

Fidelity National Financial, Inc. (FNF)

2026 DEF 14A · filed 2026-04-29 · CIK 0001331875

Headline facts

CEO TOTAL PAY

\$11,646,893

Michael J. Nolan · 2025 · ' 10% YoY

CEO PAY RATIO ITEM 402(U)

137 to 1

Median employee: \$84,796

SAY ON PAY CD&A

20%

Extracted from: Compensation Discussion & Analysis

COMPENSATION COMMITTEE CD&A

Not extracted

Governance policies

CLAWBACK

present

PLEDGING

prohibited

HEDGING

prohibited

STOCK OWNERSHIP GUIDELINES

present

Summary Compensation Table (latest disclosed year)

Year 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
Michael J. Nolan Chief Executive Officer	\$1,083,846	\$5,960,007	\$4,400,000	\$203,040	\$11,646,893
Raymond R. Quirk Executive Vice-Chairman	\$550,000	\$3,410,054	\$1,650,000	\$221,043	\$5,831,097
Anthony J. Park Executive Vice President and Chief Financial Officer	\$762,885	\$1,785,030	\$1,937,500	\$147,921	\$4,633,336
Michael L. Gravelle Executive Vice President, General Counsel and Corporate Secretary	\$570,000	\$2,200,069	\$1,197,000	\$113,000	\$4,080,069
Peter T. Sadowski Executive Vice President and Chief Legal Officer	\$655,154	\$1,680,035	\$1,386,000	\$117,084	\$3,838,273

CEO pay mix (latest year)

Base salary	9%
Cash incentive	38%
Equity	51%
Other	2%
At-risk	89%

Every fact above, traced back to filing text

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CEO pay ratio = 137 to 1

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

“about the relationship of the annual total compensation of our CEO and the annual total compensation of our employees for 2025, which we refer to as the CEO pay ratio. Our CEO pay ratio information is a reasonable good faith estimate calculated in a manner consistent with Item 402(u) of Regulation S-K. The ratio of the annual total compensation of our CEO, calculated as described above, to the median of the annual total compensation of all employees for 2025 was 137 to 1. This ratio was based on the following: 67Fidelity National Financial, Inc. •The annual total compensation of our CEO, deter...”

Median employee compensation = \$84,796

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

“of our CEO, calculated as described above, to the median of the annual total compensation of all employees for 2025 was 137 to 1. This ratio was based on the following: 67Fidelity National Financial, Inc. •The annual total compensation of our CEO, determined as described above, was \$11,646,893; and •The median of the annual total compensation of all employees (other than our CEO), determined in accordance with SEC rules, was \$84,796. Methodology for Determining Our Median Employee. For purposes of the above CEO pay ratio disclosure, we are required to identify a median employee based on our wo...”

Say on pay = 20%

Extracted from: Compensation Discussion & Analysis · confidence 0.84

“Following the 2025 annual meeting of shareholders and the 2024 “say on pay” shareholder vote, our Chief Executive Officer and Chief Financial Officer met with our investors in break-out sessions at investor conferences, as well as in independent one-on-one investor meetings, to discuss our business and stock price performance, and to discuss and receive feedback on our compensation programs.”

Compensation committee = —

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“Our compensation committee’s determinations are not formulaic”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“CLAWBACK POLICY”

Hedging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“In order to more closely align the interests of our directors and executive officers with those of our shareholders and to protect against inappropriate risk-taking, we maintain a hedging and pledging policy, which prohibits our executive officers and directors from engaging in hedging or monetization transactions with respect to our securities, engaging in short-term or speculative transactions in our securities that could create heightened legal risk and/or the appearance of improper or inappropriate conduct or holding FNF securities in margin accounts or pledging them as collateral for loan...”

Pledging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

"In order to more closely align the interests of our directors and executive officers with those of our shareholders and to protect against inappropriate risk-taking, we maintain a hedging and pledging policy, which prohibits our executive officers and directors from engaging in hedging or monetization transactions with respect to our securities, engaging in short-term or speculative transactions in our securities that could create heightened legal risk and/or the appearance of improper or inappropriate conduct or holding FNF securities in margin accounts or pledging them as collateral for loan..."

Stock ownership guidelines = present

Extracted from: Compensation Discussion & Analysis · confidence 0.94

"ownership requirements X Have liberal change in control definitions Maintain a clawback policy for incentive-based compensation X Include modified single trigger severance provisions – which provide severance upon a voluntary termination of employment following a change in control – in our executive employment agreements High ratio of performance-based compensation to total compensation, and a low ratio for fixed benefits/perquisites (non-performance-based) Undertake an annual review of compensation risk X Allow hedging and pledging transactions involving our securities without board app..."