

September 26, 2025

Via Online Shareholder Proposal Form

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: Omission by Olin Corporation of Shareholder Proposal Submitted by John Chevedden

Ladies and Gentlemen:

We are writing on behalf of our client, Olin Corporation (“Olin”), pursuant to Rule 14a-8(j)(1) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to notify the U.S. Securities and Exchange Commission (the “SEC”) of Olin’s intention to exclude a shareholder proposal and the related supporting statement (together, the “Proposal”) submitted by John Chevedden (the “Proponent”) from its proxy solicitation materials (“Proxy Materials”) for its 2026 Annual Meeting of Shareholders (the “2026 Annual Meeting”). Olin requests confirmation that the staff of the SEC’s Division of Corporation Finance (the “Staff”) concurs with Olin’s view that the Proposal may be excluded from its Proxy Materials or, alternatively, will not recommend to the SEC that enforcement action be taken if Olin omits the Proposal from its Proxy Materials in reliance on Rule 14a-8(b)(1) and Rule 14a-8(f)(1) under the Exchange Act as described below.

This letter provides an explanation of why Olin believes that it may exclude the Proposal from its Proxy Materials and includes the attachments required by Rule 14a-8(j)(2). A copy of this letter and its attachments are also being sent concurrently to the Proponent in accordance with Rule 14a-8(j)(2), informing the Proponent of Olin’s intention to omit the Proposal from its Proxy Materials. In addition, we wish to take this opportunity to inform the Proponent that if he submits additional correspondence to the Staff with respect to the Proposal, a copy of that correspondence should also be furnished to the undersigned on behalf of Olin pursuant to Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008).

This letter is being submitted not less than 80 calendar days before the anticipated filing of Olin’s definitive proxy statement for the 2026 Annual Meeting in accordance with Rule 14a-8(j)(1).

Pursuant to the guidance provided in Section F of Staff Legal Bulletin No. 14F (Oct. 18, 2011) (“SLB 14F”), we ask that the Staff provide its response to this request to the undersigned via email at the address noted in the last paragraph of this letter.

I. The Proposal

The Proposal sets forth the following proposed resolution to be voted upon by Olin’s shareholders at the 2026 Annual Meeting:

“Shareholders ask our Board of Directors to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting or the owners of the lowest percentage of shareholders, as governed by state law, the power to call a special shareholder meeting.”

II. Basis for Exclusion

Olin hereby respectfully requests that the Staff concur with its view that the Proposal may be excluded from its Proxy Materials pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) because the Proponent has failed to establish the requisite eligibility to submit the proposal despite proper notice.

III. Background

On August 9, 2025 (the “Submission Date”), the Proponent submitted via email the Proposal. The Proposal and the Proponent’s related correspondence did not contain information concerning his stock ownership required to submit the Proposal as set forth in Rule 14a-8(b). Therefore, after confirming the Proponent was not a shareholder of record and in accordance with the requirements of Rule 14a-8(f)(1), Olin sent on August 15, 2025 a letter to the Proponent, via email, which identified the proof of ownership deficiency and the Proponent’s requirement to remedy the deficiency within 14 days of receipt of Olin’s request (the “Initial Deficiency Notice”).

On August 16, 2025 and again on August 25, 2025, in response to the Initial Deficiency Notice, the Proponent, via email, provided Olin with a broker letter from Fidelity Investments, dated August 14, 2025, verifying continuous ownership of 60 shares of Olin common stock from August 1, 2022 to the start of business on August 14, 2025 (the “Broker Letter”). The Proponent also submitted a revised proposal on August 16, 2025 to correct a typographical error in the Proposal. In response to the Broker Letter, Olin sent a second notice of deficiency on August 25, 2025 (the “Second Deficiency Notice”) to the Proponent, via email, which notified the Proponent that the Proposal was still deficient because the Broker Letter did not provide verification that the Proponent satisfied one of the ownership requirements set forth in Rule 14a-8(b) under the Exchange Act because it only verified continuous ownership of \$1,390.80 in market value of shares of Olin common stock for a continuous period from August 1, 2022 to the start of business on August 14, 2025.

In accordance with Staff Legal Bulletin No. 14M (February 12, 2025) (“SLB 14M”), the Initial Deficiency Notice and the Second Deficiency Notice each identified the deficiency, notified the Proponent of the requirements of Rule 14a-8 under the Exchange Act, and explained how the Proponent could cure the procedural deficiency. Specifically, the Initial Deficiency Notice and the Second Deficiency Notice stated:

- the three ownership requirements (collectively, the “Ownership Requirements”) that satisfy Rule 14a-8(b) under the Exchange Act;
- that, according to Olin’s stock records, the Proponent was not a record owner of sufficient shares of Olin common stock to satisfy any of the Ownership Requirements;
- that the Broker Letter was insufficient to demonstrate ownership because it did not satisfy any of the Ownership Requirements: “[T]he Proponent did not hold the amount of shares required to satisfy any ownership threshold set forth in Rule 14a-8(b). Specifically, based on the Broker Letter provided by the Proponent, at no time during the 60 calendar days before the Submission Date did the Proponent hold shares of Olin common stock with a market value of at least \$2,000”;
- the type of statement or documentation necessary to demonstrate beneficial ownership under Rule 14a-8(b) under the Exchange Act, including “a written statement from the record holder of the Proponent’s Olin common stock (usually a bank or broker that is a Depository Trust Company (‘DTC’) participant) verifying that, as of the Submission Date, the Proponent continuously held the requisite number of shares of Olin common stock for the applicable time period outlined above”; and
- that the response to the applicable deficiency notice had to be postmarked or transmitted electronically no later than 14 calendar days from the date the Proponent received the applicable deficiency notice.

In response to the Second Deficiency Notice, on August 26, 2025, the Proponent sent an email to Olin stating that a proposal similar to the Proposal had recently received substantial shareholder support by such company’s shareholders. The August 26, 2025 email did not address the insufficient share ownership deficiency. As of the date of this letter, Olin has not received any further correspondence from the Proponent. Copies of the Proposal, the Initial Deficiency Notice, the Second Deficiency Notice, the Broker Letter and the related correspondence are attached hereto as Exhibit A.

IV. The Proposal May Be Excluded From The Proxy Materials Pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) Because The Proponent Failed To Establish The Requisite Eligibility To Submit The Proposal Despite Proper Notice.

Rule 14a-8(b)(1) under the Exchange Act provides, in part, that to be eligible to submit a

proposal for an annual meeting, a stockholder proponent must satisfy one of the Ownership Requirements by having continuously held either:

- at least \$2,000 in market value of the company's securities entitled to vote on the proposal for at least three years (the "Three-Year Ownership Requirement");
- at least \$15,000 in market value of the company's securities entitled to vote on the proposal for at least two years (the "Two-Year Ownership Requirement"); or
- at least \$25,000 in market value of the company's securities entitled to vote on the proposal for at least one year (the "One-Year Ownership Requirement").

According to SLB 14M, to calculate whether a proponent satisfied the relevant Ownership Requirement threshold, the proponent should determine whether, on any date within the 60 calendar days before the date the proponent submitted the proposal, the proponent's investment had a market value at the relevant threshold or greater. SLB 14M further provides that market value is calculated by multiplying the number of securities the proponent continuously held for the relevant period by the highest selling price during the 60 calendar days before the proponent submitted the proposal. According to calculations performed by Olin and in accordance with the Staff's market valuation guidelines referenced in SLB 14M, the Proponent did not hold the amount of shares of Olin common stock required to satisfy any Ownership Requirements. Specifically, at no time during the 60 calendar days before the Submission Date did the Proponent hold shares of Olin common stock with a market value in excess of \$1,390.80.

Accordingly, the Broker Letter, which verified continuous ownership of \$1,390.80 in market value of shares of Olin common stock for a period of three years preceding and including the Submission Date, failed to satisfy any of the Ownership Requirements. Specifically, holding \$1,390.80 in market value of shares for a period of three years preceding and including the Submission Date fails to satisfy the requisite amount in the Three-Year Ownership Requirement, the Two-Year Ownership Requirement or the One-Year Ownership Requirement.

Staff Legal Bulletin No. 14 (July 13, 2001) specifies that when the stockholder is not the registered holder, the stockholder "is responsible for proving his or her eligibility to submit a proposal to the company," which the stockholder may do by one of the two ways provided in Rule 14a-8(b)(2)(ii) under the Exchange Act. Further, the Staff has clarified that these proof of ownership letters must come from the "record" holder of the proponent's stock, and that only DTC participants are viewed as record holders of securities that are deposited at DTC. *See* SLB 14F. Rule 14a-8(f) under the Exchange Act provides that a company may exclude a stockholder proposal if the proponent fails to provide evidence of eligibility under Rule 14a-8 under the Exchange Act, including the Ownership Requirements of Rule 14a-8(b) under the Exchange Act, provided that the company timely notifies the proponent of the deficiency, and the proponent fails to correct the deficiency within the required time. Rule 14a-8(f)(1) under the Exchange Act is clear with respect to the deadline for correcting the deficiency and includes, in pertinent part, the following language (emphasis added):

“Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. *Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company’s notification.*”

As established above, Olin satisfied its obligation under Rule 14a-8 under the Exchange Act by transmitting to the Proponent in a timely manner the Initial Deficiency Notice and the Second Deficiency Notice, which specifically set forth the information and instructions listed above and attached copies of Rule 14a-8, SLB 14F, Staff Legal Bulletin No. 14G (October 16, 2012) and SLB 14M. However, despite the clear explanation in the Initial Deficiency Notice and the Second Deficiency Notice, the Proponent has failed to provide the requisite proof of continuous share ownership to meet the Ownership Requirements of Rule 14a-8(b) under the Exchange Act.

The Staff has consistently concurred in exclusion of shareholder proposals under Rule 14a-8(b) where proponents have failed, following a timely and proper request by a company, to furnish evidence of eligibility to submit the shareholder proposal, including where proponents have submitted broker letters showing that they do not meet the ownership threshold to submit a proposal. For example, in *Sage Therapeutics, Inc.* (April 9, 2024), the Staff concurred with the exclusion under Rule 14a-8(b)(1)(i) and Rule 14a-8(f) of a proposal where the proponent’s broker letter verified that the proponent continuously held \$1,616.25 of the company’s securities for a period of three years preceding and including the submission date and therefore, did not meet any of the Ownership Requirements. Additionally, in *ANSYS, Inc.* (March 15, 2023), the Staff concurred with the exclusion under Rule 14a-8(b)(1)(i) and Rule 14a-8(f) of a proposal where the proponent’s broker letter verified that the proponent continuously held \$5,255.00 of the company’s securities for a period which fell short of the Three-Year Ownership Requirement and did not satisfy any of the other Ownership Requirements. *See also AMC Networks Inc.* (April 4, 2023) (concurring with exclusion of a proposal under Rule 14a-8(b)(1)(i) and Rule 14a-8(f) where the market value of the proponent’s shares was less than the \$2,000 minimum ownership level required by Rule 14a-8(b)); *JetBlue Airways Corporation* (January 19, 2023) (concurring with exclusion of a proposal under Rule 14a-8(b)(1)(i) and Rule 14a-8(f) where the market value of the proponent’s shares was less than the \$2,000 minimum ownership level required by Rule 14a-8(b)); *PPL Corporation* (March 12, 2021) (concurring with exclusion of a proposal under Rule 14a-8(b)(1)(i) and Rule 14a-8(f) where the market value of the proponent’s shares was less than the \$2,000 minimum ownership level required by Rule 14a-8(b)); *PG&E Corporation* (May 26, 2020) (concurring with the exclusion of a proposal under Rule 14a-8(b)(1)(i) and Rule 14a-8(f) where the market value of the proponent’s shares was less than the \$2,000 minimum ownership level required by Rule 14a-8(b)); *Resideo Technologies, Inc.* (March 7, 2020) (concurring with the exclusion of a proposal under Rule 14a-8(b)(1)(i) and Rule 14a-8(f) where the market value of the proponent’s shares was less than the \$2,000 minimum ownership level required by Rule 14a-8(b)); and *Hewlett Packard Enterprise Co.* (December 9, 2016) (concurring with the exclusion of a proposal under Rule 14a-8(b)(1)(i) and Rule 14a-8(f)

where the market value of the proponent's shares was less than the \$2,000 minimum ownership level required by Rule 14a-8(b)).

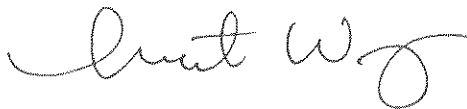
Accordingly, and consistent with the Staff's prior no-action letters cited above, the Proposal may be excluded pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) under the Exchange Act.

V. Conclusion

Based on the foregoing, we respectfully request that the Staff concur with Olin's view or, alternatively, not recommend enforcement action to the SEC if Olin excludes the Proposal from its Proxy Materials pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) because the Proponent has failed to establish the requisite eligibility to submit the Proposal despite proper notice.

Should the Staff have any questions regarding this matter or need any additional information, please do not hesitate to contact me at 804-775-4711 or by email at lway@mcguirewoods.com.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Lawton B. Way".

Lawton B. Way

Enclosures

cc: John Chevedden
Inchan Hwang, Olin Corporation
W. Lake Taylor, Jr., McGuireWoods LLP
Sean W. Patterson, McGuireWoods LLP

EXHIBIT A

(Copy of the Proposal and Related Correspondence)

From: John [REDACTED]
Sent: Saturday, August 9, 2025 12:25 PM
To: Hwang, Inchan CLAY [REDACTED]
Subject: Rule 14a-8 Proposal (OLN)

<< THIS EMAIL ORIGINATED FROM OUTSIDE OF OLIN >>

Mr. Hwang,
Please see the attached rule 14a-8 proposal.
Please acknowledge receipt promptly in order to expedite delivery of the broker letter.

Please confirm that this is the correct email address for rule 14a-8 proposals.
Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."
I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.
Please arrange in advance in a separate email message regarding a meeting if needed.
John Chevedden

Ms. Angela Castle
Corporate Secretary
Olin Corporation (OLN)
190 Carondelet Plaza
Suite 1530
Clayton, MO 63105

Ms. Castle,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.

Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Board of Directors proposals, and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message to [REDACTED] it may very well save you from formally requesting a broker letter from me.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." I so request.

Sincerely,


John Chevedden


Date

cc: "Hwang, Inchan Clay" [REDACTED]

[OLN – Rule 14a-8 Proposal, August 9, 2025]

[This line and any line above it is not for publication.]

Proposal 4 – Shareholder Ability to Call for a Special Shareholder Meeting

Shareholders ask our Board of Directors to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting or the owners of the lowest percentage of shareholders, as governed by state law, the power to call a special shareholder meeting.

To guard against the Olin Board of Directors becoming complacent shareholders need the ability to call a special shareholder meeting to help the Board adopt new strategies when the need arises.

There is no concern that allowing 10% of shares to call for a special shareholder meeting, as called for in this proposal, is too easy. It is almost unheard of for any special shareholder meeting, called for by shareholders, to ever occur at any company even though a significant number of companies allow 10% of shareholders to call for a special shareholder meeting.

The reason to have this right is that with this right in place companies are more likely to engage productively with their shareholders because shareholders have an alternative ability to call for a special shareholder meeting.

On the other hand with the widespread use of online shareholder meetings it is much easier for a company to conduct a special shareholder meeting for important business matters and Micron bylaws need to be updated accordingly.

Please vote yes:

Shareholder Ability to Call for a Special Shareholder Meeting – Proposal 4

[The line above – *Is* for publication.]

[Please assign the correct proposal number in the 2 places.]

Notes:

“Proposal 4” stands in for the final proposal number that management will assign. The proposal number and title at the top of proposal is the number and title intended for publication in the proxy and on the ballot – word for word with no added words or mixture of shareholder words with management words.

It is critically important that the proponent have control of the ballot title with no words added or subtracted from the title because the title of the proposal may be the only words a voting shareholder sees. If management disagrees then it has the option of negotiating now or asking for no action relief.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

The proponent intends to continue holding the same required amount of Company shares through the date of the Company’s 2025 Annual Meeting of Stockholders as is or will be documented in his ownership proof.

Please acknowledge this proposal promptly by email [REDACTED]

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.



From: [Hwang, Inchan CLAY](#)
To: [John](#); [John Chevedden](#)
Subject: RE: Rule 14a-8 Proposal (OLN)
Date: Friday, August 15, 2025 2:10:30 PM
Attachments: [image001.png](#)
[OLN - Letter of Deficiency - Chevedden.pdf](#)
[SEC.gov Shareholder Proposals Staff Legal Bulletin No. 14F \(CF\).pdf](#)
[SEC.gov Shareholder Proposals Staff Legal Bulletin No. 14G \(CF\).pdf](#)
[SEC.gov Shareholder Proposals Staff Legal Bulletin No. 14M \(CF\).pdf](#)

****EXTERNAL EMAIL; use caution with links and attachments****

Mr. Chevedden,

Please find attached a notice of deficiency regarding your Rule 14a-8 shareholder proposal entitled “Shareholder Ability to Call for a Special Shareholder Meeting.” Please confirm receipt of this e-mail.

Additionally, I am available to discuss your proposal on Tuesday, August 26 at 12 noon (Pacific time). Assuming this time still works for you, I will send a meeting reminder momentarily and plan to call you [REDACTED] at that time.

Thank you,

Inchan Hwang



Inchan Hwang
VP, Deputy General Counsel & Secretary

190 Carondelet Plaza, Suite 1530
Clayton, MO 63105
[REDACTED]

| [REDACTED]

From: John [REDACTED]
Sent: Saturday, August 9, 2025 12:25 PM
To: Hwang, Inchan CLAY [REDACTED]
Subject: Rule 14a-8 Proposal (OLN)

<< THIS EMAIL ORIGINATED FROM OUTSIDE OF OLIN >>

Mr. Hwang,

Please see the attached rule 14a-8 proposal.

Please acknowledge receipt promptly in order to expedite delivery of the broker letter.

Please confirm that this is the correct email address for rule 14a-8 proposals.

Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."

I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after

10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

John Chevedden

The information contained in this e-mail message is intended only for the personal and confidential use of the recipient(s) named above. If the reader of this message is not the intended recipient or an agent responsible for delivering it to the intended recipient, you are hereby notified that you have received this message and any attachments in error and that any review, dissemination, distribution, copying or alteration of this message and/or its attachments is strictly prohibited. If you have received this message in error, please notify the sender immediately by electronic mail, and delete the original message. --- Les informations contenues dans ce message électronique sont destinées uniquement à l'usage personnel et confidentiel du ou des destinataires désignés ci-dessus. Si le lecteur de ce message n'est pas le destinataire prévu ou un agent chargé de le remettre au destinataire prévu, vous êtes informé par la présente que vous avez reçu ce message et toute pièce jointe par erreur et que toute révision, diffusion, distribution, copie ou modification de ce message et/ou de ses pièces jointes est strictement interdite. Si vous avez reçu ce message par erreur, veuillez en informer immédiatement l'expéditeur par courrier électronique et supprimer le message original.



190 Carondelet Plaza, Suite 1530, Clayton, MO 63105

August 15, 2025

Sent via Electronic Mail

Mr. John Chevedden

[REDACTED]
[REDACTED]
[REDACTED]

Dear Mr. Chevedden:

By this letter, Olin Corporation (“Olin”) hereby confirms receipt on August 9, 2025 (the “Submission Date”), via electronic mail, of the proposal submitted by you (the “Proponent”) pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), for inclusion in Olin’s proxy statement for its 2026 Annual Meeting of Shareholders (the “Proposal”).

The Proposal contains procedural deficiencies that the Exchange Act and applicable guidance of the Securities and Exchange Commission (the “SEC”) require us to bring to your attention.

Proof of continuous ownership

In order to be eligible to submit the Proposal, Rule 14a-8(b) under the Exchange Act and SEC guidance require that the Proponent submit proof of continuous ownership of one of the following (“Ownership Requirement”):

- i. At least \$2,000 in market value of Olin common stock for at least three years preceding and including the Submission Date;
- ii. At least \$15,000 in market value of Olin common stock for at least two years preceding and including the Submission Date; or
- iii. At least \$25,000 in market value of Olin common stock for at least one year preceding and including the Submission Date.

The Proponent may not aggregate its holdings with those of another shareholder or group of shareholders to satisfy the Ownership Requirement.

As of the date of this letter, we have not received proof of ownership by the Proponent of Olin common stock in an amount to satisfy the Ownership Requirement. To remedy this defect, please submit sufficient proof establishing that the Proponent has satisfied the Ownership Requirement.

According to Olin's records, the Proponent is not a registered holder of Olin common stock. As explained in Rule 14a-8(b), if the Proponent is not a registered holder of Olin common stock, the Proponent may provide proof of ownership to satisfy the Ownership Requirement by submitting either:

- a written statement from the record holder of the Proponent's Olin common stock (usually a bank or broker that is a Depository Trust Company ("DTC") participant) verifying that, as of the Submission Date, the Proponent continuously held the requisite number of shares of Olin common stock for the applicable time period outlined above; or
- if the Proponent has filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5 with the SEC, or amendments to those documents or updated forms, reflecting the Proponent's ownership of the shares as of or before the date on which the applicable eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the Proponent's ownership level and a written statement that the Proponent continuously held the required number of shares for the applicable eligibility period as of the date of the statement.

If the Proponent intends to demonstrate ownership sufficient to satisfy the Ownership Requirement by submitting a written statement from the record holder of its stock as set forth above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, DTC, which is a registered clearing agency that acts as a securities depository. (DTC is also known through the account name of Cede & Co.) Under SEC Staff Legal Bulletin No. 14F and SEC Staff Legal Bulletin No. 14G, only DTC participants or affiliates of DTC participants are viewed by the SEC as record holders of the securities deposited at DTC. You can confirm whether a particular bank, broker or other securities intermediary is a DTC participant by checking DTC's participant list, which is available on the Internet at <https://www.dtcc.com/client-center/dtc-directories>. You should be able to determine who the DTC participant is by asking the Proponent's bank, broker or other securities intermediary.

If the Proponent's shares are held by a bank, broker or other securities intermediary that is a DTC participant or an affiliate of a DTC participant, then you need to submit a written statement from the Proponent's bank, broker, or other securities intermediary verifying that the Proponent has satisfied the Ownership Requirement. If the Proponent's shares are held by a bank, broker or other securities intermediary that is not a DTC participant or an affiliate of a DTC participant, then the Proponent needs to submit proof of ownership through the DTC participant through which the shares are held verifying that the Proponent has satisfied the Ownership Requirement. If the DTC participant that holds the Proponent's shares is not able to confirm the Proponent's individual holdings but is able to confirm the holdings of the Proponent's bank, broker or other securities intermediary, then the Proponent needs to satisfy the proof of Ownership Requirement by obtaining and submitting two proof of ownership statements verifying that for the applicable time period, the required amount of Olin common stock was continuously held: (1) one from the bank, broker or other securities intermediary confirming the Proponent's ownership and (2) one from the DTC participant (or an affiliate thereof) that can verify the holdings of the bank, broker or other securities intermediary.

Under Rule 14a-8(b) of the Exchange Act, the Proponent must also provide the Company with a written statement of its intent to continue to hold through the date of the Company's 2026

Annual Meeting of Shareholders the requisite amount of Company securities used to satisfy the applicable Ownership Requirement. As we have not yet received any proof of ownership from the Proponent, and therefore do not know with certainty which of the Ownership Requirements will be satisfied, we believe that the Proponent's written statement in its letter accompanying the Proposal that the Proponent "intends to continue holding the same required amount of Company shares through the date of the Company's **2025** Annual Meeting of Stockholders as is or will be documented in [the Proponent's] ownership proof" is not adequate as it does not specify which requisite amount of Olin common stock is applicable to the Proponent and identifies the wrong year for the Company's annual meeting of shareholders. To remedy this defect, the Proponent must submit a written statement that it intends to continue to hold the requisite amount of Olin common stock through the date of the Company's **2026** Annual Meeting of Shareholders.

Additionally, the Proposal identifies the wrong company when calling for the Company's bylaws to be updated in its supporting statement – "On the other hand with the widespread use of online shareholder meetings it is much easier for a company to conduct a special shareholder meeting for important business matters and **Micron** [sic] bylaws need to be updated accordingly." As discussed in Staff Legal Bulletin 14F, if the Proponent wishes to submit a revised Proposal correcting this error, the Proponent must do so no later than the Company's deadline to receive shareholder proposals pursuant to Rule 14a-8 for the 2026 Annual Meeting of Shareholders (i.e., November 21, 2025).

Rule 14a-8 under the Exchange Act requires that the Proponent must remedy the items described above no later than 14 calendar days from the date on which the Proponent received this letter. To meet this deadline, the written proof of ownership must be postmarked or transmitted electronically to Olin no later than 14 calendar days from the date on which you receive this letter. Please confirm receipt of this letter. The Proponent's documentation and/or response may be sent via electronic mail to me [REDACTED] or by postal or overnight mail to Inchan Hwang, Olin Corporation, 190 Carondelet Plaza, Suite 1530, Clayton, MO 63105.

Finally, please note that in addition to the eligibility deficiency cited above, Olin reserves the right in the future to raise any further bases upon which the Proposal may be properly excluded pursuant to Rule 14a-8 under the Exchange Act.

If the Proponent has any questions regarding this matter, I can be reached at [REDACTED]. For the Proponent's reference, I have enclosed copies of Rule 14a-8, Staff Legal Bulletin No. 14F, Staff Legal Bulletin No. 14G and Staff Legal Bulletin No. 14M.

Sincerely,



Inchan Hwang
VP, Deputy General Counsel and Secretary

Enclosures

From: John [REDACTED]
Sent: Saturday, August 16, 2025 9:38 AM
To: Hwang, Inchan CLAY [REDACTED]
Subject: OLN

<< THIS EMAIL ORIGINATED FROM OUTSIDE OF OLIN >>

I intend to continue to hold the same requisite amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

Please confirm receipt.

John Chevedden

The information contained in this e-mail message is intended only for the personal and confidential use of the recipient(s) named above. If the reader of this message is not the intended recipient or an agent responsible for delivering it to the intended recipient, you are hereby notified that you have received this message and any attachments in error and that any review, dissemination, distribution, copying or alteration of this message and/or its attachments is strictly prohibited. If you have received this message in error, please notify the sender immediately by electronic mail, and delete the original message. --- Les informations contenues dans ce message électronique sont destinées uniquement à l'usage personnel et confidentiel du ou des destinataires désignés ci-dessus. Si le lecteur de ce message n'est pas le destinataire prévu ou un agent chargé de le remettre au destinataire prévu, vous êtes informé par la présente que vous avez reçu ce message et toute pièce jointe par erreur et que toute révision, diffusion, distribution, copie ou modification de ce message et/ou de ses pièces jointes est strictement interdite. Si vous avez reçu ce message par erreur, veuillez en informer immédiatement l'expéditeur par courrier électronique et supprimer le message original.



JOHN R CHEVEDDEN

August 14, 2025



Dear John R. Chevedden,

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity investments.

Please accept this letter as confirmation that as of the start of business on the date of this letter Mr. Chevedden has continuously owned no fewer than the shares quantities of the securities shown on the below table since at least August 1, 2022.

Security	Symbol	Share Quantity
[Redacted]	[Redacted]	[Redacted]
Olin Corporation	OLN	60.000
[Redacted]	[Redacted]	[Redacted]
[Redacted]	[Redacted]	[Redacted]

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number 0226) a Fidelity Investments subsidiary.

I hope this information is helpful. For any other issues or general inquiries, please contact a Fidelity representative at 800-544-6666. Thank you for choosing Fidelity Investments.

Sincerely,

Curtis Mitchell
Brokerage Operations

Our File: [Redacted]

From: John [REDACTED]
Sent: Saturday, August 16, 2025 9:48 AM
To: Hwang, Inchan CLAY [REDACTED]
Subject: OLN

<< THIS EMAIL ORIGINATED FROM OUTSIDE OF OLIN >>

I intend to continue to hold the same requisite amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

Please confirm receipt.

John Chevedden

The information contained in this e-mail message is intended only for the personal and confidential use of the recipient(s) named above. If the reader of this message is not the intended recipient or an agent responsible for delivering it to the intended recipient, you are hereby notified that you have received this message and any attachments in error and that any review, dissemination, distribution, copying or alteration of this message and/or its attachments is strictly prohibited. If you have received this message in error, please notify the sender immediately by electronic mail, and delete the original message. --- Les informations contenues dans ce message électronique sont destinées uniquement à l'usage personnel et confidentiel du ou des destinataires désignés ci-dessus. Si le lecteur de ce message n'est pas le destinataire prévu ou un agent chargé de le remettre au destinataire prévu, vous êtes informé par la présente que vous avez reçu ce message et toute pièce jointe par erreur et que toute révision, diffusion, distribution, copie ou modification de ce message et/ou de ses pièces jointes est strictement interdite. Si vous avez reçu ce message par erreur, veuillez en informer immédiatement l'expéditeur par courrier électronique et supprimer le message original.

[OLN – Rule 14a-8 Proposal, August 9, 2025, Revised August 16, 2025]

[This line and any line above it is not for publication.]

Proposal 4 – Shareholder Ability to Call for a Special Shareholder Meeting

Shareholders ask our Board of Directors to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting or the owners of the lowest percentage of shareholders, as governed by state law, the power to call a special shareholder meeting.

To guard against the Olin Board of Directors becoming complacent shareholders need the ability to call a special shareholder meeting to help the Board adopt new strategies when the need arises.

There is no concern that allowing 10% of shares to call for a special shareholder meeting, as called for in this proposal, is too easy. It is almost unheard of for any special shareholder meeting, called for by shareholders, to ever occur at any company even though a significant number of companies allow 10% of shareholders to call for a special shareholder meeting.

The reason to have this right is that with this right in place companies are more likely to engage productively with their shareholders because shareholders have an alternative ability to call for a special shareholder meeting.

On the other hand with the widespread use of online shareholder meetings it is much easier for a company to conduct a special shareholder meeting for important business matters and Olin bylaws need to be updated accordingly.

Please vote yes:

Shareholder Ability to Call for a Special Shareholder Meeting – Proposal 4

[The line above – *Is* for publication.]

[Please assign the correct proposal number in the 2 places.]



JOHN R CHEVEDDEN

August 14, 2025



Dear John R. Chevedden,

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity investments.

Please accept this letter as confirmation that as of the start of business on the date of this letter Mr. Chevedden has continuously owned no fewer than the shares quantities of the securities shown on the below table since at least August 1, 2022.

Security	Symbol	Share Quantity
[Redacted]	[Redacted]	[Redacted]
Olin Corporation	OLN	60.000
[Redacted]	[Redacted]	[Redacted]
[Redacted]	[Redacted]	[Redacted]

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number 0226) a Fidelity Investments subsidiary.

I hope this information is helpful. For any other issues or general inquiries, please contact a Fidelity representative at 800-544-6666. Thank you for choosing Fidelity Investments.

Sincerely,

Curtis Mitchell
Brokerage Operations

Our File: [Redacted]

From: John [REDACTED]
Sent: Monday, August 25, 2025 8:15:50 AM
To: Hwang, Inchan CLAY [REDACTED]
Cc: James McRitchie [REDACTED]
Subject: OLN

<< THIS EMAIL ORIGINATED FROM OUTSIDE OF OLIN >>

I intend to continue to hold the same requisite amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

Please confirm receipt.

John Chevedden

The information contained in this e-mail message is intended only for the personal and confidential use of the recipient(s) named above. If the reader of this message is not the intended recipient or an agent responsible for delivering it to the intended recipient, you are hereby notified that you have received this message and any attachments in error and that any review, dissemination, distribution, copying or alteration of this message and/or its attachments is strictly prohibited. If you have received this message in error, please notify the sender immediately by electronic mail, and delete the original message. --- Les informations contenues dans ce message électronique sont destinées uniquement à l'usage personnel et confidentiel du ou des destinataires désignés ci-dessus. Si le lecteur de ce message n'est pas le destinataire prévu ou un agent chargé de le remettre au destinataire prévu, vous êtes informé par la présente que vous avez reçu ce message et toute pièce jointe par erreur et que toute révision, diffusion, distribution, copie ou modification de ce message et/ou de ses pièces jointes est strictement interdite. Si vous avez reçu ce message par erreur, veuillez en informer immédiatement l'expéditeur par courrier électronique et supprimer le message original.

[OLN – Rule 14a-8 Proposal, August 9, 2025, Revised August 16, 2025]

[This line and any line above it is not for publication.]

Proposal 4 – Shareholder Ability to Call for a Special Shareholder Meeting

Shareholders ask our Board of Directors to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting or the owners of the lowest percentage of shareholders, as governed by state law, the power to call a special shareholder meeting.

To guard against the Olin Board of Directors becoming complacent shareholders need the ability to call a special shareholder meeting to help the Board adopt new strategies when the need arises.

There is no concern that allowing 10% of shares to call for a special shareholder meeting, as called for in this proposal, is too easy. It is almost unheard of for any special shareholder meeting, called for by shareholders, to ever occur at any company even though a significant number of companies allow 10% of shareholders to call for a special shareholder meeting.

The reason to have this right is that with this right in place companies are more likely to engage productively with their shareholders because shareholders have an alternative ability to call for a special shareholder meeting.

On the other hand with the widespread use of online shareholder meetings it is much easier for a company to conduct a special shareholder meeting for important business matters and Olin bylaws need to be updated accordingly.

Please vote yes:

Shareholder Ability to Call for a Special Shareholder Meeting – Proposal 4

[The line above – *Is* for publication.]

[Please assign the correct proposal number in the 2 places.]



JOHN R CHEVEDDEN

August 14, 2025



Dear John R. Chevedden,

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity investments.

Please accept this letter as confirmation that as of the start of business on the date of this letter Mr. Chevedden has continuously owned no fewer than the shares quantities of the securities shown on the below table since at least August 1, 2022.

Security	Symbol	Share Quantity
[Redacted]	[Redacted]	[Redacted]
Olin Corporation	OLN	60.000
[Redacted]	[Redacted]	[Redacted]
[Redacted]	[Redacted]	[Redacted]

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number 0226) a Fidelity Investments subsidiary.

I hope this information is helpful. For any other issues or general inquiries, please contact a Fidelity representative at 800-544-6666. Thank you for choosing Fidelity Investments.

Sincerely,

Curtis Mitchell
Brokerage Operations

Our File: [Redacted]

From: John [REDACTED]
Sent: Monday, August 25, 2025 8:17:27 AM
To: Hwang, Inchan CLAY [REDACTED]
Cc: James McRitchie [REDACTED]
Subject: OLN

<< THIS EMAIL ORIGINATED FROM OUTSIDE OF OLIN >>

I intend to continue to hold the same requisite amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

Please confirm receipt.

John Chevedden

The information contained in this e-mail message is intended only for the personal and confidential use of the recipient(s) named above. If the reader of this message is not the intended recipient or an agent responsible for delivering it to the intended recipient, you are hereby notified that you have received this message and any attachments in error and that any review, dissemination, distribution, copying or alteration of this message and/or its attachments is strictly prohibited. If you have received this message in error, please notify the sender immediately by electronic mail, and delete the original message. --- Les informations contenues dans ce message électronique sont destinées uniquement à l'usage personnel et confidentiel du ou des destinataires désignés ci-dessus. Si le lecteur de ce message n'est pas le

destinataire prévu ou un agent chargé de le remettre au destinataire prévu, vous êtes informé par la présente que vous avez reçu ce message et toute pièce jointe par erreur et que toute révision, diffusion, distribution, copie ou modification de ce message et/ou de ses pièces jointes est strictement interdite. Si vous avez reçu ce message par erreur, veuillez en informer immédiatement l'expéditeur par courrier électronique et supprimer le message original.



JOHN R CHEVEDDEN

August 14, 2025

Dear John R. Chevedden,

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity investments.

Please accept this letter as confirmation that as of the start of business on the date of this letter Mr. Chevedden has continuously owned no fewer than the shares quantities of the securities shown on the below table since at least August 1, 2022.

Security	Symbol	Share Quantity
[REDACTED]	[REDACTED]	[REDACTED]
Olin Corporation	OLN	60.000
[REDACTED]	[REDACTED]	[REDACTED]

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number 0226) a Fidelity Investments subsidiary.

I hope this information is helpful. For any other issues or general inquiries, please contact a Fidelity representative at 800-544-6666. Thank you for choosing Fidelity Investments.

Sincerely,

Curtis Mitchell
Brokerage Operations

Our File: [REDACTED]

From: Hwang, Inchan CLAY
Sent: Monday, August 25, 2025 3:59 PM
To: John [REDACTED]
Subject: RE: OLN 8=3

Mr. Chevedden,

Please find attached a second notice of deficiency regarding your Rule 14a-8 shareholder proposal entitled “Shareholder Ability to Call for a Special Shareholder Meeting.” As explained in the attached notice of deficiency, your Rule 14a-8 shareholder proposal still contains a procedural deficiency.

Please confirm receipt of this e-mail.

As previously discussed, I plan to call you ([REDACTED]) at 12 noon (Pacific Time) on Tuesday, August 26 to discuss your Rule 14a-8 shareholder proposal.

Thank you,

Inchan Hwang



Inchan Hwang
VP, Deputy General Counsel & Secretary
190 Carondelet Plaza, Suite 1530

Clayton, MO 63105
[REDACTED]

From: John [REDACTED]
Sent: Monday, August 25, 2025 12:50 PM
To: Hwang, Inchan CLAY [REDACTED]
Subject: OLN 8=3

<< THIS EMAIL ORIGINATED FROM OUTSIDE OF OLIN >>

In regard to our Aug 26, 2025 telephone call, please advise whether any OLN rule 14a-8 proposal related request is outstanding.

John Chevedden

The information contained in this e-mail message is intended only for the personal and confidential use of the recipient(s) named above. If the reader of this message is not the intended recipient or an agent responsible for delivering it to the intended recipient, you are hereby notified that you have received this message and any attachments in error and that any review, dissemination, distribution, copying or alteration of this message and/or its attachments is strictly prohibited. If you have received this message in error, please notify the sender immediately by electronic mail, and delete the original message. --- Les informations contenues dans ce message électronique sont destinées uniquement à l'usage personnel et confidentiel du ou des destinataires désignés ci-dessus. Si le lecteur de ce message n'est pas le destinataire prévu ou un agent chargé de le remettre au destinataire prévu, vous êtes informé par la présente que vous avez reçu ce message et toute pièce jointe par erreur et que toute révision, diffusion, distribution, copie ou modification de ce message et/ou de ses pièces jointes est strictement interdite. Si vous avez reçu ce message par erreur, veuillez en informer immédiatement l'expéditeur par courrier électronique et supprimer le message original.

This e-mail from McGuireWoods may contain confidential or privileged information. If you are not the intended recipient, please advise by return e-mail and delete immediately without reading or forwarding to others.



190 Carondelet Plaza, Suite 1530, Clayton, MO 63105

August 25, 2025

Sent via Electronic Mail

Mr. John Chevedden



Olin Corporation ("Olin") received on August 9, 2025 (the "Submission Date"), via electronic mail, the proposal submitted by you (the "Proponent") pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), for inclusion in Olin's proxy statement for its 2026 Annual Meeting of Shareholders (the "Proposal"). In my letter dated August 15, 2025 (the "First Deficiency Notice"), Olin (i) notified the Proponent of the requirements of Rule 14a-8 under the Exchange Act, (ii) identified a deficiency with respect to the Proposal, and (iii) explained how to cure the procedural deficiency associated with the Proposal. In response to the First Deficiency Notice, Olin received on August 16, 2025 and then again on August 25, 2025, the Proponent's proof of ownership letter from Fidelity Brokerage Services, LLC, dated August 14, 2025 (the "Broker Letter"), confirming the Proponent's continuous ownership of 60 shares of Olin common stock from August 1, 2022 to the start of business on August 14, 2025.

The purposed of this second letter is to notify the Proponent that the Proposal still contains a procedural deficiency.

Proof of continuous ownership

As previously explained in the First Deficiency Notice, in order to be eligible to submit the Proposal, Rule 14a-8(b) under the Exchange Act and the related guidance of the Securities and Exchange Commission (the "SEC") require that the Proponent submit proof of continuous ownership of one of the following ("Ownership Requirement"):

- i. At least \$2,000 in market value of Olin common stock for at least three years preceding and including the Submission Date;
- ii. At least \$15,000 in market value of Olin common stock for at least two years preceding and including the Submission Date; or
- iii. At least \$25,000 in market value of Olin common stock for at least one year preceding and including the Submission Date.

The Proponent may not aggregate its holdings with those of another shareholder or group of shareholders to satisfy the Ownership Requirement.

As of the date of this letter, we have not received proof of ownership by the Proponent of Olin common stock in an amount to satisfy the Ownership Requirement.

Specifically, the SEC Staff (the "Staff") published Staff Legal Bulletin No. 14M (February 12, 2025) ("SLB 14M") to help shareholder proponents comply with Rule 14a-8(b)(1). SLB 14M provides that, in order to calculate whether a proponent satisfied the relevant ownership threshold under Rule 14a-8(b)(1), the proponent should determine whether, on any date within the 60 calendar days before the date the proponent submitted the proposal, the proponent's investment had a market value at the relevant threshold or greater. SLB 14M further provides that market value is calculated by multiplying the number of securities the proponent continuously held for the relevant period by the highest selling price during the 60 calendar days before the shareholder submitted the proposal.

According to calculations performed by Olin, using Bloomberg market data and in accordance with the Staff's market valuation guidelines referenced in SLB 14M, the Proponent did not hold the amount of shares required to satisfy any ownership threshold set forth in Rule 14a-8(b). Specifically, based on the Broker Letter provided by the Proponent, at no time during the 60 calendar days before the Submission Date did the Proponent hold shares of Olin common stock with a market value of at least \$2,000 (the maximum market value of 60 shares of Olin common stock during such period was \$1,390.80 based on the highest sale price of \$23.18 per share on July 10, 2025).

To remedy this defect, please submit sufficient proof establishing that the Proponent has satisfied the Ownership Requirement. For instructions on submitting sufficient proof establishing that the Proponent has satisfied the Ownership Requirement, please refer to the First Deficiency Notice.

Rule 14a-8 under the Exchange Act requires that the Proponent must remedy the items described above no later than 14 calendar days from the date on which the Proponent received this letter. To meet this deadline, the written proof of ownership must be postmarked or transmitted electronically to Olin no later than 14 calendar days from the date on which you receive this letter. Please confirm receipt of this letter. The Proponent's documentation and/or response may be sent via electronic mail to me [REDACTED] or by postal or overnight mail to Inchan Hwang, Olin Corporation, 190 Carondelet Plaza, Suite 1530, Clayton, MO 63105.

Finally, please note that in addition to the eligibility deficiency cited above, Olin reserves the right in the future to raise any further bases upon which the Proposal may be properly excluded pursuant to Rule 14a-8 under the Exchange Act.

If the Proponent has any questions regarding this matter, I can be reached at [REDACTED]. For the Proponent's reference, I have enclosed copies of Rule 14a-8, Staff Legal Bulletin No. 14F, Staff Legal Bulletin No. 14G and Staff Legal Bulletin No. 14M.

Sincerely,



Inchan Hwang
VP, Deputy General Counsel and Secretary
Enclosures

From: [John](#)
To: [Hwang, Inchan CLAY](#)
Subject: Special sharehodler meeting OLN
Date: Wednesday, August 27, 2025 12:28:24 AM

<< THIS EMAIL ORIGINATED FROM OUTSIDE OF OLIN >>

Mr. Hwang,

Qorvo, Inc. (QRVO) recently enabled 25% of shares to call for a special shareholder meeting in response to my rule 14a-8 proposal asking for a 10% figure.

In spite of this QRVO shareholders still gave 44% support on August 13, 2025 to my rule 14a-8 proposal for 10% of shares to call for a special shareholder meeting.

John Chevedden