

**BOARD OF DIRECTORS POLICY REGARDING  
RESIGNATION OF HOLDOVER DIRECTORS**

**As adopted by the Board of Directors on May 20, 2009,  
and effective as of August 19, 2009**

The Amended Articles of Incorporation (the “Articles”) of the Company provide that, in an uncontested election, a candidate shall be elected as a Director only if the votes cast for the candidate exceed the votes cast against the candidate. Ohio Revised Code Section 1701.57(A) provides, however, that, unless the Company’s Articles or Amended Regulations provide otherwise, each Director shall hold office until a successor is elected, or until the Director’s earlier resignation, removal from office or death. Therefore, it would be possible for an incumbent Director to fail to be re-elected in an uncontested election but nonetheless to remain in office until the election of his or her successor (commonly called a “holdover Director”).

It is a policy of the Directors that any holdover Director is expected to tender his or her resignation as a Director promptly following the certification of the results of the election in which he or she failed to be re-elected.

Within 90 days following the certification of the election results, the Nominating and Corporate Governance Committee will consider each resignation tendered under this policy and recommend to the Directors whether to accept or reject it, and the Directors will act upon the recommendation of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee in making its recommendation, and the Directors in making their decision, will act in accord with their fiduciary duties to the Company and its shareholders and may consider any factors or other information that they consider appropriate with respect to any tendered resignation. Any holdover Director who tendered a resignation pursuant to this policy will not participate in the Nominating and Corporate Governance Committee recommendation or Director action regarding whether to accept or reject the tendered resignation. The Directors will promptly publicly disclose (1) their decision whether to accept or reject each tendered resignation and (2) if applicable, the reasons for rejecting a tendered resignation.

If a holdover Director’s tendered resignation is rejected, he or she will continue to serve until his or her successor is elected, or until his or her earlier resignation, removal from office or death.

If a holdover Director’s tendered resignation is accepted, then the Directors, in their sole discretion, may fill any resulting vacancy or may decrease the number of Directors, in each case pursuant to the provisions of and to the extent permitted by the Company’s Amended Regulations.

The Directors will consider as candidates for nomination for election or re-election as Directors, or to fill vacancies or new directorships, only those individuals who agree to comply with the provisions of this policy.

This policy will be effective immediately with respect to each incumbent Director and each individual who becomes after the adoption of this policy a Director, whether by election by the shareholders or by the Directors, and no affirmative act by any Director shall be necessary to cause this policy to be effective with respect to that Director.

The Directors may at any time in their sole discretion supplement or amend any provision of this policy in any respect, repeal this policy in whole or part or adopt a new policy relating to holdover Director resignations with such terms as the Directors determine in their sole discretion to be appropriate. The Directors will have the exclusive power and authority to administer this policy, including, without limitation, the right and power to interpret the provisions of this policy and to make all determinations deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations that are done or made by the Directors in good faith will be final, conclusive and binding.