Dear Shareholder:

You are cordially invited to attend the annual meeting of shareholders of Heartland BancCorp. The annual meeting will be held on Tuesday, May 19, 2020 at 6:00 p.m., Eastern Time, at the Heartland Bank Corporate Center, 430 North Hamilton Road, Whitehall, Ohio 43213. The accompanying notice of annual meeting of shareholders and proxy statement describe the business that will be acted upon at the annual meeting.

Your vote is very important, regardless of the number of shares of common stock that you own. To vote your shares of common stock, you may use the proxy card that was mailed to you (either by manually completing and mailing the proxy card or by voting electronically or telephonically in accordance with the instructions included on the proxy card) or attend the annual meeting and vote in person. On behalf of the board of directors, I urge you to submit your vote as soon as possible, even if you currently plan to attend the annual meeting.

We intend to hold our Annual Meeting in person. However, we are actively monitoring the coronavirus (COVID-19) situation and are sensitive to the public health and travel concerns our shareholders may have and the protocols that federal, state and local governments have imposed and may continue to impose. As a precaution, we are evaluating the possibility of offering shareholders the option to participate in the Annual Meeting by means of remote communication. If we decide to take this step, we will announce it in advance of the Annual Meeting together with details about how shareholders may choose to participate by means of remote communication. Any announcements will be made in a press release, posted on our website at www.heartland.bank, and filed with the OTCQX.

Thank you for your support of Heartland BancCorp. I look forward to seeing you at the annual meeting.

Sincerely,

[Signature]

G. Scott McComb
Chairman and CEO
NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD TUESDAY, MAY 19, 2020 AT 6:00 P.M., EASTERN TIME

You are invited to attend the annual meeting of shareholders (the “Annual Meeting”) of Heartland BancCorp (“Heartland,” the “Company,” “we,” “our” or “us”), to be held on Tuesday, May 19, 2020 at 6:00 p.m., Eastern Time, at the Heartland Bank Corporate Center, 430 North Hamilton Road, Whitehall, Ohio 43213. The purpose of this meeting is to consider and vote upon the following proposals:

(1) to elect the 13 nominees named in the accompanying proxy statement to serve on the Board of Directors of the Company;

(2) to ratify the selection of BKD, LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2020;

(3) to amend Article Fourth of our Articles of Incorporation (the “Current Articles”) to increase the number of authorized shares of common stock;

(4) to amend Article Fourth of the Current Articles to authorize preferred stock;

(5) to amend Article Eighth of the Current Articles to provide for permissive indemnification instead of mandatory indemnification;

(6) to amend the Current Articles to add Article Ninth to eliminate cumulative voting and to replace plurality voting of directors with majority voting (together with Proposal Nos. 3, 4 and 5, the “Amendments”);

(7) to amend and restate the Current Articles to provide for, in addition to the Amendments, non-substantive revisions consistent with current corporate laws;

(8) to adjourn or postpone the Annual Meeting to a later date or time, if necessary or appropriate, to solicit additional proxies in the event there are insufficient votes at the time of such adjournment or postponement to adopt any or all of the proposals; and

(9) to transact such other business as may properly come before the Annual Meeting or at any adjournment or postponement thereof. Except with respect to the procedural matters incidental to the conduct of the Annual Meeting, we are not aware of any other business to be brought before the Annual Meeting.

Each of the proposals is described in more detail in the accompanying proxy statement, which you are urged to read carefully and in its entirety. The Company is not aware of any other items of business to be brought before the Annual Meeting. For the reasons set forth in the proxy statement, the Board of Directors unanimously recommends that you vote “FOR” the proposals and the nominees to serve on the Board of Directors of the Company.

The Board of Directors of the Company has fixed Wednesday, March 25, 2020 as the record date for the Annual Meeting. Holders of shares of common stock of record at the close of business on Wednesday, March 25, 2020 are entitled to receive notice of the Annual Meeting and to vote at the Annual Meeting or at any postponement or adjournment of the Annual Meeting.

Nominees for director are elected by a plurality of the vote, meaning that the 13 nominees named in Proposal 1 who receive the largest number of votes cast “FOR” will be elected as directors. Each of Proposals 2 and 8 must be approved by a majority of shares of common stock represented in person or by
proxy at the Annual Meeting and entitled to vote on the proposal. Each of Proposals 3 through 7 must be approved by the affirmative vote of the holders of at least two-thirds of our outstanding shares of common stock entitled to vote.

You are cordially invited to attend the Annual Meeting in person. However, whether or not you expect to attend the Annual Meeting in person, we urge you to submit your vote, using the instructions provided on the proxy card, at your earliest convenience. This will ensure the presence of a quorum at the Annual Meeting and that your shares are voted in accordance with your directions. Your prompt response will help reduce proxy solicitation costs, which are paid for by us. Submitting your vote before the Annual Meeting will not prevent you from voting your shares at the Annual Meeting if you desire to do so, as your proxy is revocable at your option at any time prior to the Annual Meeting in the manner described in the accompanying proxy statement.

We intend to hold our Annual Meeting in person. However, we are actively monitoring the coronavirus (COVID-19) situation and are sensitive to the public health and travel concerns our shareholders may have and the protocols that federal, state and local governments have imposed and may continue to impose. As a precaution, we are evaluating the possibility of offering shareholders the option to participate in the Annual Meeting by means of remote communication. If we decide to take this step, we will announce it in advance of the Annual Meeting together with details about how shareholders may choose to participate by means of remote communication. Any announcements will be made in a press release, posted on our website at www.heartland.bank, and filed with the OTCQX.

YOUR VOTE AT THE ANNUAL MEETING IS EXTREMELY IMPORTANT. THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” EACH OF THE PROPOSALS, INCLUDING TO ELECT THE 13 NOMINEES TO SERVE ON THE BOARD OF DIRECTORS OF THE COMPANY.

By Order of the Board of Directors

April 9, 2020
Whitehall, Ohio

G. Scott McComb
Chairman and CEO
Unless the context otherwise requires, references in this proxy statement to “we,” “us,” “our” and the “Company” are to Heartland BancCorp and its consolidated subsidiaries. Unless the context otherwise requires, references to the “shareholders” are to the holders of our voting securities, which consist of our common stock, no par value. Unless the context otherwise requires, references to our “common stock” are to our sole existing class of common stock.

The Board of Directors of Heartland BancCorp provides this proxy statement in conjunction with the solicitation of proxies for the annual meeting of shareholders (the “Annual Meeting”) to be held on Tuesday, May 19, 2020 at 6:00 p.m., Eastern Time, at the Heartland Bank Corporate Center, 430 North Hamilton Road, Whitehall, Ohio 43213, and any adjournments or postponements thereof.

OFFICERS:

The officers of Heartland BancCorp are:

Chairman and Chief Executive Officer: G. Scott McComb
Vice Chairman: Jay B. Eggspuehler
Secretary: Jodi L. Garrison
Executive Vice President and Chief Financial Officer: Carrie L. Almendinger

CURRENT DIRECTORS:

Beverly J. Donaldson
Jay B. Eggspuehler
Jodi L. Garrison
John G. Kenkel, Jr.
Cheryl L. Krueger
G. Scott McComb
Robert C. Overs
Gary D. Paine
William J. Schottenstein
George R. Smith
Gregory M. Ubert
Richard A. Vincent

All of the directors serve a one-year term, which expires with the election of their successors at the Annual Meeting set for May 19, 2020.

PROXY COMMITTEE:

The Board of Directors has appointed G. Scott McComb, Jay B. Eggspuehler and Jennifer L. Eckert to serve as its Proxy Committee for the Annual Meeting and any adjournments or postponements thereof.
BACKGROUND AND REASONS FOR THE COMPANY’S SOLICITATION

The Company is soliciting your vote in the election of nominees to our Board of Directors, in the ratification of the selection of BKD, LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2020, and in the approval of several amendments to our current Articles of Incorporation (the “Current Articles”). The amendments are described in greater detail in Proposals 3 through 7. In the ordinary course of business, the Board of Directors considers the structure of the Company’s corporate governance, along with changes to relevant law and best practices. We believe that the proposed amendments are consistent with provisions that govern many of the Company’s peers and may help the Company take advantage of certain strategic opportunities if they arise and provide the Company with greater flexibility to enhance shareholder value in the future. The Board of Directors believes the proposed amendments are in the best interests of the Company and its shareholders. The proposed Amended and Restated Articles of Incorporation, attached as Appendix A (the “Amended Articles”), include all of the proposed amendments to the Current Articles described in this proxy statement and included in Proposals 3 through 7, as well as certain immaterial technical and formatting changes. The amendments proposed will modernize the Current Articles, conform them to reflect the provisions of the Ohio General Corporation Law and delete and update provisions that the Company believes are unnecessary, ineffective, confusing or otherwise inappropriate.

You are urged to read the entire Amended Articles. A comparison between the Amended Articles and the Current Articles is also attached as Appendix B.

If all of the proposed amendments to our Current Articles are approved by the requisite number of shares, then the Company will file the Amended Articles, attached hereto as Appendix A, with the Ohio Secretary of State. If some but not all of the proposed amendments to our Current Articles are approved by the requisite number of shares, then the Company will file Amended Articles reflecting only the approved amendments and other immaterial technical and formatting changes.
PROPOSAL 1

ELECTION OF DIRECTORS

The Amended and Restated Code of Regulations (the “Code of Regulations”) of Heartland BancCorp provides for the election of not more than 15 directors, each for a term of one year, concluding with the election of a successor at the next subsequent annual meeting. There are 13 current directors.

As required pursuant to the definitive agreement governing the merger of Victory Community Bank (“VCB”) with and into Heartland Bank, which merger was completed on April 7, 2020 (the “Effective Time”), the Board of Directors increased the number of directors from 12 to 13 and appointed Mr. John G. Kenkel, Jr., the former President and Chief Executive Officer of VCB, to fill the vacancy created by such increase, effective as of the Effective Time. The Board believes that Mr. Kenkel will serve the Company with merit and competence and will allow the Company to capitalize on the synergies and new business opportunities resulting from the Company’s acquisition of VCB. A summary of Mr. Kenkel’s experience and qualifications is included below.

John G. (“Jack”) Kenkel, Jr. – Mr. Kenkel is the former President and CEO of VCB and Victory Bancorp, Inc. After graduating from Northern Kentucky University in 1976, Mr. Kenkel went to work for a small Cincinnati bank specializing in mortgage lending. By 1981, after passing the CPA test, he was elevated to the Chief Financial Officer. During that same year, Mr. Kenkel met a new home builder, Henry Fischer, who was building new homes in the bank’s market area. During the 1980s, the bank Mr. Kenkel was working for became and remained a preferred lender for Fischer Homes until 1991, when the bank was sold. After the bank Mr. Kenkel was working for sold, Mr. Kenkel and Mr. Fischer met to discuss the possibility of establishing a builder affiliated mortgage company. Shortly thereafter, Victory Mortgage was formed. In 1995, Homestead Title was added, and in 2003 a de novo bank, VCB, was established. Fischer Homes is now selling over 2,000 homes per year. Since its inception, VCB closed over $6 billion in residential loans, and last year alone VCB closed over $600 million in residential loans. As part of succession planning, Mr. Kenkel and Greg Fischer, Henry Fischer’s son, explored a sale of VCB to a strategic partner to expand the bank’s reach while continuing to provide Victory Mortgage with portfolio lending. They found that partner in Heartland Bank. The Fischer, Kenkel and McComb families have a common goal of providing world-class products and services with the highest level of integrity. After 44 years in banking, Mr. Kenkel will retire from day to day management but will continue consulting for Victory Mortgage. He will also continue as Chairman of the Appraisal Board for the state of Kentucky, as well as assisting numerous boards and foundations.

Additionally, Mr. William A. Dodson, Jr. will not be standing for re-election. To fill the vacated seat left by Mr. Dodson, the Board has nominated James R. Heimerl. A summary of Mr. Heimerl’s experience and qualifications is included below.

James R. (“Jim”) Heimerl – Mr. Heimerl is a farmer from Johnstown, Ohio. Heimerl Farms is a family-oriented farming operation with its main farm located on Mink Road in Johnstown and has other locations throughout the state. The diversified farming operation consists of farrow to finish hogs and contract barns throughout Ohio and a few surrounding states. The farm contracts 150 grower sites which gives other farm families a chance to participate in agriculture. In 2017 the Heimerl family partnered with the Clemens Food Group to build the Coldwater Packing facility in Coldwater, Michigan. The Heimerl family markets 800,000 hogs per year and employs 90 employees throughout the operation. Other divisions include grain farming, feed mills in Johnstown and Celina, cattle finishing, and a trucking company. These things keep the family busy year-round. Mr. Heimerl has always been involved in community activities and recently was heavily involved in the pork industry as he served as President of the National Pork Producers Council. He also served on numerous NPPC committees including the Competitive Marketing committee and the Farm Bill Task Force. While lobbying in Washington D.C., Mr. Heimerl had the opportunity to observe the signing of the Farm Bill at the White House and was asked by Sonny Perdue to attend the Stock Exchange bell ringing with other agriculture figures. He now serves as Chairman of the Trade Committee for NPPC as NPPC Past President and is on the National Swine Disease Council. Mr. Heimerl has also served as a board member of the Ohio Soybean Association and is a 30-year member of the
Senior Hartford Fair Board. He enjoys his association with the fair to help young 4-H’ers achieve their potential. A few years ago, Mr. Heimerl was inducted into the Licking County Agricultural Hall of Fame. Mr. Heimerl and his wife, Kathy, are members of the Central College Church in Westerville, Ohio.

The Board of Directors has nominated the following persons to serve as directors of the Company:

Beverly J. Donaldson     Robert C. Overs  
Jay B. Eggspuehler     Gary D. Paine  
Jodi L. Garrison     William J. Schottenstein  
James R. Heimerl     George R. Smith  
John G. Kenkel, Jr.     Gregory M. Ubert  
Cheryl L. Krueger     Richard A. Vincent  
G. Scott McComb

Board Recommendation

The Board of Directors recommends that the shareholders of the Company vote “FOR” each of the 13 nominees named in this Proposal 1 to serve on the Board of Directors of the Company.

Vote Required

Nominees to serve on the Board of Directors are elected by a plurality of the vote. Consequently, the 13 nominees named in this Proposal 1 who receive the largest number of votes cast “FOR” will be elected as directors. Under the terms of the Current Articles, a shareholder may cumulate votes for the election of a nominee for director by casting a number of votes equal to the number of directors to be elected (i.e., 13) multiplied by the number of votes to which the shareholder is entitled. These votes may be distributed among two or more nominees on the same basis.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” EACH OF THE NOMINEES NAMED IN THIS PROPOSAL 1 TO SERVE ON THE BOARD OF DIRECTORS OF THE COMPANY.
PROPOSAL 2

RATIFICATION OF THE SELECTION OF OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors has selected BKD, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2020. The Board of Directors is asking that the shareholders ratify this selection.

Board Recommendation

The Board of Directors has approved and recommends that the shareholders of the Company approve the proposal to ratify the selection of BKD, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2020. The Board of Directors has determined that the approval of Proposal 2 is in the best interests of the Company and its shareholders and recommends that the shareholders vote “FOR” Proposal 2.

Vote Required

The approval of Proposal 2 will require the affirmative vote of a majority of shares of common stock represented in person or by proxy at the Annual Meeting and entitled to vote on the proposal.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THE APPROVAL OF PROPOSAL 2
PROPOSAL 3

AMENDMENT TO ARTICLE FOURTH OF THE CURRENT ARTICLES TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK

The Board of Directors has approved and recommends that the shareholders of the Company approve certain amendments to Article Fourth of the Current Articles to increase the authorized shares of common stock of the Company from 5,000,000 to 20,000,000.

Article Fourth of the Current Articles provides that the number of shares which the Company is authorized to have outstanding is 5,000,000, all of which are shares of common stock with no par value. The proposed amendment, if approved by our shareholders, would increase that number of authorized shares of common stock to 20,000,000.

If both Proposal 3 and Proposal 4 are approved, the total number of authorized shares will be 21,000,000, consisting of 20,000,000 shares of common stock and 1,000,000 shares of preferred stock, and Article Fourth will read as follows:

"FOURTH: Authorized Capital Stock.

Section 1. The total number of shares of capital stock which the Corporation is authorized to have outstanding is 21,000,000 shares, which shall be divided into two classes, consisting of 20,000,000 shares of common stock, no par value ("Common Stock"), and 1,000,000 shares of non-voting, perpetual preferred stock, no par value ("Preferred Stock").

Section 2. The Board of Directors is hereby expressly authorized, by resolution or resolutions from time to time adopted, to provide, out of the authorized but unissued shares of Preferred Stock, for the issuance of one or more series of Preferred Stock. Before any shares of any such series are issued, the Board of Directors shall fix and state, and hereby is expressly empowered to fix, by resolution or resolutions, the designations and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including, without limitation, the voting rights, the dividend rate, conversion rights, redemption price and liquidation preference, of any series of shares of Preferred Stock, as may be permitted by Ohio law, to fix the number of shares constituting such series and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding); provided that, (x) the dividend rate for any series of shares of Preferred Stock shall not exceed 9%, and (y) there shall be no liquidation preference on any series of shares of Preferred Stock. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

Section 3. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which stockholders generally are entitled to vote. Subject to the provisions of law and the rights of the Preferred Stock and any other class or series of stock having a preference as to dividends over the Common Stock then outstanding, dividends may be paid on the Common Stock out of assets legally available for dividends, but only at such times and in such amounts as the Board of Directors shall determine and declare. Upon the dissolution, liquidation or winding up of the Corporation, after any preferential amounts to be distributed to the holders of the Preferred Stock and any other class or series of stock having a preference over the Common Stock then outstanding have been paid or declared and set apart for payment, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares held by them, respectively."
If Proposal 3 is approved but Proposal 4 is not approved, the total number of authorized shares will be 20,000,000, all of which will be shares of common stock, and Article Fourth will read as follows:

“FOURTH: The total number of shares of capital stock which the Corporation is authorized to have outstanding is 20,000,000 shares, consisting solely of shares of common stock, no par value. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which stockholders generally are entitled to vote.”

The full text of the Amended Articles, which are drafted to reflect the approval of all of the proposals to be voted on at the Annual Meeting, is set forth in Appendix A.

Board Recommendation

The Board of Directors has determined that the approval of Proposal 3 is in the best interests of the Company and its shareholders. The Board of Directors has approved and recommends that the shareholders vote “FOR” Proposal 3.

Reasons for the Board Recommendation

The Board of Directors believes that having a greater number of authorized shares of common stock available for issuance provides the Company additional flexibility to take advantage of capital markets and possible acquisition opportunities in the future. The Board of Directors also believes that having the authority to issue additional shares of common stock will avoid the delay and expense of calling and holding additional meetings of shareholders to increase the authorized shares at a later date and will enhance the Company’s ability to respond promptly to opportunities related to capital raises, mergers and acquisitions.

Proposal 3 is not being recommended in response to any specific effort of which the Company is aware to accumulate capital stock or to obtain control of the Company.

Potential Anti-Takeover Effects of Proposal 3

Under certain circumstances, the additional shares of common stock could be used to make an attempt to gain control of the Company or the Board of Directors more difficult or time-consuming. Any of the additional shares of common stock could be privately placed with purchasers who might side with the Board of Directors in opposing a hostile takeover bid. It is possible that such shares could be sold with or without an option, on our part, to repurchase such shares, or on the part of the purchaser, to put such shares to us.

The amendment to increase the authorized shares of common stock might be considered to have the effect of discouraging an attempt by another person or entity, through the acquisition of a substantial number of shares of our capital stock, to acquire control of us, because the issuance of the additional shares of common stock could be used to dilute the stock ownership of a person or entity seeking to obtain control and to increase the cost to a person or entity seeking to acquire a majority of the voting power of our Company. If so used, the effect of the additional authorized shares of common stock might be (i) to deprive shareholders of an opportunity to sell their stock at a temporarily higher price as a result of a tender offer or the purchase of shares by a person or entity seeking to obtain control of us, or (ii) to assist incumbent management in retaining its present position.
Vote Required

The approval of Proposal 3 will require the affirmative vote, in person or by proxy, of the holders of at least two-thirds of the outstanding shares of common stock entitled to vote.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THE APPROVAL OF PROPOSAL 3
PROPOSAL 4

AMENDMENT TO ARTICLE FOURTH OF THE CURRENT ARTICLES
TO AUTHORIZE PREFERRED STOCK

The Board of Directors has approved and recommends that the shareholders of the Company approve certain amendments to Article Fourth of the Current Articles to authorize 1,000,000 shares of non-voting, perpetual preferred stock.

Article Fourth of the Current Articles provides that the number of shares which the Company is authorized to have outstanding is 5,000,000, all of which are shares of common stock with no par value. The proposed amendment, if approved by our shareholders, would authorize 1,000,000 shares of non-voting, perpetual preferred stock. If both Proposal 3 and Proposal 4 are approved, the total number of authorized shares will be 21,000,000, consisting of 20,000,000 shares of common stock and 1,000,000 shares of non-voting, perpetual preferred stock. See the discussion under Proposal 3 above for an illustration of how Article Fourth will read if both Proposal 3 and Proposal 4 are approved.

If Proposal 4 is approved but Proposal 3 is not approved, the total number of authorized shares will be 6,000,000, consisting of 5,000,000 shares of common stock and 1,000,000 shares of preferred stock, and Article Fourth will read as follows:

“FOURTH: Authorized Capital Stock.

Section 1. The total number of shares of capital stock which the Corporation is authorized to have outstanding is 6,000,000 shares, which shall be divided into two classes, consisting of 5,000,000 shares of common stock, no par value (“Common Stock”), and 1,000,000 shares of non-voting, perpetual preferred stock, no par value (“Preferred Stock”).

Section 2. The Board of Directors is hereby expressly authorized, by resolution or resolutions from time to time adopted, to provide, out of the authorized but unissued shares of Preferred Stock, for the issuance of one or more series of Preferred Stock. Before any shares of any such series are issued, the Board of Directors shall fix and state, and hereby is expressly empowered to fix, by resolution or resolutions, the designations and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including, without limitation, the voting rights, the dividend rate, conversion rights, redemption price and liquidation preference, of any series of shares of Preferred Stock, as may be permitted by Ohio law, to fix the number of shares constituting such series and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding); provided that, (x) the dividend rate for any series of shares of Preferred Stock shall not exceed 9%, and (y) there shall be no liquidation preference on any series of shares of Preferred Stock. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

Section 3. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held on record on all matters on which stockholders generally are entitled to vote. Subject to the provisions of law and the rights of the Preferred Stock and any other class or series of stock having a preference as to dividends over the Common Stock then outstanding, dividends may be paid on the Common Stock out of assets legally available for dividends, but only at such times and in such amounts as the Board of Directors shall determine and declare. Upon the dissolution, liquidation or winding up of the Corporation, after any preferential amounts to be distributed to the holders of the Preferred Stock and any other class or series of stock having a preference over the Common Stock then outstanding have been paid or declared and set apart for payment, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares held by them, respectively.”
Board Recommendation

The Board of Directors has determined that the approval of Proposal 4 is in the best interests of the Company and its shareholders. The Board of Directors has approved and recommends that the shareholders vote “FOR” Proposal 4.

Reasons for the Board Recommendation

Preferred stock can help the Company take advantage of capital markets and strategic opportunities as they arise and can also help guard against a hostile takeover of the Company. Similar to the common stock, the Board of Directors also believes that having the authority to issue shares of preferred stock will avoid the delay and expense of calling and holding additional meetings of shareholders to authorize the preferred stock at a later date and will enhance the Company’s ability to respond promptly to opportunities related to capital raises, mergers and acquisitions. Additionally, having preferred stock authorized will allow the Company the opportunity and flexibility to take advantage of the tax reform changes that made preferred stock a more attractive instrument than previously was the case.

Proposal 4 is not being recommended in response to any specific effort of which the Company is aware to accumulate the capital stock or to obtain control of the Company.

Potential Anti-Takeover Effects of Proposal 4

Similar to the additional authorized shares of common stock discussed above under Proposal 3, under certain circumstances, the preferred stock could be used to make an attempt to gain control of the Company or the Board of Directors more difficult or time-consuming. Any of the preferred stock could be privately placed with purchasers who might side with the Board of Directors in opposing a hostile takeover bid. It is possible that such shares could be sold with or without an option, on our part, to repurchase such shares, or on the part of the purchaser, to put such shares to us.

The amendment to authorize the preferred stock might also be considered to have the effect of discouraging an attempt by another person or entity, through the acquisition of a substantial number of shares of our capital stock, to acquire control of us, because the issuance of the preferred stock could be used to dilute the stock ownership of a person or entity seeking to obtain control and to increase the cost to a person or entity seeking to acquire a majority of the voting power of our Company. If so used, the effect of the authorized shares of the preferred stock might be (i) to deprive shareholders of an opportunity to sell their stock at a temporarily higher price as a result of a tender offer or the purchase of shares by a person or entity seeking to obtain control of us, or (ii) to assist incumbent management in retaining its present position.

Vote Required

The approval of Proposal 4 will require the affirmative vote, in person or by proxy, of the holders of at least two-thirds of the outstanding shares of common stock entitled to vote.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THE APPROVAL OF PROPOSAL 4
PROPOSAL 5

AMENDMENTS TO ARTICLE EIGHTH OF THE CURRENT ARTICLES TO PROVIDE FOR
PERMISSIVE INDEMNIFICATION INSTEAD OF MANDATORY INDEMNIFICATION

The Board of Directors has approved and recommends that the shareholders of the Company
approve certain amendments to Article Eighth of the Current Articles to provide permissive indemnification
of officers, directors and certain other persons related to the Company, allowing the Company to elect to
indemnify those persons to the greatest extent permitted by applicable law. Article Eighth of the Current
Articles requires mandatory indemnification of such persons. If the proposed amended Article Eighth is
approved, those persons seeking indemnification may still be indemnified by other means, such as through
contractual agreements with the Company.

The full text of the Amended Articles, which are drafted to reflect the approval of all of the proposals
to be voted on at the Annual Meeting, is set forth in Appendix A.

Board Recommendation

The Board of Directors has approved and recommends that the shareholders of the Company
approve Proposal 5, has determined that the approval of Proposal 5 is in the best interests of the Company
and its shareholders and recommends that the shareholders vote “FOR” Proposal 5.

Reasons for the Board Recommendation

Permissive indemnification, as opposed to mandatory indemnification, will give the Board of
Directors discretion regarding whether it chooses to indemnify and advance expenses to certain related
persons in connection with legal proceedings. While the Company will no longer be required to indemnify
such persons, it will still have the ability to elect to indemnify certain individuals to the greatest extent
permitted by applicable law and to enter into indemnification agreements providing for mandatory
indemnification, which is often necessary to attract talented officers and directors. The Board of Directors
believes it to be in the Company’s best interest to adopt the above-listed amendments to Article Eighth of
the Current Articles.

Vote Required

The approval of Proposal 5 will require the affirmative vote, in person or by proxy, of the holders of
at least two-thirds of the outstanding shares of common stock entitled to vote.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THE
APPROVAL OF PROPOSAL 5
PROPOSAL 6
AMENDMENT TO THE CURRENT ARTICLES TO ADD ARTICLE NINTH TO ELIMINATE CUMULATIVE VOTING RIGHTS AND TO REPLACE PLURALITY VOTING OF DIRECTORS WITH MAJORITY VOTING

The Board of Directors has approved and recommends that the shareholders of the Company approve a proposed amendment to add a new Article Ninth to the Current Articles to eliminate the right of shareholders to cumulate their votes and to change the voting standard for the election of directors from a plurality standard to a majority standard, such that directors will only be elected if he or she receives the affirmative vote of a majority of the votes cast.

If the shareholders approve Proposal 6, then we will make conforming amendments to our Code of Regulations to eliminate cumulative voting and to provide for majority voting instead of plurality voting with respect to director elections. The Board of Directors has already approved such conforming amendments to the Code of Regulations, subject to the shareholders approving this Proposal 6. Attached as Appendix C is a redlined copy of the Code of Regulations, reflecting the conforming amendments. If the shareholders do not approve this Proposal 6, the Code of Regulations will not be amended.

Board Recommendation

The Board of Directors has approved and recommends that the shareholders of the Company approve Proposal 6, has determined that the approval of Proposal 6 is in the best interests of the Company and its shareholders and recommends that the shareholders vote “FOR” Proposal 6.

Proposal 6 is not being recommended in response to any specific effort of which the Company is aware to accumulate the common stock or to obtain control of the Company.

Reasons for the Board Recommendation

Our shareholders currently may elect directors by a procedure called “cumulative voting.” Cumulative voting enables a shareholder to cumulate such shareholder’s votes for the election of a nominee for director by casting a number of votes for such nominee equal to the number of directors to be elected multiplied by the number of votes to which the shareholder is entitled. The shareholder also may distribute his or her votes among two or more nominees on the same basis. This procedure allows a shareholder to cumulate his or her votes for one or more of the nominees for director, meaning that his or her votes may be cast for one or more of the nominees. For example, in an election of three directors where a shareholder owns 10 shares of common stock (with one vote per share of common stock), the shareholder would have 30 votes and could choose to cast all 30 votes for one of the directors, or cast 20 votes for one director and 10 votes for another, or cast 10 votes for each of the three nominees.

Our Board of Directors believes this procedure is overly complicated to implement, seldom if ever used by shareholders, and is no longer in the best interests of our Company and our shareholders. In addition, a shareholder or group of shareholders holding a relatively small number of shares that cumulatively votes its shares in an election of directors could elect one or more directors, whose loyalty may primarily be to the minority group responsible for their election rather than to our Company and all of our shareholders. Our Board of Directors believes that each director is responsible to, and should represent the interests of all shareholders, as opposed to a minority shareholder group that may have special interests and goals inconsistent with those of the majority shareholders. The election of directors who view themselves as representing a particular minority shareholder group could result in partisanship and discord on our Board of Directors and may impair the ability of our directors to act in the best interests of our Company and all of our shareholders. In addition, our Board of Directors believes that cumulative voting is not a customary practice among other companies. Accordingly, our Board of Directors is proposing to eliminate cumulative voting.
The Board of Directors believes that the change in the director election voting standard from plurality voting to majority voting will enhance the benefits resulting from the elimination of cumulative voting by ensuring that the Company’s shareholders and their desires continue to be adequately heard and represented. Such change in voting standard may also counteract the potential anti-takeover effects of the elimination of cumulative voting, discussed below.

Potential Anti-Takeover Effects of Proposal 6

The elimination of cumulative voting might under certain circumstances render more difficult or discourage a merger, tender offer or proxy contest, the assumption of control by a holder of a large block of our shares of common stock or the removal of incumbent management.

Vote Required

The approval of Proposal 6 will require the affirmative vote, in person or by proxy, of the holders of at least two-thirds of the outstanding shares of common stock entitled to vote.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THE APPROVAL OF PROPOSAL 6
PROPOSAL 7

AMENDMENT AND RESTATEMENT OF THE CURRENT ARTICLES TO PROVIDE FOR, IN ADDITION TO THE AMENDMENTS, NON-SUBSTANTIVE REVISIONS CONSISTENT WITH CURRENT CORPORATE LAWS

The Board of Directors has approved and recommends that the shareholders of the Company approve certain non-substantive changes to the Current Articles. These non-substantive changes will not have any effect on your rights as a shareholder.

The full text of the Amended Articles, which are drafted to reflect the approval of all of the proposals to be voted on at the Annual Meeting, is set forth in Appendix A.

Board Recommendation

The Board of Directors has approved and recommends that the shareholders of the Company approve Proposal 7, has determined that the approval of Proposal 7 is in the best interests of the Company and its shareholders and recommends that the shareholders vote “FOR” Proposal 7.

Reasons for the Board Recommendation

Non-substantive revisions to the Current Articles, such as by adding a new Article Tenth that will include a statement required under Ohio General Corporation Law that the Amended Articles take the place of and supersede the Current Articles, will only be made if such changes will not have any effect on your rights as a shareholder, including those required by Ohio General Corporation Law or minor formatting and other clean-up changes.

Vote Required

The approval of Proposal 7 will require the affirmative vote, in person or by proxy, of the holders of at least two-thirds of the outstanding shares of common stock entitled to vote.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THE APPROVAL OF PROPOSAL 7
PROPOSAL 8

ADJOURN OR POSTPONE THE ANNUAL MEETING TO A LATER DATE OR TIME, IF
NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE
ARE INSUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT OR POSTPONEMENT TO
ADOPT ANY OR ALL OF THE PROPOSALS

Although it is not currently expected, the Annual Meeting may be adjourned or postponed for the
purpose of soliciting additional proxies. Any adjournment or postponement may be made without notice if
announced at the meeting at which the adjournment or postponement is taken. Whether or not a quorum
exists, holders of a majority of the shares of common stock represented in person or by proxy at the Annual
Meeting and entitled to vote on the proposal may adjourn or postpone the Annual Meeting at any time. Any
adjournment or postponement of the Annual Meeting for the purpose of soliciting additional proxies will
allow our shareholders who have already sent in their proxies to revoke them at any time prior to their use
at the Annual Meeting as adjourned or postponed.

Vote Required

The approval of Proposal 8 will require the affirmative vote of a majority of shares of common stock
represented in person or by proxy at the Annual Meeting and entitled to vote on the proposal.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THE
APPROVAL OF PROPOSAL 8

* * * * *

Management knows of no other matters to be presented to the shareholders for action at
the Annual Meeting.
CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This proxy statement includes various forward-looking statements. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as “may,” “might,” “should,” “could,” “predict,” “potential,” “believe,” “expect,” “continue,” “will,” “anticipate,” “seek,” “estimate,” “intend,” “plan,” “strive,” “projection,” “goal,” “target,” “outlook,” “aim,” “would,” “annualized” and “outlook,” or the negative version of those words or other comparable words or phrases of a future or forward-looking nature. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management’s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions, estimates and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

ADDITIONAL INFORMATION

We will bear all costs of the solicitation of proxies by our Board of Directors. In addition to soliciting proxies through the mail, proxies may be solicited by our directors and officers in person or by telephone or other means of communication. Our directors and officers will not receive additional compensation for their efforts during this solicitation, but may be reimbursed for out-of-pocket expenses incurred in connection with the solicitation. Our directors, officers, employees and shareholders acting at the instruction of the Board of Directors are authorized to solicit proxies or communicate with shareholders on our behalf.

OTHER MATTERS

Your Board of Directors does not know of any matters to be presented for consideration at the Annual Meeting other than the matters that are described in this proxy statement and in the notice of annual meeting accompanying this proxy statement. If any other matters properly come before the Annual Meeting for consideration, it is the intention of the persons named in the accompanying proxy to vote the shares of our common stock in accordance with their best judgment with respect to such other matters.

PLEASE CALL IF YOU HAVE QUESTIONS

If you have any questions or require any assistance, please contact Jennifer Eckert, Senior Vice President of Heartland Bank, 430 North Hamilton Road, Whitehall, Ohio 43213. Ms. Eckert may be reached by telephone at (614) 416-2383.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this proxy statement have been approved by your Board of Directors and your Board of Directors has authorized the distribution thereof to our shareholders.
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEARTLAND BANCCORP

FIRST: The name of the Corporation is Heartland BancCorp.

SECOND: The place in Ohio where the principal office of the Corporation is located is the City of Columbus, Franklin County.

THIRD: The purpose for which the Corporation is formed is to engage in any lawful act or activity for which a corporation may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: Authorized Capital Stock.

Section 1. The total number of shares of capital stock which the Corporation is authorized to have outstanding is 21,000,000 shares, which shall be divided into two classes, consisting of 20,000,000 shares of common stock, no par value (“Common Stock”), and 1,000,000 shares of non-voting, perpetual preferred stock, no par value (“Preferred Stock”).

Section 2. The Board of Directors is hereby expressly authorized, by resolution or resolutions from time to time adopted, to provide, out of the authorized but unissued shares of Preferred Stock, for the issuance of one or more series of Preferred Stock. Before any shares of any such series are issued, the Board of Directors shall fix and state, and hereby is expressly empowered to fix, by resolution or resolutions, the designations and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including, without limitation, the voting rights, the dividend rate, conversion rights, redemption price and liquidation preference, of any series of shares of Preferred Stock, as may be permitted by Ohio law, to fix the number of shares constituting such series and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding); provided that, (x) the dividend rate for any series of shares of Preferred Stock shall not exceed 9%, and (y) there shall be no liquidation preference on any series of shares of Preferred Stock. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

Section 3. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which stockholders generally are entitled to vote. Subject to the provisions of law and the rights of the Preferred Stock and any other class or series of stock having a preference as to dividends over the Common Stock then outstanding, dividends may be paid on the Common Stock out of assets legally available for dividends, but only at such times and in such amounts as the Board of Directors shall determine and declare. Upon the dissolution, liquidation or winding up of the Corporation, after any preferential amounts to be distributed to the holders of the Preferred Stock and any other class or series of stock having a preference over the Common Stock then outstanding have been paid or declared and set apart for payment, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares held by them, respectively.

FIFTH: No present or future holder of any shares of the Corporation shall, as such holder, have any preemptive rights in, or preemptive rights to purchase or subscribe to, any shares of the Corporation, or any bonds, debentures, or other securities convertible into any shares of the Corporation.
SIXTH: The Corporation may purchase or redeem shares of any class or series issued by it, to the extent of the surplus available for cash dividends, when authorized by the affirmative vote of the Board of Directors.

SEVENTH: No contract or transaction shall be void or voidable with respect to the Corporation for the reason that it is between the Corporation and one or more of its directors or officers, or between the Corporation and any other person in which one or more of its directors or officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested directors or officers participate in or vote at the meeting of the directors or a committee thereof which authorizes such contract or transaction, if in any such case (a) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the directors or the committee and the directors or committee, in good faith reasonably justified by such facts, authorize the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or (b) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically approved at a meeting of the shareholders held for such purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation held by persons not interested in the contract or transaction; or (c) the contract or transaction is fair as to the Corporation as of the time it is authorized or approved by the directors, a committee thereof, or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors, or of a committee thereof which authorizes the contract or transaction.

EIGHTH: Indemnification of Officers, Directors and Certain Other Persons.

Section 1. Actions Not by the Corporation. The Corporation may indemnify and hold harmless, to the greatest extent permitted by applicable law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, unless such indemnification is impermissible pursuant to 12 C.F.R. Part 359. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful. Nothing in this Section shall obligate the Corporation to indemnify hereunder, or prevent the Corporation in its discretion from so indemnifying, any person by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as an employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

Section 2. Actions by the Corporation. The Corporation may indemnify and hold harmless, to the greatest extent permitted by applicable law, any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the
Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys’ fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made: (a) in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court of common pleas, or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court shall deem proper; (b) in respect of any action or suit in which the only liability asserted against a director is pursuant to Ohio Revised Code 1701.95; or (c) if such indemnification is impermissible pursuant to 12 C.F.R. Part 359. Nothing in this Section 2 shall obligate the Corporation to indemnify hereunder, or prevent the Corporation in its discretion from so indemnifying, any person by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as an employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

Section 3. Indemnification for Expenses. To the extent that a person indemnified by right or at the option of the Corporation under Section 1 or Section 2 of this Article has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in said sections, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys’ fees, actually and reasonably incurred by him in connection therewith.

Section 4. Determination of Indemnification. Any indemnification under Section 1 or Section 2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the indemnified person is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article. Such determination shall be made (a) by a majority vote of a quorum consisting of directors of the Corporation who were not and are not parties to or threatened with any such action, suit, or proceeding, or (b) if such a quorum is not obtainable or if a majority vote of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel, other than an attorney or a firm having associated with it an attorney who has been retained by or who has performed services for the Corporation or any person to be indemnified, within the past five years, or (c) by the shareholders, or (d) by the court of common pleas or the court in which such action, suit, or proceeding was brought. Any determination made by the disinterested directors under clause (a) or by independent legal counsel under clause (b) of this Section 4 shall be promptly communicated to the person who threatened or brought the action or suit by or in the right of the Corporation under Section 2, and within ten days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

Section 5. Advances of Expenses. Unless the only liability asserted against a director (in his capacity as a director or for actions or inaction as a director) in an action, suit or proceeding referred to in Section 1 or Section 2 of this Article is pursuant to Ohio Revised Code 1701.95, expenses, including attorneys’ fees, incurred by a director in defending the action, suit or proceeding shall be paid by the Corporation as they are incurred, in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director in which he agrees to (i) repay such amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation; and (ii)
reasonably cooperate with the Corporation concerning such action, suit or proceeding. Expenses, including attorneys’ fees, incurred by an officer (in his capacity as an officer or for actions or inaction as an officer) in defending any action, suit, or proceeding referred to in Section 1 of this Article shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the officer to repay such amount, if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Expenses, including attorneys’ fees, incurred by an officer (in his capacity as an officer or for actions or inaction as an officer) in defending any action, suit or proceeding referred to in Section 2 of this Article may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the directors in the specific case upon receipt of an undertaking by or on behalf of such officer to repay such amount, if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Nothing in this Section 5 shall obligate the Corporation to advance expenses hereunder, or prevent the Corporation in its discretion from so advancing the expenses, to any person by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as an employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise. Section 1 and Section 2 of this Article do not create any obligation to repay or return payments made by the Corporation pursuant to Section 5, Section 6 or Section 7 of this Article.

Section 6. Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles, or any agreement, vote of shareholders or disinterested directors, statute (as now existing or as hereafter enacted or amended), or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to serve as a director, officer, partner, trustee, or in any other indemnified capacity and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Insurance. The Corporation may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit, or self-insurance, on behalf of any person who is or was a director, officer, trustee, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation has the obligation or power to indemnify him against such liability under this Article.

NINTH: The right to accumulate votes in the election of directors and cumulative voting by any shareholder is hereby expressly denied. At each meeting of the shareholders for the election of directors at which a quorum is present, the persons receiving the affirmative vote of a majority of the votes cast in his or her election shall be deemed elected as directors.

TENTH: These Amended and Restated Articles of Incorporation take the place of and supersede the existing amended Articles of Incorporation of the Corporation.
APPENDIX B

COMPARISON OF AMENDED AND RESTATE ARTICLES OF INCORPORATION AND CURRENT ARTICLES OF INCORPORATION
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEARTLAND BANCCORP
Heartland BancCorp

FIRST: The name of the Corporation is Heartland Bancorp.

SECOND: The place in Ohio where the principal office of the Corporation is located is the City of Columbus, Franklin County.

THIRD: The purpose for which the Corporation is formed is to engage in any lawful act or activity for which a Corporation may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: Authorized Capital Stock.

Section 1. The total number of shares of capital stock which the Corporation is authorized to have outstanding is 5,000,000-21,000,000 shares, which shall be divided into two classes, consisting of 20,000,000 shares of common stock, no par value (“Common Stock”), and 1,000,000 shares of non-voting, perpetual preferred stock, no par value (“Preferred Stock”).

Section 2. The Board of Directors is hereby expressly authorized, by resolution or resolutions from time to time adopted, to provide, out of the authorized but unissued shares of Preferred Stock, for the issuance of one or more series of Preferred Stock. Before any shares of any such series are issued, the Board of Directors shall fix and state, and hereby is expressly empowered to fix, by resolution or resolutions, the designations and the powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including, without limitation, the voting rights, the dividend rate, conversion rights, redemption price and liquidation preference, of any series of shares of Preferred Stock, as may be permitted by Ohio law, to fix the number of shares constituting such series and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding); provided that, (x) the dividend rate for any series of shares of Preferred Stock shall not exceed 9%, and (y) there shall be no liquidation preference on any series of shares of Preferred Stock. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

Section 3. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which stockholders generally are entitled to vote. Subject to the provisions of law and the rights of the Preferred Stock and any other class or series of stock having a preference as to dividends over the Common Stock then outstanding, dividends may be paid on the Common Stock out of assets legally available for dividends, but only at such times and in such amounts as the Board of Directors shall determine and declare. Upon the dissolution, liquidation or winding up of the Corporation, after any preferential amounts to be distributed to the holders of the Preferred Stock and any other class or series of stock having a preference over the Common Stock then outstanding have been paid or declared and set apart for payment, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares held by them, respectively.
FIFTH: No present or future holder of any shares of the Corporation shall, as such holder, have any preemptive rights in, or preemptive rights to purchase or subscribe to, any shares of the Corporation, or any bonds, debentures, or other securities convertible into any shares of the Corporation.

SIXTH: The Corporation may purchase or redeem shares of any class or series issued by it, to the extent of the surplus available for cash dividends, when authorized by the affirmative vote of the Board of Directors.

SEVENTH: No contract or transaction shall be void or voidable with respect to the Corporation for the reason that it is between the Corporation and one or more of its directors or officers, or between the Corporation and any other person in which one or more of its directors or officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested directors or officers participate in or vote at the meeting of the directors or a committee thereof which authorizes such contract or transaction, if in any such case (a) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the directors or the committee and the directors or committee, in good faith reasonably justified by such facts, authorize the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or (b) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically approved at a meeting of the shareholders held for such purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation held by persons not interested in the contract or transaction; or (c) the contract or transaction is fair as to the Corporation as of the time it is authorized or approved by the directors, a committee thereof, or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors, or of a committee thereof which authorizes the contract or transaction.

EIGHTH: Indemnification of Officers, Directors and Certain Other Persons.

Section 1. Actions Not by the Corporation.

Actions Not by the Corporation. The Corporation shall indemnify and hold harmless, to the greatest extent permitted by applicable law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, unless such indemnification is impermissible pursuant to 12 C.F.R. Part 359. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful. Nothing in this Section shall obligate the Corporation to indemnify hereunder, or prevent the Corporation in its discretion from so indemnifying, any person by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as an
employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

Section 2. **Actions by the Corporation.**

**Actions by the Corporation.** The Corporation **shall** indemnify and hold harmless, to the greatest extent permitted by applicable law, any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys’ fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of: (a) in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court of common pleas, or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court shall deem proper; or (b) in respect of any action or suit in which the only liability asserted against a director is pursuant to Ohio Revised Code 1701.95; or (c) if such indemnification is impermissible pursuant to 12 C.F.R. Part 359. Nothing in this Section 2 shall obligate the Corporation to indemnify hereunder, or prevent the Corporation in its discretion from so indemnifying, any person by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as an employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

Section 3. **Indemnification for Expenses.**

To the extent that a person indemnified by right or at the option of the Corporation under Section 1 or Section 2 of this Article has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in said sections, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys’ fees, actually and reasonably incurred by him in connection therewith.

Section 4. **Determination of Indemnification.**

Any indemnification under Section 1 or Section 2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the indemnified person is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article. Such determination shall be made (a) by a majority vote of a quorum consisting of directors of the Corporation who were not and are not parties to or threatened with any such action, suit, or proceeding, or (b) if such a quorum is not obtainable or if a majority vote of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel, other than an attorney or a firm having associated with it an attorney who has been retained by or who has performed services for the Corporation or any person to be indemnified, within the past five years, or (c) by the shareholders, or (d) by the court of common pleas or the court in which such action, suit, or proceeding was brought. Any determination made by the disinterested directors under clause (a) or by independent legal counsel under clause (b) of this Section 4 shall be promptly communicated to the person who threatened or brought the action or suit by or in the right of
the Corporation under Section 2, and within ten days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

Section 5. Advances of Expenses.

Unless the only liability asserted against a director (in his capacity as a director or for actions or inaction as a director) in an action, suit or proceeding referred to in Section 1 or Section 2 of this Article is pursuant to Ohio Revised Code 1701.95, expenses, including attorneys’ fees, incurred by a director in defending the action, suit or proceeding shall be paid by the Corporation as they are incurred, in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director in which he agrees to (i) repay such amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation; and (ii) reasonably cooperate with the Corporation concerning such action, suit or proceeding. Expenses, including attorneys’ fees, incurred by an officer (in his capacity as an officer or for actions or inaction as an officer) in defending any action, suit, or proceeding referred to in Section 1 of this Article shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the officer to repay such amount, if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Expenses, including attorneys’ fees, incurred by an officer (in his capacity as an officer or for actions or inaction as an officer) in defending any action, suit or proceeding referred to in Section 2 of this Article may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the directors in the specific case upon receipt of an undertaking by or on behalf of such officer to repay such amount, if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Nothing in this Section 5 shall obligate the Corporation to advance expenses hereunder, or prevent the Corporation in its discretion from so advancing the expenses, to any person by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as an employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise. Section 1 and Section 2 of this Article do not create any obligation to repay or return payments made by the Corporation pursuant to Section 5, Section 6 or Section 7 of this Article.

Section 6. Indemnification Not Exclusive.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles, or any agreement, vote of shareholders or disinterested directors, statute (as now existing or as hereafter enacted or amended), or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to serve as a director, officer, partner, trustee, or in any other indemnified capacity and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Insurance.

Insurance. The Corporation may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit, or self-insurance, on behalf of any person who is or was a director, officer, trustee, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other
enterprise against any liability asserted against him and incurred by him in any such capacity, or arising
out of his status as such, whether or not the Corporation has the obligation or power to indemnify him
against such liability under this Article.

NINTH: The right to accumulate votes in the election of directors and cumulative
voting by any shareholder is hereby expressly denied. At each meeting of the shareholders for
the election of directors at which a quorum is present, the persons receiving the affirmative vote of
a majority of the votes cast in his or her election shall be deemed elected as directors.

TENTH These Amended and Restated Articles of Incorporation take the place of and
supersede the existing amended Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this ___
day of __________________, 1988.

/s/
Sole Incorporator
AMENDED AND RESTATED

CODE OF REGULATION

OF

HEARTLAND BANCCORP

[AN OHIO CORPORATION]

As Amended on [May 15, 2018, 2020]

Officer’s Certificate

The undersigned officer of the company hereby certifies that this is a true and complete copy of the code of regulations duly adopted under section 1701.11(A), Ohio Revised Code, effective the date set forth above.

____________________, Secretary
# Code of Regulations

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CODE OF REGULATIONS

ARTICLE I

Meetings of Shareholders

§1.01. Annual Meeting. The annual meeting of the shareholders, for the purpose of electing directors and transacting such other business as may come before the meeting, shall be held on such date and at such time as the board of directors may fix from year to year, or if the board of directors fails so to fix a date and time for the meeting in any year, at 11:00 a.m. on the first Tuesday of the fifth calendar month following the end of the last fiscal year of the company, if not a legal holiday, but if that day is a legal holiday under Ohio law, the annual meeting shall be held on the first succeeding day which is not a Saturday, Sunday or legal holiday. If for any reason the election of directors is not held at the annual meeting or any adjournment thereof, the board of directors may cause the election to be held at a special shareholders’ meeting.

§1.02. Special Meetings.

(a) A special meeting of the shareholders may be called by the chairman of the board, if any, or by the president, or by a majority of the directors acting with or without a meeting, or by the holders of record of twenty-five percent of all the shares outstanding at the time of the calling of such shareholders’ meeting and then entitled to be voted at such meeting (the “requisite percent”) who delivers a written request to call the special meeting in accordance with these regulations. Only such business shall be conducted at a special meeting of the shareholders as shall have been properly brought before the meeting. All special meetings of the shareholders shall be held at such place, on such date, and at such time as the board of directors shall fix.

(b) Any shareholder seeking to request a special meeting shall first request that the board of directors fix a record date to determine the shareholders entitled to request a special meeting (the “ownership record date”) by delivering notice in writing to the secretary of the company at the principal executive offices of the company (the “record date request notice”). A shareholder’s record date request notice shall set forth the number of shares of stock of the company which are owned of record and beneficially by the shareholder and state the business proposed to be acted on at the meeting (including the identity of nominees for election as director, if any). Upon receiving a record date request notice, the board of directors may set an ownership record date. Notwithstanding any other provision of these regulations, the ownership record date shall not precede the date upon which the resolution fixing the ownership record date is adopted by the board and shall not be more than ten (10) days after the close of business on the date upon which the resolution fixing the ownership record date is adopted by the board of directors. If the board of directors, within ten (10) days after the date upon which a valid record date request notice is received by the secretary of the company, does not adopt a resolution fixing the ownership record date, the ownership record date shall be the close of business on the tenth (10th) day after the date upon which a valid record date request notice is received by the secretary (or, if such tenth (10th) day is not a business day, the first business day thereafter).
(c) In order for a special meeting requested by the shareholders (a “shareholder-requested special meeting”) to be called, one or more written requests for a special meeting signed by the shareholders (or their duly authorized agents) who own or who are acting on behalf of persons who own, as of the ownership record date, at least the requisite percent (the “special meeting request”), must be delivered to the secretary at the principal executive offices of the company. A special meeting request shall: (i) state the business (including the identity of nominees for election as director, if any) proposed to be acted on at the meeting; (ii) bear the date of the signature of each shareholder (or duly authorized agent) submitting the special meeting request; (iii) set forth the name and address of each shareholder submitting the special meeting request, as they appear on the company’s books; (iv) contain all of the information required by §1.11 of this Article I with respect to any business or director nominations proposed to be presented at the special meeting and with respect to such shareholder, beneficial owner, if any, on whose behalf the nomination or proposal is made, and of their respective affiliates or associates or others acting in concert therewith, other than with respect to shareholders or beneficial owners who (x) have provided such request solely in response to any form of public solicitation for such requests and (y) are not affiliates or associates of, or acting in concert with, the shareholder or beneficial owner, if any, filing such solicitation statement; (v) include documentary evidence that the requesting shareholders own the requisite percent as of the ownership record date; provided, however, that if the requesting shareholders are not the beneficial owners of the stock of the company representing the requisite percent, then to be valid, the special meeting request must also include documentary evidence of the number of shares of stock of the company owned by the beneficial owners on whose behalf the special meeting request is made as of the ownership record date; and (vi) be delivered to the secretary at the principal executive offices of the company, by hand or by certified or registered mail, return receipt requested, within sixty (60) days after the ownership record date. The special meeting request shall be updated and supplemented, if necessary, so that the information provided or required to be provided in such request shall be true and correct as of the record date for the shareholder requested-special meeting, and as of the date that is ten (10) business days prior to such meeting or the date of any adjournment or postponement thereof, and such update and supplement shall be delivered to the secretary at the principal executive offices of the company not later than five (5) business days after the record date for such meeting, in the case of the update and supplement required to be made as of the record date, and not later than eight (8) business days prior to the date for the meeting or any adjournment or postponement thereof in the case of the update and supplement required to be made as of ten (10) business days prior to the meeting or any adjournment or postponement thereof. Notwithstanding the foregoing or any other provision of these regulations, if the record date for determining the shareholders entitled to vote at the meeting is different from the record date for determining the shareholders entitled to notice of the meeting, the special meeting request shall be updated and supplemented: (y) within the time frames set forth in the preceding sentence; or (z) by 8 a.m. local time at the principal executive offices of the company on the date of the meeting or of any adjournment or postponement thereof, whichever is earlier, and in either case, the information when provided to the company shall be current as of the record date for determining the shareholders entitled to vote at the meeting. In addition, a requesting shareholder and each other person (including any beneficial owner) on whose behalf the shareholder is acting, shall provide such other information as the company may reasonably request within ten (10) business days of such a request.
(d) After receiving a special meeting request, the board of directors shall determine whether the shareholders requesting the special meeting have satisfied the requirements for calling a special meeting of the shareholders, and the company shall notify the requesting shareholder of the board of directors’ determination about whether the special meeting request is valid. The date, time and place of the special meeting shall be fixed by the board of directors, and the date of the special meeting shall not be more than ninety (90) days after the date on which the board of directors fixes the date of the special meeting. The record date for the special meeting shall be fixed by the board of directors as set forth in §1.16 of this Article I of these regulations.

(e) A special meeting request shall not be valid, and the company shall not call a special meeting if: (i) the special meeting request relates to an item of business that is not a proper subject for shareholder action under, or that involves a violation of, applicable law or the articles; (ii) an item of business that is the same or substantially similar (as determined in good faith by the board of directors) was presented at a meeting of the shareholders occurring within ninety (90) days preceding the earliest date of signature on the special meeting request; (iii) the special meeting request is delivered during the period commencing ninety (90) days prior to the first anniversary of the preceding year’s annual meeting of the shareholders and ending on the date of the next annual meeting of the shareholders; or (iv) the special meeting request does not comply with the requirements of these regulations.

(f) Any shareholder who submitted a special meeting request may revoke its written request by written revocation delivered to the secretary of the company at the principal executive offices of the company at any time prior to the shareholder-requested special meeting. A special meeting request shall be deemed revoked (and any meeting scheduled in response may be cancelled) if the shareholders submitting the special meeting request, and any beneficial owners on whose behalf they are acting (as applicable), do not continue to own at least the requisite percent at all times between the date the record date request notice is received by the company and the date of the applicable shareholder-requested special meeting, and the requesting shareholder shall promptly notify the secretary of the company of any decrease in ownership of shares of stock of the company that results in such a revocation. If, as a result of any revocations, there are no longer valid unrevoked written requests from the requisite percent, the board of directors shall have the discretion to determine whether or not to proceed with the special meeting of the shareholders (and may cancel such meeting).

(g) Business transacted at any shareholder-requested special meeting shall be limited to: (i) the purpose stated in the valid special meeting request received from the requisite percent and (ii) any additional matters that the board of directors determines to include in the company’s notice of the meeting (which the board of directors may revise or supplement). If none of the shareholders who submitted the special meeting request, or their qualified representatives, appears at the shareholder-requested special meeting to present the matters to be presented for consideration that were specified in the special meeting request, the company need not present such matters for a vote at such meeting, notwithstanding that proxies in respect of such matter may have been received by the company.

§1.03. Place of Meetings. All shareholders’ meetings shall be held at such place or places, within or without the State of Ohio, as may from time to time be fixed by the board of
§1.04. Notices of Meetings. Except as otherwise expressly required by law, notice of each shareholders’ meeting, whether annual or special, shall be given not more than 60 days and not less than seven days before the date specified for the meeting by the president or secretary, or, in case of their refusal or failure to do so, by the person or persons entitled to call such meeting, to each shareholder entitled to notice of the meeting, by delivering a written notice thereof to him personally or by posting it in a postage-prepaid envelope addressed to him at his address as it appears on the records of the company, or, if he shall not have furnished his address to the company, then at his most recent post-office address known to the sender. Except when expressly required by law, no publication of any notice of a shareholders’ meeting shall be required. If shares are transferred after notice has been given, notice need not be given to the transferee. A record date may be fixed for determining the shareholders entitled to notice of any meeting of shareholders in accordance with the provisions of §1.16. Every notice of a shareholders’ meeting, besides stating the time and place of the meeting, shall state briefly the purposes thereof as may be specified by the person or persons requesting or calling the meeting. Notice of the adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting. See also Article VI.

§1.05. Quorum. At any shareholders’ meeting, the holders of shares entitling them to exercise a majority of the voting power of the company, present in person or by proxy and entitled to vote thereat, shall constitute a quorum for the transaction of business, unless a different number is required by law, the articles, or these regulations.

§1.06. Adjournments. In the absence of a quorum at any meeting or any adjournment thereof, a majority in voting power of the shareholders present in person or by proxy and entitled to vote or, in the absence of all of the shareholders, any officer entitled to preside or act as secretary of the meeting, may adjourn the meeting from time to time. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

§1.07. Vote Requirement. Except where the Ohio General Corporation Law or other applicable law, or the articles, or other provisions of these regulations designate or require a different proportion of the voting power of the company with respect to any matter to be acted upon by shareholders, the holders of a majority of the shares present in person or by proxy and entitled to vote at any shareholders’ meeting at which a quorum is present may authorize or take action with respect to each matter properly submitted to the shareholders at such meeting. For the vote required in the election of directors, see §2.04 of Article II of these regulations.

§1.08. Organization. At each shareholders’ meeting the chairman of the meeting shall be: the chairman of the board, if any, and if he be so directed by the board of directors; or, in his absence or if he is not so directed, such person or alternate thereto as may be designated by the board of directors; or in the absence thereof or if the directors do not so designate, the president; or, in the absence of all of the foregoing, a chairman chosen by a majority in voting power of the shareholders present in person or by proxy and entitled to vote thereat. The secretary of the company, or, in his absence, any assistant secretary, or, in the absence of all of them, any person...
whom the chairman of the meeting appoints for such meeting, shall act as secretary of each shareholders’ meeting.

§1.09. Conduct of Business. The board of directors may, to the extent not prohibited by applicable law, adopt by resolution such rules, regulations and procedures for the conduct of any annual or special meeting of the shareholders as the board of directors shall deem appropriate. Except to the extent inconsistent with such rules, regulations and procedures as adopted by the board of directors, the chairman of any meeting of the shareholders shall have the right, power and authority to convene and to recess or adjourn the meeting, to prescribe such rules, regulations or procedures and to do all such acts as, in the judgment of such person, are appropriate for the proper conduct of the meeting of the shareholders. Such rules, regulations and procedures, whether adopted by the board of directors or prescribed by the chairman of the meeting, may to the fullest extent not prohibited by applicable law include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to shareholders of record, their duly authorized and constituted proxies and any such other persons as the board of directors or the chairman of the meeting shall determine; (iv) restrictions on the entry to the meeting after the time fixed for the commencement thereof; (v) the manner in which all persons attending the meeting may participate, including limitations on the time allotted to questions or comments by participants; (vi) excluding any shareholder or its proxy from any meeting of the shareholders based upon any determination, in the chairman of the meeting’s sole discretion, that such person has unduly disrupted the proceedings; and (vii) the opening and closing of the voting polls. The chairman of any meeting of the shareholders, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall, if the facts warrant, determine and declare to the meeting that a matter or business was not properly brought before the meeting, and if such chairman should so determine, the chairman shall so declare to the meeting and any such matter or business not properly brought before the meeting shall not be transacted or considered. Unless and to the extent determined by the board of directors or the chairman of the meeting, meetings of the shareholders shall not be required to be held in accordance with the rules of parliamentary procedure.

§1.10. Order of Business.

(a) Annual Meetings of Shareholders. At any annual meeting of the shareholders, only such nominations of persons for election to the board of directors shall be made, and only such other business shall be conducted or considered, as shall have been properly brought before the meeting. For nominations to be properly made at an annual meeting, and proposals of other business to be properly brought before an annual meeting, nominations and proposals of other business must be (i) specified in the company’s notice of meeting (or any supplement thereto) given by or at the direction of the board of directors, (ii) otherwise properly made at the annual meeting, by or at the direction of the board of directors, or (iii) otherwise properly requested to be brought before the annual meeting by a shareholder of the company in accordance with these regulations. For nominations of persons for election to the board of directors or proposals of other business to be properly requested by a shareholder to be made at an annual meeting, a shareholder must (x) be a shareholder of record at the time of giving of notice of such annual meeting by or at the direction of the board of directors and at the time of
the annual meeting, (y) be entitled to vote at such annual meeting and (z) comply with the procedures set forth in these regulations as to such nomination or other business. The immediately preceding sentence shall be the exclusive means for a shareholder to make nominations or other business proposals before an annual meeting of the shareholders.

(b) Special Meetings of Shareholders. At any special meeting of the shareholders, only such business shall be conducted or considered, as shall have been properly brought before the meeting pursuant to the company’s notice of meeting. To be properly brought before a special meeting, proposals of business must be (i) specified in the company’s notice of meeting (or any supplement thereto) given by or at the direction of the board of directors, (ii) otherwise properly brought before the special meeting, by or at the direction of the board of directors or (iii) specified in a special meeting request in accordance with §1.02 of this Article I. Nominations of persons for election to the board of directors may be made at a special meeting of the shareholders at which directors are to be elected pursuant to the company’s notice of meeting (A) by or at the direction of the board of directors or (B) provided that the board of directors has determined that directors shall be elected at such meeting, by any shareholder of the company who (x) is a shareholder of record at the time of giving of notice of such special meeting and at the time of the special meeting, (y) is entitled to vote at the meeting and (z) complies with the procedures set forth in these regulations as to such nomination. The immediately preceding sentence shall be the exclusive means for a shareholder to make nominations or other business proposals before a special meeting of the shareholders.

(c) General. Except as otherwise provided by the Ohio General Corporation Law, the articles or these regulations, the chairman of the meeting shall have the power to determine whether a nomination or any other business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with these regulations and, if any proposed nomination or other business is not in compliance with these regulations, to declare that no action shall be taken on such nomination or other proposal and such nomination or other proposal shall be disregarded. If the shareholder or its qualified representative fails to appear at the meeting, the company need not present such matters for a vote at such meeting, notwithstanding that proxies in respect of such matter may have been received by the company. Any business to be proposed by a shareholder must be a proper subject for shareholder action under applicable law and the articles.

§1.11. Advance Notice of Shareholder Business and Director Nominations.

(a) Without qualification or limitation, for any nominations or any other business to be properly brought before an annual meeting by a shareholder pursuant to §1.10(a) of this Article I, the shareholder must have given timely notice thereof in proper form (including, in the case of nominations, the completed and signed questionnaire, representation and agreement required by §1.12 of this Article I) and timely updates and supplements thereof in writing to the secretary and such other business must otherwise be a proper matter for shareholder action. To be timely, a shareholder’s notice shall be delivered to the secretary at the principal executive offices of the company not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary of the preceding year’s annual meeting; provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or more than sixty (60) days after such anniversary
date, notice by the shareholder must be so delivered not earlier than the close of business on the 120th day prior to the date of such annual meeting and not later than the close of business on the later of the 90th day prior to the date of such annual meeting, or the announcement thereof, or, if the first public announcement of the date of such annual meeting is less than one hundred (100) days prior to the date of such annual meeting, the 10th day following the day on which public announcement of the date of such meeting is first made by the company. In no event shall any adjournment or postponement of an annual meeting, or the announcement thereof, commence a new time period for the giving of a shareholder’s notice as described above. In addition, to be timely, a shareholder’s notice shall further be updated and supplemented, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting and as of the date that is ten (10) business days prior to the meeting or any adjournment or postponement thereof, and such update and supplement shall be delivered to the secretary at the principal executive offices of the company not later than five (5) business days after the record date for the meeting in the case of the update and supplement required to be made as of the record date, and not later than eight (8) business days prior to the date for the meeting, any adjournment or postponement thereof in the case of the update and supplement required to be made as of ten (10) business days prior to the meeting or any adjournment or postponement thereof. If a shareholder who has given timely notice as required herein to make a nomination or bring other business before any such meeting intends to authorize another person to act for such shareholder as a proxy to present the nomination or other proposal at such meeting, the shareholder shall give notice of such authorization in writing to the secretary not less than three (3) business days before the date of the meeting, including the name and contact information for such person.

(b) Special Meetings of Shareholders. In the event the company calls a special meeting of the shareholders for the purpose of electing one or more directors to the board of directors, any shareholder may nominate a person or persons (as the case may be) for election to such position(s) to be elected as specified in the company’s notice calling the meeting, provided that the shareholder gives timely notice thereof in proper form (including the completed and signed questionnaire, representation and agreement required by §1.11 of this Article I) and timely updates and supplements thereof in writing to the secretary. In order to be timely, a shareholder’s notice shall be delivered to the secretary at the principal executive offices of the company not earlier than the close of business on the 120th day prior to the date of such special meeting and not later than the close of business on the later of the 90th day prior to the date of such special meeting or, if the first public announcement of the date of such special meeting is less than one hundred (100) days prior to the date of such special meeting, the 10th day following the day on which public announcement is first made or the date of the special meeting. In no event shall any adjournment or postponement of a special meeting, or the announcement thereof, commence a new time period for the giving of a shareholder’s notice as described above. In addition, to be timely, a shareholder’s notice shall further be updated and supplemented, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting and as of the date that is ten (10) business days prior to the meeting or any adjournment or postponement thereof, and such update and supplement shall be delivered to the secretary at the principal executive offices of the company not later than five (5) business days after the record date for the meeting in the case of the update and supplement required to be made as of the record date, and not later than eight (8) business days prior to the date for the meeting, any adjournment or postponement thereof in the
case of the update and supplement required to be made as of ten (10) business days prior to the meeting or any adjournment or postponement thereof. If a shareholder who has given timely notice as required herein to bring any business before any such meeting intends to authorize another person to act for such shareholder as a proxy to present the proposal at such meeting, the shareholder shall give notice of such authorization in writing to the secretary not less than three (3) business days before the date of the meeting, including the name and contact information for such person.

(c) Other Provisions.

(1) To be in proper form, a shareholder’s notice (whether given pursuant to §1.02(c), §1.11(a) or §1.11(b) of this Article I) to the secretary must include the following, as applicable:

(A) as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made, a shareholder’s notice must set forth: (i) the name and address of such shareholder, as they appear on the company’s books, of such beneficial owner, if any, and of their respective affiliates or associates or others acting in concert therewith, (ii) the name and address of any nominee or custodian who holds shares or other securities of the company on behalf of such shareholder, beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, indicating the number of shares or other securities held by such nominee or custodian, (iii) (A) the class or series and number of shares of the company and any other securities of the company which are, directly or indirectly, owned beneficially and of record by such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert therewith, (B) any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares or other securities of the company or with a value derived in whole or in part from the value of any class or series of shares or other securities of the company, or any derivative or synthetic arrangement having the characteristics of a long position in any class or series of shares or other securities of the company, or any contract, derivative, swap or other transaction or series of transactions designed to produce economic benefits and risks that correspond substantially to the ownership of any class or series of shares or other securities of the company, including due to the fact that the value of such contract, derivative, swap or other transaction or series of transactions is determined by reference to the price, value or volatility of any class or series of shares or other securities of the company, whether or not such instrument, contract or right shall be subject to settlement in the underlying class or series of shares or other securities of the company, through the delivery of cash or other property, or otherwise, and without regard of whether the shareholder of record, the beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, may have entered into transactions that hedge or mitigate the economic effect of such instrument, contract or right or any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of any
shares or other securities of the company (any of the foregoing, a “Derivative Instrument”) directly or indirectly owned beneficially by such shareholder, the beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, (C) proxy (other than a revocable proxy given solely in response to a solicitation made by such shareholder to all of the company’s other shareholder pursuant to a publicly disclosed proxy solicitation statement, a true and complete copy of which has previously been delivered to the secretary of the company at the principal executive offices of the company), (D) any agreement, arrangement, understanding, relationship, or otherwise, including any repurchase or similar so-called “stock borrowing” agreement or arrangement, engaged in, directly or indirectly, by such shareholder, beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, the purpose or effect of which is to mitigate loss to, reduce the economic risk (of ownership or otherwise) of any class or series of shares or other securities of the company by, manage the risk of share price changes for, or increase or decrease the voting power of, such shareholder, beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, with respect to any class or series of shares or other securities of the company, or which provides, directly or indirectly, the opportunity to profit or share in any profit derived from any decrease in the price or value of any class or series of shares or other securities of the company (any of the foregoing, “Short Interests”), (E) any rights to dividends or other distributions on any shares or other securities of the company owned beneficially by such shareholder, beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, that are separated or separable from the underlying shares of the company, (F) any proportionate interest in shares or other securities of the company or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such shareholder, beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, is a general partner or, directly or indirectly, beneficially owns an interest in a general partner of such general or limited partnership, (G) any performance-related fees (other than an asset-based fee) to which such shareholder, beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, is entitled based on any increase or decrease in the value of shares or other securities of the company or Derivative Instruments, if any, (H) any significant equity interests or any Derivative Instruments or Short Interests in any principal competitor of the company or its subsidiaries held by such shareholder, beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, and (I) any direct or indirect interest of such shareholder in any contract with the company, any affiliate of the company or any principal competitor of the company or its subsidiaries (including, in any such case, any employment agreement, indemnification agreement or consulting agreement), and (iv) any other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the company;
(B) if the notice relates to any business other than a nomination of a director or directors that the shareholder proposes to bring before the meeting, a shareholder’s notice must, in addition to the matters set forth in paragraph (1) above, also set forth: (i) a description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest of such shareholder and beneficial owner, if any, and their respective affiliates and associates or others acting in concert therewith in such business, (ii) the text of the proposal or business (including the text of any resolutions proposed for consideration), and (iii) a description of all agreements, arrangements and understandings between such shareholder and beneficial owner, if any, or any of their respective affiliates and associates, or others acting in concert therewith, and any other person or persons (including their names) in connection with the proposal of such business by such shareholder;

(C) as to each person whom the shareholder proposes to nominate for election or reelection as a director, (i) the name and address of each proposed nominee; (ii) the principal occupation of each proposed nominee for the last five (5) years (or more, if material), including information about the nominee’s particular areas of expertise or other relevant qualifications; (iii) familial relationships with other directors or officers of the company or its subsidiaries, if any; (iv) a description of all arrangements or understandings between the nominee and any other person(s) (naming such person(s)) pursuant to which the nominee was or is to be selected as a nominee, if any; (v) involvement in any material legal proceedings during the last five (5) years; (vi) other directorships currently held, or held during the past five (5) years, (A) at any company with a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, or subject to the requirements of Section 15(d) of such Act or (B) at any other financial institution or bank holding company, in each case, naming such company, financial institution or bank holding company; (vii) written consent to being named as a nominee and to serving as a director, if elected; (viii) (A) any significant equity interests in any principal competitor of the company or its subsidiaries held by such nominee and (B) any direct or indirect interest of such shareholder, beneficial owner, if any, or any of their respective affiliates and associates, or others acting in concert therewith, in any contract with any principal competitor of the company or its subsidiaries (including, in any such case, any employment agreement, indemnification agreement or consulting agreement); (ix) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three (3) years, and any other material relationships, between or among the shareholder, beneficial owner, if any, or any of their respective affiliates and associates, or others acting in concert therewith, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand; and (x) any other information that would be required to be disclosed (i) in a proxy statement or other filings required to be made in connection with the solicitation of proxies for election of directors in a contested election pursuant to Section 14
of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder and (ii) pursuant to Rule 404 promulgated under Regulation S-K if the shareholder making the nomination or the beneficial owner on whose behalf the nomination is made, if any, or any affiliate or associate thereof or person acting in concert therewith, were the “registrant” for purposes of such rule and the nominee were a director or executive officer of such registration, in each case regardless of whether such laws, rules or regulations apply; and

(D) with respect to each person, if any, whom the shareholder proposes to nominate for election or reelection to the board of directors, a shareholder’s notice must, in addition to the matters set forth in paragraphs (A) and (C) above, also include a completed and signed questionnaire, representation and agreement required by §1.12 of these regulations. The company may require any proposed nominee to furnish such other information as may reasonably be required by the company to determine the eligibility of such proposed nominee to serve on the board of directors or as an independent director of the company or that could be material to a reasonable shareholder’s understanding of the independence, or lack thereof, of such nominee.

(2) Nothing in these regulations shall be deemed to affect any rights of the holders of any series of preferred stock of the company if and to the extent provided for under the Ohio General Corporation Law, the articles or these regulations.

(3) For purposes of these regulations, “public announcement” shall include any disclosure in a press release reported by a national news service, including the Dow Jones News Service and the Associated Press, or in a document publicly filed by the company with the Securities and Exchange Commission or any applicable stock exchange. For purposes of these regulations, a “qualified representative” with respect to a shareholder shall mean a duly authorized officer, manager or partner of such shareholder or a person authorized by a writing executed by such shareholder (or a reliable reproduction or electronic transmission of such writing) delivered to the secretary of the company and the principle executive officers of the company prior to the making of such nomination or proposal at the meeting which states that such person is authorized to act for such shareholder as proxy at the meeting of the shareholders.

(4) Notwithstanding the provisions of these regulations, a shareholder shall also comply with all applicable laws with respect to the matters set forth in these regulations; provided, however, that any references in these regulations to the Securities Exchange Act of 1934, as amended, or the rules or regulations promulgated thereunder are not intended to and shall not limit the requirements applicable to nominations or proposals as to any other business to be considered pursuant to §1.11 of these regulations. For the avoidance of doubt, the obligations to update and/or supplement as set forth in §1.11(a) and §1.11(b) or in any other section of these regulations shall not limit the company’s rights with respect to any deficiencies in any notice provided by a shareholder, be deemed to cure any defects or limit the remedies (including without limitation under these regulations) available to the company relating to any defect, extend
any applicable deadlines hereunder or under any other provision of the regulations, or enable or be deemed to permit a shareholder who has previously submitted notice hereunder, or under any other provision of the regulations, to amend or update any proposal or to submit any new proposal, including by changing or adding nominees, matters, business and or resolutions proposed to be brought before a meeting of the shareholders.

(5) Nothing in these regulations shall be deemed to affect any rights of shareholders to request inclusion of proposals in the company’s proxy statement pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, to the extent such Rule 14a-8 applies to the company and such shareholder. Nothing in these regulations shall be construed to permit any shareholder, or give any shareholder the right, to include or have disseminated or described in the company’s proxy statement any nomination of director or directors or any other business proposal.

(6) The disclosures required by §1.11 of these regulations shall not include any disclosures with respect to ordinary course business activities of any broker, dealer, commercial bank, trust company or other nominee who is a shareholder of record and acting solely as a result of being the shareholder of record or nominee directed to prepare and submit the notice required by §1.11(a) or §1.11(b), as the case may be, on behalf of a beneficial owner other than the disclosure within the time periods required herein of the name and address of such broker, dealer, commercial bank, trust company or other nominee, the nature of its relationship with such beneficial owner and the number of shares or other securities of the company held on behalf of such beneficial owner.

§1.12. Submission of Questionnaire, Representation and Agreements. To be eligible to be a nominee for election or reelection as a director of the company, a person must deliver (in accordance with the time periods prescribed for delivery of notice under §1.11 of these regulations) to the secretary at the principal executive offices of the company a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the secretary upon written request), and a written representation and agreement (in the form provided by the secretary upon written request) that such person (a) is not and will not become a party to (i) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the company, will act or vote on any issue or question (a “voting commitment”) that has not been disclosed to the company or (ii) any voting commitment that could limit or interfere with such person’s ability to comply, if elected as a director of the company, with such person’s fiduciary duties under applicable law, (b) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the company with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein, and (c) in such person’s individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the company, and will comply with all applicable corporate governance, conflict of
interest, resignation, confidentiality and publicly disclosed stock ownership and trading policies
and guidelines of the company publicly disclosed from time to time.

§1.13. Voting. Each holder of shares of a class entitled to vote by law or the articles
shall be entitled to one vote in person or by proxy for each such share registered in his name on
the records of the company. As provided in §1.16, a record date for determining shareholders
entitled to vote at any meeting may be fixed. Shares of its own stock shall not be voted directly
or indirectly by the company. Persons holding voting shares in a fiduciary capacity shall be
entitled to vote the shares so held. A shareholder whose voting shares are pledged shall be
entitled to vote the shares standing in his name on the records of the company. Any shareholder
present in person or by proxy at any meeting and entitled to vote thereat may require that a share
vote be taken upon any question or matter to be voted upon by the shareholders, and may further
require that such share vote be taken by written ballot. When any vote is taken by written ballot,
each ballot shall be signed by the shareholder voting, or by his proxy if there be such proxy, and
shall state the number of shares voted. Otherwise, share votes shall be made orally.

§1.14. Proxies. Each shareholder who is entitled to attend a meeting of shareholders,
to vote thereat, or to execute consents, waivers or releases, may be represented at such meeting,
vote thereat, execute and deliver such consents, waivers or releases, and exercise any of his other
rights as a shareholder, by proxy or proxies appointed by a writing signed by such shareholder,
which need not be sealed, witnessed, or acknowledged. Except as herein otherwise specifically
provided, actions taken by proxy or proxies shall be governed by the provisions of the Ohio
General Corporation Law.

§1.15. Inspectors of Elections. Inspectors of elections may be appointed and act as
provided in Section 1701.50 of the Ohio General Corporation Law.

§1.16. Record Date. For any lawful purpose, including without limitation the
determination of shareholders entitled to receive notice of and to vote at a meeting of
shareholders and for such other purposes specified in section 1701.45(A) of the Ohio General
Corporation Law, the board of directors may fix a record date which shall not be a date earlier
than the date on which the record date is fixed. Subject to the foregoing, such record date shall
not be more than sixty days preceding the date of the event or purpose for which it was fixed
unless such event or purpose is one for which no maximum period is required under said section
1701.45(A) (in which case the record date shall be such number of days preceding the event or
purpose as the board of directors shall determine). If no record date is fixed therefor, the record
date for determining the shareholders who are entitled to receive notice of, or to vote at, a
meeting of shareholders shall be the date next preceding the day on which notice is given, or the
date next preceding the day on which the meeting is held, as the case may be. Only the holder of
a share of record on the record date for any event or purpose shall be deemed the holder of such
share with respect to such event or purpose notwithstanding any transfer of such share after such
record date. The determination of shareholders of record on any record date shall be made as of
the close of business on that date.

§1.17. List of Shareholders at Meetings. Upon request of any shareholder at any
meeting of shareholders, there shall be produced at such meeting an alphabetically arranged list,
or classified lists, of the shareholders of record as of the applicable record date, who are entitled

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§1.18. **Action in Writing in Lieu of Meeting.** Any action which may be taken at a meeting of the shareholders, may be taken without a meeting if authorized by a writing or writings signed by each of the holders of shares who would be entitled to notice of a meeting called for the purpose of taking such action, or such lesser proportion of shareholders that may now or hereafter be permitted by the Ohio General Corporation Law, the articles or these regulations.

[End of Article I]
ARTICLE II

Board of Directors

§2.01. General Powers. The powers of the company shall be exercised, its business and affairs shall be conducted, and its property shall be controlled by the board of directors, except as may otherwise be provided by applicable law, the articles, or these regulations.

§2.02. Number. The number of directors constituting the full board of directors shall be as fixed from time to time at not more than fifteen as hereinafter provided. Such number shall be (i) that number fixed from time to time by resolution of the board of directors or by resolution or other action adopted or taken by the vote or consent of the holders of shares representing not less than a majority of the voting power entitled to vote for the election of directors present in person or by proxy at any annual meeting of shareholders or any special meeting thereof called for that purpose, or (ii) if the number is not so fixed, the total number of persons elected and remaining as directors in office immediately after (and giving effect to) any election of what purports to be a full board of directors, or any election of additional directors, by the unanimous vote or consent of the holders of all shares entitled to vote for the election of directors (whether at a meeting of all such shareholders or by their unanimous written consent in lieu of a meeting); provided, however, that no reduction in the number of directors in and of itself shall have the effect of removing any director from office prior to the expiration of his term of office. The last number of directors fixed as provided herein shall constitute the number of directors unless and until subsequently so fixed at a different number. Unless and until first so fixed by resolution of the board of directors or the shareholders, the number of directors shall be three. If all the shares of the company are owned of record by not more than two shareholders, the number of directors may be fixed at not less than the number of shareholders. If the number of shareholders of record is three or more, the number of directors shall be fixed at not less than three.

§2.03. Compensation and Expenses. The directors shall be entitled to such compensation, if any, as the board of directors may from time to time determine and establish. No director shall be precluded from serving the company as an officer or in any other capacity, or from receiving compensation therefor. Directors may be reimbursed for their reasonable expenses incurred in the performance of their duties, including the expense of traveling to and from meetings of the board, if such reimbursement is authorized by a majority of them.

§2.04. Election. At each meeting of the shareholders for the election of directors at which a quorum is present, the persons receiving the greatest number of votes affirmative vote of a majority of the votes cast in his or her election shall be deemed elected the directors. Any shareholder may cumulate his votes at an election of directors upon fulfillment of the conditions prescribed in the Ohio General Corporation Law.

§2.05. Term of Office. Unless he earlier resigns, is removed as hereinafter provided, dies, or is adjudged mentally incompetent, each director shall hold office until the sine die adjournment of the annual meeting of shareholders next succeeding his election, or the taking by the shareholders of action in writing in lieu of such meeting, or, if the election of directors shall not be held at the annual meeting or any adjournment thereof, until the sine die adjournment of the special meeting of the shareholders for the election of directors held thereafter as provided
for in §1.01, or the taking by the shareholders of action in writing in lieu of such a meeting, and until his successor is elected and qualified.

§2.06. Removal. Any director or directors may be removed, either with or without cause, at any time, by the affirmative vote of a majority in voting power of the shareholders of record of the company entitled to vote for the election of directors in the place of those to be removed. However, unless all the directors, or all the directors of a particular class, are removed, no individual director shall be removed in case the votes of a sufficient number of shares are cast against his removal which, if cumulatively voted at an election of all the directors, or all the directors of a particular class, as the case may be, would be sufficient to elect at least one director. The vacancy in the board of directors caused by any such removal may be filled by the shareholders at such meeting. Any director may also be removed by the board of directors for any of the causes specified in the Ohio General Corporation Law.

§2.07. Vacancies. A vacancy in the board of directors may be filled by a majority vote of the remaining directors until the shareholders hold an election to fill the vacancy. Shareholders entitled to elect directors may elect a director to fill any vacancy in the board (whether or not the vacancy has previously been temporarily filled by the remaining directors) at any shareholders’ meeting called for that purpose.

§2.08. Action in Writing in Lieu of Meeting. Any action which may be taken by the board of directors, or any committee of directors, at any meeting thereof may be taken without a meeting if authorized by a writing or writings signed by each of the directors, or by each member of such committee, as the case may be.

§2.09. Resignations. Any director may resign by giving written notice to the chairman of the board, if any, to the president, or to the secretary of the company. Such resignation shall take effect upon receipt of such notice, or at any other time specified therein. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

§2.10. Quorum, Vote Requirement, and Manner of Acting. A majority of the directors serving as such as of the time of any meeting of directors (even though, because of one or more vacancies, less than a majority of the total number of directors fixed under §2.02) must be present in person at such meeting in order to constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors. In the absence of a quorum, a majority of those present may adjourn a meeting from time to time until a quorum is obtained. Notice of an adjourned meeting need not be given. The directors shall act only as a board. Individual directors shall have no power as such.

§2.11. Executive and Other Committees. The board of directors may create and from time to time abolish or reconstitute an executive committee and any other committee or committees of directors each to consist of not less than three directors, and may delegate to any such committee or committees any or all of the authority of the directors, however conferred, other than that of adopting directors’ bylaws under §2.12 and that of filling vacancies in the board of directors or in any committee of directors. Each such committee shall serve at the pleasure of the directors, shall act only in the intervals between meetings of the board of
directors, and shall be subject to the control and direction of the board of directors. The directors may adopt or authorize the committees to adopt provisions with respect to the government of any such committee or committees which are not inconsistent with applicable law, the articles, these regulations, or any directors’ bylaws. An act or authorization of an act by any such committee within the authority properly delegated to it by the directors shall be as effective for all purposes as the act or authorization of the full board of directors. Except as otherwise expressly provided in these regulations, each right, power, or authority conferred in these regulations to the “directors” or to the “board of directors” or to the “board” shall also be deemed conferred to each committee or committees to which any such right, power, or authority is delegated (expressly or by necessary implication) by the board of directors.

§2.12. Directors’ Bylaws. For purposes of their own government the directors, by vote of a majority of all directors then serving as such, may adopt, revoke and from time to time amend directors’ bylaws not inconsistent with applicable law, the articles, or these regulations. Without limiting the generality of the foregoing, the directors’ bylaws may contain provisions with respect to the frequency, organization, place, time, notice, adjournment, and order of business of meetings of the board of directors or committees of directors, and the establishment, membership, authority, and duties of committees of directors.

§2.13. Organization of Meetings. At each meeting of the board of directors, the chairman of the board, if any, or, in his absence, the president, or, in his absence, a chairman chosen by a majority of the directors present, shall act as chairman. The secretary of the company, or, if the secretary shall not be present, any person whom the chairman of the meeting shall appoint, shall act as secretary of the meeting.

§2.14. Place of Meetings. The meetings of the board of directors shall be held at such place or places, within or without the State of Ohio, as may from time to time be fixed by the board of directors, or as shall be specified or fixed in the respective notices or waivers of notice thereof. Unless the articles otherwise provide, meetings of the board of directors may be held through any communications equipment if all persons participating can hear each other, and participation by a director in such a meeting shall constitute his attendance at such meeting.

§2.15. Regular Meetings. Regular meetings of the board of directors will not be held unless the board of directors otherwise determines.

§2.16. Special Meetings. Special meetings of the board of directors shall be held whenever called by the chairman of the board, if any, the president, or by any two directors.

§2.17. Notices of Meetings. Every director shall furnish the secretary of the company with an address at which notices of meetings and all other corporate notices may be served on or mailed to him. Unless waived before, at, or after the meeting as hereinafter provided, notice of each board meeting shall be given by the president, the secretary, an assistant secretary, or the persons calling such meeting to each director in accordance with Article VI of these regulations.

Unless otherwise required by the Ohio General Corporation Law, the articles, or these regulations (e.g., §3.03 with respect to certain elections of officers), the notice of any meeting need not specify the purpose or purposes thereof.
§2.18. **Notice of Adjournment of Meeting.** Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

§2.19. **Order of Business.** The order of business at meetings of the board of directors shall be such as the chairman may prescribe or follow, subject, however, to his being overruled with respect thereto by a majority of the members of the board of directors present.

[End of Article II]
ARTICLE III

Officers

§3.01. Number and Titles. The officers of the company shall be a president, a treasurer, and a secretary. There may, in addition, be a chairman of the board, at any time during which the board of directors shall see fit to cause such office to be filled. There shall be such one or more vice presidents, assistant treasurers and assistant secretaries, if any, as the board of directors may from time to time determine and elect to office. If there is more than one vice president, the board may, in its discretion, establish designations for the vice presidencies so as to distinguish among them as to either or both their functions or their order, if any, of succession to the duties and authority of the president and other vice presidents. Any person may hold two or more offices and perform the duties thereof, except that no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law, the articles, these regulations, or any directors’ bylaws to be executed, acknowledged, or verified by two or more officers.

§3.02. Additional Officers, Agents, Etc. In addition to the officers specified in §3.01, the company shall have such other officers, agents, and committees as the board of directors may deem advisable and may elect, each of whom or each member of which shall hold office for such period, have such authority, and perform such duties as may be provided in these regulations or as may, from time to time, be determined by the board of directors. The board of directors may delegate to any officer or committee the power to appoint any subordinate officers, agents, or committees. In the absence of any officer, or for any other reason the board of directors may deem appropriate, the board of directors may delegate, for such time as the board of directors shall determine, the powers and duties, or any of them, of such officer to any other officer or officers, or to any director or directors.

§3.03. Election, Terms of Office, Qualifications and Compensation. The officers shall be elected by the board of directors. Each shall be elected for an indeterminate term and shall hold office during the pleasure of the board of directors. The board of directors may hold annual elections of officers. At any time after one year following an election of a full slate of officers, an election of officers shall be held within 30 days after delivery to the president or the secretary of a written request for such election by any director. The notice of the meeting held in response to such request shall specify that an election of officers is one of the purposes thereof. The chairman of the board, if any, shall be a director of the company; the qualifications, if any, of all other officers shall be such as the board of directors may establish. An officer shall be entitled to such salary or other compensation, if any, for his services as such as the directors, or a duly authorized officer or committee of officers, may authorize from time to time, subject to the terms and conditions relating to the compensation of any particular officer contained in any express contract of employment then in effect between such officer and the company.

§3.04. Removal. Any officer may be removed, either with or without cause, at any time, by the board of directors. Any officer appointed by an officer or committee to which the board of directors shall have delegated the power of appointment may be removed, either with or without cause, by the committee or superior officer (including successors) who made the
appointment, or by any committee or officer upon whom such power of removal may be conferred by the board of directors.

§3.05. Resignations. Any officer may resign at any time by giving written notice to the board of directors, the president, or the secretary. Any such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

§3.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled in the manner prescribed for regular appointments or elections to such office.

§3.07. Powers, Authority and Duties. Officers of the company shall have the powers and authority conferred and the duties prescribed by law, in addition to those specified or provided for in the other sections of this Article III. Such powers, authority and duties of any officer shall be subject to the limitations, modifications, definitions, conditions, or other terms, if any, contained in any express contract of employment between such officer and the company, whether entered into or amended prior to, concurrently with, or after the adoption of these regulations.

§3.08. The Chairman of the Board. The chairman of the board, if and while there be an incumbent of the office and if he be so directed by the board of directors, shall preside at all meetings of the shareholders and of the directors at which he is present. He shall have such other duties and authority as may be assigned or delegated to him from time to time by the board of directors. He shall from time to time report to the board of directors all matters within his knowledge which the interest of the company may require to be brought to the notice of the board of directors.

§3.09. The President. If and while there is no incumbent of the office of chairman of the board, and during the absence or disability of the chairman of the board, the president shall have the duties and authority specified in §3.08. Subject to the control of the board of directors and unless as otherwise determined by the board of directors, the president shall be the chief executive officer of the company, shall superintend and manage the business of the company and shall co-ordinate and supervise the work of its other officers. Either personally or through other officers or employees of the company, he shall employ, direct, fix the compensation of, discipline, and discharge its personnel; employ agents, professional advisers and consultants; and perform all functions of a general manager of the company’s business. He may execute and deliver in the name of the company all deeds, mortgages, bonds, contracts, and other instruments either when specially authorized by the board of directors or when required or deemed necessary or advisable by him in the ordinary conduct of the company’s normal business, except in cases where the execution thereof shall be expressly delegated by these regulations or by the board of directors to some other officer or agent of the company or shall be required by law or otherwise to be executed by some other officer or agent. He shall, in general, perform all duties and have all authority incident to the office of the president and such other duties as from time to time may be assigned to him by the board of directors.
§3.10. The Vice Presidents. The vice presidents, if any, shall perform such duties as may be assigned to them, individually or collectively, by the board of directors or by the president. In the absence or disability of the president, one or more of the vice presidents may perform such duties of the president as the president or the board of directors may designate.

§3.11. The Treasurer. If required by the board of directors, the treasurer shall give bond for the faithful discharge of his duties in such penal sum and with such sureties as the board of directors shall determine. He shall:

(a) Have charge and custody of, and be responsible for, all funds, securities, notes, contracts, deeds, documents, and all other indicia of title in the company and valuable effects of the company; receive and give receipts for moneys payable to the company from any sources whatsoever; deposit all moneys in the name of the company in such banks, trust companies, or other depositories as shall be selected by or pursuant to the direction of the board of directors; cause such funds to be disbursed by checks or drafts on the authorized depositories of the company, signed as the board of directors may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all moneys disbursed;

(b) Have the right to require from time to time reports or statements giving such information as he may desire with respect to any and all financial transactions of the company from the officers, employees, or agents transacting the same;

(c) Keep or cause to be kept, at the principal office or such other office or offices of the company as the board of directors shall from time to time designate, correct records of the moneys, business, and transactions of the company, and exhibit those records to any director of the company upon application at such office;

(d) Render to the board of directors or the chairman of the board or the president whenever requested an account of the financial condition of the company and of all his transactions as treasurer and, as soon as practicable after the close of each fiscal year, make and submit to the board of directors a like report for such fiscal year;

(e) Lay before each annual meeting of the shareholders, or the meeting held in lieu thereof, the financial statement required by the Ohio General Corporation Law, and furnish copies of such statement to shareholders as required by said statute;

(f) Cause the books, reports, statements, certificates, and all other documents and records required by law to be properly kept and filed; and

(g) In general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the board of directors or the president or any vice president.

§3.12. The Assistant Treasurers. The assistant treasurers, if any, shall perform such duties as from time to time may be assigned to them, individually or collectively, by the board of directors, by the president, by any vice president, or by the treasurer. In the absence or disability
of the treasurer, one or more of the assistant treasurers may perform such duties of the treasurer as the treasurer, the president, or the board of directors may designate.

§3.13. The Secretary. The secretary shall:

(a) Keep the minutes of all meetings of the shareholders and of the board of directors in one or more books provided for that purpose;

(b) Cause all notices to the shareholders and the directors of the company to be duly given in accordance with these regulations and the Ohio General Corporation Law;

(c) Have charge, directly or through such transfer agent or agents and registrar or registrars as the board of directors may appoint, of the issue, transfer, and registration of certificates for shares of the company and of the records thereof, such records to be kept in such manner as to show at any time the number and class of shares in the company issued and outstanding, the names and addresses of the holders of record thereof, the numbers and classes of shares held by each, and the date when each share certificate was issued;

(d) Exhibit at all reasonable times to any director the aforesaid records of the issue, transfer, and registration of such certificates, upon application at the place where those records are kept;

(e) Have available at each shareholders’ meeting the list or lists required by §1.17, above, certified by the officer or agent in charge of the transfer of shares;

(f) Sign (or cause the treasurer or other proper officer of the company thereunto authorized by the board of directors to sign), with the chairman of the board or the president or a vice president, certificates for shares of the company; and

(g) In general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the board of directors or the president or any vice president.

§3.14. The Assistant Secretaries. The assistant secretaries, if any, shall perform such duties as from time to time may be assigned to them, individually or collectively, by the board of directors, by the president, any vice president, or by the secretary. In the absence or disability of the secretary, one or more of the assistant secretaries may perform such duties of the secretary as the secretary, the president, or the board of directors may designate.

[End of Article III]
ARTICLE IV

Shares and Their Transfer

§4.01. Certificates for Shares. Every owner of one or more shares of the company shall be entitled to a certificate or certificates, which shall be in such form as the board of directors shall prescribe, certifying the number and class of fully-paid shares of the company owned by him. The certificates for the respective classes of such shares shall be numbered in the order in which they are issued and shall be signed in the name of the company by the chairman of the board or the president or any vice president, and the secretary or the treasurer (or any assistant secretary or any assistant treasurer). A record shall be kept of the name of the owner or owners of the shares represented by each such certificate and the number of shares represented thereby, the date thereof, and in case of cancellation, the date of cancellation. Every certificate surrendered to the company for exchange or transfer shall be cancelled and no new certificate or certificates shall be issued in exchange for any existing certificates until such existing certificates shall have been so cancelled, except in cases provided for in §4.03.

§4.02. Regulations. The board of directors may adopt such rules and regulations as it may deem expedient, not inconsistent with these regulations, concerning the issue, transfer, and registration of certificates for shares. It may appoint one or more transfer agents or one or more registrars, or both, and may require all certificates for shares to bear the signatures of either or both.

§4.03. Lost, Destroyed, and Mutilated Certificates. If any certificate for shares becomes worn, defaced, or mutilated but is still substantially intact and recognizable, the directors, upon production and surrender thereof, shall order it cancelled and a new certificate issued in lieu of it. The holder of any shares shall immediately notify the company if a certificate therefor shall be lost, destroyed, or mutilated beyond recognition, and the company may issue a new certificate in the place of any certificate theretofore issued by it which is alleged to have been lost or destroyed or mutilated beyond recognition. The board of directors may require the owner of the certificate which is alleged to have been lost, destroyed, or mutilated beyond recognition, or his legal representative, to give the company a bond with such surety or sureties, and in such penal sum, as it may direct, to indemnify the company and its directors and officers against any claim that may be made against it or any of them on account of the issuance of such new certificate in place of the allegedly lost, destroyed, or mutilated certificate. The board of directors may, however, refuse to issue any such new certificate except pursuant to legal proceedings under the laws of Ohio.

§4.04. Transfer of Shares; Restrictions on Transfer. Transfers of shares in the company shall be made only on the books of the company by the registered holder thereof, his legal guardian, executor, or administrator, or by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the company or with a transfer agent appointed by the board of directors, and on surrender of the certificate or certificates for such shares. The person in whose name shares stand on the books of the company shall, to the full extent permitted by law, be deemed the owner thereof for all purposes as regards the company.
No restriction on the right to transfer shares of the company and no reservation of a lien thereon shall be effective against a transferee of such shares unless there is set forth on the face or back of each certificate for such shares the statement or statements required by the Ohio General Corporation Law or any other applicable law.

[End of Article IV]
ARTICLE V

Miscellaneous

§5.01. Examination of Books by Shareholders. The board of directors may make reasonable rules and regulations prescribing under what conditions the books, records, accounts, and documents of the company, or any of them, shall be open to the inspection of the shareholders. No shareholder shall be denied any right which is conferred by the Ohio General Corporation Law or any other Ohio law to inspect any book, record, account, or document of the company.

§5.02. Dividends. Subject to the articles, these regulations, and to the extent and as permitted by the Ohio General Corporation Law, the board of directors may declare dividends on the shares of the company whenever and in such amounts, if any, as the articles may provide, or as, in the opinion of the board of directors, the condition of the affairs of the company renders advisable. Unless otherwise required by the articles with respect to shares of any class or series, the declaration of dividends, if any, shall be wholly within the discretion of the board of directors, irrespective of the amount of surplus or capital surplus available for such purpose.

§5.03. Amendment of Regulations. These regulations may be amended, repealed, or superseded by a new code of regulations (a) at any annual or special meeting of the shareholders by the affirmative vote of the holders of record of shares entitling them to exercise a majority of the voting power on such proposal, (b) without a meeting of the shareholders, by the written consent of the holders of record of shares entitling them to exercise a majority of the voting power on such proposal, or (c) by a majority of the board of directors; provided, however, that no provision or permission in these regulations may divest shareholders of the power, or limit the shareholders’ power, to adopt, amend, or repeal the regulations. If any such amendment or new code of regulations is adopted without a meeting of the shareholders, the secretary shall mail a copy of the amendment or new code of regulations to each shareholder who would have been entitled to vote thereon, but who did not participate in the adoption thereof.

§5.04. Definitions. As used herein, and as of any point in time, “articles” shall mean the articles of incorporation of the company as then in effect and as the same may thereafter be amended from time to time; “regulations” shall mean this code of regulations as then in effect and as the same may thereafter be amended from time to time; the “Ohio General Corporation Law” shall mean Sections 1701.01 through 1701.99, inclusive, of the Ohio Revised Code, or any subsequent statute of like tenor or effect, as then in effect and as the same may thereafter be amended from time to time; and references to any section or subsection of the Ohio General Corporation Law shall include any subsequent amendment (including any renumbering) to such section or subsection or other amendment to the Ohio General Corporation Law dealing with the same subject matter as such section or subsection.
§5.05. Construction of Regulations. In the event these regulations contain any terms or provisions that are inconsistent or in conflict with any of the terms or provisions of the articles, such terms and provisions of the articles shall control and supersede such conflicting or inconsistent terms and provisions of these regulations, but such conflict or inconsistency shall not impair, nullify or otherwise affect the remaining terms and provisions of these regulations which shall remain in full force and effect. The captions at the beginnings of the several Articles and sections of these regulations are not part of the context hereof, but are merely labels to assist in locating and reading those Articles and sections thereof; such captions shall be ignored in construing these regulations.

[End of Article V]
ARTICLE VI

Notices

§6.01. Notices. Except as otherwise specifically provided herein or required by the Ohio General Corporation Law, whichever notice is required to be given to any shareholder, director, officer or agent, such requirement shall not be construed to mean personal notice. Such notice may in every instance be effectively given by depositing a writing in a post office or letter box in a postpaid, sealed wrapper, or by dispatching a prepaid telegram, addressed to such shareholder, director, officer or agent at his or her address as the same appears on the books of the company, or by electronic transmission (if consented to by the shareholder). The time when such notice is dispatched shall be the time of the giving of the notice.

§6.02. Electronic Notice; Consent. On consent of a shareholder, director, officer or agent, notice from the company required to be given pursuant to the Ohio General Corporation Law, the articles or these regulations may be provided to such shareholder, director, officer or agent by electronic transmission. The shareholder, director, officer or agent may specify the form of electronic transmission to be used to communicate such notice. A shareholder, director, officer or agent may revoke their consent to receive notice by electronic transmission by providing written notice to the company. The consent is considered revoked if the company is unable to deliver by electronic transmission two consecutive notices, and the secretary, assistant secretary or transfer agent of the company, or another person responsible for delivering notice on behalf of the company, knows that delivery of those two electronic transmissions was unsuccessful. Inadvertent failure to treat the unsuccessful transmissions as a revocation of the consent does not affect the validity of a meeting or other action.

§6.03. Waivers.

(a) Whenever notice is required to be given pursuant to the Ohio General Corporation Law, the articles or these regulations, a written waiver of any notice, signed by a shareholder, director, officer or agent whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such shareholder, director, officer or agent. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the shareholders or the directors need be specified in any written waiver of notice or any waiver of electronic transmission unless so required by the Ohio General Corporation Law, the articles or these regulations.

(b) The attendance of any shareholder or director at a meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice thereof shall constitute a waiver of notice of such meeting.

[End of Article VI]
ARTICLE VII

Exclusive Forum

Unless the company consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the company, (ii) any action for breach of duty to the company or the company’s shareholders by any current or former officer or other employee or agent or director of the company, (iii) any action against the company or any current or former director, officer or other employee or agent or director of the company arising pursuant to any provision of the Ohio General Corporation Law, the articles or these regulations, or (iv) any action against the company or any current or former officer or other employee or agent or director of the company governed by the internal affairs doctrine shall be the United States District Court for the Southern District of Ohio, Eastern Division at Columbus, or in the event that court lacks jurisdiction to hear such action, the Franklin County Court of Common Pleas, General Division, Columbus, Ohio, unless neither court has personal jurisdiction over an indispensable party named as a defendant. Failure to enforce the foregoing provisions would cause the company irreparable harm and the company shall be entitled to equitable relief, including injunctive relief and specific performance, to enforce the foregoing provisions. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the company shall be deemed to have notice of and consented to the provisions of this Article VII. If any action the subject matter of which is within the scope of this Article VII is filed in a court other than a court located within the State of Ohio (a “Foreign Action”) by or in the name of any shareholder, such shareholder shall be deemed to have consented to (i) the personal jurisdiction of the state and federal courts located within the State of Ohio in connection with any action brought in such court to enforce the provisions of this Article VII and (ii) having service of process made upon such shareholder in any such action by service upon such shareholder’s counsel in the Foreign Action as agent for such shareholder.

[End of Section VII]

[End of Code of Regulations]