



Ohio Administrative Code Rule 3901-2-09 Proposals of security holders.

Effective: November 14, 2024

(A) Purpose

The purpose of this rule is to identify the manner in which a proponent may present to security holders a proposal in a form of proxy or proxy statement that is subject to Chapter 3901-2 of the Administrative Code.

(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) If any holder or holders of the securities of an issuer (hereafter referred to as the "proponent") notifies the issuer in writing not less than ninety days before the issuer's annual meeting of the proponent's intention to present a lawful proposal for action at a forthcoming meeting of the issuer's security holders and at the time of such notice the proponent is entitled to vote on such proposal, the issuer shall set forth the proposal in its proxy statement, identify it in its form of proxy and provide for the specification of approval or disapproval, and include the name and address of the proponent.

(D) If the issuer opposes any proposal received from a proponent, at the request of the proponent, the issuer shall include in its proxy statement a statement of the proponent of not more than two hundred words in support of the proposal.

(E) The issuer may omit a proposal and any statement in support thereof from its proxy statement and form of proxy under any of the following circumstances:

- (1) The proponent has submitted more than one proposal in connection with a particular meeting.
- (2) The proposal is more than three hundred words in length.



- (3) The proposal or the supporting statement is contrary to any rule contained in this chapter, including rule 3901-2-10 of the Administrative Code, which prohibits false or misleading statements in proxy soliciting materials.
- (4) The proposal relates to the enforcement of a personal claim or the redress of a personal grievance against the issuer, its management, or any other person.
- (5) The proposal deals with a matter not significantly related to the issuer's business, a matter beyond the issuer's power to effectuate, a matter relating to the conduct of the ordinary business operations of the issuer, or an election to office.
- (6) The proposal is counter to a proposal to be submitted by the issuer at the meeting, the proposal has been rendered moot, or the proposal relates to specific amounts of cash or stock dividends.
- (7) The proposal is substantially duplicative of a proposal previously submitted to the issuer by another proponent, which proposal will be included in the management's proxy material for the meeting.
- (8) Substantially the same proposal has previously been submitted to security holders in the issuer's proxy statement and form of proxy relating to any annual or special meeting of security holders held within the preceding five calendar years and received less than five per cent of the total number of votes cast in respect thereof at the time of its most recent submission.
- (F) If the issuer intends to omit any proposal from its proxy statement and/or forms of proxy, it shall notify the proponent in writing of its intention at least ten days before the issuer's preliminary proxy material is filed pursuant to paragraph (C) of rule 3901-2-07 of the Administrative Code.

(G) 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



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severable.