

# KORN FERRY (KEY)

2025 DEF 14A · filed 2025-08-08 · CIK 0000056679

## Headline facts

CEO TOTAL PAY

**\$14,671,340**

Gary D. Burnison · 2025 · + 262% YoY

CEO PAY RATIO

**Not in CD&A**

Median employee: \$108,160

## Governance policies

CLAWBACK

**present**

PLEDGING

**prohibited**

SAY ON PAY CD&A

**97%**

Extracted from: Compensation Discussion & Analysis

COMPENSATION COMMITTEE CD&A

**Compensation and Personnel Committee**

HEDGING

**prohibited**

STOCK OWNERSHIP GUIDELINES

**present**

Summary Compensation Table (latest disclosed year)

Year 2025

| EXECUTIVE                                                                                                | SALARY      | STOCK        | CASH INCENTIVE | OTHER     | TOTAL        |
|----------------------------------------------------------------------------------------------------------|-------------|--------------|----------------|-----------|--------------|
| Gary D. Burnison<br>President and Chief Executive Officer                                                | \$1,000,000 | \$10,616,012 | \$2,922,000    | \$95,461  | \$14,671,340 |
| Robert P. Rozek<br>Executive Vice President, Chief Fi-<br>nancial Officer and Chief Corporate<br>Officer | \$625,000   | \$4,128,882  | \$1,461,000    | \$73,421  | \$6,288,303  |
| Jeanne MacDonald<br>Chief Executive Officer, RPO                                                         | \$550,000   | \$2,359,107  | \$1,019,700    | \$874,856 | \$4,803,663  |
| Michael Distefano<br>Chief Executive Officer, PSI                                                        | \$550,000   | \$2,359,107  | \$946,550      | \$60,732  | \$3,956,157  |
| Mark Arian<br>Former Chief Executive Officer, Con-<br>sulting                                            | \$421,667   | \$2,948,900  | —              | \$514,377 | \$3,884,944  |
| Lesley Uren<br>Chief Executive Officer, Consulting                                                       | \$502,410   | \$255,584    | \$597,879      | \$205,770 | \$1,561,643  |

CEO pay mix (latest year)

|                |     |
|----------------|-----|
| Base salary    | 7%  |
| Cash incentive | 20% |
| Equity         | 73% |
| Other          | 1%  |
| At-risk        | 93% |

Every fact above, traced back to filing text

Generated 2026-10-15 09:34:24Z. Each citation lists the section the fact was extracted from (CD&A, Item 402(u), Item 407(e)(5) committee report).

Median employee compensation = \$108,160

Extracted from: Compensation Discussion & Analysis · confidence 0.9

“August 1, 2027. Pay Ratio Disclosure The 2025 annual total compensation of the median compensated of all our employees, other than our CEO Gary Burnison, was \$108,160; Mr. Burnison’s 2025 annual total compensation was \$14,671,340, and the ratio of these amounts was 1-to-136. The SEC’s rules for identifying the median compensated employee and calculating the pay ratio based on that employee’s annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and comp...”

Say on pay = 97%

Extracted from: Compensation Discussion & Analysis · confidence 0.84

“votes cast in favor of the advisory vote to approve executive compensation.”

Compensation committee = Compensation and Personnel Committee

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“Compensation and Personnel Committee Jerry P”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“Clawback Policy”

Hedging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“Policies Prohibiting Insider Trading, Hedging, Speculative Trading, and Pledging”

Pledging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“Policies Prohibiting Insider Trading, Hedging, Speculative Trading, and Pledging”

Stock ownership guidelines = present

Extracted from: Compensation Discussion & Analysis · confidence 0.94

“Stock Ownership Policy”