

**AMENDMENT TO H.R. 1257**  
**OFFERED BY MR. GARRETT**

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) CONDITIONS TRIGGERING VOTE.—The  
2           shareholder vote requirements of this subsection  
3           shall only apply if the executive compensation (as  
4           disclosed pursuant to the Commission’s compensa-  
5           tion disclosure rules) exceeds by 10 percent or more  
6           the average compensation for comparable posi-  
7           tions—

8                   “(A) in companies within the issuer’s in-  
9           dustry; and

10                   “(B) among companies with comparable  
11           total market capitalization,  
12           as determined in accordance with regulations issued  
13           by the Commission.”.