

# MICROSOFT CORP (MSFT)

2025 DEF 14A · filed 2025-10-21 · CIK 0000789019

## Headline facts

### CEO TOTAL PAY

**\$96,496,790**

Satya Nadella · 2025 · +22% YoY

### SAY ON PAY CD&A

**91%**

Extracted from: Compensation Discussion &amp; Analysis

### CEO PAY RATIO ITEM 402(U)

**480 to 1**

Median employee: \$200,972

### COMPENSATION COMMITTEE CD&A

**Compensation Committee**

## Governance policies

### CLAWBACK

**present**

### HEDGING

**prohibited**

### PLEDGING

**prohibited**

### STOCK OWNERSHIP GUIDELINES

**present**

## Peer snapshot

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

TICKER	CEO TOTAL	PAY RATIO	MEDIAN EMP	COMP COMMITTEE
<b>ADBE</b> ADOBE INC.	\$51,173,935	217 to 1	\$235,989	Executive Compensation Committee
<b>GOOGL</b> Alphabet Inc.	\$10,906,079	35 to 1	\$310,826	Leadership Development, Inclusion and Compensation Committee
<b>AMZN</b> AMAZON COM INC	\$2,069,861	51 to 1	\$40,206	Leadership Development and Compensation Committee
<b>AAPL</b> Apple Inc.	\$74,294,811	533 to 1	\$139,483	People and Compensation Committee

EXECUTIVE COMPENSATION

## Summary Compensation Table (latest disclosed year)

Year 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
Satya Nadella Chairman and Chief Executive Officer	\$2,500,000	\$84,245,496	\$9,555,000	\$196,294	<b>\$96,496,790</b>
Amy E. Hood Executive Vice President and Chief Financial Officer	\$1,000,000	\$25,037,360	\$3,421,000	\$23,191	<b>\$29,481,551</b>
Bradford L. Smith Vice Chair and President	\$1,000,000	\$23,734,545	\$3,421,000	\$111,750	<b>\$28,267,295</b>
Judson B. Althoff Executive Vice President and CEO Microsoft Commercial	\$993,333	\$23,708,619	\$3,398,194	\$98,588	<b>\$28,198,734</b>
Takeshi Numoto Executive Vice President and Chief Marketing Officer	\$800,000	\$9,005,380	\$2,056,000	\$15,250	<b>\$11,876,630</b>

## CEO pay mix (latest year)

Base salary	3%
Cash incentive	10%
Equity	87%
Other	0%
<b>At-risk</b>	<b>97%</b>

## Every fact above, traced back to filing text

Generated 2026-05-13 21:05:43Z. Each citation lists the section the fact was extracted from (CD&A, Item 402(u), Item 407(e)(5) committee report).

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### CEO pay ratio = 480 to 1

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

*“CEO Pay Ratio For fiscal year 2025, the annual total compensation for the median employee of the Company (other than our CEO) was \$200,972 and the annual total compensation of our CEO was \$96,496,790. Based on this information, for fiscal year 2025 the ratio of the annual total compensation of our CEO to the annual total compensation of the median employee was 480 to 1. We believe this ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K under the Securities Exchange Act of 1934. We identified our median employee from among our employees as of Jun...”*

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### Median employee compensation = \$200,972

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

*“CEO Pay Ratio For fiscal year 2025, the annual total compensation for the median employee of the Company (other than our CEO) was \$200,972 and the annual total compensation of our CEO was \$96,496,790. Based on this information, for fiscal year 2025 the ratio of the annual total compensation of our CEO to the annual total compensation of the median employee was 480 to 1. We believe this ratio is a reasonable estimate calculated in a manner consistent”*

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### Say on pay = 91%

Extracted from: Compensation Discussion & Analysis · confidence 0.84

*“votes cast supported our advisory resolution on the compensation of our Named Executives (“say-on-pay” vote).”*

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### Compensation committee = Compensation Committee

Extracted from: Compensation Discussion & Analysis · confidence 0.85

*“Our Compensation Committee and, for Mr”*

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### Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

*“Clawback Policy”*

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### Hedging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

*“Prohibit pledging, hedging, and trading in derivatives of Microsoft securities”*

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### Pledging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

*“Prohibit pledging, hedging, and trading in derivatives of Microsoft securities”*

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### Stock ownership guidelines = present

Extracted from: Compensation Discussion & Analysis · confidence 0.94

*“Maintain a robust stock ownership policy that reinforces the alignment of executive officer and shareholder interests (including requiring stock ownership of 15x base salary for our CEO)”*