

191—7.6(523) Requirements as to proxy.

7.6(1) The form of proxy (*a*) shall indicate in bold-face type whether or not the proxy is solicited on behalf of the management, (*b*) shall provide a specifically designated blank space for dating the proxy, and (*c*) shall identify clearly and impartially each matter or group of related matters intended to be acted upon, whether proposed by the management, or stockholders. No reference need be made to proposals as to which discretionary authority is conferred pursuant to 7.6(3) hereof.

7.6(2) Means shall be provided in the proxy for the person solicited to specify by ballot a choice between approval or disapproval of each matter or group of related matters referred to therein, other than elections to office. A proxy may confer discretionary authority with respect to matters as to which a choice is not so specified if the form of proxy states in bold-face type how it is intended to vote the shares or authorization represented by the proxy in each such case.

7.6(3) A proxy may confer discretionary authority with respect to other matters which may come before the meeting, provided the persons on whose behalf the solicitation is made are not aware a reasonable time prior to the time the solicitation is made that any other matters are to be presented for action at the meeting and provided further that a specific statement to that effect is made in the proxy statement or in the form of proxy.

7.6(4) No proxy shall confer authority (*a*) to vote for the election of any person to any office for which a bona fide nominee is not named in the proxy statement, or (*b*) to vote at any annual meeting other than the next annual meeting (or any adjournment thereof) to be held after the date on which the proxy statement and form of proxy are first sent or given to stockholders.

7.6(5) The proxy statement or form of proxy shall provide, subject to reasonable specified conditions, that the proxy will be voted and that where the person solicited specifies by means of ballot provided pursuant to 7.6(2) hereof a choice with respect to any matter to be acted upon, the vote will be in accordance with the specifications so made.

7.6(6) The information included in the proxy statement shall be clearly presented and the statements made shall be divided into groups according to subject matter, with appropriate headings. All printed proxy statements shall be clearly and legibly presented.