

**191—7.4(523) Definitions.**

**7.4(1)** The definitions and instructions set out in Schedule SIS, as promulgated by the National Association of Insurance Commissioners, shall be applicable for purposes of this regulation.

**7.4(2)** The terms “solicit” and “solicitation” for purposes of this regulation shall include:

- a.* Any request for proxy, whether or not accompanied by or included in a form of proxy; or
- b.* Any request to execute or not to execute, or to revoke, a proxy; or
- c.* The furnishing of a proxy or other communication to stockholders under circumstances reasonably calculated to result in the procurement, withholding or revocation of a proxy.

**7.4(3)** The terms “solicit” and “solicitation” shall not include:

- a.* Any solicitation by a person in respect of stock of which the person is the beneficial owner;
- b.* Action by a broker or other person in respect to stock carried in that person’s name or in the name of that person’s nominee in forwarding to the beneficial owner of such stock soliciting material received from the company, or impartially instructing such beneficial owner to forward a proxy to the person, if any, to whom the beneficial owner desires to give a proxy, or impartially requesting instructions from the beneficial owner with respect to the authority to be conferred by the proxy and stating that a proxy will be given if the instructions are received by a certain date;
- c.* The furnishing of a form of proxy to a stockholder upon the unsolicited request of such stockholder, or the performance by any person of ministerial acts on behalf of a person soliciting a proxy.