



Ohio Administrative Code

Rule 3901-2-14 Information to be included in statements filed by or on behalf of a participant (other than the issuer) in a proxy solicitation in an election contest.

Effective: November 14, 2024

(A) Purpose

The purpose of this rule is to set forth information that should be included in a proxy solicitation subject to Chapter 3901-2 of the Administrative Code filed by or on behalf of a participant in an election contest.

(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) Issuer

State the name and address of the issuer.

(D) Identity and background

(1) State the following:

(a) Your name and business address.

(b) Your present principal occupation or employment and the name, principal business, and address of any corporation or other organization in which such employment is carried on.

(c) Your residential address.

(d) Information as to all material occupations, positions, offices, or employment during the last ten years, giving starting and ending dates of each and the name, principal business, and address of any



business corporation or other business organization in which each such occupation, position, office, or employment was carried on.

(2) State whether you are or have been a participant in any other proxy contest involving this company or other companies within the past ten years. If so, identify the principals, the subject matter, and your relationship to the parties and the outcome.

(3) State whether, during the past ten years, you have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give dates, nature of conviction, name and location of court, and penalty imposed or other disposition of the case. A negative answer to this paragraph need not be included in the proxy statement or other proxy soliciting material.

(E) Interest in securities of the issuer

(1) State the amount of each class of securities of the issuer which you own beneficially, directly or indirectly.

(2) State the amount of each class of securities of the issuer which you own of record but not beneficially.

(3) State, with respect to all securities of the issuer purchased or sold within the past two years, the dates on which they were purchased or sold and the amount purchased or sold on each such date.

(4) If any part of the purchase price or market value of any of the securities specified in paragraph (E) of this rule is represented by funds borrowed or otherwise obtained for the purpose of acquiring or holding such securities, so state and indicate the amount of the indebtedness as of the latest practicable date. If such funds were borrowed or obtained otherwise than pursuant to a margin account or bank loan in the regular course of business of a bank, broker or dealer, briefly describe the transaction, and state the names of the parties.

(5) State whether you are a party to any contracts, arrangements, or understandings with any person with respect to any securities of the issuer including but not limited to joint ventures, loan or option arrangements, puts or calls, guarantees against losses or guarantees of profits, divisions of losses or



profits, or the giving or withholding of proxies. If so, name the persons with whom such contracts, arrangements, or understandings exist and give the details thereof.

(6) State the amount of securities of the issuer owned beneficially, directly or indirectly, by each of your associates and the name and address of each such associate.

(7) State the amount of each class of securities of any parent, subsidiary, or affiliate of the issuer which you own beneficially, directly or indirectly.

(F) Further matters

(1) Describe the time and circumstances under which you became a participant in the solicitation and state the nature and extent of your activities or proposed activities as a participant.

(2) Describe briefly, and where practicable state the approximate amount of, any material interest, direct or indirect, of yourself and each of your associates in any material transactions since the beginning of the company's last fiscal year or in any material proposed transactions, to which the company or any of its subsidiaries or affiliates was or is to be a party.

(3) State whether you or any of your associates have any arrangement or understanding with any person:

(a) With respect to any future employment by the issuer or its subsidiaries or affiliates; or

(b) With respect to any future transactions to which the issuer or any of its subsidiaries or affiliates will or may be a party; and

(c) If so, describe such arrangement or understanding and state the names of the parties thereto.

(G) Signature

The statement shall be dated and signed in the following manner:



"I certify that the statements made in this statement are true, complete, and correct, to the best of my knowledge and belief.

(Date)

(Signature of participant or authorized representative)"

(H) 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.