

**WATERS/  
PETERS 003**

**AMENDMENT TO H.R. \_\_\_\_\_**

**OFFERED BY MS. WATERS and Mr. Peters**

[amendment to discussion draft of October 1, 2009  
(MWB\_079)]

At the end of title II insert the following:

1 **SEC. 221. SEC AUTHORITY TO ISSUE RULES ON PROXY AC-**  
2 **CESS.**

3 Section 14(a) of the Securities Exchange Act of 1934  
4 (15 U.S.C. 78n(a)) is amended—

5 (1) by inserting “(1)” after “(a)”; and

6 (2) by adding at the end the following:

7 “(2) The authority of the Commission to prescribe  
8 rules and regulations under paragraph (1) includes rules  
9 and regulations that require the inclusion and set proce-  
10 dures relating to the inclusion, in a solicitation of a proxy  
11 or consent or authorization by or on behalf of an  
12 issuer, of a nominee or nominees submitted by  
13 shareholders to serve on the issuer’s board of directors.”.

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