

3901-2-02

Definitions.

~~The following definitions apply unless the context otherwise requires:~~

~~(A) "Affiliate" means, or a "person affiliated with a specified person" means, a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.~~

~~(B) "Associate" means:~~

~~(1) Any corporation or organization (other than the issuer or a majority owned subsidiary of the issuer) of which any person is an officer or partner or is, directly or indirectly, the beneficial owner of ten per cent or more of any class of equity securities;~~

~~(2) Any trust or other estate in which any person has a substantial beneficial interest or as to which any person serves as trustee or in a similar fiduciary capacity; or~~

~~(3) Any relative or spouse of any person, or any relative of such spouse, who has the same home as any person or who is a director or officer of the issuer or any of its parents or subsidiaries.~~

~~(C) "Beneficial owner" means any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares:~~

~~(1) Voting power including the power to vote, or the power to direct voting of, a security; or~~

~~(2) Investment power including the power to dispose of, or the power to direct the disposition of, such security.~~

~~(D) "Control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise.~~

~~(E) "Issuer" means the issuer of the securities in respect of which a proxy is solicited.~~

~~(F) "Last fiscal year" of the issuer means the most recent fiscal year of the issuer ending prior to the date of the meeting for which proxies are to be solicited.~~

~~(G) "Officer" means the president, secretary, treasurer, any vice president in charge of a principal business function (such as sales, administration or finance) and any other person who performs similar policy making functions for the issuer.~~

~~(H) "Parent of a specified person" means an affiliate controlling such person directly, or indirectly, through one or more intermediaries.~~

~~(I) "Person" means an individual, a corporation, a partnership, an association, a joint stock company, a trust, any unincorporated organization, or a government or political subdivision thereof. As used in this paragraph, the term "trust" shall include only a trust where the interest or interests of the beneficiary or beneficiaries are evidenced by a security.~~

~~(J) "Proxy statement" means the statement required by rule 3901-2-04 of the Administrative Code, whether or not contained in a single document.~~

~~(K) The terms "solicit" and "solicitation" mean:~~

~~(1) Any request for a proxy whether or not accompanied by or included in a form of proxy;~~

~~(2) Any request to execute or not to execute, or to revoke, a proxy; or~~

~~(3) The furnishing of a form of proxy or other communication to security holders under circumstances reasonably calculated to result in the procurement, withholding or revocation of a proxy.~~

~~The terms do not apply, however, to the furnishing of a form of proxy to a security holder upon the unsolicited request of such security holder, the performance by the issuer of acts required by rule 3901-2-08 of the Administrative Code, or the performance by any person of ministerial acts on behalf of a person soliciting a proxy.~~

(A) Purpose

The purpose of this rule is to define certain terms as used in 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) Definitions

The following definitions apply unless the context otherwise requires:

(1) "Affiliate", or a "person affiliated with a specified person" means, a person who directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

(2) "Associate" means:

- (a) Any corporation or organization (other than the issuer or a majority-owned subsidiary of the issuer) of which any person is an officer or partner or is, directly or indirectly, the beneficial owner of ten per cent or more of any class of equity securities;
- (b) Any trust or other estate in which any person has a substantial beneficial interest or as to which any person serves as trustee or in a similar fiduciary capacity; or
- (c) Any relative or spouse of any person, or any relative of such spouse, who has the same home as any person or who is a director or officer of the issuer or any of its parents or subsidiaries.
- (3) "Beneficial owner" means any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares:
- (a) Voting power including the power to vote, or the power to direct voting of, a security; or
- (b) Investment power including the power to dispose of, or the power to direct the disposition of, such security.
- (4) "Control" (including the terms "controlling," "controlled by," and "under common control with") means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise.
- (5) "Issuer" means the issuer of the securities for which a proxy is solicited.
- (6) "Last fiscal year" of the issuer means the most recent fiscal year of the issuer ending prior to the date of the meeting for which proxies are to be solicited.
- (7) "Officer" means the president, secretary, treasurer, any vice president in charge of a principal business function (such as sales, administration or finance), and any other person who performs similar policy-making functions for the issuer.
- (8) "Parent of a specified person" means an affiliate controlling such person, directly or indirectly, through one or more intermediaries.
- (9) "Person" means an individual, a corporation, a partnership, an association, a joint stock company, a trust, any unincorporated organization, or a government or political subdivision thereof. As used in this paragraph, the term "trust" shall include only a trust where the interest or interests of the beneficiary or beneficiaries are evidenced by a security.

(10) "Proxy statement" means the statement required by rule 3901-2-04 of the Administrative Code, whether or not contained in a single document.

(11) "Solicit" and "solicitation" mean:

(a) Any request for a proxy whether or not accompanied by or included in a form of proxy;

(b) Any request to execute or not to execute, or to revoke, a proxy; or

(c) The furnishing of a form of proxy or other communication to security holders under circumstances reasonably calculated to result in the procurement, withholding, or revocation of a proxy.

The terms do not apply to the furnishing of a form of proxy to a security holder upon the unsolicited request of such security holder, the performance by the issuer of acts required by rule 3901-2-08 of the Administrative Code, or the performance by any person of ministerial acts on behalf of a person soliciting a proxy.

(D) 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.