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TARGET CORP (TGT)

2026 DEF 14A · filed 2026-04-27 · CIK 0000027419

Headline facts

CEO TOTAL PAY

$21,830,088

Brian C. Cornell · 2025 · ‘ 7% YoY

SAY ON PAY CD&A

92.2%

Extracted from: Compensation Discussion & Analysis

CEO PAY RATIO ITEM 402(U)

794 to 1

COMPENSATION COMMITTEE CD&A

Compensation & Human Capital Management Committee

Governance policies

CLAWBACK

present

HEDGING

Not disclosed

PLEDGING

prohibited

STOCK OWNERSHIP GUIDELINES

present

Peer snapshot

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

TICKER	CEO TOTAL	PAY RATIO	MEDIAN EMP	COMP COMMITTEE
HD HOME DEPOT, INC.	$16,191,127	427 to 1	—	Leadership Development and Compensation Committee
AMZN AMAZON COM INC	$2,069,861	51 to 1	$40,206	Leadership Development and Compensation Committee
COST COSTCO WHOLESALE CORP /NEW	$13,932,597	283 to 1	$66,262	Compensation Committee
WMT Walmart Inc.	$29,240,930	958 to 1	$30,520	Compensation Committee

Summary Compensation Table (latest disclosed year)

Year 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
Brian C. Cornell Chair & former ChiefExecutive Officer	$1,400,000	$18,555,280	$787,920	$624,888	**$21,830,088**
Michael J. Fiddelke Former EVP & ChiefOperating Officer and current Chief Executive Officer	$1,065,385	$7,853,253	$300,882	$183,621	**$9,598,071**
Jim Lee EVP & Chief Financial Officer	$850,000	$5,130,567	$239,190	$74,493	**$6,434,500**
Richard H. Gomez Former EVP & Chief Commercial Officer	$837,019	$4,828,084	$235,943	$146,321	**$6,185,713**
Amy Tu Former EVP & Chief Legal & Compliance Officer	$285,577	$4,525,490	$0	$1,009,043	**$5,820,110**
Melissa K. Kremer EVP & ChiefHR Officer	$787,019	$4,122,104	$221,873	$124,337	**$5,402,931**

CEO pay mix (latest year)

Base salary	6%
Cash incentive	6%
Equity	85%
Other	3%
At-risk	**91%**

SOURCE CITATIONS

Every fact above, traced back to filing text

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CEO pay ratio = 794 to 1

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

“Pay ratio disclosure As disclosed in the “Summary compensation table” on page 58, the Fiscal 2025 total annual compensation for our CEO was $21,830,088. We estimate that the Fiscal 2025 total annual compensation for the median Team Member was $27,506. The median Team Member is employed part-time. The resulting ratio of our CEO’s total annual compensation to that of the median Team Member for Fiscal 2025 is 794 to 1. The median Team Member’s Fiscal 2025 total annual compensation was calculated in the same manner used to calculate the CEO’s compensation in the “Summary compensation table” on pag…”

Say on pay = 92.2%

Extracted from: Compensation Discussion & Analysis · confidence 0.84

“Say on Pay proposal in support of our executive compensation program by a vote of 92.2%.”

Compensation committee = Compensation & Human Capital Management Committee

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“The Compensation & Human Capital Management Committee”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“clawback policy allows for recovery of”

Hedging policy = —

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“Anti-hedging and anti-pledging policies”

Pledging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“common stock owned by them. In addition, the Leadership Team and members of the Board are prohibited from pledging Target”

Stock ownership guidelines = present

Extracted from: Compensation Discussion & Analysis · confidence 0.94

“stock ownership guidelines are designed to align management and shareholder interests by providing vehicles for our NEOs to accumulate and maintain an ownership position in Target.Risk mitigation policiesWe incorporate several risk mitigation policies into our executive compensation program, including”