers therefor, and postage or payment for postage. The issuer need not mail any such material prior to the first day on which solicitation is made on behalf of the issuer.

(3) The issuer shall not be responsible for such proxy statement, form of proxy, or other communication.

(E) In lieu of performing the acts specified in this rule, the issuer may, at its option, furnish promptly to such security holder a reasonably current list of the names and addresses of such of the record owners and, to the extent known to the issuer, the beneficial owners as the security holder designates, and a schedule of the handling and mailing costs if such schedule has been supplied to the issuer.

(F) Severability

If any portion of this rule or the application thereof to any person or circumstance is held invalid, the invalidity does not affect other provisions or applications of the rule or related rules which can be given effect without the invalid portion or application, and to this end the provisions of this rule are severable.