



## 2013 Proxy Season Update: 13 Considerations for Public Companies

**Presented by Katten Muchin Rosenman LLP, Ernst & Young LLP and Georgeson Inc.**

December 13, 2012

Katten partners Lawrence Levin, Elliot Press and Mark Wood joined Dan Gary from Ernst & Young LLP and Rhonda Brauer from Georgeson Inc. for this webcast discussion of key developments and trends impacting public companies in the 2013 annual report and proxy season.

Discussion topics included:

- Dodd-Frank rulemaking developments, including conflict minerals disclosure
- NYSE and NASDAQ proposed rules on compensation committee and advisor independence
- Say-on-pay developments and the impact on CD&A
- Proxy advisory firm policy updates
- Shareholder activism and "hot" shareholder proposals for 2013
- SEC legal and accounting review hot buttons
- Financial reporting developments

### **Presentation Materials**

Presentation Slides:

- [2013 Proxy Update Presentation](#)

Supplemental materials:

- [SEC Final Rule: Listing Standards for Compensation Committees](#)
- Proposed Rule Change by New York Stock Exchange
- [Proposed Rule Change by NASDAQ Stock Market](#)

- [Georgeson 2012 Annual Corporate Governance Review](#)
  - [Georgeson Report: U.S. 2013 Peer Group Methodology](#)
  - [Georgeson Report: Conducting Effective Shareholder and Third-Party Outreach Programs](#)
  - [Georgeson Report: ISS 2013 U.S. Policy Updates](#)
  - [U.S. Securities and Exchange Commission - CF Disclosure Guidance: Topic No. 2, Cybersecurity](#)
  - [Marketing Program Evaluation Form - 2013 Proxy Season Update](#)
  - [MCLE Attendance Verification Form - 2013 Proxy Season Update](#)
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