

# Clear Channel Outdoor Holdings, Inc. (CCO)

2025 DEF 14A · filed 2025-04-10 · CIK 0001334978

## Headline facts

CEO TOTAL PAY

**\$9,677,184**

Scott R. Wells · 2024 · + 104% YoY

CEO PAY RATIO ITEM 402(U)

**185 to 1**

Median employee: \$52,301

SAY ON PAY CD&A

**99%**

Extracted from: Compensation Discussion & Analysis

COMPENSATION COMMITTEE CD&A

**Compensation Committee**

## Governance policies

CLAWBACK

**present**

PLEDGING

**prohibited**

HEDGING

**prohibited**

STOCK OWNERSHIP GUIDELINES

**present**

Summary Compensation Table (latest disclosed year)

Year 2024

| EXECUTIVE                                                                                   | SALARY      | STOCK       | CASH INCENTIVE | OTHER     | TOTAL       |
|---------------------------------------------------------------------------------------------|-------------|-------------|----------------|-----------|-------------|
| Scott R. Wells<br>President and Chief Executive Officer                                     | \$1,100,000 | \$7,011,444 | \$1,560,740    | \$5,000   | \$9,677,184 |
| David J. Sailer(e)<br>Executive Vice President, Chief Fi-<br>nancial Officer                | \$631,967   | \$2,951,900 | \$766,025      | \$5,000   | \$4,354,892 |
| Lynn A. Feldman<br>Executive Vice President, Chief Legal<br>Officer and Corporate Secretary | \$650,000   | \$2,124,850 | \$838,414      | \$5,000   | \$3,618,264 |
| Justin Cochrane(f)<br>Chief Executive Officer, UK & Europe                                  | \$479,172   | \$631,086   | \$578,642      | \$50,941  | \$1,859,634 |
| Brian D. Coleman<br>Former Executive Vice President,<br>Chief Financial Officer             | \$435,385   | —           | \$113,591      | \$559,618 | \$1,108,594 |
| Jason A. Dilger<br>Chief Accounting Officer                                                 | \$400,000   | \$353,407   | \$295,168      | \$5,000   | \$1,053,575 |

CEO pay mix (latest year)

|                |     |
|----------------|-----|
| Base salary    | 11% |
| Cash incentive | 16% |
| Equity         | 72% |
| Other          | 0%  |
| At-risk        | 89% |

# Every fact above, traced back to filing text

Generated 2026-10-15 11:02:46Z. Each citation lists the section the fact was extracted from (CD&A, Item 402(u), Item 407(e)(5) committee report).

**CEO pay ratio = 185 to 1**

Extracted from: CEO Pay Ratio section (Item 402(u)) · confidence 0.94

“year: • the median of the annual total compensation of all employees of our company (other than our CEO), was \$52,301; and • the annual total compensation of our CEO, as reported in the Summary Compensation Table presented elsewhere in this Proxy Statement, was \$9,677,184. Based on this information, for 2024 the ratio of the annual total compensation of our CEO to the median of the annual total compensation of all employees was 185 to 1. Methodology, Assumptions and Estimates Used in Determining our Pay Ratio Disclosure In determining the pay ratio calculation, we used the methodology, assumpt...”

**Median employee compensation = \$52,301**

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

“disclosure. Because we have had no changes to our employee population or compensation arrangements that would significantly impact our pay ratio disclosure, the employee representing the median paid employee for 2024 is the same employee selected for 2022 and 2023. For 2024, our last completed fiscal year: • the median of the annual total compensation of all employees of our company (other than our CEO), was \$52,301; and • the annual total compensation of our CEO, as reported in the Summary Compensation Table presented elsewhere in this Proxy Statement, was \$9,677,184. Based on this informatio...”

**Say on pay = 99%**

Extracted from: Compensation Discussion & Analysis · confidence 0.84

“votes cast approved the compensation of Clear Channel Outdoor’s NEOs. Consistent with the most recent “say-on-pay frequency” voting results at our annual meeting of stockholders held in 2023, we hold an annual “say-on-pay” vote, including at this year’s meeting.”

**Compensation committee = Compensation Committee**

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“The Compensation Committee also considered the impact of all one-time awards made to Messrs”

**Clawback policy = present**

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“Clawback Policy”

**Hedging policy = prohibited**

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“Our Insider Trading Policy prohibits hedging of our securities by any employee, including our NEOs”

**Pledging policy = prohibited**

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“Our Insider Trading Policy prohibits hedging of our securities by any employee, including our NEOs. Further, the pledging of our securities by any employee, including our NEOs, is prohibited except for pledging of securities as collateral for a loan with the prior approval of our Compliance Officer.”

**Stock ownership guidelines = present**

*“executive stock ownership”*