

Client Alert

Corporate Department

August 2010

NYSE to Prohibit Broker Discretionary Voting on Executive Compensation Matters

On August 4, 2010, the NYSE announced that in order to comply with the recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act, it intends to file an amendment to NYSE Rule 452 to prohibit its members, *i.e.*, brokers, from voting on matters related to executive compensation, including “say-on-pay” proposals, without prior shareholder instruction at shareholder meetings held after July 21, 2010. While the amendment to NYSE Rule 452 has not yet been filed, the prohibition on broker discretionary voting on executive compensation is effective immediately.

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Please feel free to contact any of the partners listed below or any corporate partner with whom you work if you would like to discuss this matter.

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