

TRUIST FINANCIAL CORP (TFC)

2026 DEF 14A · filed 2026-03-16 · CIK 0000092230

Headline facts

CEO TOTAL PAY

\$14,313,770

William H. Rogers, Jr. · 2025 · ' 3% YoY

CEO PAY RATIO CD&A

137 to 1

Median employee: \$104,397

SAY ON PAY CD&A

59%

Extracted from: Compensation Discussion & Analysis

COMPENSATION COMMITTEE CD&A

Compensation and Human Capital Committee

Governance policies

CLAWBACK

present

PLEDGING

prohibited

HEDGING

prohibited

STOCK OWNERSHIP GUIDELINES

Not extracted

Peer snapshot

1 peer auto-selected from TFC's disclosed compensation peer group. Each row shows the peer's latest filing.

TICKER	CEO TOTAL	PAY RATIO	MEDIAN EMP	COMP COMMITTEE
PNC	\$29,503,081	—	—	Compensation Committee
PNC FINANCIAL SERVICES GROUP, INC.				

Summary Compensation Table (latest disclosed year)

Year 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
William H. Rogers, Jr. Chairman and Chief Executive Officer	\$1,200,000	\$7,275,126	\$4,095,000	\$461,576	\$14,313,770
Hugh S. Cummins III Former Vice Chair and Chief Operating Officer	\$54,965	—	—	\$6,188,702	\$6,693,120
Kristin Leshner Senior Executive Vice President and Chief	\$770,833	\$3,515,080	\$1,656,563	\$313,165	\$6,534,906
Dontá L. Wilson Senior Executive Vice President and Chief	\$770,833	\$2,526,373	\$1,616,263	\$126,864	\$6,287,512
Michael B. Maguire Senior Executive Vice President and Chief Financial Officer	\$762,500	\$2,265,039	\$1,669,414	\$100,379	\$5,044,647
Bradley D. Bender Named executive officer	\$675,833	\$1,636,762	\$1,285,200	\$14,000	\$3,917,304

CEO pay mix (latest year)

Base salary	9%
Cash incentive	31%
Equity	56%
Other	4%
At-risk	87%

Every fact above, traced back to filing text

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CEO pay ratio = 137 to 1

Extracted from: Compensation Discussion & Analysis · confidence 0.94

“Mr. Rogers’s annual total compensation was \$14,333,032, and our median teammate’s annual total compensation was \$104,397. These amounts are determined in the same manner as compensation included in the Summary Compensation Table, plus the value of certain non-discriminatory benefits. Based upon this information, the ratio of the annual total compensation of our Chief Executive Officer to the median teammate was 137 to 1 for 2025. For purposes of identifying our median teammate for 2025, we examined our teammate population, excluding our Chief Executive Officer, as of December 31, 2025. As perm...”

Median employee compensation = \$104,397

Extracted from: Compensation Discussion & Analysis · confidence 0.9

“December 31, 2024. 82 | 2026 Proxy Statement Pay Ratio Disclosure SEC rules require us to disclose the ratio of the annual total compensation of our Chief Executive Officer to the annual total compensation of our median employee (teammate). For 2025, Mr. Rogers’s annual total compensation was \$14,333,032, and our median teammate’s annual total compensation was \$104,397. These amounts are determined in the same manner as compensation included in the Summary Compensation Table, plus the value of certain non-discriminatory benefits. Based upon this information, the ratio of the annual total compe...”

Say on pay = 59%

Extracted from: Compensation Discussion & Analysis · confidence 0.84

“at our 2025 annual meeting of shareholders, approximately 59% of the votes cast were in favor of our say-on-pay proposal.”

Compensation committee = Compensation and Human Capital Committee

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“Compensation and Human Capital Committee Report on Executive Compensation”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“Recoupment Policy (the “Recoupment Policy”).”

Hedging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“We prohibit the hedging or pledging of Truist stock by our executive officers and directors”

Pledging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“We prohibit the hedging or pledging of Truist stock by our executive officers and directors”