



Ohio Administrative Code

Rule 3901-2-04 Information to be furnished security holders.

Effective: June 12, 1987

(A) No solicitation subject to this chapter shall be made unless each person solicited is concurrently furnished or has previously been furnished with a written proxy statement containing the information specified in rule 3901-2-13 of the Administrative Code.

(B) If the solicitation is made on behalf of the issuer and relates to an annual meeting of security holders at which directors are to be elected, each proxy statement shall be accompanied by an annual report to security holders as follows:

(1) The report shall contain, in comparative columnar form, such financial statements for the last two fiscal years, prepared on a consistent basis, as will in the opinion of the management adequately reflect the financial position of the issuer at the end of each such year and the results of its operations for each such year. Consolidated financial statements of the issuer and its subsidiaries shall be included in the report if they are necessary to reflect the financial position and results of operations of the issuer and its subsidiaries, but in such case the individual statements of the issuer may be omitted. The superintendent of insurance may, upon the request of the issuer, permit the omission of financial statements for the earlier of such two fiscal years upon a showing of good cause therefor.

(2) The financial statements for the last two fiscal years required by paragraph (B)(1) of this rule shall be prepared in a manner acceptable to the superintendent of insurance.

(3) The report shall include, in comparative columnar form, a summary of issuer's operations, or the operations of the issuer and its subsidiaries consolidated, or both as appropriate, for each of the last five fiscal years of the issuer (or the life of the issuer and its predecessors, if less).

(4) The report shall contain a brief description of the business or businesses done by the issuer and its subsidiaries during the most recent fiscal year which will, in the opinion of management, indicate the general nature and scope of the business of the issuer and its subsidiaries.



(5) The report shall identify each of the issuer's directors and officers and shall indicate the principal occupation or employment of each such person and the name and principal business of any organization by which such person is so employed.

(6) The report shall identify the principal market in which securities of any class entitled to vote at the meeting are traded, stating the range of bid and asked quotations for each quarterly period during the issuer's two most recent fiscal years, and shall set forth each dividend paid during such two-year period.

(7) Subject to the foregoing requirements, the report may be in any form deemed suitable by management and the information required by paragraphs (B)(3) to (B)(6) of this rule may be presented in an appendix or other separate section of the report, provided that the attention of security holders is called to such presentation.

(8) Paragraph (B) of this rule shall not apply, however, to solicitations made on behalf of the management before the financial statements are available if a solicitation is being made at the time in opposition to the management and if the management's proxy statement includes an undertaking in bold face type to furnish such annual report to all persons being solicited, at least twenty days before the date of the meeting.

(C) Two copies of the report sent to security holders pursuant to this rule shall be mailed to the superintendent of insurance, solely for his information, not later than the date on which such report was first sent or given to security holders or the date on which preliminary copies of solicitation material are filed, pursuant to rule 3901-2-07 of the Administrative Code, whichever date is later.

(D) If the issuer knows that securities of any class entitled to vote at a meeting with respect to which the issuer intends to solicit proxies, consents or authorizations are held of record by a broker, dealer, bank or voting trustee, or their nominees, the issuer shall inquire of such record holder at least ten days prior to the record date for the meeting of security holders whether other persons are the beneficial owners of such securities and, if so, the number of copies of the proxy and other soliciting material and, in the case of an annual meeting at which directors are to be elected, the number of copies of the annual report to security holders, necessary to supply such material to beneficial owners. The issuer shall supply such record holder in a timely manner with additional copies in such



AUTHENTICATED,
OHIO LEGISLATIVE SERVICE
COMMISSION
DOCUMENT #256376

quantities, assembled in such form and at such a place, as the record holder may reasonably request in order to address and send one copy of each to each beneficial owner of securities so held and shall, upon the request of such record holder, pay its reasonable expenses for mailing such material to security holders to whom the material is sent.