

Cloudflare, Inc. (NET)

2026 DEF 14A · filed 2026-06-09 · CIK 0001477333

Headline facts

CEO TOTAL PAY

\$60,551,052

Matthew Prince · 2025 · + 2810% YoY

CEO PAY RATIO

CD&A

387 to 1

Median employee: \$60,551,052

SAY ON PAY

Not disclosed

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 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
Matthew Prince Chief Executive Officer	\$537,500	\$58,251,101	—	\$1,762,451	\$60,551,052
Michelle Zatlyn President	\$537,500	\$58,251,101	—	\$1,256,559	\$60,045,160
Thomas Seifert Chief Financial Officer	\$750,000	\$9,991,505	—	—	\$10,741,505
Douglas Kramer Former Chief Legal Officer and Sec- retary	\$650,000	\$4,995,753	—	—	\$5,645,753

CEO pay mix (latest year)

Base salary	1%
Cash incentive	0%
Equity	96%
Other	3%
At-risk	96%

Every fact above, traced back to filing text

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CEO pay ratio = 387 to 1

Extracted from: Compensation Discussion & Analysis · confidence 0.94

“the following information about the ratio of the total annual compensation of our “median employee” to the total annual compensation of our CEO (the “CEO Pay Ratio”). For fiscal 2025, the total compensation of our CEO was \$60,551,052 and the total compensation of our median employee was \$156,306. Accordingly, the CEO Pay Ratio for fiscal 2025 is approximately 387:1. This ratio is a reasonable estimate calculated in a manner consistent with SEC rules. To identify our median employee for 2025, we examined the 2025 compensation of all our employees globally, including those employed on a full-tim...”

Median employee compensation = \$60,551,052

Extracted from: Compensation Discussion & Analysis · confidence 0.9

“must sign and not revoke our then-standard separation agreement and release of claims within the timeframe that is set forth in the Severance Policy. 109 CEO Pay Ratio Disclosure As required by SEC rules, we are providing the following information about the ratio of the total annual compensation of our “median employee” to the total annual compensation of our CEO (the “CEO Pay Ratio”). For fiscal 2025, the total compensation of our CEO was \$60,551,052 and the total compensation of our median employee was \$156,306. Accordingly, the CEO Pay Ratio for fiscal 2025 is approximately 387:1. This rati...”

Compensation committee = Compensation Committee

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“Role of Compensation Committee and Board of Directors”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“clawback policy, which is filed as Exhibit 97.1 to our 2025 Annual Report filed with the SEC on February 26, 2026”

Hedging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“We prohibit, absent a waiver from our CLO or our CFO, our named executive officers and the non-employee members of our Board of Directors from hedging or pledging our securities”

Pledging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“We prohibit, absent a waiver from our CLO or our CFO, our named executive officers and the non-employee members of our Board of Directors from hedging or pledging our securities”

Stock ownership guidelines = present

Extracted from: Compensation Discussion & Analysis · confidence 0.94

“Stock Ownership Guidelines. We maintain a stock ownership policy that requires minimum ownership of shares of our common stock by our CEO, President, all Senior Vice Presidents who report to our Co-Founders (which includes all executive officers who are subject to Section 16 of the Exchange Act), and the non-employee members of our Board of Directors”