

NXP Semiconductors N.V. (NXPI)

2026 DEF 14A · filed 2026-04-27 · CIK 0001413447

Headline facts

CEO TOTAL PAY

\$14,736,019

Rafael Sotomayor · 2025 · “ 29% YoY

CEO PAY RATIO ITEM 402(U)

268 to 1

Median employee: \$53,654

SAY ON PAY

Not disclosed

COMPENSATION COMMITTEE CD&A

Human Resources and Compensation Committee

Governance policies

CLAWBACK

present

PLEDGING

Not disclosed

HEDGING

Not disclosed

STOCK OWNERSHIP GUIDELINES

present

Summary Compensation Table (latest disclosed year)

Year 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
Rafael Sotomayor Executive Director, President and Chief Executive Officer	\$770,795	\$13,383,486	\$549,780	\$31,958	\$14,736,019
William Betz Executive Vice President, Chief Fi- nancial Officer	\$667,644	\$3,961,484	\$210,980	\$27,464	\$4,867,572
Andrew Micallef Executive Vice President and Chief Operations and Manufacturing Officer	\$570,082	\$3,533,319	\$142,912	\$46,144	\$4,292,457
Christopher Jensen Executive Vice President and Chief People Officer	\$550,082	\$3,533,319	\$137,984	\$21,050	\$4,242,435
Jennifer Wuamett Executive Vice President, General Counsel and Chief Sustainability Of- ficer	\$600,082	\$3,212,282	\$150,304	\$21,050	\$3,983,719
Kurt Sievers Former Executive Director, President and Chief Executive Officer	\$1,363,718	—	\$714,043	\$292,179	\$3,376,163

CEO pay mix (latest year)

Base salary	5%
Cash incentive	4%
Equity	91%
Other	0%
At-risk	95%

Every fact above, traced back to filing text

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CEO pay ratio = 268 to 1

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

“employee of NXP (other than our Chief Executive Officer) in 2025 was \$53,654. The annual total compensation for our Chief Executive Officer was \$14,736,019. We used the total compensation for Mr. Sotomayor, our President and CEO, as reported in the 2025 Summary Compensation Table. Based on this information, the ratio of the annual total compensation of our CEO to the annual total compensation of the median employee was approximately 268:1. We have a global workforce operating in over 30 countries. Our locations in China, Malaysia, Taiwan, Thailand and Singapore have significant manufacturing a...”

Median employee compensation = \$53,654

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

“CEO Pay Ratio Disclosure The annual total compensation for the median employee of NXP (other than our Chief Executive Officer) in 2025 was \$53,654. The annual total compensation for our Chief Executive Officer was \$14,736,019. We used the total compensation for Mr. Sotomayor, our President and CEO, as reported in the 2025 Summary Compensation Table. Based on this information, the ratio of the annual total compensation of our CEO to the annual total compensation”

Compensation committee = Human Resources and Compensation Committee

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“NXP Human Resources and Compensation Committee”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“Clawback Policy”

Hedging policy = —

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“Derivatives Trading, Hedging, and Pledging Policies”

Pledging policy = —

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“No NXP employee or director may engage in hedging, pledging, hypothecating (including holding in margin accounts), or short selling NXP securities, or causing any other person to do so.”

Stock ownership guidelines = present

Extracted from: Compensation Discussion & Analysis · confidence 0.94

“share ownership requirements as well as non-competition and non-solicitation requirements”