

**\*\* House Offer \*\***

**Title: Senate Title IX, Subtitle E**  
**Matter: Executive Compensation**

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The House proposes the following amendments to the Base text:

1. Add Shareholder Vote on Golden Parachutes. House and Senate agree on annual, non-binding, shareholder vote on executive compensation, but Senate does not include House shareholder vote on golden parachutes.
2. Add House provision on Enhanced Compensation Oversight for Financial Industry. House requires all Federal financial regulators to issue and enforce joint compensation rules specifically applicable to all financial institutions with a Federal regulator. Senate bill requires only that Fed to consult with the FDIC & OCC to set safety and soundness standards for BHCs prohibiting excessive compensation plans.
3. Add House mandate that SEC require that independence standards applied to compensation committee consultants are competitively neutral and treat large and small consultants equally.
4. Add House mandate that SEC require institutional investor to disclose their voting in compensation-related voting.