

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.

(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~~ may solicit, or permit the use of ~~his~~ the person's 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~~ that 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 14A promulgated thereunder, ~~shall be~~ is exempt from the provisions of Chapter 3901-2 of the Administrative Code with respect to such class of securities.

(D) Unless proxies, consents or authorizations ~~in respect of~~ respecting 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~~ regarding 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. 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.~~

Effective:

Five Year Review (FYR) Dates: 8/30/2024

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Certification

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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, 11/14/2019