
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant ☒ Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material under § 240.14a-12



RYAN SPECIALTY HOLDINGS, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check all boxes that apply):

- ☒ No fee required.
 - ☐ Fee paid previously with preliminary materials.
 - ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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C/O TABULATOR, P.O. BOX 8016, CARY, NC 27512-9903

Your vote matters!



Ryan Specialty Holdings, Inc. Annual Meeting of Stockholders

Friday, May 30, 2025 2:00 PM, Eastern Time

Annual Meeting to be held virtually via the Internet - please visit www.proxydocs.com/RYAN for more details.

You must register to attend the meeting online and/or participate at www.proxydocs.com/RYAN.

For a convenient way to view proxy materials, VOTE, and obtain directions to attend the meeting go to www.proxydocs.com/RYAN

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the internet.

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before May 20, 2025.

Meeting Materials: Notice of Meeting and Proxy Statement & Annual Report

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting To Be Held On May 30, 2025

For Stockholders of Record as of April 1, 2025

To order paper materials, use one of the following methods.



Internet:

www.investorelections.com/RYAN



Call:

1-866-648-8133



Email:

paper@investorelections.com

* If requesting materials by e-mail, please send a blank e-mail with the 12 digit control number (located above) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

Your control number

Have the 12 digit control number located in the box above available when you access the website and follow the instructions.

SEE REVERSE FOR FULL AGENDA

THE BOARD OF DIRECTORS RECOMMENDS A VOTE:

"FOR" EACH OF THE DIRECTOR NOMINEES SET FORTH IN PROPOSAL 1

"FOR" PROPOSALS 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 AND 12

PROPOSAL	
1.	Election of four Class I director nominees 1.01 Henry S. Bienen, Ph.D. 1.02 Michael D. O'Halleran 1.03 Timothy W. Turner 1.04 Patrick G. Ryan, Jr.
2.	To approve an amendment to the Company's Amended and Restated Certificate of Incorporation (the "Certificate") to declassify our Board of Directors (the "Board") and phase-in annual director elections;
3.	To approve an amendment to the Certificate to replace the plurality voting standard with a majority voting standard in uncontested director elections;
4.	To approve an amendment to the Certificate to eliminate the springing supermajority voting standard with respect to the removal of a director from our Board thereby retaining stockholders' power to remove directors, with or without cause, by a majority standard;
5.	To approve an amendment to the Certificate to provide for a specific outside date, September 30, 2029, by which the ten-to-one vote disparity of the Class B common stock to the Class A common stock will sunset;
6.	To approve an amendment to the Certificate to provide stockholders with the ability to take action by written consent;
7.	To approve an amendment to the Certificate to provide stockholders with the ability to call special meetings of stockholders;
8.	To approve an amendment to the Certificate to eliminate the springing supermajority voting standard with respect to the amendment of the Company's Amended and Restated Bylaws and certain provisions of the Certificate, thereby retaining the majority standard;
9.	To approve an amendment to the Certificate to provide for the exculpation of certain officers of the Company to the fullest extent provided under Delaware law;
10.	To approve certain non-substantive amendments to the Certificate to reflect the previous name change, remove the initial number of directors, eliminate obsolete provisions and incorporate other administrative modifications as set forth in the Certificate;
11.	To ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2025;
12.	To approve, by a non-binding advisory vote, the compensation of our named executive officers; and
13.	To conduct any other business that may properly come before the meeting or any adjournment thereof.