



Ohio Administrative Code Rule 3901-2-07 Material required to be filed.

Effective: November 14, 2024

(A) Purpose

The purpose of this rule is to identify the form of proxy, proxy statement, or solicitation material that should be filed with the superintendent of insurance when such form of proxy, proxy statement, or solicitation material 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) A preliminary copy of the proxy statement and any other soliciting material to be furnished to security holders concurrently therewith (or the information statement pursuant to rule 3901-2-15 of the Administrative Code) shall be filed with the superintendent of insurance at least ten days prior to the date definitive copies of such material are first sent or given to security holders, or such shorter period prior to that date as the superintendent of insurance may authorize upon a showing of good cause therefor.

(D) A preliminary copy of any additional soliciting material relating to the same meeting or subject matter to be furnished to security holders subsequent to the proxy statement shall be filed with the superintendent of insurance at least two days (exclusive of Saturdays, Sundays and holidays) prior to the date copies of such material are first sent or given to security holders, or such shorter period prior to such date as the superintendent of insurance may authorize upon a showing of good cause therefor.

(E) A definitive copy of the proxy statement, form of proxy and all other soliciting material (or the information statement) in the form in which such material is furnished to security holders, shall be filed with, or mailed for filing to, the superintendent of insurance no later than the date such material



is first sent or given to any security holder.

(F) Copies of replies to inquiries from security holders requesting further information and copies of communications that do no more than request that forms of proxy theretofore solicited be signed and returned need not be filed.

(G) Notwithstanding the provisions of paragraphs (C) and (D) of this rule and of paragraph (G) of rule 3901-2-12 of the Administrative Code, copies of soliciting material in the form of speeches, press releases and radio or television scripts may, but need not, be filed with the superintendent of insurance prior to use or publication. Definitive copies, however, shall be filed with or mailed for filing to the superintendent of insurance as required by paragraph (E) of this rule not later than the date such material is used or published. The provisions of paragraphs (C) and (D) of this rule and of paragraph (G) of rule 3901-2-12 of the Administrative Code shall apply, however, to any reprints or reproductions of all or any part of such material.

(H) Where any proxy statement, form of proxy or other material filed pursuant to this rule is amended or revised, one of the copies of such amended or revised material filed pursuant to this rule shall be marked to indicate clearly and precisely the changes effected therein.

(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.