

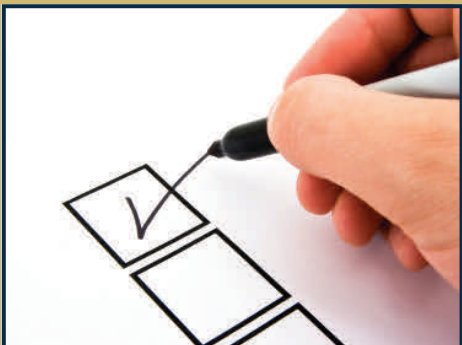
MARCH

2015

Webinar

Compensation & Indemnification of Directors and Officers Today

Thursday, March 26, 2015
10:00 a.m.—12:00 p.m.



WHO SHOULD ATTEND?

- Chief executive officers
- Chief financial officers
- Board chairs
- Directors
- Corporate secretaries
- Compliance managers
- Note department staff

Presented by Counsel for Bankers' Compliance Group®
ALDRICH & BONNEFIN, PLC

Over the past several years, compensation and indemnification of financial institution directors and officers have been a source of friction between financial institutions and regulatory authorities. Primarily, the FDIC is concerned about the exposure of the Deposit Insurance Fund to what it views as excessive compensation, as well as unwarranted indemnification of directors and officers. Many of these issues were raised during the financial crisis. Concerns have also been raised by shareholders of financial institutions looking to protect their investments. As a result, the FDIC and other federal agencies have issued regulations to address compensation and indemnification issues. Financial institutions have been put in the middle of having to comply with the additional limitations surrounding compensation and indemnification, and trying to obtain and retain the best directors and officers.

In this program, we will broadly review the rules and regulations associated with compensation and indemnification. In particular, we will review requirements of the Sarbanes-Oxley Act and stock exchange listing rules, the Emergency Economic Stabilization Act (for TARP recipients), the Dodd-Frank Reform Act, California state law and federal banking regulations. Don't miss this opportunity to bring your compensation and indemnification procedures up to date!

Topics to be covered:

- ◆ Compensation standards and excessive compensation
- ◆ Stock options/incentive stock plans
- ◆ Golden parachute and indemnification payments
- ◆ Bank-owned life insurance
- ◆ Incentive compensation policies
- ◆ Mortgage Loan Originator compensation rules
- ◆ Executive compensation rules for TARP recipients

SPEAKER

Mark E. Aldrich, Esq.

Principal of Aldrich & Bonnefin, PLC

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REGISTRATION

To register, please contact your institution's Main Contact or if authorized, log in at <http://register.bankerscompliancegroup.com/subadmin> and select "Register for Events." Registration closes at noon **one business day** prior to the Webinar date. On the day before the Webinar, registrants will receive an email on how to download the materials and make the connection for the presentation.

If you have not established an online event registration account, please contact Paige Tyler at 800-742-3600 or email her at PTyler@ABLAWyers.com to obtain a username and password.

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