

regulations issued under Code Section 83(b). The Committee may, in connection with the grant of an Award or at any time thereafter before such an election being made, prohibit a Participant from making the election described above.

ARTICLE 25.

OTHER PLANS

Nothing in this Plan shall be construed as limiting the authority of the Committee, the Board of Directors, the Corporation or any Subsidiary to establish any other compensation plan, or as in any way limiting its or their authority to pay bonuses or supplemental compensation to any persons employed by the Company or a Subsidiary, whether or not such person is a Participant in this Plan and regardless of how the amount of such compensation or bonus is determined. However, no such plan will be established or operated in a way that entitles or allows a Covered Employee to receive an award under such plan as a substitution or supplement for not achieving goals under this Plan.

ARTICLE 26.

LEGAL CONSTRUCTION

26.1 *GENDER AND NUMBER.* Except where otherwise indicated by the context, any masculine term used herein also shall include the feminine; the plural shall include the singular and the singular shall include the plural.

26.2 *SEVERABILITY.* In the event any provision of the Plan shall be held illegal or invalid for any reason, the illegality or invalidity shall not affect the remaining parts of the Plan, and the Plan shall be construed and enforced as if the illegal or invalid provision had not been included.

26.3 *REQUIREMENTS OF LAW.* The granting of Awards and the issuance of Shares under the Plan shall be subject to all applicable laws, rules, and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required.

26.4 *GOVERNING LAW.* To the extent not preempted by Federal law, the Plan, and all agreements hereunder, shall be construed in accordance with and governed by the laws of the state of Ohio, without reference to its choice of law rules.

26.5 *ADDITIONAL 409A GUIDANCE.* If additional guidance under Code Section 409A (“Additional 409A Guidance”) is issued after the effective date of this Plan that is contrary to the terms of this Plan or any Award Agreement, the Corporation, as of the effective date of the Additional 409A Guidance, will use its best efforts to administer the Plan and affected Award Agreements in conformance therewith. To the extent that compliance with the Additional 409A Guidance is necessary to maintain an Award’s exemption from Code Section 409A or compliance with Code Section 409A’s requirements, then to the extent reasonably possible, the Additional 409A Guidance is deemed to be incorporated by reference into this Plan and any affected Award Agreement and supersedes any contrary provision of this Plan or affected Award Agreement until the Committee amends the Plan and any affected Award Agreements.