

3901-2-01

**Application of Chapter 3901-2 of the Administrative Code.****(A) Purpose**

The purpose of this rule is to set forth the application of 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.

~~(A)~~(C) No domestic stock insurance company subject to division (D) of section 3901.31 of the Revised Code, or any director, officer, or employee of such insurer, or any other person, shall solicit, or permit the use of his name to solicit, by mail or otherwise, any proxy, consent, or authorization with respect to any such class of equity securities in contravention of Chapter 3901-2 of the Administrative Code. A domestic stock insurer which files with the securities and exchange commission with respect to any class of securities forms of proxies, consents, and authorizations complying with the requirements of the Securities Exchange Act of 1934, as amended, and regulation ~~14~~ 14A promulgated thereunder, shall be exempt from the provisions of Chapter 3901-2 of the Administrative Code with respect to such class of securities.

~~(B)~~(D) Unless proxies, consents or authorizations in respect of any class of equity securities of a domestic insurer subject to Chapter 3901-2 of the Administrative Code are solicited by or on behalf of the management of such insurer from the holders of record of such securities in accordance with this chapter prior to any annual or other meeting of such security holders, such insurer shall file with the superintendent of insurance and transmit to every security holder who is entitled to vote in regard to any matter to be acted upon at the meeting and from whom a proxy is not solicited a written information statement containing the information specified in rule 3901-2-15 of the Administrative Code.

**(E) Severability**

If any paragraph, term or provision of this rule is adjudged invalid for any reason, the judgment shall not affect, impair or invalidate any other paragraph, term or provision of this rule, but the remaining paragraphs, terms and provisions shall be and continue in full force and effect.

Effective: 11/14/2019

Five Year Review (FYR) Dates: 8/29/2019 and 08/29/2024

CERTIFIED ELECTRONICALLY

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Certification

11/04/2019

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Date

Promulgated Under: 119.03  
Statutory Authority: 3901.041  
Rule Amplifies: 3901.31  
Prior Effective Dates: 01/01/1966, 06/12/1987