

AMENDMENT TO H.R. 1257
OFFERED BY MR. CAMPBELL OF CALIFORNIA

Page 2, line 8, strike “Any proxy” and insert “Subject to paragraph (3), any proxy”.

Page 2, line 20, strike “In any proxy” and insert “Subject to paragraph (3), in any proxy”.

Page 3, line 18, strike the close quotation marks and following period and after such line insert the following:

1 “(3) MAJORITY-ELECTED BOARD EXEMP-
2 TION.—The shareholder vote requirements of this
3 subsection shall not apply with respect to any issuer
4 that requires the members of its board of directors
5 to be elected by a majority of the votes cast in an
6 election of such board.”.