

Ally Financial Inc. (ALLY)

2026 DEF 14A · filed 2026-03-18 · CIK 0000040729

Headline facts

CEO TOTAL PAY

\$12,770,194

Michael G. Rhodes · 2025 · “ 39% YoY

CEO PAY RATIO

Not in CD&A

Median employee: \$12,770,194

SAY ON PAY

Not disclosed

COMPENSATION COMMITTEE

CD&A

Compensation, Nominating, and Governance Committee

Governance policies

CLAWBACK

present

PLEDGING

Not disclosed

HEDGING

Not disclosed

STOCK OWNERSHIP GUIDELINES

present

Peer snapshot

4 peers auto-selected from ALLY’s disclosed compensation peer group. Each row shows the peer’s latest filing.

TICKER	CEO TOTAL	PAY RATIO	MEDIAN EMP	COMP COMMITTEE
COF CAPITAL ONE FI- NANCIAL CORP	\$64,971,137	—	—	Compensation Committee
FITB FIFTH THIRD BAN- CORP	\$11,052,366	146 to 1	—	Human Capital and Compensation Com- mittee
HBAN HUNTINGTON BANCSHARES INC /MD/	\$12,124,358	135 to 1	\$89,658	Human Resources and Compensation Committee
KEY KEYCORP /NEW/	\$11,522,025	127 to 1	\$91,077	Compensation and Organization Commit- tee

Summary Compensation Table (latest disclosed year)

Year 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
Michael G. Rhodes Chief Executive Officer	\$1,000,000	\$7,203,055	—	\$67,139	\$12,770,194
Russell E. Hutchinson Chief Financial Officer	\$750,000	\$2,400,002	—	\$47,046	\$5,357,048
Douglas R. Timmerman President, Dealer Financial Services	\$750,000	\$2,220,014	—	\$63,022	\$5,353,036
William C. Hall Jr. President, Corporate Finance	\$650,000	\$1,762,543	—	\$59,290	\$4,021,833
Stephanie N. Richard Chief Risk Officer	\$650,000	\$1,080,010	—	\$53,986	\$2,853,996

CEO pay mix (latest year)

Base salary	8%
Cash incentive	35%
Equity	56%
Other	1%
At-risk	92%

Every fact above, traced back to filing text

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Median employee compensation = \$12,770,194

Extracted from: CEO Pay Ratio section (Item 402(u)) · confidence 0.9

“of all employees of the company excluding the PEO, and the ratio of those two amounts. Median-Employee Determination A list of all 10,293 employees as of December 31, 2025, was prepared. Our 59 international employees in Canada and the PEO were excluded, resulting in 10,233 total employees. To determine our median employee from this adjusted employee population, we used base salary plus 2025 target incentive opportunity. Base salaries and target incentive opportunities were annualized for permanent employees who were not employed by us for all of 2025. 2025 Pay Ratio Calculation We determined ...”

Compensation committee = Compensation, Nominating, and Governance Committee

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“(m) “Committee” means the Compensation, Nominating, and Governance Committee of the Board or such other committee as may be designated by the Board to administer the Plan, or if no committee is designated, the Board.”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“clawback policy applicable to the NEOs, refer to Compensation Discussion and Analysis—Compensation Program Governance—Clawback Policies, Provisions and Related Reviews earlier in this proxy statement.”

Hedging policy = —

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“A dynamic hedging program also contributed to increased revenue”

Stock ownership guidelines = present

Extracted from: Compensation Discussion & Analysis · confidence 0.94

“Stock Ownership Guidelines earlier in this proxy statement.”