

# UNISYS CORP (UIS)

2026 DEF 14A · filed 2026-03-16 · CIK 0090746838

## Headline facts

CEO TOTAL PAY

\$4,220,888

Michael M. Thomson · 2025 · “ 39% YoY

CEO PAY RATIO ITEM 402(U)

206 to 1

Median employee: \$27,310

SAY ON PAY

Not disclosed

COMPENSATION COMMITTEE CD&A

Compensation and Human Resources Committee

## Governance policies

CLAWBACK

present

PLEDGING

Not disclosed

HEDGING

Not disclosed

STOCK OWNERSHIP GUIDELINES

present

## Peer snapshot

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

| TICKER                          | CEO TOTAL   | PAY RATIO | MEDIAN EMP | COMP COMMITTEE                                                                                                                        |
|---------------------------------|-------------|-----------|------------|---------------------------------------------------------------------------------------------------------------------------------------|
| CNDT<br>CONDUENT Inc            | \$6,851,997 | 463 to 1  | \$14,809   | Compensation Committee                                                                                                                |
| ICFI<br>ICF International, Inc. | \$6,857,678 | 68 to 1   | \$101,504  | In making its compensation determinations, the Committee reviewed and assessed the analysis and recommendations of Company management |

Summary Compensation Table (latest disclosed year)

Year 2025

| EXECUTIVE                                                                                         | SALARY    | STOCK       | CASH INCENTIVE | OTHER       | TOTAL       |
|---------------------------------------------------------------------------------------------------|-----------|-------------|----------------|-------------|-------------|
| Peter Altabef<br>Chair, Former CEO                                                                | \$375,619 | \$200,001   | \$1,001,514    | \$4,415,636 | \$5,992,770 |
| Michael M. Thomson<br>CEO and President                                                           | \$771,538 | \$1,940,628 | \$1,487,222    | \$21,500    | \$4,220,888 |
| Debra McCann<br>Executive Vice President and CFO                                                  | \$544,615 | \$833,750   | \$886,914      | \$14,000    | \$2,279,279 |
| Chris Arrasmith<br>Executive Vice President and COO                                               | \$522,250 | \$600,002   | \$701,218      | \$14,000    | \$1,837,470 |
| Kristen Prohl<br>SVP, General Counsel, Corporate<br>Secretary and Chief Administration<br>Officer | \$528,462 | \$475,001   | \$786,539      | \$22,050    | \$1,812,052 |
| Teresa Poggenpohl<br>SVP and Chief Marketing Officer                                              | \$509,231 | \$350,000   | \$635,520      | \$19,000    | \$1,513,750 |

CEO pay mix (latest year)

|                |     |
|----------------|-----|
| Base salary    | 18% |
| Cash incentive | 35% |
| Equity         | 46% |
| Other          | 1%  |
| At-risk        | 81% |

# Every fact above, traced back to filing text

Generated 2026-10-15 11:02:58Z. Each citation lists the section the fact was extracted from (CD&A, Item 402(u), Item 407(e)(5) committee report).

**CEO pay ratio = 206 to 1**

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

“employee (other than Mr. Thomson, the Company’s CEO) was approximately \$27,310. •The annualized target compensation for Mr. Thomson, the Company’s CEO, was \$5,641,250, inclusive of his annual salary on December 31, 2025, his target bonus and 2025 long-term incentive award. •Based on this information, the ratio of the total annual compensation of the Company’s CEO to the total annual compensation of the median compensated employee is 206 to 1. 2026 Proxy Statement67 As of December 31, 2025, our total employee population consisted of both full-time and part-time employees, aligned to offices in ...”

**Median employee compensation = \$27,310**

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

“CEO Pay Ratio Pursuant to Item 402(u) of Regulation S-K, the Company is required to provide the following information with respect to the year ended December 31, 2025: •The total annual compensation of the median compensated employee (other than Mr. Thomson, the Company’s CEO) was approximately \$27,310. •The annualized target compensation for Mr. Thomson, the Company’s CEO, was \$5,641,250, inclusive of his annual salary on December 31, 2025, his target bonus and 2025 long-term incentive award. •Based on this information, the ratio of the total”

**Compensation committee = Compensation and Human Resources Committee**

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“Compensation and Human Resources Committee”

**Clawback policy = present**

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“Clawback Policy”

**Hedging policy = —**

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“Insider Trading, Anti-Hedging, and Anti-Pledging Policy”

**Pledging policy = —**

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“Insider Trading, Anti-Hedging, and Anti-Pledging Policy”

**Stock ownership guidelines = present**

Extracted from: Compensation Discussion & Analysis · confidence 0.94

“stock ownership guidelines for officers and directors with mandatory one-year holding requirement post exercise for all options and stock appreciation rights (“SARs”) for NEOs(1) Maintain a clawback policy Have change in control agreements with double-trigger severance provisions Conduct annual compensation program risk assessment Adhere to an insider trading policy Use an independent compensation consultant engaged by and reporting directly to the CHRC Ongoing engagement with institutional shareholders regarding executive compensation policies and practices Excise tax gross-ups on a change in...”