

Overwhelming Majority of Say-on-Pay Proposals Continue to Garner Support

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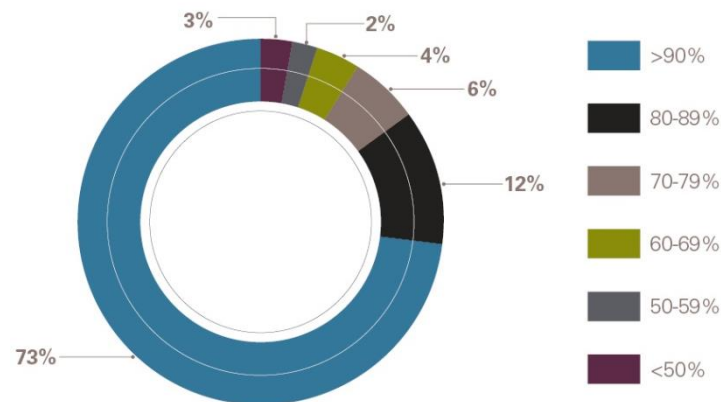
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2014 Say-on-Pay Proposal Support Levels

(Percentage of Say-on-Pay Proposals Supported by Shareholders)



The overall say-on-pay proportions for 2014 are not substantially different from those in prior years, with the overwhelming majority of companies easily getting majority support on say-on-pay proposals. Despite this seeming status quo, some companies have seen shifts in support of up to 30 percent or more, typically driven by year-over-year changes in proxy advisory firm recommendations.

In November 2014, Skadden's Executive Compensation and Benefits Group published the first edition of its *Compensation Committee Handbook*. The *Handbook* is intended to help compensation committee members understand and comply with the duties imposed upon them and to serve as a useful resource for compensation committee advisers. Although not intended to be an exhaustive compliance resource, the *Handbook* provides helpful insights and brings clarity to an area that has become increasingly complex.