



Ohio Administrative Code

Rule 3901-2-15 Information required in information statement.

Effective: November 14, 2024

(A) Purpose

The purpose of this rule is to describe the information that must be included in an information statement when there is no proxy sought.

(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) Where any paragraph other than paragraph (H) of this rule calls for information with respect to any matter to be acted upon at the meeting, such paragraph should be answered only with respect to proposals to be made by the issuer.

(D) Information required by rule 3901-2-13 of the Administrative Code.

Furnish the information called for by rule 3901-2-13 of the Administrative Code regarding proxies, consents, and authorizations (other than paragraphs (C), (E), and (F) of this rule), which would be applicable to any matter to be acted upon at the meeting if proxies were to be solicited in connection with the meeting.

(E) Statement that proxies are not solicited

Include the following statement on the first page of the information statement in bold face type:

"WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY."



(F) Date, time, and place of meeting

State the date, time, and place of the meeting of security holders, unless such information is otherwise disclosed in material furnished to security holders with the information statement.

(G) Interest of certain persons in matters to be acted upon

Describe briefly any substantial interest, direct or indirect, by security holdings or otherwise, by each of the following persons in any matter to be acted upon, other than elections to office:

(1) Each person who has been a director or officer of the issuer at any time since the beginning of the last fiscal year.

(2) Each nominee for election as a director of the issuer.

(3) Each associate of the foregoing persons.

(4) Give the name of any director of the issuer who has informed the management in writing that the director intends to oppose any action to be taken by the management at the meeting and indicate the action which the director intends to oppose.

(H) If any security holder entitled to vote at the meeting has, not less than ninety days before the issuer's annual meeting, submitted to the issuer a proposal which is accompanied by notice of the security holder's intention to present the proposal for action at the meeting, make a statement to that effect, identify the proposal, and indicate the disposition proposed to be made of the proposal by the management at the meeting.

(I) 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.