

RLI CORP (RLI)

2026 DEF 14A · filed 2026-03-26 · CIK 0000084246

Headline facts

CEO TOTAL PAY

\$7,691,732

Craig W. Kliethermes · 2025 · 16% YoY

CEO PAY RATIO

Not in CD&A

Median employee: \$142,581

SAY ON PAY

Not disclosed

COMPENSATION COMMITTEE

CD&A

Compensation Committee

Governance policies

CLAWBACK

present

PLEDGING

Not disclosed

HEDGING

prohibited

STOCK OWNERSHIP GUIDELINES

present

Peer snapshot

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

TICKER	CEO TOTAL	PAY RATIO	MEDIAN EMP	COMP COMMITTEE
AXS AXIS CAPITAL HOLDINGS LTD	\$9,642,025	55 to 1	\$176,886	Human Capital and Compensation Com- mittee
WRB BERKLEY W R CORP	\$16,823,866	—	\$135,437	Compensation Committee

Summary Compensation Table (latest disclosed year)

Year 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
Craig W. Kliethermes President & Chief Executive Officer	\$677,596	\$0	\$6,075,319	\$107,012	\$7,691,732
Jennifer L. Klobnak Chief Operating Officer	\$527,019	\$0	\$4,104,771	\$81,242	\$5,161,917
Todd W. Bryant Chief Financial Officer	\$416,596	\$0	\$2,928,536	\$110,586	\$3,801,633
Aaron P. Diefenthaler Chief Investment Officer & Treasurer	\$377,066	\$0	\$576,247	\$79,550	\$1,244,823
Jeffrey D. Fick Chief Legal Officer	\$411,173	\$0	\$413,340	\$79,550	\$1,110,003

CEO pay mix (latest year)

Base salary	9%
Cash incentive	79%
Equity	11%
Other	1%
At-risk	90%

Every fact above, traced back to filing text

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Median employee compensation = \$142,581

Extracted from: Compensation Discussion & Analysis · confidence 0.9

“total compensation in the form of long-term incentive awards and limited perquisites did not apply to the median employee. Ratio of CEO to Median Employee Total Compensation Median Employee 2025 Total Compensation \$ 142,581Craig W. Kliethermes 2025 Total Compensation \$ 7,691,732Ratio of CEO to Median Employee Compensation 54:1 46 | RLI Corp. 2026 Proxy Statement PAY FOR PERFORMANCE The following table sets forth information regarding the Company's performance and the Compensation Actually Paid (“CAP”) to our NEOs, as calculated in accordance with SEC disclosure rules: ...”

Compensation committee = Compensation Committee

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“The Human Capital & Compensation Committee (“HCCC”) of the Company's Board of Directors, with the review and approval of the Board of Directors, administers specific compensation programs for senior executive officers and oversees other executive compensation programs and management succession and development processes”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“Clawback Policy”) which provides for the recovery, in the event of a required accounting restatement, of incentive-based compensation received by current or former executive officers where that compensation is based on the erroneously reported financial information”

Hedging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“The Company prohibits NEOs from using financial instruments to reduce the risk of holding Company stock (hedging), or from using Company shares for margin trading or collateral purpose”

Stock ownership guidelines = present

Extracted from: Compensation Discussion & Analysis · confidence 0.94

“executive stock ownership: Our compensation programs encourage our employees to build and maintain an ownership interest in the Company. We have established specific executive stock ownership guidelines and our NEOs, as well as our other executive officers, currently maintain significant share ownership in the Company”