CORELOGIC, INC.
Form DEF 14A
March 21, 2018

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under § 240.14a-12

CORELOGIC, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of filing fee (Check the appropriate box):

ý No fee required

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing fee for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

Table of Contents

March 21, 2018

Dear Fellow Stockholders,

You are cordially invited to attend our annual meeting of stockholders at 2:00 p.m. Pacific time on Tuesday, May 1, 2018, at the executive offices of CoreLogic, Inc., located at 40 Pacifica, Irvine, California 92618. We have included a map and directions to our executive offices on the inside back cover of this proxy statement for your convenience.

Details regarding admission to the meeting and the business to be conducted are described in the accompanying notice of annual meeting and proxy statement. We have also made available a copy of our 2017 Annual Report to Stockholders (the "Annual Report") with this proxy statement. We encourage you to read the Annual Report, which includes our audited financial statements and provides information about our business.

As in prior years, we have elected to provide access to our proxy materials over the Internet by mailing our stockholders a Notice of Internet Availability of Proxy Materials (the "Notice"). The Notice provides information on how stockholders can obtain paper copies of our proxy materials if they so choose. This method expedites the receipt of your proxy materials, lowers the costs of our annual meeting and supports conservation of natural resources. If you would like more information, please see the Questions and Answers section of this proxy statement.

YOUR VOTE IS VERY IMPORTANT. Even if you plan to attend the annual meeting of stockholders, we encourage you to vote via the Internet, by telephone or by mail as soon as possible to ensure that your vote is counted. We look forward to seeing you at the meeting.

Thank you very much for your continued interest in CoreLogic.

Paul F. Folino	Frank D. Martell
Chairman of the Board	President and Chief Executive Officer

Table of Contents

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be Held on May 1, 2018

The annual meeting of stockholders of CoreLogic, Inc., a Delaware corporation (the "Company"), will be held at 2:00 p.m. Pacific time on Tuesday, May 1, 2018, at the executive offices of CoreLogic, Inc., located at 40 Pacifica, Irvine, California 92618, for the following purposes:

1. To elect the eleven persons named in the accompanying proxy statement to serve on our board of directors until the next annual meeting and until their successors are duly elected and qualified;

2. To approve the CoreLogic, Inc. 2018 Performance Incentive Plan;

3. To approve, on an advisory basis, the compensation of our named executive officers;

4. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018; and

5. To transact such other business as may properly come before the meeting or any postponements or adjournments thereof.

Only stockholders of record at the close of business on March 6, 2018 are entitled to notice of the annual meeting and an opportunity to vote at the annual meeting.

If you have questions or require assistance with voting your shares, or if you need additional copies of the proxy materials, please contact:

ALLIANCE ADVISORS, LLC
200 Broadacres Drive, 3rd Floor
Bloomfield, New Jersey 07003
Stockholders May Call Toll-Free: 855-325-6671

YOUR VOTE IS VERY IMPORTANT. Even if you plan to attend the annual meeting of stockholders, we encourage you to cast your vote and submit your proxy as soon as possible by one of the methods below to ensure that your vote is counted:

Registered stockholders. You may authorize your proxy:

1. *By Internet*: go to www.cesvote.com.

2. *By toll-free telephone*: call 888-693-8683.

3. *By mail* (if you received a paper copy of the proxy materials by mail): mark, sign, date and promptly mail the enclosed proxy card in the postage paid envelope.

Beneficial stockholders. If your shares are held by a broker, bank or other nominee, please follow the instructions they send to you regarding how you may vote your shares at the annual meeting.

Table of Contents

Stockholders may also vote in person at the annual meeting. If you are a registered stockholder (that is, you hold your shares in your name as a holder of record with our transfer agent), you must present valid identification to vote at the meeting. If your shares are held by a broker, bank, or other nominee, you will also need to obtain a "legal proxy" from the holder of record to vote in person at the meeting. For specific instructions, please refer to the Questions and Answers section at the end of the proxy statement and the instructions on the proxy card or Notice of Internet Availability of Proxy Materials you receive.

Arnold A. Pinkston
Chief Legal Officer and
Corporate Secretary

Irvine, California
March 21, 2018

Table of Contents

Table of Contents

PROXY STATEMENT

Solicitation of Proxies by the Board of Directors

The board of directors (the "Board" or the "Board of Directors") of CoreLogic, Inc., a Delaware corporation ("CoreLogic," the "Company," "we," or "us"), is soliciting proxies from holders of our shares of common stock for use at the annual meeting of stockholders. This proxy statement and form of proxy are first being sent or made available to our stockholders on or about March 21, 2018.

If you have questions or require assistance with voting your shares, or if you need additional copies of the proxy materials, please contact:

ALLIANCE ADVISORS, LLC
200 Broadacres Drive, 3rd Floor
Bloomfield, New Jersey 07003

Stockholders May Call Toll-Free: 855-325-6671

YOUR VOTE IS VERY IMPORTANT. Even if you plan to attend the annual meeting of stockholders, we encourage you to cast your vote and submit your proxy as soon as possible by one of the methods below to ensure that your vote is counted.

Registered stockholders. You may authorize your proxy:

1. *By Internet*: go to www.cesvote.com.
2. *By toll-free telephone*: call 888-693-8683.
3. *By mail* (if you received a paper copy of the proxy materials by mail): mark, sign, date and promptly mail the enclosed proxy card in the postage paid envelope.

Beneficial stockholders. If your shares are held by a broker, bank or other nominee, please follow the instructions they send to you regarding how you may vote your shares at the annual meeting.

Stockholders may also vote in person at the annual meeting. If you are a registered stockholder (that is, you hold your shares in your name as a holder of record with our transfer agent), you must present valid identification to vote at the meeting. If your shares are held by a broker, bank, or other nominee, you will also need to obtain a "legal proxy" from the holder of record to vote in person at the meeting. For specific instructions, please refer to the Questions and Answers section at the end of this proxy statement and the instructions on the proxy card or Notice of Internet Availability of Proxy Materials (the "Notice") you receive.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 1, 2018

Our Notice of Annual Meeting of Stockholders, 2018 Proxy Statement and Annual Report to Stockholders for the year ended December 31, 2017 are available at www.viewproxy.com/corelogic/2018. You are encouraged to access and review all of the important information contained in our proxy materials before voting.

PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this proxy statement. It does not contain all of the information that you should consider prior to casting your vote at the 2018 Annual Meeting of Stockholders (the "Annual Meeting"), and you should read the entire proxy statement carefully before voting.

Annual Meeting Information

2:00 pm (Pacific time) on	**Executive Offices of CoreLogic, Inc.**
May 1, 2018	**40 Pacifica**
Doors open at 1:45 p.m. Pacific time	**Irvine, CA 92618**

INTERNET	**PHONE**	**MAIL**	**IN PERSON**
Follow the instructions provided in the Notice, proxy card or voting instruction form you received.	Follow the instructions provided in the separate proxy card or voting instruction form you received.	Send your completed and signed proxy card or voting instructions to the address on your proxy card or voting instruction form.	Ballots will be provided to anyone who attends and wants to vote at the Annual Meeting.

Annual Meeting Agenda and Voting Recommendations

1.	Election of the eleven persons named in this proxy statement to serve on our board of directors until the next annual meeting and until their successors are duly elected and qualified	**FOR**	7
2.	Approval of the CoreLogic, Inc. 2018 Performance Incentive Plan	**FOR**	14
3.	Approval, on an advisory basis, of the compensation of our named executive officers	**FOR**	25

4.	Ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018	**FOR**	28
5.	Transaction of such other business as may properly come before the meeting or any postponements or adjournments thereof		

Table of Contents

Highlights of 2017 Company Performance

Since 2011, our first full year as a publicly traded company, we grew revenues at an annual compounded rate of 9%, adjusted EBITDA by 12% and adjusted EPS by 25%.

We achieved exceptional results in 2017. Our 2017 financial success is the direct result of our relentless and consistent focus on our vision of delivering unique property insights that connect and power the global real estate economy.

We also invested for long-term growth, while returning substantial capital to stockholders and repurchasing approximately 5% of our outstanding shares.

We accomplished key strategic goals in 2017. In addition to our strong financial results in 2017, we accomplished a number of key strategic goals that will enable future success:

- strengthened our market leadership across our core mortgage businesses;
- advanced our strategic imperatives in the property valuations space;
- delivered strong organic growth in our insurance & spatial and international operations; and
- bolstered our long-term competitive advantages by investing in our product and service quality, enhancing our product development pipeline and expanding our data and technology innovation centers in terms of capabilities and geographic footprint.

Please see *Appendix A* for a detailed reconciliation of adjusted EBITDA and adjusted EPS to the most directly comparable GAAP financial measures.

Board Nominees

The following table provides summary information about each director nominee. The Nominating and Corporate Governance Committee makes an annual recommendation to our Board as to whether the directors have the relevant skills and experience to oversee us and to stand for re-election, and the Nominating and Corporate Governance Committee and Board have recommended the nominees below. All of the directors possess strength of character, inquiring and independent minds, mature judgment and a deep commitment to our success.

Table of Contents

J. David Chatham	67	1989	President and chief executive officer of Chatham Holdings Corporation and the Chatham family of real estate businesses			C	
Douglas C. Curling	63	2012	Principal and managing director of New Kent Capital LLC				
John C. Dorman	67	2012	Former chairman of Online Resources Corporation		C		
Paul F. Folino (Chairman of the Board)	73	2011	Former executive chairman of the board of directors of Emulex Corporation				
Frank D. Martell	58	2017	President and Chief Executive Officer of CoreLogic, Inc.				
Claudia Fan Munce	58	2017	Venture advisor at New Enterprise Associates				
Thomas C. O'Brien	64	2008	Former chief executive officer and president of Insurance Auto Auctions Inc.				C
Vikrant Raina	50	2017	Managing Partner at BV Investment Partners				
Jaynie Miller Studenmund	63	2012	Former chief operating officer of Overture Services, Inc.				
David F. Walker	64	2010	Chairman of the board of directors of Chico's FAS, Inc.	C			
Mary Lee Widener	79	2006	Former president and chief executive officer of Neighborhood Housing Services of America, Inc.				

C	Chair
AC	Audit Committee
	Audit Committee Financial Expert
SPC	Strategic Planning Committee
CC	Compensation Committee
NCGC	Nominating and Corporate Governance Committee

Table of Contents

Corporate Governance Highlights

Board Composition

All of our directors, other than our CEO, are independent, and our Audit, Compensation and Nominating and Corporate Governance Committees consist exclusively of independent directors. Our Board is composed of directors with a wide range of views and background, along with diverse ethnicities, age and gender. Our Board diversity reflects the diverse and complex businesses and markets in which we operate. Nine of our independent directors have served on other public company boards, 55% of our directors have been CEOs and eight have held C-suite positions. In addition, 73% of our directors have deep industry experience in data analytics, financial services, or real estate, averaging 18 years of industry experience. We are proud to be recognized as a "Winning Company 2017" by 2020 Women in Boards for our commitment to Board diversity and specifically for having women represent more than 20% of our Board membership.

Our Board composition also reflects a mix of tenure, which gives a balance of historical perspective and deep CoreLogic knowledge, together with fresh perspectives and insights. Currently, the median director tenure is eight years.

Table of Contents

Governance Practices

The following table summarizes some of our key governance practices:

Independent Chairman	The offices of CEO and Chairman are separate, and our Chairman is an independent director. This allows our CEO to focus primarily on his management responsibilities and the Chairman to oversee and manage the Board and its functions. Having an independent Chairman promotes the independence of our Board, provides appropriate oversight of management and ensures free and open discussion and communication among the non-management members of our Board.
Director Overboarding Policy	Our Corporate Governance Guidelines provide that our directors may not serve on more than five public company boards (including our Board), and our Audit Committee members may not serve on more than three public company audit committees (including our audit committee) without prior Board approval.
Annual Board and Committee Evaluations	To increase their effectiveness, the Board and each of its committees performs an annual self-evaluation under the direction of the Nominating and Corporate Governance Committee.
Director Stock Ownership Guidelines and Equity Grants	All directors receive annual equity grants and must meet equity ownership requirements during their service with us.
Majority Voting Standard for Directors, with Director Resignation Policy	Our Bylaws mandate that directors be elected under a "majority of votes cast" standard in uncontested elections, and each incumbent director has submitted an irrevocable letter of resignation that becomes effective if he or she does not receive a majority of votes cast in accordance with our Corporate Governance Guidelines.
Single Voting Class	We have only one class of voting securities.
10% Threshold for Special Meetings	Stockholders holding 10% of more of our outstanding stock have the right to call a special meeting.
No Poison Pill	We do not have a stockholders rights plan, commonly known as a "poison pill," in place.

Table of Contents

PROPOSAL 1. Election of Directors

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" EACH OF THE DIRECTOR NOMINEES. UNLESS OTHERWISE SPECIFIED BY YOU IN THE PROXY YOU SUBMIT, THE PROXIES SOLICITED BY OUR BOARD WILL BE VOTED "FOR" THE ELECTION OF THESE NOMINEES.

Our Amended and Restated Bylaws (the "Bylaws") require that directors be elected annually, and our Amended and Restated Certificate of Incorporation provides that the Board shall consist of such number of directors as is determined from time to time exclusively by resolution adopted by the affirmative vote of a majority of the directors then in office. Pursuant to resolutions adopted by the Board, our Board consists of 11 directors.

The Board has nominated the 11 individuals set forth under " Nominees" below for election at the Annual Meeting, to serve until the 2019 annual meeting of stockholders and until the directors' respective successors are elected and qualified.

Voting Standard

Under our Bylaws, in an uncontested election, each director nominee will be elected to the Board to serve until the next annual meeting and as soon thereafter as their successors are duly elected and qualified, if the nominee receives a majority of votes cast (meaning the number of shares voted "for" a nominee must exceed the number of shares voted "against" such nominee) with respect to such director nominee's election. Under our Corporate Governance Guidelines, each nominee for director who was in office prior to the election (each, an "incumbent director") is required to submit, and has submitted, to the Board an irrevocable letter of resignation from the Board and all committees thereof, which will become effective if the director does not receive a majority of votes cast and the Board determines to accept the resignation. The Nominating and Corporate Governance Committee will make a recommendation to the Board about whether to accept or reject the resignation, or whether to take other action. The Board will act on the recommendation of the Nominating and Corporate Governance Committee within 90 days from the date the election results are certified and thereafter promptly disclose its decision in a Current Report on Form 8-K.

The majority voting standard does not apply, however, in a contested election, where the number of nominees for director exceeds the number of directors to be elected. In a contested election, directors are instead elected by a plurality of shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors (meaning that the number of director nominees who receive the highest number of shares voted "for" their election are elected). The election of directors at the Annual Meeting will not be contested and each director nominee must receive a majority of votes cast in order to be elected to the Board. Abstentions and broker non-votes are not considered votes cast for the foregoing purpose, and will not be counted in determining the outcome of the election of the director nominees.

All of the director nominees listed below have consented to being named in this proxy statement and to serve as directors if elected. If any nominee should become unable or unwilling for good cause to serve as

Table of Contents

a director, the proxies will be voted for such substitute nominee(s) as shall be designated by our Board. Our Board currently has no knowledge that any of the nominees will be unable or unwilling to serve.

Nominees

Set forth below is information concerning each person nominated and recommended to be elected by our Board. All of the nominees currently serve as our directors and, other than Ms. Munce and Mr. Raina, were previously elected to the present term of office by our stockholders. In 2017, the Nominating and Corporate Governance Committee of the Board engaged Egon Zehnder International to lead a search for up to two candidates to our Board. The search firm received recommendations from our CEO and members of the Board in connection with the search process and, following review and recommendation by the Nominating and Corporate Governance Committee, the Board determined to increase the size of the Board to eleven directors and elected Ms. Munce and Mr. Raina to fill the vacancies created thereby. Ms. Munce and Mr. Raina were introduced to Egon Zehnder by our CEO.

See the section entitled "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" for information pertaining to stock ownership of the nominees. There are no family relationships among any of the nominees or any of our executive officers. In addition, there were and are no arrangements or understandings between any director and any other person pursuant to which any director was or is to be selected as a director.

Age 67	***Biographical Information***
Director since 1989	Mr. Chatham has served as President and Chief Executive Officer of Chatham Holdings Corporation and the Chatham family of real estate businesses, specializing in real estate development, building, brokerage, asset management, mortgage lending, valuation/Independent appraisal and other associated industries, since 1991. Mr. Chatham joined the board of our predecessor in 1989 and became a member of our Board in June 2010. From 2003 to 2009, he served on the board of First Advantage Corporation, a former NASDAQ-listed company and former subsidiary of ours, which provided screening analytics and identity solutions. During his career, Mr. Chatham received a gubernatorial appointment to both the Georgia Growth Strategies Commission and the Department of Community Affairs Board. In addition, he received the Free Enterprise Award from the Georgia Society of CPAs and serves as an Emeritus Trustee of the University of Georgia, as well as on numerous industry boards.
Board Committees	***Qualifications and Experience***
Audit *Compensation (chair)*	Through his significant experience in the real estate arena, Mr. Chatham enhances our Board's understanding of the mortgage and valuation and appraisal businesses as well as the residential and commercial real estate markets. His broad executive and board experience provides particularly useful background for his service as Chair of the Compensation Committee and as a member of our Audit Committee.

Table of Contents

Age 63	***Biographical Information***
Director since 2012	Since 2010, Mr. Curling has been a principal and managing director of New Kent Capital LLC, a family-run investment business, and a principal at New Kent Consulting LLC, a consulting business that he founded. From 1997 until 2008, Mr. Curling held various executive positions at ChoicePoint Inc., a provider of identification and credential verification services that was sold to Reed Elsevier, including serving as President from 2002 to 2008, as Chief Operating Officer from 1999 to 2008 and as Executive Vice President, Chief Financial Officer and Treasurer from 1997 to 1999. Mr. Curling also served as a director of ChoicePoint Inc. from 2000 to 2008. Prior to joining ChoicePoint Inc., Mr. Curling served in various financial roles at Equifax, Inc., a credit bureau, from 1989 to 1997. Mr. Curling currently serves as a director of Aaron's, Inc., a specialty retailer of furniture, consumer electronics, computers, appliances and home accessories.
Board Committees	***Qualifications and Experience***
Strategic Planning *Nominating and Corporate* *Governance*	Mr. Curling brings his experience operating a publicly traded data business and deep knowledge of the insurance industry to provide insight on data monetization and growth strategies. His operational background and board experience are particularly useful for his service as a member of the Nominating and Corporate Governance Committee and the Strategic Planning Committee.
Other Public **Company Boards**	
Aaron's, Inc.	

Age 67	***Biographical Information***
Director since 2012	Mr. Dorman is a private investor. He previously served as the Chairman (2010 to March 2013), co-Chairman (2010) and interim CEO (2010) of Online Resources Corporation, a developer and supplier of electronic payment services that was acquired by ACI Worldwide, Inc. Prior to that, from 1998 to 2003, he served as Chief Executive Officer of Digital Insight Corporation, a provider of software as a service for online banking and bill payment for financial institutions that was acquired by Intuit, Inc., and as Senior Vice President of the Global Financial Services Division of Oracle Corporation from 1997 to 1998. From 1983 to 1997, Mr. Dorman was the Chief Executive Officer of Treasury Services Corporation, a

provider of modeling and analysis software for financial institutions, which was acquired by Oracle Corporation in 1997. Mr. Dorman currently serves as a director of loanDepot, LLC, a national non-bank lender serving consumers, and DeepDyve, Inc., an online rental service for scientific and scholarly research.

Board Committees	***Qualifications and Experience***
Audit *Strategic Planning*	Mr. Dorman's prior experience as chief executive officer of a technology service provider during a period of rapid growth and expansion enables him to provide insights into our operational, technology and growth strategies. His strategic perspective in the financial innovation space and board experience are also particularly useful for his service as Chair of our Strategic Planning Committee and as a member of our Audit Committee.

Chairman of the Board

Age 73

Director since 2011

Biographical Information

Mr. Folino was executive chairman of the board of Emulex Corporation, an information technology product manufacturer specializing in servers, network and storage devices for data centers, from 2006 until his retirement in 2011, and continued as a board member until 2015. Previously, he served as a director of Emulex since 1993, as chairman from 2002 to 2006, and as Chief Executive Officer from 1993 to 2006. Mr. Folino serves on the board of Microsemi Corporation, a provider of semiconductor solutions, Lantronix, Inc., a provider of device networking and remote access products for remote IT management, Commercial Bank of California, a full-service FDIC-insured community bank, and on several charitable organizations.

Board Committees

Audit

Compensation

Nominating and Corporate Governance

Strategic Planning

Qualifications and Experience

Mr. Folino brings significant expertise regarding information technology and intellectual property. With his strong executive background, Mr. Folino provides valued input on a variety of leadership, strategy, corporate governance and organizational matters. His extensive experience as a director of publicly-traded companies is particularly useful for his service as our Chairman of the Board.

Other Public Company Boards

Microsemi Corporation

Lantronix, Inc.

Age 58

Director since 2017

Biographical Information

Mr. Martell has served as our President and Chief Executive Officer since March 2017. Prior to that he served as our Chief Financial Officer (August 2011 to April 2016) and Chief Operating Officer (July 2014 to March 2017). Before joining the Company, Mr. Martell served as the President and Chief Executive Officer of the

Western Institutional Review Board (2010 to 2011), a leading provider of review, approval and oversight for clinical research studies involving human subjects, and before that as Chief Financial Officer of Information Services Group, Inc. (2007 to 2009) and Advantage Solutions (2009 to 2010). From 1996 to 2006, Mr. Martell held various leadership positions at ACNielsen Corporation, including President of Asia Pacific and Emerging Markets, Executive Vice President of the Marketing Information Group, and Chief Operating Officer of ACNielsen and president of Europe, Middle East and Africa. Mr. Martell spent the initial 15 years of his business career in a variety of financial leadership roles at General Electric.
Mr. Martell currently serves on the Board of Bank of the West, a wholly-owned subsidiary of BNP Paribas, and on the Advisory Board of BV Investment Partners, L.P., a middle-market private equity buyout firm.

Qualifications and Experience

Mr. Martell has worked with us in various executive leadership capacities for over six years to transform CoreLogic into a global leader in residential property-related data-driven insights. He is a proven leader of data-driven organizations with a track record of delivering exceptional operating and financial performance. In addition, Mr. Martell's position as our President and Chief Executive Officer gives him intimate knowledge of our culture, operations, strategy, financial and competitive position.

Table of Contents

Age 58	***Biographical Information***
Director since 2017	Ms. Munce has served as a Venture Advisor at New Enterprise Associates (NEA), one of the world's largest and most active venture capital firms, since January 2016. Previously, she served as a Managing Director of IBM Venture Capital Group and Vice President of Corporate Strategy at IBM Corp. from 2004 to 2015; Director of Strategy, IBM Venture Capital Group from 2003 to 2004; and Head of Technology Transfer and Licensing, IBM Research from 1994 to 2000. Ms. Munce serves on the board of directors of Best Buy Co., Inc., a retailer of electronic goods and services, and Bank of the West, a wholly-owned subsidiary of BNP Paribas, as well as several industry boards.
Board Committees	***Qualifications and Experience***
Strategic Planning **Other Public** **Company Boards** *Best Buy Co., Inc.*	Ms. Munce brings extensive experience in identifying emerging technologies and helping firms advance growth, and provides particular expertise in technology, innovation and strategy. This experience is particularly useful as a member of our Strategic Planning Committee.

Age 64	***Biographical Information***
Director since 2008	Mr. O'Brien served as the Chief Executive Officer and President of Insurance Auto Auctions Inc., a provider of specialized services for automobile insurance from 2000 to April 2014, and as a director from 2000 to 2007. Mr. O'Brien joined the board of our predecessor in 2008, and became a member of our Board in June 2010. Mr. O'Brien currently serves on the board of directors of PartsTrader Markets Limited, an online tendering system based in New Zealand. He previously served on the board of directors of KAR Auction Services, Inc., a provider of vehicle auction services in North America, from 2007 to June 2014, and of Fenix Parts, Inc., a recycler and reseller of automotive parts, from May 2015 to February 2018.
Board Committees	***Qualifications and Experience***
Compensation *Nominating and Corporate*	As a result of his experience as a Chief Executive Officer, Mr. O'Brien provides valued insight into our management practices. His leadership skills, board experience and background in corporate governance are particularly useful for his service as Chair of our Nominating and Corporate Governance Committee and as a member of our Compensation Committee.

Governance (Chair)

Table of Contents

Age 50	***Biographical Information***
Director since 2017	Mr. Raina has served as Managing Partner of BV Investment Partners, a middle-market private equity firm focused on technology services and business services sectors, since 1999, where he currently manages the firm's investment strategy, risk management and limited partnership relations activities and chairs the Investment, Operating and Valuation committees. Prior to that, he was an Executive Director in the communications, media and technology group at Goldman Sachs (Asia) and a project leader at The Boston Consulting Group. Through his role at BV Investment Partners, Mr. Raina serves on a variety of private company boards.
Board Committees	***Qualifications and Experience***
Strategic Planning	Mr. Raina brings extensive experience in identifying emerging technologies and helping firms advance growth, and contributes deep experience in technology services, business services, risk management and investment strategies. This experience is particularly useful as a member of our Strategic Planning Committee.

Age 63	***Biographical Information***
Director since 2012	From January 2001 to January 2004, Ms. Studenmund was Chief Operating Officer of Overture Services, Inc., the creator of paid search advertising, which was acquired by Yahoo, Inc. From 1999 to 2001, Ms. Studenmund was President and Chief Operating Officer of PayMyBills.com, a leading online bill management company. Prior to this, Ms. Studenmund held senior positions in the financial services industry, serving as Executive Vice President and head of retail banking at Great Western Bank and Home Savings Bank (now part of JPMorgan Chase) from 1995 to 1997, and as Executive Vice President and head of retail banking and Chief Marketing Officer at First Interstate Bank (now part of Wells Fargo) from 1984 to 1995. Ms. Studenmund has served as a director of Pinnacle Entertainment, Inc., an owner, operator and developer of casinos and related hospitality and entertainment facilities, since March 2012; as a director for several public funds as well as other funds for Western Asset Management, a major fixed income fund, since 2004; and as a director of several private companies. Previously, Ms. Studenmund served as a director of LifeLock, Inc., an identity theft protection company (2015 to 2017), Orbitz Worldwide, Inc., an online travel company (2007 to February 2014), and eHarmony, an online dating service and match provider. Ms. Studenmund has more than 35 years of executive management and operational experience across a diverse group of businesses and is also a seasoned director.
Board Committees	***Qualifications and Experience***

Compensation *Nominating and Corporate* *Governance* **Other Public** **Company Boards** *Pinnacle Entertainment, Inc.* *Western Asset Management*	Ms. Studenmund has spent much of her career in financial services, including serving as the senior executive for some of the largest consumer and banking businesses, and in significant digital businesses. She is also a seasoned executive and director, having guided the growth and development of several technology and internet companies, including PayMyBills, Pinnacle Entertainment, LifeLock and Orbitz Worldwide. Ms. Studenmund's deep executive and board experience is particularly useful background for her service as a member of our Compensation and Nominating and Corporate Governance Committees.

Table of Contents

Age 64	***Biographical Information***
Director since 1989	Mr. Walker served as the director of the Program of Accountancy at the University of South Florida in St. Petersburg from 2002 through June 2009, and also led the Program of Distinction in Social Responsibility and Corporate Reporting at the University during that time. From 1986 to 2002, Mr. Walker was a partner with Arthur Andersen LLP, an accounting firm, having led the firm's assurance and business advisory practice for the Florida Caribbean Region from 1999 through 2002. Mr. Walker joined the board of our predecessor in 1989 and became a member of our Board in June 2010. Mr. Walker also serves on the boards of CommVault Systems, Inc., a data and information management software company, and Chico's FAS, Inc., a women's specialty retailer, where he is currently Chairman of the Board. Mr. Walker previously served as a director of Technology Research Corporation, Inc. and First Advantage Corporation.
Board Committees	***Qualifications and Experience***
Audit (Chair) *Strategic Planning* **Other Public Company Boards** *Chicos FAS, Inc.* *CommVault Systems, Inc.*	Mr. Walker is a certified public accountant and certified fraud examiner. His extensive experience in public accounting and on corporate boards, including as chairman of the board of Chico's and a past and present chair of other audit committees, together with his role as an NACD Board Leadership Fellow, contribute to the Board's oversight of our financial reporting, controls and risk management. Mr. Walker's background is particularly useful for his service as Chair of our Audit Committee and member of our Strategic Planning Committee.

Age 79	***Biographical Information***
Director since 2006	Ms. Widener is a community investment consultant. From 1974 until her retirement in 2009, Ms. Widener was President and Chief Executive Officer of Neighborhood Housing Services of America, Inc., a nonprofit housing agency. Ms. Widener joined the board of our predecessor in 2006 and became a member of our Board in June 2010. Ms. Widener also previously served on the board of The PMI Group, Inc. from 1995 to October 2013 and served as chairman of the Federal Home Loan Bank of San Francisco from 1994 to 2004. Ms. Widener has been involved in her community throughout her career and was instrumental in the development of a degree program in support of the community development field at the University of

San Francisco College of Professional Studies.

Board Committees	***Qualifications and Experience***
Audit	Given her extensive experience with organizations dedicated to revitalizing neighborhoods and increasing homeownership opportunities, Ms. Widener brings to our Board a valuable perspective on housing policy. She provides a strong understanding of the opportunities we have to improve home ownership in underserved communities and the challenges residents face in purchasing homes in those communities. Her executive experience is also particularly relevant background for her service as a member of our Audit Committee.

Table of Contents

PROPOSAL 2. Approval of the CoreLogic, Inc. 2018 Performance Incentive Plan

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE CORELOGIC, INC. 2018 PERFORMANCE INCENTIVE PLAN. UNLESS OTHERWISE SPECIFIED BY YOU IN THE PROXY YOU SUBMIT, THE PROXIES SOLICITED BY OUR BOARD WILL BE VOTED "FOR" THIS PROPOSAL.

General

At the annual meeting, stockholders will be asked to approve the CoreLogic, Inc. 2018 Performance Incentive Plan (the "2018 Plan"), which was adopted, subject to stockholder approval, by the Board on March 7, 2018.

The Company believes that incentive and stock-based awards focus employees on the objectives of creating stockholder value and promoting the success of the Company, and that incentive compensation plans like the proposed 2018 Plan are an important tool to attract, retain and motivate Company employees.

The Company currently maintains the CoreLogic, Inc. Amended and Restated 2011 Performance Incentive Plan (the "2011 Plan"). As of March 9, 2018, a total of 2,954,255 shares of the Company's common stock were then subject to outstanding awards granted under the 2011 Plan, and an additional 8,213,668 shares of the Company's common stock were then available for new award grants under the 2011 Plan (which would permit the Company to grant a total of approximately 4,106,834 full-value awards under the 2 to 1 fungible share counting ratio currently contained in the 2011 Plan). Of the 2,954,255 shares subject to outstanding awards, 489,503 were subject to stock options, 1,324,076 were subject to restricted stock units (other than performance-based stock units such as PBRSUs) and 1,140,676 were subject to performance-based stock units (such as PBRSUs). The number of shares subject to outstanding awards and the number of shares available for new awards reported above both assume that the 1,140,676 outstanding performance-based stock units are paid out at the maximum performance level. If any of the 1,140,676 outstanding performance-based stock units are paid out below the maximum level (or fail to become payable at all) based on actual performance, the number of shares subject to outstanding awards would decrease and the number of shares available for new awards would increase by the same amount. Except as specifically noted, all of the share numbers reported in this paragraph are actual share amounts, and do not give effect to the 2 to 1 fungible share counting ratio currently contained in the 2011 Plan.

The Board of Directors believes that the number of shares currently available under the 2011 Plan does not give the Company sufficient authority and flexibility to adequately provide for future incentives. If stockholders approve the 2018 Plan, no new awards will be granted under the 2011 Plan after the Annual Meeting. In that case, the number of shares of the Company's common stock that remain available for award grants under the 2011 Plan immediately prior to the Annual Meeting will become available for award grants under the 2018 Plan. An additional 3,300,000 shares of the Company's common stock will also be made available for award grants under the 2018 Plan. In addition, if stockholders approve the 2018 Plan,

Table of Contents

any shares of common stock subject to outstanding awards under the 2011 Plan or our legacy 2006 Incentive Compensation Plan (the "2006 Plan") that expire, are cancelled, or otherwise terminate after the Annual Meeting will also be available for award grant purposes under the 2018 Plan. Based solely on the closing price of the Company's common stock as reported by the NYSE on March 9, 2018, the maximum aggregate market value of the additional 3,300,000 new shares of common stock that could be issued under the 2018 Plan is approximately $154 million.

If stockholders do not approve the 2018 Plan, the Company will continue to have the authority to grant awards under the 2011 Plan. If stockholders approve the 2018 Plan, the termination of our grant authority under the 2011 Plan will not affect awards then outstanding under 2011 Plan.

Summary Description of the 2018 Performance Incentive Plan

The principal terms of the 2018 Plan are summarized below. The following summary is qualified in its entirety by the full text of the 2018 Plan, which appears as *Appendix B* to this proxy statement.

Purpose. The purpose of the 2018 Plan is to promote the success of the Company by providing an additional means for us to attract, motivate, retain and reward selected employees and other eligible persons through the grant of awards. Equity-based awards are also intended to further align the interests of award recipients and our stockholders.

Administration. Our Board of Directors or one or more committees appointed by our Board of Directors will administer the 2018 Plan. Our Board of Directors has delegated or will delegate general administrative authority for the 2018 Plan to the Compensation Committee. The Board of Directors or a committee thereof (within its delegated authority) may delegate different levels of authority to different committees or persons with administrative and grant authority under the 2018 Plan. (The appropriate acting body, be it the Board of Directors or a committee or other person within its delegated authority is referred to in this proposal as the "Administrator").

The Administrator has broad authority under the 2018 Plan, including, without limitation, the authority to:

- select eligible participants and determine the type(s) of award(s) that they are to receive;

- grant awards and determine the terms and conditions of awards, including the price (if any) to be paid for the shares or the award and, in the case of share-based awards, the number of shares to be offered or awarded;

- determine any applicable vesting and exercise conditions for awards (including any applicable performance and/or time-based vesting or exercisability conditions), the circumstances in which any performance-based goals (or the applicable measure of performance) will be adjusted and the nature and impact of any such adjustment, and the extent to which any applicable vesting and exercise conditions have been satisfied, or determine that no delayed vesting or exercise is required, and accelerate or extend the vesting or exercisability or extend the term of any or all outstanding awards;

- cancel, modify, or waive the Company's rights with respect to, or modify, discontinue, suspend, or terminate any or all outstanding awards, subject to any required consents;

- subject to the other provisions of the 2018 Plan, make certain adjustments to an outstanding award and authorize the conversion, succession or substitution of an award;

- determine the method of payment of any purchase price for an award or shares of the Company's common stock delivered under the 2018 Plan, as well as any tax-related items with respect to an award, which may be in the form of cash, check, or electronic funds transfer, by the delivery of already-owned shares of the Company's common stock or by a reduction of the

Table of Contents

number of shares deliverable pursuant to the award, by services rendered by the recipient of the award, by notice and third party payment or cashless exercise on such terms as the Administrator may authorize, or by any other form permitted by law;

modify the terms and conditions of any award, establish sub-plans and agreements and determine different terms and conditions that the Administrator deems necessary or advisable to comply with laws in the countries in which the Company or one of its subsidiaries operates or in which one or more eligible participants reside or provide services;

approve the form of any award agreements used under the 2018 Plan; and

construe and interpret the 2018 Plan, make rules for the administration of the 2018 Plan, and make all other determinations for the administration of the 2018 Plan.

No Repricing. In no case (except due to an adjustment to reflect a stock split or other event referred to under "Adjustments" below, or any repricing that may be approved by stockholders) will the Administrator (1) amend an outstanding stock option or stock appreciation right to reduce the exercise price or base price of the award, (2) cancel, exchange, or surrender an outstanding stock option or stock appreciation right in exchange for cash or other awards for the purpose of repricing the award, or (3) cancel, exchange, or surrender an outstanding stock option or stock appreciation right in exchange for an option or stock appreciation right with an exercise or base price that is less than the exercise or base price of the original award.

Eligibility. Persons eligible to receive awards under the 2018 Plan include officers and employees of the Company or any of its subsidiaries, directors of the Company, and certain consultants and advisors to the Company or any of its subsidiaries. Currently, approximately 5,967 officers and employees of the Company and its subsidiaries (including all of the Company's named executive officers who remain employed), and each of the ten members of the Board who are not employed by the Company or any of its subsidiaries ("non-management directors"), are considered eligible under the 2018 Plan.

Aggregate Share Limit. The maximum number of shares of the Company's common stock that may be issued or transferred pursuant to awards under the 2018 Plan equals the sum of the following (such total number of shares, the "Share Limit"):

3,300,000 shares, plus

the number of shares available for additional award grant purposes under the 2011 Plan as of the date of the Annual Meeting and determined immediately prior to the termination of the authority to grant new awards under that plan as of the date of the Annual Meeting, plus

the number of any shares subject to stock options granted under the 2011 Plan or the 2006 Plan and outstanding as of the date of the Annual Meeting which expire, or for any reason are cancelled or terminated, after the date of the annual meeting without being exercised (which, for purposes of clarity, will become available for award grants under the 2018 Plan on a one-for-one basis), plus

the number of any shares subject to restricted stock and restricted stock unit awards granted under the 2011 Plan or the 2006 Plan that are outstanding and unvested as of the date of the Annual Meeting which are forfeited, terminated, cancelled, or otherwise reacquired after the date of the Annual Meeting without having become vested (with any such shares taken into account based on the premium share-counting rule discussed below for full-value awards).

As of March 9, 2018, approximately 8,213,668 shares were available for additional award grant purposes under the 2011 Plan, approximately 489,503 shares were subject to stock options then outstanding under the 2011 Plan, approximately 107,050 shares were subject to stock options then outstanding under the

Table of Contents

2006 Plan, approximately 1,324,076 shares were subject to restricted stock and restricted stock unit awards (other than performance-based stock units such as PBRSUs) then outstanding under the 2011 Plan, approximately 1,140,676 shares were subject to performance-based stock units, such as PBRSUs then outstanding under the 2011 Plan, and no shares were subject to restricted stock and restricted stock unit awards then outstanding under the 2006 Plan. The number of shares subject to outstanding awards under the 2011 Plan and the number of shares available for new awards reported above both assume that the 1,140,676 outstanding performance-based stock units are paid out at the maximum performance level. If any of the 1,140,676 outstanding performance-based stock units are paid out below the maximum level (or fail to become payable at all) based on actual performance, the number of shares subject to outstanding awards under the 2011 Plan would decrease and the number of shares available for new awards under the 2011 Plan would increase by the same amount. As noted above, no additional awards will be granted under the 2011 Plan if stockholders approve the 2018 Plan.

Shares issued in respect of any "full-value award" granted under the 2018 Plan will be counted against the Share Limit as two shares for every one share actually issued in connection with the award. For example, if the Company granted a bonus of 100 shares of its common stock under the 2018 Plan, 200 shares would be counted against the Share Limit with respect to that award. For this purpose, a "full-value award" generally means any award granted under the 2018 Plan other than a stock option or stock appreciation right.

Additional Share Limits. The following other limits are also contained in the 2018 Plan. These limits are in addition to, and not in lieu of, the Share Limit for the plan described above and, in the case of share-based limits, are applied on a one-for-one basis without applying the premium share-counting ratio for full-value awards discussed above.

- The maximum number of shares that may be delivered pursuant to options qualified as incentive stock options granted under the 2018 Plan is 1,000,000 shares.

- The maximum number of shares subject to those options and stock appreciation rights that are granted under the 2018 Plan during any one calendar year to any one individual is 1,000,000 shares.

- The maximum grant date fair value for awards granted to a non-management director under the 2018 Plan during any one calendar year is $500,000, except that this limit is $750,000 as to (1) a non-management director who is serving as the Non-Executive Board Chairman or as a lead independent director at the time the applicable grant is made or (2) any new non-management director for the calendar year in which the non-management director is first elected or appointed to the Board. For purposes of this limit, the "grant date fair value" of an award means the value of the award as of the date of grant of the award determined using the equity award valuation principles applied in the Company's financial reporting. This limit does not apply to, and will be determined without taking into account, any award granted to an individual who, on the grant date of the award, is an officer or employee of the Company or one of its subsidiaries. This limit applies on an individual basis and not on an aggregate basis to all non-management directors as a group.

Share-Limit Counting Rules. The Share Limit of the 2018 Plan is subject to the following rules:

- Except as described below, shares that are subject to or underlie awards which expire or for any reason are cancelled or terminated, are forfeited, fail to vest, or for any other reason are not paid or delivered under the 2018 Plan will not be counted against the Share Limit and will again be available for subsequent awards under the 2018 Plan.

- To the extent that shares are delivered pursuant to the exercise of a stock appreciation right granted under the 2018 Plan, the number of underlying shares as to which the exercise related

Table of Contents

shall be counted against the Share Limit. (For purposes of clarity, if a stock appreciation right relates to 100,000 shares and is exercised at a time when the payment due to the participant is 15,000 shares, 100,000 shares shall be charged against the Share Limit with respect to such exercise.)

Shares that are exchanged by a participant or withheld by the Company to pay the exercise price of a stock option or stock appreciation right granted under the 2018 Plan, as well as any shares exchanged or withheld to satisfy the tax withholding obligations related to any stock option or stock appreciation right, will be counted against the Share Limit and will not again be available for subsequent awards under the 2018 Plan. Shares that are exchanged by a participant or withheld by the Company as full or partial payment in connection with any full-value award granted under the 2018 Plan, as well as any shares exchanged by a participant or withheld by the Company to satisfy the statutory minimum tax withholding obligations (but not any additional tax withholding obligations) related to any full-value award granted under the 2018 Plan, will not be counted against the Share Limit and will again be available for subsequent awards under the 2018 Plan (with any such shares becoming available for subsequent awards taking into account the premium share-counting rule discussed above for full-value awards).

In addition, shares that are exchanged by a participant or withheld by the Company after the date of the Annual Meeting as full or partial payment in connection with any full-value award granted under the 2011 Plan or the 2006 Plan, as well as any shares exchanged by a participant or withheld by the Company after the date of the Annual Meeting to satisfy the tax withholding obligations related to any full-value award granted under the 2011 Plan or the 2006 Plan, shall be available for new awards under the 2018 Plan (with any such shares so exchanged or withheld in connection with a full-value award granted under the 2011 Plan or the 2006 Plan becoming available for new awards under the 2018 Plan taking into account the premium share-counting rule discussed above for full-value awards).

To the extent that an award is settled in cash or a form other than shares, the shares that would have been delivered had there been no such cash or other settlement will not be counted against the Share Limit and will again be available for subsequent awards under the 2018 Plan.

In the event that shares are delivered in respect of a dividend equivalent right, the actual number of shares delivered with respect to the award shall be counted against the Share Limit. (For purposes of clarity, if 1,000 dividend equivalent rights are granted and outstanding when the Company pays a dividend, and 100 shares are delivered in payment of those rights with respect to that dividend, 200 shares shall be counted against the Share Limit (after taking into account the premium share-counting rule discussed above for full-value awards).)

In addition, the 2018 Plan generally provides that shares issued in connection with awards that are granted by or become obligations of the Company through the assumption of awards (or in substitution for awards) in connection with an acquisition of another company will not count against the shares available for issuance under the 2018 Plan. The Company may not increase the applicable share limits of the 2018 Plan by repurchasing shares of common stock on the market (by using cash received through the exercise of stock options or otherwise).

Types of Awards. The 2018 Plan authorizes stock options, stock appreciation rights, and other forms of awards granted or denominated in the Company's common stock or units of the Company's common stock, as well as cash bonus awards. The 2018 Plan retains flexibility to offer competitive incentives and to tailor benefits to specific needs and circumstances. Any award may be structured to be paid or settled in cash.

A stock option is the right to purchase shares of the Company's common stock at a future date at a specified price per share (the "exercise price"). The per share exercise price of an option generally may not

Table of Contents

be less than the fair market value of a share of the Company's common stock on the date of grant. The maximum term of an option is ten years from the date of grant. An option may either be an incentive stock option or a nonqualified stock option. Incentive stock option benefits are taxed differently from nonqualified stock options, as described under "Federal Income Tax Consequences of Awards Under the 2018 Plan" below. Incentive stock options are also subject to more restrictive terms and are limited in amount by the U.S. Internal Revenue Code (the "Code") and the 2018 Plan. Incentive stock options may only be granted to employees of the Company or a subsidiary.

A stock appreciation right is the right to receive payment of an amount in cash or shares of common stock equal to the excess of the fair market value of a share of the Company's common stock on the date of exercise of the stock appreciation right over the base price of the stock appreciation right. The base price will be established by the Administrator at the time of grant of the stock appreciation right and generally may not be less than the fair market value of a share of the Company's common stock on the date of grant. Stock appreciation rights may be granted in connection with other awards or independently. The maximum term of a stock appreciation right is ten years from the date of grant.

The other types of awards that may be granted under the 2018 Plan include, without limitation, stock bonuses, restricted stock, performance stock, stock units or phantom stock (which are contractual rights to receive shares of stock, or cash based on the fair market value of a share of stock), dividend equivalents which represent the right to receive a payment based on the dividends paid on a share of stock over a stated period of time, or similar rights to purchase or acquire shares, and cash awards. The types of cash awards that may be granted include the opportunity to receive a payment for the achievement of one or more goals as well as discretionary cash awards.

Any awards under the 2018 Plan (including awards of stock options and stock appreciation rights) may be fully-vested at grant or may be subject to time- and/or performance-based vesting requirements.

Dividend Equivalents; Deferrals. The Administrator may provide for the deferred payment of awards, and may determine the other terms applicable to deferrals. The Administrator may provide that awards granted under the 2018 Plan (other than options or stock appreciation rights), and/or deferrals, earn dividends or dividend equivalents based on the amount of dividends paid on outstanding shares of common stock, provided that as to any dividend equivalent rights granted in connection with an award granted under the 2018 Plan that is subject to performance-based vesting requirements, no dividend equivalent payment will be made unless the related performance-based vesting conditions of the award are satisfied (or, in the case of a restricted stock or similar award where the dividend must be paid as a matter of law, the dividend payment will be subject to forfeiture or repayment, as the case may be, if the related performance-based vesting conditions are not satisfied).

Assumption and Termination of Awards. If an event occurs in which the Company does not survive (or does not survive as a public company in respect of its common stock), including, without limitation, a dissolution, merger, combination, consolidation, conversion, exchange of securities, or other reorganization, or a sale of all or substantially all of the business, stock or assets of the Company, awards then-outstanding under the 2018 Plan will not automatically become fully vested pursuant to the provisions of the 2018 Plan so long as such awards are assumed, substituted for or otherwise continued. However, if awards then-outstanding under the 2018 Plan are to be terminated in such circumstances (without being assumed or substituted for), such awards would generally become fully vested, subject to any exceptions that the Administrator may provide for in an applicable award agreement, and any award or portion thereof that, by its terms, does not accelerate and vest in the circumstances, will also terminate. The Administrator also has the discretion to establish other change in control provisions with respect to awards granted under the 2018 Plan. For example, the Administrator could provide for the acceleration of vesting or payment of an award in connection with a corporate event or in connection with a termination of the award holder's employment. For the treatment of outstanding equity awards held by the named executive officers in

Table of Contents

connection with a termination of employment and/or a change in control of the Company, please see the "Potential Payments Upon Termination or Change in Control" section below.

Transfer Restrictions. Subject to certain exceptions contained in Section 5.6 of the 2018 Plan, awards under the 2018 Plan generally are not transferable by the recipient other than by will or the laws of descent and distribution and are generally exercisable, during the recipient's lifetime, only by the recipient. Any amounts payable or shares issuable pursuant to an award generally will be paid only to the recipient or the recipient's beneficiary or representative. The Administrator has discretion, however, to establish written conditions and procedures for the transfer of awards to other persons or entities, provided that such transfers comply with applicable federal and state securities laws and are not made for value (other than nominal consideration, settlement of marital property rights, or for interests in an entity in which more than 50% of the voting securities are held by the award recipient or by the recipient's family members).

Adjustments. As is customary in incentive plans of this nature, the Share Limit and the number and kind of shares available under the 2018 Plan and any outstanding awards, as well as the exercise or purchase prices of awards, are subject to adjustment in the event of certain reorganizations, mergers, combinations, recapitalizations, stock splits, stock dividends, or other similar events that change the number or kind of shares outstanding, and extraordinary dividends or distributions of property to the stockholders.

No Limit on Other Authority. Except as expressly provided with respect to the termination of the authority to grant new awards under the 2011 Plan if stockholders approve the 2018 Plan, the 2018 Plan does not limit the authority of the Board of Directors or any committee appointed by the Board to grant awards or authorize any other compensation, with or without reference to the Company's common stock, under any other plan or authority.

Termination of or Changes to the 2018 Plan. The Board of Directors may amend or terminate the 2018 Plan at any time and in any manner. Stockholder approval for an amendment will be required only to the extent then required by applicable law or deemed necessary or advisable by the Board of Directors. Unless terminated earlier by the Board of Directors and subject to any extension that may be approved by stockholders, the authority to grant new awards under the 2018 Plan will terminate on March 6, 2028. Outstanding awards, as well as the Administrator's authority with respect thereto, generally will continue following the expiration or termination of the 2018 Plan. Generally, outstanding awards may be amended by the Administrator (except for a repricing), but the consent of the award holder is required if the amendment (or any plan amendment) materially and adversely affects the holder.

U.S. Federal Income Tax Consequences of Awards under the 2018 Plan

The U.S. federal income tax consequences of the 2018 Plan under current federal law, which is subject to change, are summarized in the following discussion of the general tax principles applicable to the 2018 Plan. This summary is not intended to be exhaustive and, among other considerations, does not describe the deferred compensation provisions of Section 409A of the Code to the extent an award is subject to and does not satisfy those rules, nor does it describe state, local, or international tax consequences.

With respect to nonqualified stock options, the Company is generally entitled to deduct and the participant recognizes taxable income in an amount equal to the difference between the option exercise price and the fair market value of the shares at the time of exercise. With respect to incentive stock options, the Company is generally not entitled to a deduction nor does the participant recognize income at the time of exercise, although the participant may be subject to the U.S. federal alternative minimum tax.

The current federal income tax consequences of other awards authorized under the 2018 Plan generally follow certain basic patterns: nontransferable restricted stock subject to a substantial risk of forfeiture results in income recognition equal to the excess of the fair market value over the price paid (if any) only

Table of Contents

at the time the restrictions lapse (unless the recipient elects to accelerate recognition as of the date of grant); bonuses, stock appreciation rights, cash and stock-based performance awards, dividend equivalents, stock units, and other types of awards are generally subject to tax at the time of payment; and compensation otherwise effectively deferred is taxed when paid. In each of the foregoing cases, the Company will generally have a corresponding deduction at the time the participant recognizes income.

If an award is accelerated under the 2018 Plan in connection with a "change in control" (as this term is used under the Code), the Company may not be permitted to deduct the portion of the compensation attributable to the acceleration ("parachute payments") if it exceeds certain threshold limits under the Code (and certain related excise taxes may be triggered). Furthermore, the aggregate compensation in excess of $1,000,000 paid in any calendar year to the Company's current or former named executive officers will not be permitted to be deducted by the Company unless certain grandfathering exceptions apply.

Specific Benefits under the 2018 Performance Incentive Plan

The Company has not approved any awards that are conditioned upon stockholder approval of the 2018 Plan. The Company is not currently considering any other specific award grants under the 2018 Plan, other than the annual grants of restricted stock units to our non-management directors described in the following paragraph. If the 2018 Plan had been in existence in fiscal 2017, the Company expects that its award grants for fiscal 2017 would not have been substantially different from those actually made in that year under the 2011 Plan. For information regarding stock-based awards granted to the Company's named executive officers during fiscal 2017, see the material under the heading "Executive Compensation" below.

As described under "Director Compensation" below, our current compensation policy for non-management directors provides for each non-management director to receive an annual award of restricted stock units, with the number of shares subject to each award to be determined by dividing $160,000 (for awards granted beginning in fiscal 2018) by the closing price of our common stock on the day of our annual meeting or, in the event of an out-of-cycle annual meeting, such earlier date approved by the Board as described below. Assuming, for illustrative purposes only, that the price of the common stock used for the conversion of the dollar amount set forth above into shares is $50.00, the number of shares that would be allocated to the Company's ten non-management directors as a group pursuant to the annual grant formula is approximately 32,000 per year for an aggregate ten-year total of 320,000. This figure represents the aggregate number of shares that would be subject to the annual grants under the director equity grant program for calendar years 2019 through 2028 (the ten remaining years in the term of the 2018 Plan, assuming the plan is approved) based on that assumed stock price. This calculation also assumes that there are no new eligible directors, there continue to be ten eligible directors seated and there are no changes to the awards granted under the director equity grant program.

Potential Dilution

The following paragraphs include additional information to help you assess the potential dilutive impact of the Company's equity awards and the 2018 Plan.

In order to help stockholders calculate the total number of shares of the Company's common stock subject to outstanding awards and available for the grant of new awards (what's commonly referred to as the Company's "overhang"), the following table shows the total number of shares of the Company's common stock that were subject to outstanding stock and stock unit awards granted under the 2011 Plan, that were subject to outstanding stock options granted under the 2011 Plan, and that were then available for new award grants under the 2011 Plan as of December 31, 2017 and as of March 9, 2018. In the table below, the number of shares subject to outstanding performance-based stock units such as PBRSUs and the number of shares available for new awards both assume that all outstanding performance-based stock units

Table of Contents

are paid out at the maximum performance level. All of the share numbers reported in the table below are actual share amounts, and do not give effect to the 2 to 1 fungible share counting ratio contained in the 2011 Plan.

Shares subject to outstanding restricted stock and restricted stock unit awards (excluding performance-based vesting awards)	1,308,749	1,324,076
Shares subject to outstanding performance-based vesting stock unit awards	1,318,914	1,140,676
Shares subject to outstanding stock options	788,825	489,503
Shares available for new award grants	8,490,159	8,213,668

In addition to the 2011 Plan, we also maintain the 2012 Employee Stock Purchase Plan (the "2012 ESPP") which generally provides for broad-based participation by employees of the Company (and certain of its subsidiaries) and affords employees who elect to participate an opportunity to purchase shares of the Company's common stock at a discount. Certain information regarding the number of shares of Company common stock available for issuance under the 2012 ESPP is included under the heading "Securities Authorized for Issuance under Equity Compensation Plans" below. The discussion that follows in this "Potential Dilution" section does not include any shares that have been purchased under, may be purchased in the current purchase period under, or remain available for issuance or delivery under the 2012 ESPP.

The Company also has outstanding awards under the 2006 Plan. There were zero (0) shares of the Company's common stock available for new award grants under the 2006 Plan as of December 31, 2017 and March 9, 2018. As of December 31, 2017 and March 9, 2018, there were zero (0) shares of stock subject to outstanding stock and stock unit awards and 397,573 and 107,050 shares of stock subject to outstanding options granted under the 2006 Plan.

Other than the 2011 Plan, the 2012 ESPP and the 2006 Plan, we do not have any other plans or arrangements in place under which shares of the Company's common stock are eligible to be awarded or under which there are outstanding awards with respect to shares of the Company's common stock.

As of December 31, 2017, the Company's outstanding stock options had a weighted average exercise price of $20.67 and a weighted average remaining term of 2.3 years.

The weighted-average number of shares of the Company's common stock issued and outstanding in each of the last three fiscal years was 89,070,035 shares issued and outstanding in 2015; 87,501,882 shares issued and outstanding in 2016; and 83,499,390 shares issued and outstanding in 2017. The number of shares of the Company's common stock issued and outstanding as of December 31, 2017 and March 9, 2018 was 83,499,390 and 81,539,072, respectively.

In order to help stockholders calculate the Company's share usage over the last three years (what's commonly referred to as the Company's "burn rate"), the total number of shares of the Company's common stock subject to awards that the Company granted under the 2011 Plan in each of the last three fiscal years, and to date (as of March 9, 2018) for 2018, are as follows. For purposes of the following disclosure, the number of shares granted subject to performance-based stock units such as PBRSUs is based on the maximum level of performance achieved, other than for 2015, for which the number of shares granted subject to performance-based stock units is based on the actual performance level achieved, which

Table of Contents

was not the maximum level. All of the numbers reported below are actual share amounts, and do not give effect to the 2 to 1 fungible share counting ratio contained in the plan.

1,279,976 shares in 2015 (which was 1.44% of the weighted-average number of shares of the Company's common stock issued and outstanding in 2015), of which 967,450 shares were subject to restricted stock and restricted stock unit awards (excluding performance-based vesting awards), 312,526 shares were subject to performance-based vesting stock unit awards and 0 shares were subject to option awards.

1,726,784 shares in 2016 (which was 1.97% of the weighted-average number of shares of the Company's common stock issued and outstanding in 2016), of which 966,354 shares were subject to restricted stock and restricted stock unit awards (excluding performance-based vesting awards), 760,430 shares were subject to performance-based vesting stock unit awards and 0 shares were subject to option awards.

1,244,652 shares in 2017 (which was 1.49% of the weighted-average number of shares of the Company's common stock issued and outstanding in 2017), of which 708,160 shares were subject to restricted stock and restricted stock unit awards (excluding performance-based vesting awards), 536,492 shares were subject to performance-based vesting stock unit awards and 0 shares were subject to option awards.

248,839 shares in 2018 through March 9, 2018 (which was 0.31% of the number of shares of the Company's common stock issued and outstanding on March 9, 2018, 2018), of which 83,643 shares were subject to restricted stock and restricted stock unit awards (excluding performance-based vesting awards), 165,196 shares were subject to performance-based vesting stock unit awards and 0 shares were subject to option awards.

Thus, the total number of shares of the Company's common stock subject to awards granted under the 2011 Plan per year over the last three fiscal years (2015, 2016 and 2017) has been, on average, 1.6% of the weighted-average number of shares of the Company's common stock issued and outstanding. Performance-based vesting awards have been included above in the year in which the award was granted. The actual number of performance-based restricted stock unit awards such as PBRSUs that became eligible to vest each year because the applicable performance-based condition was satisfied in that year (subject to the satisfaction of any applicable time-based vesting requirements) was as follows: 246,050 in 2015, 340,047 in 2016, 216,471 in 2017, and 0 to date (as of March 9, 2018) in 2018.

The total number of shares of our common stock that were subject to awards granted under the 2011 Plan or 2006 Plan that terminated or expired, and thus became available for new award grants under the 2011 Plan, in each of the last three fiscal years, and to date (as of March 9, 2018) in 2018, are as follows: 198,269 in 2015, 227,349 in 2016, 232,069 in 2017, and 13,164 in 2018. The total number of shares of our common stock that were subject to awards granted under the 2011 Plan or 2006 Plan and that were withheld to cover tax withholding obligations arising with respect to the award (other than stock options and stock appreciation rights), and thus became available for new award grants under the 2011 Plan, in each of the last three fiscal years, and to date (as of March 9, 2018) in 2018, are as follows: 406,627 in 2015, 299,586 in 2016, 352,136 in 2017, and 100,414 in 2018. Shares subject to 2011 Plan or 2006 Plan awards that terminated or expired, or were withheld to cover tax withholding obligations arising with respect to the award (other than stock options and stock appreciation rights), and became available for new award grants under the 2011 Plan have been included when information is presented in this 2018 Plan proposal on the number of shares available for new award grants under the 2011 Plan.

The Compensation Committee anticipates that the 3,300,000 additional shares requested for the 2018 Plan (together with the shares available for new award grants under the 2011 Plan on the date of our annual meeting and assuming usual levels of shares becoming available for new awards as a result of forfeitures of

Table of Contents

outstanding awards) will provide the Company with flexibility to continue to grant equity awards under the 2018 Plan through approximately the end of 2022 (reserving sufficient shares to cover potential payment of performance-based awards at maximum payment levels). However, this is only an estimate, in the Company's judgment, based on current circumstances. The total number of shares that is subject to the Company's award grants in any one year or from year-to-year may change based on a number of variables, including, without limitation, the value of the Company's common stock (since higher stock prices generally require that fewer shares be issued to produce awards of the same grant date fair value), changes in competitors' compensation practices or changes in compensation practices in the market generally, changes in the number of employees, changes in the number of directors and officers, whether and the extent to which vesting conditions applicable to equity-based awards are satisfied, acquisition activity and the need to grant awards to new employees in connection with acquisitions, the need to attract, retain and incentivize key talent, the type of awards the Company grants, and how the Company chooses to balance total compensation between cash and equity-based awards.

The closing market price for a share of the Company's common stock as of March 9, 2018 was $46.74 per share.

Vote Required for Approval of the 2018 Performance Incentive Plan

The Board believes that the adoption of the 2018 Plan will promote the interests of the Company and its stockholders and will help the Company and its subsidiaries continue to be able to attract, retain and reward persons important to our success.

All members of the Board and all of the Company's executive officers are eligible for awards under the 2018 Plan and thus have a personal interest in the approval of the 2018 Plan.

Approval of the 2018 Plan requires the affirmative vote of the holders of a majority of shares of common stock present in person or represented by proxy and entitled to vote on the matter (meaning that of the shares represented at the meeting and entitled to vote on the proposal, a majority of them must be voted "for" the proposal for it to be approved). Abstentions will have the same effect as a vote "against" this proposal, and broker-non votes will not be counted in determining the outcome of this proposal.

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" APPROVAL OF THE 2018 PERFORMANCE INCENTIVE PLAN AS DESCRIBED ABOVE AND SET FORTH IN *APPENDIX B* HERETO.

Table of Contents

PROPOSAL 3. Approval, on an Advisory Basis, of the Compensation of Named Executive Officers

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" APPROVAL OF THE NON-BINDING ADVISORY RESOLUTION TO APPROVE THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO THE SEC'S EXECUTIVE COMPENSATION DISCLOSURE RULES. UNLESS OTHERWISE SPECIFIED BY YOU IN THE PROXY YOU SUBMIT, THE PROXIES SOLICITED BY OUR BOARD WILL BE VOTED "FOR" THIS PROPOSAL.

We are providing our stockholders with the opportunity to cast a non-binding vote to approve, on an advisory basis, the compensation of our named executive officers, or NEOs, as disclosed pursuant to the SEC's executive compensation disclosure rules and set forth in this proxy statement (including in the compensation tables and narratives accompanying those tables as well as in the "Compensation Discussion and Analysis" section below).

As described more fully in the Compensation Discussion and Analysis section below, our compensation program is heavily weighted toward performance-based compensation that provides a direct link between rigorous goals for corporate performance and pay outcomes for our executive officers. Our annual incentive plan also ties pay outcomes to the achievement of key strategic objectives that we believe will drive longer-term value to stockholders. We believe that our compensation program provides effective incentives for strong operating results by appropriately aligning pay and performance.

We pay for performance. Our philosophy is designed to:

- attract, motivate and retain highly-qualified executive officers critical to our long-term success;
- align the interests of our executive officers with the interests of our stockholders;
- reward executive officers for achieving pre-defined stretch goals and objectives, including objectives that may not yield current-period financial results but are expected to position us for enhanced results in future periods;
- encourage strategic long-term development and investment in the business;

motivate and reward appropriate risk-taking to grow the business; and

support pay practices with strong corporate governance and independent board oversight.

Table of Contents

	Review total compensation relative to the median of a Peer Group of industry-aligned companies with similar executive talent needs
	Tie annual incentives to achievement of multiple rigorous financial and operating goals
	Use performance-based vesting for 50% of long-term compensation, tied to achievement of stretch EPS targets and total stockholder return (TSR) relative to our peers
What We Do	Maintain robust stock ownership guidelines
	Maintain a claw-back policy for incentive payments
	Use an independent compensation consultant retained directly by the Committee, in its sole discretion, who performs no consulting or other services for management
	Require double-trigger for accelerated vesting upon termination of employment following a change in control
	Assess annually potential risks relating to the Company's compensation policies and practices
What We Don't Do	Incentivize participants to take excessive risks
	Award bonuses to our executive officers outside of our incentive compensation plan (ICP)

Allow margining, derivative, or speculative transactions, such as hedges, pledges, and margin accounts, by executive officers

Provide excessive perquisites

Provide excise tax gross-ups upon termination with a change in control or for other awards

Allow for repricing of stock options without stockholder approval

Pay "single-trigger" change-of-control cash payments or have "single-trigger" equity acceleration

2017 Compensation Outcomes

We rewarded strong financial results. Our 2017 financial performance met or exceeded targets on all metrics other than revenue (impacted by market volume declines), and resulted in above-target payouts overall. Results for revenue, adjusted EBITDA and free cash flow generated funding of our annual cash bonus plan, the ICP, at 122.7% of target for NEOs.

We also considered and, as appropriate, rewarded our most significant strategic accomplishments. Our decisions on ICP awards took into consideration a number of key accomplishments in 2017 across our three strategic focus areas (growth and scale, operational excellence and high performing organization).

We did not make across the board increases in base salaries for the 5th consecutive year. Notwithstanding strong results, consistent with our practices in recent years, the Compensation Committee

Table of Contents

did not increase NEO base salaries for 2017, except for Mr. Martell in consideration of his promotion to President and CEO.

Please see *Appendix A* for a detailed reconciliation of adjusted EBITDA, adjusted EPS and FCF to the most directly comparable GAAP financial measures.

As required by Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which was added by the Dodd-Frank Wall Street Reform and Consumer Protection Act and the related rules of the SEC, the Board of Directors requests your advisory vote to approve the following resolution at the Annual Meeting:

> **"RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K (which disclosure includes the Compensation Discussion and Analysis, the compensation tables and the narrative discussion that accompanies the compensation tables), is hereby APPROVED."**

This proposal to approve the compensation paid to our NEOs is advisory only and will not be binding upon us or the Board of Directors, and will not be construed as overruling a decision by us or the Board of Directors or creating or implying any additional fiduciary duty for us or our Board of Directors. The Board of Directors and the Compensation Committee value the opinions of our stockholders. The Compensation Committee will consider the outcome of the vote when considering future executive compensation arrangements.

Our policy is to provide stockholders with an annual opportunity to approve the compensation of the NEOs. The next advisory vote on the compensation of our NEOs will occur at the 2019 annual meeting of stockholders.

Approval, on an advisory basis, of the compensation of our NEOs requires the affirmative vote of the holders of a majority of shares of common stock present in person or represented by proxy and entitled to vote on the matter (meaning that of the shares represented at the meeting and entitled to vote on the proposal, a majority of them must be voted "for" the proposal for it to be approved). Abstentions will have the same effect as a vote "against" this proposal, and broker-non votes will not be counted in determining the outcome of this proposal.

Table of Contents

PROPOSAL 4. Ratification of Selection of Independent Auditor

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE PROPOSAL TO RATIFY THE SELECTION OF PwC AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017. UNLESS OTHERWISE SPECIFIED BY YOU IN THE PROXY YOU SUBMIT, THE PROXIES SOLICITED BY OUR BOARD WILL BE VOTED "FOR" THIS PROPOSAL.

The Audit Committee of the Board of Directors (the "Audit Committee") is responsible for the appointment, compensation, retention, and oversight of the independent registered public accounting firm retained to audit the Company's financial statements. The Audit Committee conducts an annual evaluation of the independent registered public accounting firm's qualifications, performance, and independence. The Audit Committee exercises sole authority to approve all audit engagement fees. In addition to ensuring the regular rotation of the lead audit engagement partner at least every five years as required by law, the Audit Committee is involved in the selection of, and reviews and evaluates, the lead audit engagement partner.

The Audit Committee has selected PricewaterhouseCoopers LLP ("PwC") to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2018. PwC has audited the historical consolidated financial statements of our Company since June 2010, and of our predecessor, The First American Corporation, for all annual periods since 1954. To help ensure continuing auditor independence, the Audit Committee periodically considers whether there should be a regular rotation of the independent registered public accounting firm.

Representatives of PwC will be present at the Annual Meeting, will have an opportunity to make a statement if they wish and will be available to respond to appropriate questions.

Selection of our independent registered public accounting firm is not required to be submitted for stockholder approval by our Bylaws, but the Audit Committee is seeking ratification of its selection of PwC from our stockholders as a matter of good corporate governance. If the stockholders do not ratify this selection, the Audit Committee will reconsider its selection of PwC and will either continue to retain PwC or appoint a new independent registered public accounting firm. Even if the selection is ratified, the Audit Committee may, in its discretion, appoint a different independent registered public accounting firm at any time during the year if it determines that such a change would be in our and our stockholders' best interests.

Ratification of the selection of PwC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 requires the affirmative vote of the holders of a majority of shares of common stock present in person or represented by proxy and entitled to vote on the matter (meaning that

Table of Contents

of the shares represented at the meeting and entitled to vote on the proposal, a majority of them must be voted "for" the proposal for it to be approved). Abstentions will have the same effect as a vote "against" this proposal. We do not expect any broker non-votes on this matter.

Report of the Audit Committee

The following report of the Audit Committee is not soliciting material, is not deemed filed with the Securities and Exchange Commission and is not incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, whether made before or after the date of this proxy statement and irrespective of any general incorporation language in such filing.

The Audit Committee consists of five non-management directors: Messrs. Walker, Chatham, Dorman and Folino and Ms. Widener. All of the members meet the independence criteria and financial literacy requirements of the SEC and NYSE rules. The Audit Committee has certain duties and powers as described in its written charter adopted by the Board of Directors. A copy of the charter can be found under "Investors-Leadership & Governance-Highlights" on the Company's website at www.corelogic.com.

The Audit Committee reviews the Company's accounting policies and financial reporting and disclosure practices, system of internal controls, internal audit process and the process for monitoring compliance with laws, regulations and corporate policies on behalf of the Board of Directors. The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, for preparing the financial statements and for the public reporting process. The Audit Committee has reviewed the Company's audited consolidated financial statements and discussed them with management, although the Audit Committee members are not the auditors or certifiers of the Company's financial statements.

PwC, the Company's independent registered public accounting firm for 2017, is responsible for expressing opinions on the conformity of the Company's audited financial statements with generally accepted accounting principles and on the Company's internal control over financial reporting. The Audit Committee has discussed with PwC the matters required to be discussed by applicable auditing standards. The Audit Committee has received the written disclosures and the letter from PwC required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee, and has discussed with PwC its independence.

Based on the reviews and discussions noted above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and be filed with the U.S. Securities and Exchange Commission.

Audit Committee

David F. Walker (Chairman)
J. David Chatham
John C. Dorman
Paul F. Folino
Mary Lee Widener

Independent Auditor Information

Principal Accounting Fees and Services

The Audit Committee oversees the audit and non-audit services provided by PwC and receives periodic reports on the fees paid. The aggregate fees billed for each of the last two fiscal years for professional services rendered by PwC in the four categories of service set forth in the table below are as follows:

Audit Fees	$ 3,088,466	$ 2,861,040
Audit-Related Fees (1)	1,326,016	231,600
Tax Fees (2)	118,162	41,057
All Other Fees (3)	13,889	16,228
Total Fees	$ 4,546,534	$ 3,149,925

(1) Fees in 2017 primarily relate to assessment procedures in connection with the implementation of updated accounting guidance over revenue recognition and performance of due diligence procedures over some of our acquisitions. Fees in 2016 primarily relate to assessment procedures over our service organization controls on solutions group offerings.

(2) Fees incurred for tax advice, compliance and planning over transfer pricing, acquisition and disposition of certain businesses.

(3) Fees primarily incurred for services related to the compilation of statutory financial statements.

Policy on Audit Committee Pre-Approval of Audit and Nonaudit Services of Independent Auditor

The Audit Committee retained PwC (along with other accounting firms) to provide non-audit services in 2017. We understand the need for PwC to maintain objectivity and independence as the auditor of our financial statements and our internal control over financial reporting. Accordingly, the Audit Committee has established the following policies and processes related to audit and non-audit services.

The Audit Committee's policy is to pre-approve all engagements of our independent registered public accounting firm for audit and non-audit services. The Audit Committee's pre-approval policy identifies specific services and assigns pre-approved spending thresholds for each group of non-audit services. This policy works in conjunction with our independent registered public accounting firm's annual audit services fee schedule, which is also approved by the Audit Committee. Any services not pre-approved or not covered by the policy or the audit services fee schedule are submitted to the Audit Committee's chairman, as the Audit Committee's designee, for review and approval and are subsequently ratified by the Audit Committee at its next meeting as appropriate.

All services provided by PwC during the fiscal years ended December 31, 2017 and 2016 were pre-approved by the Audit Committee or its designee.

The Audit Committee has concluded that PwC's provision of audit and non-audit services to the Company is compatible with PwC's independence.

Table of Contents

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Security Ownership of Certain Beneficial Owners

The following table sets forth information regarding the ownership of our common stock as of December 31, 2017 by the persons or groups of stockholders who are known to us to be the beneficial owners of 5% or more of our shares of common stock as of March 6, 2018 (using the number of shares outstanding on this date for calculating the percentage). The information regarding beneficial owners of 5% or more of our shares of common stock is based solely on public filings made by such owners with the SEC.

T. Rowe Price Associates, Inc. (1)	11,417,907	14.0%
The Vanguard Group (2)	7,151,566	8.8%
BlackRock, Inc. (3)	6,974,865	8.5%

(1) According to a Schedule 13G/A filed February 14, 2018, as of December 31, 2017, these securities are owned by various individual and institutional investors for which T. Rowe Price Associates, Inc. ("Price Associates") serves as a registered investment adviser with power to direct investments and/or sole power to vote the securities and by T. Rowe Price Mid-Cap Growth Fund, Inc., an investment company. The Schedule 13G/A reports that Price Associates has sole voting power with respect to 3,740,506 shares and sole dispositive power with respect to 11,417,907 shares and T. Rowe Price Mid-Cap Growth Fund, Inc. has sole voting power with respect to 5,061,938 shares. The address of the principal business office of the reporting entities is 100 East Pratt Street, Baltimore, Maryland 21202.

(2) According to a Schedule 13G/A filed February 9, 2018, as of December 31, 2017, these securities are owned by The Vanguard Group and two wholly-owned subsidiaries, Vanguard Fiduciary Trust Company ("VFTC") and Vanguard Investments Australia, Ltd. ("VIA"), as investment managers of collective trust accounts and Australian investment offerings, respectively. The Schedule 13G/A reports that VFTC is the beneficial owner of 38,207 shares and VIA is the beneficial owner of 19,361 shares. The Vanguard Group is a registered investment adviser and has sole voting power with respect to 46,946 shares, shared voting power with respect to 10,622 shares, sole dispositive power with respect to 7,102,737 shares and shared dispositive power with respect to 48,829 shares. The address of the principal business office of the reporting entity is 100 Vanguard Boulevard, Malvern, PA 19355.

(3)

According to a Schedule 13G/A filed January 29, 2018, as of December 31, 2017, BlackRock, Inc. is a parent holding company with sole voting power with respect to 6,660,245 shares and sole dispositive power with respect to 6,974,865 shares, reporting on behalf of certain related subsidiaries. The address of the principal business office of the reporting entity is 55 East 52nd Street, New York, New York 10055.

Security Ownership of Management

The following table sets forth the total number of shares of our common stock beneficially owned and the percentage of the shares so owned as of March 6, 2018 by:

- each director;
- each current executive officer named in the "Summary Compensation Table"; and
- all directors and current executive officers as a group.

Table of Contents

Unless otherwise indicated in the notes following the table, the persons listed in the table below are the beneficial owners of the listed shares with sole voting and investment power (or, where applicable, shared power with such individual's spouse and subject to community property laws) over the shares listed. Shares vesting or subject to rights exercisable within 60 days after March 6, 2018 are treated as outstanding in determining the amount and percentage beneficially owned by a person or entity.

Directors		
J. David Chatham	37,873	
Douglas C. Curling	43,723	
John C. Dorman	18,723	
Paul F. Folino	9,462	
Frank D. Martell	409,795	
Claudia Fan Munce	1,755	
Thomas C. O'Brien	24,868	
Vikrant Raina	1,755	
Jaynie Miller Studenmund	23,824	
David F. Walker	40,090	
Mary Lee Widener	7,552	
Current NEOs who are not directors		
James Balas	56,671	
Barry M. Sando	207,446	
Former NEO (1)		
Stergios Theologides	145,015	
All directors and current executive officers as a group (14 persons)	883,537	1.1%

(1) Mr. Theologides left the Company in September 2017 and ownership is as of that date. Mr. Nallathambi passed away on March 2, 2017 and as a result is not included in the table above.

Table of Contents

The shares set forth in the table above include shares that the following directors and NEOs, as well as directors and current executive officers as a group, have the right to acquire within 60 days of March 6, 2018 in the amounts set forth below:

J. David Chatham	3,190
Douglas C. Curling	3,190
John C. Dorman	3,190
Paul F. Folino	3,190
Frank D. Martell	242,763
Claudia Fan Munce	1,755
Thomas C. O'Brien	3,190
Vikrant Raina	1,755
Jaynie Miller Studenmund	3,190
David F. Walker	3,190
Mary Lee Widener	3,190
James Balas	27,937
Barry M. Sando	84,411
All directors and current executive officers as a group (14 persons)	384,141

Securities Authorized for Issuance under Equity Compensation Plans

We currently maintain two equity compensation plans: the 2011 Plan and the 2012 ESPP. As noted above, the 2006 Plan was terminated and replaced by the 2011 Plan. We currently have outstanding options under the 2011 Plan and the 2006 Plan. Each of the 2011 Plan, the 2012 ESPP and the 2006 Plan was approved by our stockholders. Stockholders are also being asked to approve a new equity compensation plan, the 2018 Plan, as described above.

Table of Contents

The following table sets forth, for each of our equity compensation plans, the number of shares of common stock subject to outstanding awards, the weighted-average exercise price of outstanding options, and the number of shares remaining available for future award grants as of December 31, 2017.

Equity compensation plans approved by stockholders	3,814,061 (1)	20.67 (2)	9,646,726 (3)

(1) Of these shares, 788,825 were subject to options then outstanding under the 2011 Plan, 2,627,663 were subject to stock unit awards then outstanding under the 2011 Plan (which currently count as 5,258,863 under the 2011 Plan (3.3 shares for each share issued in respect of awards granted prior to July 29, 2014 and 2 shares for each share issued in respect of awards granted thereafter)) and 397,573 were subject to options then outstanding under the 2006 Plan. Of the 2,627,663 shares subject to stock unit awards under the plans as described above, 1,318,914 shares are subject to performance-based awards assuming that the maximum level of performance with respect to such awards is achieved. Note that the actual number of shares to be issued with respect to these performance-based awards will vary depending on the applicable level of performance achieved, with such number ranging from zero to the maximum level indicated above. Our authority to grant new awards under the 2006 Plan terminated on May 19, 2011.

(2) This weighted-average exercise price does not reflect the shares that will be issued upon the payment of outstanding restricted stock units and is calculated solely with respect to outstanding unexercised stock options.

(3) Represents 8,490,159 shares available for future issuance under the 2011 Plan, and 1,156,567 shares available for future issuance under the 2012 ESPP. Shares available under the 2011 Plan may be used for any type of award authorized in that plan (subject to certain limitations of the plan) including stock options, stock appreciation rights, stock units, restricted stock, performance-based awards, stock bonuses and other awards payable in shares of our common stock. No new awards will be granted under the 2011 Plan if stockholders approve the 2018 Plan.

Table of Contents

CORPORATE GOVERNANCE AND BOARD MATTERS

Committees of the Board of Directors; Committee Charters

There are currently four standing committees of the Board: the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Strategic Planning Committee. In addition to the four standing committees, the Board may approve, and has from time to time approved, the creation of special committees or subcommittees to act on behalf of the Board.

Each of the standing committees operates under a written charter adopted by the Board. The charters of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are available on the Investors section of our web site under Leadership & Governance Highlights at *www.corelogic.com*. Each committee reviews and reassesses the adequacy of its charter annually, conducts annual evaluations of its performance with respect to its duties and responsibilities as laid out in the charter, and reports regularly to the Board with respect to the committee's activities.

Audit Committee

We have a standing Audit Committee of the Board of Directors. The current members of the Audit Committee are Messrs. Walker (Chairman), Chatham, Dorman, Folino and Ms. Widener. During 2017, our Audit Committee met six times.

Our Board has determined that each of Messrs. Walker and Dorman is an "audit committee financial expert" within the meaning of the SEC's rules and regulations and that each member of our Audit Committee is "independent" under applicable SEC rules and the listing standards of the NYSE and is "financially literate" under the listing standards of the NYSE.

The functions performed by the Audit Committee include, but are not limited to:

- overseeing the integrity of our financial reporting processes in consultation with the independent auditor, management and our internal audit function;
- reviewing internal auditing procedures and results;
- selecting, compensating and overseeing our independent registered public accounting firm;
- engaging with our compliance and risk management executives to review the state of enterprise risk management and compliance programs with a view to understanding the steps management has taken to monitor and control our major risk exposures;
- reviewing with internal counsel the state of litigation, claims and regulatory matters and overseeing our compliance with legal and regulatory matters;
- discussing with management, internal audit and external advisors the state of internal controls and our practices with respect to financial disclosure;

directing and supervising investigations into matters within the scope of its duties; and

reviewing with the independent registered public accounting firm the plan and results of its audit and determining the nature of other services to be performed by, and fees to be paid to, such firm.

Table of Contents

The Audit Committee has established procedures to receive, retain and address complaints regarding accounting, internal accounting controls or auditing matters, and for the submission by our employees or third parties of concerns regarding questionable accounting or auditing matters or other ethics and compliance-related matters. Our 24-hour, toll-free hotline is available for the submission of such concerns or complaints at 1-888-632-5395 or concerns or complaints may also be reported online at *https://corelogic.alertline.com*. To the extent required by applicable law, individuals wishing to remain anonymous or to otherwise express their concerns or complaints confidentially are permitted to do so.

Compensation Committee

The current members of the Compensation Committee are Messrs. Chatham (Chairman), Folino, O'Brien and Ms. Studenmund.

Our Board has determined that each member of our Compensation Committee is "independent" under applicable listing standards of the NYSE. In making its independence determination for each member of the Compensation Committee, our Board considered whether the director has a relationship with us that is material to the director's ability to be independent from management in connection with the duties of a compensation committee member. In addition, our Board has determined that each of Messrs. Chatham, Folino, O'Brien and Ms. Studenmund is a "non-employee director" for purposes of Rule 16b-3 under the Exchange Act and satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Code. During 2017, the Compensation Committee met eight times.

The functions of the Compensation Committee include, but are not limited to:

- establishing and reviewing our compensation philosophy;
- overseeing the design and reviewing the operation of all executive compensation and employee benefit plans and programs;
- reviewing and approving corporate goals and objectives relevant to the compensation of our chief executive officer, including annual performance objectives, and evaluating our chief executive officer in light of those objectives;
- reviewing and approving the compensation of our executive officers;
- reviewing and approving awards of equity under the Company's equity-based plans;
- responsibility for review and approval of employment agreements with our chief executive officer and other executive officers; and
- exercising oversight of the Company's disclosures regarding executive compensation, including reviewing the Compensation Discussion and Analysis contained in our proxy statement and preparing the Compensation Committee Report for inclusion in our proxy statement.

The Compensation Committee also has key oversight responsibilities in the following areas, all of which are described in more detail later in this proxy statement:

- assessing risk in relation to the Company's compensation policies and practices;
- reviewing and making recommendations to the Board concerning development and succession planning; and
- reviewing and recommending to the Board the form and level of non-management director compensation.

Table of Contents

For 2017, Pay Governance LLC ("Pay Governance") was retained as the Compensation Committee's independent compensation consultant. The Compensation Committee also seeks input from our Chief Executive Officer, Chief Financial Officer, Chief People Officer and Chief Legal Officer when making decisions regarding compensation matters. During 2017, Pay Governance attended all eight Compensation Committee meetings.

During 2017, Pay Governance provided to the Compensation Committee, among other things, guidance as to:

- our peer group for 2017 compensation for executive compensation comparison purposes;
- director compensation for 2017;
- analysis of survey data; and
- determining 2017 total compensation of each of our executive officers and the material elements of total compensation, including (1) annual base salaries, (2) target cash bonus amounts and (3) the structure and target amount of long-term incentive awards.

Pay Governance did not perform any services for the Company and the Compensation Committee does not believe that the services performed by Pay Governance raised any conflict of interest. The Compensation Committee regularly reviews the services provided by its independent compensation consultant.

In addition, the Company has engaged Mercer LLC ("Mercer") to provide certain compensation-related services on behalf of the Company and management. In 2017, Mercer assisted us with the selection of a peer group of companies, advised on industry best practices and emerging trends in executive compensation, prepared pay survey data, made recommendations on the structuring of compensation programs and advised on our public disclosures regarding executive compensation. In connection with its engagement, Mercer did not attend any meetings of the Compensation Committee in 2017. Mercer performed no services for the Compensation Committee.

Additional information concerning the executive compensation policies and objectives established by the Compensation Committee, the Compensation Committee's processes and procedures for consideration and determination of executive compensation, and the role of executive officers and our and the Compensation Committee's compensation consultants in determining executive compensation is included in the "Compensation Discussion and Analysis" section below.

Equity Awards Committee. The Equity Awards Committee was created by the Board in 2016 and has been delegated limited authority to approve and establish the terms of equity awards granted to eligible participants under the 2011 Plan and, if approved by stockholders, the 2018 Plan. Mr. Martell is the sole committee member.

Nominating and Corporate Governance Committee

The current members of the Nominating and Corporate Governance Committee are Messrs. O'Brien (Chairman), Curling and Folino and Ms. Studenmund. The Nominating and Corporate Governance Committee held seven meetings during 2017.

The Nominating and Corporate Governance Committee is responsible for, among other items:

- identifying individuals qualified to become directors on our Board;
- recommending to the Board candidates for election at annual meetings by the stockholders and candidates to fill vacancies and newly-created directorships;

overseeing the evaluation of the Board; and

developing, recommending to the Board and periodically reviewing the corporate governance principles and policies applicable to us.

The Nominating and Corporate Governance Committee has adopted procedures by which certain of our stockholders may recommend director nominees to the Board. In particular, the Nominating and Corporate Governance Committee has established a policy whereby it will accept and consider, in its discretion, director recommendations from any stockholder holding in excess of 5% of our outstanding common stock. Such recommendations must include the name and credentials of the recommended nominee and should be submitted to our Secretary at our address included in this proxy statement. The Nominating and Corporate Governance Committee will evaluate director candidates recommended by stockholders for election to our Board in the same manner and using the same criteria as used for any other director candidate (as described below). If the Nominating and Corporate Governance Committee determines that a stockholder-recommended candidate is suitable for membership on our Board, it will include the candidate in the pool of candidates to be considered for nomination upon the occurrence of the next vacancy on our Board or in connection with the next annual meeting of stockholders.

While the Nominating and Corporate Governance Committee has no specific minimum qualifications in evaluating a director candidate, it takes into account all factors it considers appropriate in identifying and evaluating candidates for membership on our Board, including some or all of the following: strength of character, an inquiring and independent mind, practical wisdom, mature judgment, career specialization, relevant industry experience, relevant technical skills, reputation in the community, diversity and the extent to which the candidate would fill a present need on the Board. The Nominating and Corporate Governance Committee makes recommendations to the full Board as to whether or not incumbent directors should stand for re-election. However, if we are legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Nominating and Corporate Governance Committee may adjust its evaluation process for the designated candidates to reflect our contractual obligations with respect to their nomination. The Nominating and Corporate Governance Committee conducts all necessary and appropriate inquiries into the background and qualifications of possible candidates and may engage a search firm to assist in identifying potential candidates for nomination as it did in connection with the appointment of two new directors in 2017.

We do not have a formal policy for the consideration of diversity in identifying nominees for director. However, the Nominating and Corporate Governance Committee recognizes the benefits associated with a diverse board and, as indicated above, considers diversity as a factor when identifying and evaluating candidates for membership on our Board. The Nominating and Corporate Governance Committee utilizes a broad conception of diversity, including professional and educational background, prior experience on other boards of directors (both public and private), political and social perspectives as well as race, gender and national origin. Utilizing these factors, and the factors described above, the Nominating and Corporate Governance Committee makes recommendations, as it deems appropriate, regarding the composition and size of the Board. The priorities and emphasis of the Nominating and Corporate Governance Committee and of the Board may change from time to time to take into account changes in business and other trends and the portfolio of skills and experience of current and prospective Board members.

Strategic Planning Committee

The current members of the Strategic Planning Committee are Messrs. Dorman (Chairman), Curling, Folino, Martell, Raina and Walker and Ms. Munce. The Strategic Planning Committee has the authority to oversee and provide counsel to management's development and execution of longer-term business and product strategies. The Strategic Planning Committee held three meetings during 2017.

Table of Contents

Independence of Directors

Pursuant to the corporate governance rules of the NYSE for listed companies, a majority of the Board must be independent. A director will not qualify as independent unless the Board affirmatively determines that the director has no material relationship with us (either directly or as a partner, stockholder or officer of an organization that has a relationship with us). To assist in its determination of director independence, the Board has adopted categorical director independence standards, which are contained in our Corporate Governance Guidelines. The Corporate Governance Guidelines are available to stockholders on the Investors section of our web site under Leadership & Governance Highlights at *www.corelogic.com.*

In accordance with the NYSE rules and our categorical director independence standards, the Board has affirmatively determined that each of Messrs. Chatham, Curling, Dorman, Folino, O'Brien, Raina and Walker, and Mses. Munce, Studenmund and Widener is "independent" as that term is defined in the corporate governance rules of the NYSE for listed companies. Mr. Martell is considered an inside director because he is employed by us as a senior executive.

During 2017, each member of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee was determined by the Board to be independent, as defined in the corporate governance rules of the NYSE for listed companies and in accordance with our categorical director independence standards. The Board further determined that each member of the Audit Committee and the Compensation Committee met the additional independence standards applicable to those committees under the corporate governance rules of the NYSE and applicable SEC rules.

Board Leadership Structure; Meetings of Independent Directors

The offices of Chief Executive Officer and Chairman are separate. Mr. Folino has served as Chairman of our Board since July 2014. Our Board believes that the separation of the offices of Chairman and Chief Executive Officer continues to be appropriate as it allows our Chief Executive Officer to focus primarily on his management responsibilities and the Chairman to oversee and manage the Board and its functions. Having an independent Chairman promotes the independence of our Board and provides appropriate oversight of management and ensures free and open discussion and communication among the non-management members of our Board. In 2017, the non-management directors met seven times in executive session without management present. The Chairman chairs and coordinates the agenda for these executive sessions of the non-management directors.

Our Corporate Governance Guidelines provide that the Board shall annually elect a lead director by a majority vote of the independent directors unless the Chairperson of the Board is an independent director, in which case the Chairperson of the Board will perform the functions of a lead director and no lead director shall be elected. Mr. Folino, an independent director, is the Chairman and, as a result, we do not currently have a lead director.

Director Education

We provide the Board with educational training from time to time on subjects applicable to the Board and the Company, including with regard to industry developments, accounting, financial reporting, and corporate governance, using both internal and external resources.

Succession Planning

Among the Compensation Committee's responsibilities described in its charter is to oversee development and succession planning for executive officers, and the Compensation Committee also oversees this for other key members of senior management. The Board plans for succession of the CEO and annually reviews senior management selection and succession planning that is undertaken by the Compensation Committee. As part of this process, the non-management directors annually review the Compensation Committee's recommended candidates for senior management positions to see that qualified candidates are available for all positions and that development plans are being utilized to strengthen the skills and qualifications of the candidates. The criteria used when assessing the qualifications of potential CEO successors include, among others, strategic vision and leadership, operational excellence, financial management, executive officer leadership development, ability to motivate employees, and an ability to develop an effective working relationship with the Board. In 2017, the Board implemented its succession plan with Mr. Nallathambi's passing and appointed Frank D. Martell as our President and CEO.

Risk Oversight

To maximize long-term stockholder value, the Board's responsibilities in overseeing our businesses include oversight of our key risks and management's processes and controls to regulate them appropriately. Our management, in turn, is responsible for the day-to-day management of risk and implementation of appropriate risk management controls and procedures.

Although risk oversight permeates many elements of the work of the full Board and the committees, the Audit Committee has the most direct and systematic responsibility for overseeing risk management. The Audit Committee charter provides for a variety of regular and recurring responsibilities relating to risk, including:

- having responsibility for the internal audit function, with that function having a direct line of communication to the Audit Committee;
- receiving reports from management and the internal audit function regarding the adequacy and effectiveness of various internal controls;
- reviewing periodically with internal counsel legal and regulatory matters that could have a significant impact on us and could indicate emerging areas of risk;
- overseeing accounting and reporting risk management process, including receiving regular reports from our Chief Legal Officer; and
- discussing with management our guidelines and policies with respect to risk assessment and enterprise risk management, including our major risk exposures and the steps management has taken to monitor and control such exposures.

In performing these functions, the Audit Committee regularly receives reports from management (including the Chief Executive Officer, the Chief Financial Officer, the Controller and the Chief Legal Officer) and internal auditors regarding our risk management program (including our compliance program, information and cyber security and business continuity programs), extraordinary claims and losses, and significant litigation. The Board receives updates on risk oversight from the Audit Committee and members of management.

Separately, the Compensation Committee oversees our compensation policies and practices and has assessed whether our compensation policies encourage excessive risk taking. The Compensation Committee has concluded that these policies and practices are not reasonably likely to have a material adverse effect on us. In arriving at that conclusion, the Compensation Committee considered, among other factors, the metrics used to determine variable compensation; the portion of variable compensation paid in equity, which is either time-vested or tied to the achievement of long-term Company objectives; the amount of compensation paid as sales commissions and the number of people to whom such compensation is paid; and controls, such as pricing limits, a recoupment policy and financial reconciliation processes for sales crediting, quality checks that we employ and the approval process for certain compensation-related activities.

Table of Contents

Board Meetings and Attendance

Our Board held eight meetings during 2017. Each director attended 75% or more of the total number of meetings of the Board and meetings of the committees (if any) on which the director served during his or her respective tenure on the Board during 2017. From time to time, our Board and committees also act by unanimous written consent as permitted by our Bylaws and the Delaware General Corporation Law.

Retention of Outside Advisors

The Board and all of its committees have authority to retain outside advisors and consultants that they consider necessary or appropriate in carrying out their respective responsibilities. The independent accountants are retained by, and report directly to, the Audit Committee. In addition, the Audit Committee is responsible for the selection, assessment, and termination of the internal auditors to which we have outsourced our internal audit function. Similarly, the consultant retained by the Compensation Committee to assist in the evaluation of senior executive compensation reports directly to that committee.

Code of Ethics

The Board has adopted a code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions. A copy of this code of ethics is posted on the Investors section of our web site under Leadership & Governance Highlights at *www.corelogic.com*. The Board also has adopted a broader code of ethics and conduct, applying to all employees, officers and directors, which also has been posted under "Investors Leadership & Governance Highlights" on our web site at the address stated above. If we waive or amend any provisions of these codes of ethics that apply to our directors and executive officers, including our principal executive officer, principal financial officer, principal accounting officer, or controller and persons performing similar functions, we will disclose such waivers or amendments on our web site, at the address and location specified above, to the extent required by applicable SEC and NYSE Rules.

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines which have been posted on the Investors section of our web site under Leadership & Governance Highlights at *www.corelogic.com.* In addition to stating the standards that the Board applies in determining whether or not its members are independent, these guidelines state the qualifications and responsibilities of our directors and describe fundamental aspects of our Board and certain of its committees.

Director Overboarding Policy

Our Corporate Governance Guidelines provide that our directors may not serve on more than five public company boards (including our Board), and our Audit Committee members may not serve on more than three public company audit committees (including our Audit Committee) without prior Board approval. In each case, in determining whether to grant such approval, the Board will consider the director's ability to devote sufficient time to the activities of the Board and/or Audit Committee and the director's qualifications and contribution or potential contribution to the Board and/or Audit Committee. All of our directors are in compliance with the overboarding policy.

Board and Committee Evaluations

To increase their effectiveness, the Board and each of its committees perform an annual self-evaluation under the direction of the Nominating and Corporate Governance Committee. The evaluation addresses attendance, preparedness, participation, candor and other measures of performance selected by the Board.

Table of Contents

Director Attendance at Annual Meetings

We encourage our directors to attend the annual meetings of our stockholders, either in person or telephonically. All nine directors who were members of our Board at the time of our 2017 annual meeting attended the 2017 annual meeting.

Communicating with Directors

Stockholders and other interested parties may communicate directly with members of the Board, including the Chairman of the Board or any of the other non-management directors of our Company (individually or as a group), by writing to such director(s) at:

CoreLogic, Inc.
c/o Chief Legal Officer and Secretary
40 Pacifica, Suite 900
Irvine, CA 92618

Our Corporate Secretary reviews and promptly forwards communications to the directors as appropriate. Communications involving substantive accounting or auditing matters are forwarded to the Chair of the Audit Committee. Certain items that are unrelated to the duties and responsibilities of the Board will not be forwarded such as: business solicitation or advertisements; product- or service-related inquires; junk mail or mass mailings; resumes or other job-related inquires; and spam and overly hostile, threatening, potentially illegal or similarly unsuitable communications. Directors receiving communications will respond as such directors deem appropriate, including the possibility of referring the matter to management of our Company, to the full Board or to an appropriate committee of the Board.

Transactions with Management and Others

The Board has adopted a written policy regarding transactions with related persons that requires the approval or ratification by the Board or the Nominating and Corporate Governance Committee of any transaction exceeding $120,000 in which we are a participant and any related person has a direct or indirect material interest. A related person includes a director, nominee for election as a director, executive officer, person controlling over 5% of our common stock and the immediate family members of each of these individuals. Once a transaction has been determined to require approval, the transaction will be reviewed and approved by either the Board or the Nominating and Corporate Governance Committee. The Board or the Nominating and Corporate Governance Committee will review and consider the terms, business purpose and benefits of the transaction to the Company and the related person.

If a related party transaction is not pre-approved, then it must be brought to the Board or the Nominating and Corporate Governance Committee for ratification as promptly as possible. No member of the Board or the Nominating and Corporate Governance Committee may participate in the review or approval of a related party transaction in which he or she has a direct or indirect interest, unless the Chairman of the Board or the chairperson of the Nominating and Corporate Governance Committee requests such individual to participate.

The following types of transactions do not require pre-approval:

- compensatory arrangements for service as an officer or director of ours, provided such compensation is approved by the Compensation Committee;
- transactions between us and our affiliates (other than directors and officers);

Table of Contents

- transactions involving a related person with only an indirect interest resulting solely from ownership of less than 10% of, or being a director of, the entity entering into a transaction with us;

- ordinary course transactions involving annual payments of $100,000 or less; or

- transactions involving indebtedness between us and a beneficial owner of more than 5% of our common stock or an immediate family member of such beneficial owner, provided that the beneficial owner or family member is not an executive officer, director or director nominee of ours or an immediate family member thereof.

We have entered into the transactions discussed below, which have been approved or ratified in accordance with our related party transactions policy.

Price Associates beneficially owns greater than 5% of our common stock and is therefore a related party. During 2017, Price Associates or its affiliates purchased approximately $285,000 of data, analytics and other Company products. These transactions occurred pursuant to contracts entered into on an arm's-length basis and were ratified by the Nominating and Corporate Governance Committee in accordance with our related party transactions policy.

BlackRock, Inc. beneficially owns greater than 5% of our common stock and is therefore a related party. During 2017, BlackRock, Inc. or its affiliates purchased approximately $385,000 of data, analytics and other Company products. These transactions occurred pursuant to contracts entered into on an arm's-length basis and were ratified by the Nominating and Corporate Governance Committee in accordance with our related party transactions policy.

DIRECTOR COMPENSATION

The following table sets forth certain information concerning the compensation of our directors other than Mr. Martell for the fiscal year ended December 31, 2017.

J. David Chatham	115,055	134,969	250,024
Douglas C. Curling	91,875	134,969	226,844
John C. Dorman	100,000	134,969	234,969
Paul F. Folino	211,000	134,969	345,969
Claudia Fan Munce	12,432	78,747	91,179
Thomas C. O'Brien	108,500	134,969	243,469
Vikrant Raina	12,432	78,747	91,179
Jaynie Miller Studenmund	98,320	134,969	233,289
David F. Walker	112,500	134,969	247,469
Mary Lee Widener	82,500	134,969	217,469

(1) The amounts shown reflect the aggregate grant date fair value of stock awards granted in 2017, computed in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 718, Compensation-Stock Compensation. We value the RSUs as of the grant date by multiplying the closing price of our common stock on that date by the number of RSUs awarded. The stock awards were granted on May 3, 2017 to each non-management director except Ms. Munce and Mr. Raina. Pro-rata stock awards were granted on November 10, 2017 to Ms. Munce and Mr. Raina in connection with their appointment to the Board.

(2) The aggregate numbers of RSUs held by each current non-management director as of December 31, 2017 were as follows:

J. David Chatham	3,190
Douglas C. Curling	3,190
John C. Dorman	3,190
Paul F. Folino	3,190
Claudia Fan Munce	1,755
Thomas C. O'Brien	3,190
Vikrant Raina	1,755
Jaynie Miller Studenmund	3,190
David F. Walker	3,190
Mary Lee Widener	3,190

As described in the Compensation Discussion and Analysis, Pay Governance served as independent compensation consultant for the Compensation Committee for 2017 and will continue to advise on the compensation of our directors for 2018. During 2017, as part of its engagement with the Committee, Pay Governance:

- provided advice on the selection of a peer group of companies for director compensation comparison purposes;

- provided guidance on industry best practices and emerging trends and developments in director compensation;

Table of Contents

provided input on the design of the deferral program in the Directors' Compensation Policy;

reviewed director compensation;

analyzed pay survey data; and

provided advice on determining the structure and amounts payable under our director compensation program.

The Compensation Committee reviews and recommends to the Board the form and level of director compensation. In December 2017, the Compensation Committee reviewed and recommended to the Board changes to the Directors' Compensation Policy and the Board approved and adopted the updated Directors' Compensation Policy in December 2017.

The table below describes the components of the non-management director compensation program in effect during 2017 and the compensation program that commenced effective January 1, 2018:

Annual Retainer Non-Management Director (1)	$	70,000	$	80,000
Annual Equity Compensation RSUs (2)	$	135,000	$	160,000
Annual Retainer Non-Management Board Chairman	$	100,000	$	100,000
Annual Retainer Committee Chairs (1)				
Audit Committee	$	25,000	$	25,000
Compensation Committee	$	20,000	$	20,000
Nominating and Corporate Governance Committee	$	15,000	$	15,000
Strategic Planning Committee (3)	$	12,500	$	12,500
Annual Retainer Committee Members (1)				
Audit Committee	$	12,500	$	15,000
Compensation Committee	$	10,000	$	10,000
Talent Development Committee (3)	$	12,500	$	n/a
Nominating and Corporate Governance Committee	$	7,500	$	7,500
Strategic Planning Committee (3)	$	5,000	$	5,000
Insurance Strategy Subcommittee (3)	$	12,500	$	n/a
Fee for attendance of Board and Committee Meetings in Excess of Designated Number (4)	$	2,000	$	2,000

(1) Committee chair retainer represents amounts paid to each committee chair for their service in addition to the committee member annual retainer. Fees are paid in cash in equal quarterly installments. Fees are paid pro-rata for directors joining the Board after the payment date.

(2) The award is granted and priced on the day of our annual meeting or, in the event of an out-of-cycle annual meeting such earlier date as may be approved by the Board, and vest on the first anniversary of the grant date (or the date of the annual meeting if earlier). Vesting of the award will accelerate upon death, disability, retirement from the Board or a change in control.

(3)

The insurance strategy subcommittee to the Strategic Planning Committee and the talent development subcommittee to the Compensation Committee were discontinued in 2017.

Table of Contents

(4) Meeting fees paid only for meetings in excess of eight meetings of the Board, Audit and Compensation committees, and in excess of four meetings of the Nominating and Corporate Governance and Strategic Planning Committees. Fees are paid in cash in connection with each such additional meeting.

Director Share Ownership Guidelines

We require our non-management directors to own a fixed amount of Company stock. The guidelines are based on a multiple of the annual retainer, and beginning in 2018 require a value of at least $400,000 be held by each director. Directors have five years from their date of election to the Board to reach the ownership requirement. All Company securities owned outright or earned and subject only to time-based vesting restrictions count toward the requirement.

Anti-Hedging and Pledging Policy

The Company maintains a policy that prohibits director transactions in put options, call options or other derivative securities, on an exchange or in any other organized market, as well as holding Company securities in a margin account or otherwise pledging Company securities as collateral for a loan.

Table of Contents

EXECUTIVE OFFICERS

Set forth below is information regarding our current executive officers. Our officers are appointed annually by the Board.

President and Chief Executive Officer **Age** 58	Biography is set forth under the heading Proposal 1 Election of Directors above.
Chief Financial Officer **Age** 47	Mr. Balas has served as the Company's Chief Financial Officer since April 2016. Mr. Balas joined CoreLogic in March 2011, as Senior Vice President, Controller and principal accounting officer. In 2012, his role expanded to include oversight of finance in addition to his other responsibilities. Prior to joining the Company, Mr. Balas held a variety of senior finance leadership positions at several publicly-traded companies after a successful 10-year career at Ernst & Young and Capgemini.
Managing Director, Underwriting and Workflow Solutions **Age** 58	Mr. Sando has served as the Company's Managing Director of Underwriting and Workflow Solutions (and predecessor business segments) since June 2010, when we became a stand-alone public company. Mr. Sando has more than 25 years' experience in the housing finance and property information business and previously served in various executive positions with our predecessor company, The First American Corporation.
Chief Legal Officer and Corporate Secretary **Age** 59	Mr. Pinkston has served as the Company's Chief Legal Officer and Corporate Secretary since January 2018. In this role, he oversees the global legal and compliance teams. Previously, Mr. Pinkston served as Executive Vice President and General Counsel for Allergan, Inc., a multi-specialty health care company, from 2011 until March 2015. From 2005 until 2011, Mr. Pinkston served as Senior Vice President, General Counsel and Secretary for Beckman Coulter, Inc., a health care diagnostics and life sciences company. From 1994 until 2005, he held various legal positions at Eli Lilly and Company, a global pharmaceutical company, including Vice President and Deputy General

Counsel.

Table of Contents

COMPENSATION DISCUSSION & ANALYSIS

This Compensation Discussion and Analysis (CD&A) describes our compensation strategy, philosophy, polices, programs and practices (our compensation program) for our named executive officers (NEOs) and the positions they held in 2017. For purposes of this CD&A, the Committee refers to the Compensation Committee of our Board of Directors.

Frank D. Martell	President and Chief Executive Officer
James L. Balas	Chief Financial Officer
Barry M. Sando	Managing Director, Underwriting and Workflow Solutions
Stergios Theologides	Former General Counsel and Secretary
Anand Nallathambi	Former President and Chief Executive Officer

(1) Mr. Nallathambi passed away on March 2, 2017 and Mr. Martell was appointed President and Chief Executive Officer effective March 6, 2017. Mr. Theologides left the Company on September 15, 2017. Other than the NEOs listed above, the Company did not have any other executive officers serving at the end of 2017.

Selected 2017 Business Highlights

Our compensation program is designed to align the interest of our executive officers with those of our stockholders through execution in three areas of strategic focus: *growth and scale, operational excellence,* and *high performing organization*. In 2017, a majority of our NEOs' compensation continued to be based upon our performance and execution against these strategic priorities.

In setting our targets for 2017, we expected a very challenging market environment due to anticipated declines in mortgage originations in a rising interest rate environment. We set our performance targets to align with these expectations. Notwithstanding the challenges and headwinds, we successfully navigated through the ongoing transition of the U.S. mortgage market towards a durable, purchase-driven cycle. We attribute these results to management's ability to maintain focus in a time of significant change, and to Mr. Martell's leadership and performance as our President and CEO.

We delivered exceptional results in 2017. We strengthened our market leadership across our core mortgage businesses, advanced our strategic imperatives in the property valuations space, and delivered strong organic growth in our insurance & spatial and international operations. We also invested in product development, service quality, and expanded our data and technology innovation capabilities while returning substantial capital to stockholders through share repurchases representing 5% of total shares outstanding. We met or exceeded expectations on adjusted EBITDA, adjusted EPS, and free cash flow (FCF) and delivered revenue just below targeted goals.

Table of Contents

Please see *Appendix A* for a detailed reconciliation of adjusted EBITDA, adjusted EPS and FCF to the most directly comparable GAAP financial measures.

Summary of 2017 Compensation Decisions

We rewarded strong financial results. Our 2017 financial performance met or exceeded targets on all metrics other than revenue (impacted by market volume declines), and resulted in above-target payouts overall. Results for revenue, adjusted EBITDA and FCF generated funding of our annual cash bonus plan, the ICP, at 122.7% of target.

Table of Contents

We also considered and, as appropriate, rewarded our most significant strategic accomplishments. Our decisions on ICP awards took into consideration a number of key accomplishments in 2017 across our three strategic focus areas, including the following:

Expanded new product pipeline and built out deployment systems

Completed 3 acquisitions to enhance our competitive position in insurance, real estate and valuation solutions
Upgraded credit facility to extend tenor and increase borrowing capacity by more than $500 million resulting in greater financial flexibility

Exceeded our $30 million productivity target
Streamlined operations and costs through automation, partnerships and greater consolidation of operations and facilities

Expanded investments in our data, technology and innovation centers to enhance our solution sets and fuel future growth
Invested in compliance and cyber security infrastructure

Optimized global structure with improved employee role clarity and organizational consistency through roll-out of a global career framework
Completed reorganization of operating units to focus on solutions sales and transformation
Underscored commitment to diversity and inclusion in the workplace with graduation of the first Women in Leadership cohort
Expanded corporate responsibility platform focused on education and financial literacy
Continued to improve executive leadership capabilities through internal development, role expansions, promotions and hiring of several strong new executives

We did not make across the board increases in base salaries for the 5th consecutive year. Notwithstanding strong results, consistent with our practices in recent years, the Committee did not increase NEO base salaries for 2017, except for Mr. Martell in consideration of his promotion to President and CEO.

Active Engagement with Our Stockholders

We engage with our major stockholders. As part of our stockholder engagement strategy, we conducted outreach to our top stockholders representing approximately 60% ownership in 2017. Our stockholder outreach includes ongoing discussions with many of our investors and we often solicit their feedback on a variety of topics, including executive compensation. These major stockholders did not express concerns over our compensation program design or practices. In addition to soliciting feedback from our stockholders, the Committee routinely assesses our compensation programs in connection with its independent compensation consultant, and seeks to maximize alignment between stockholder return and executive compensation while incentivizing and retaining a high-performing management team.

2017 Say on Pay Vote

We continue to have strong support from stockholders on Say on Pay. Our Board and management are committed to maintaining sound and effective compensation and governance policies and programs designed to build value for our stockholders. At our 2017 Annual Meeting, 97.5% of the votes cast were in favor of the advisory vote to approve our executive compensation paid in 2016. With this support in favor of our existing compensation program and following its regular review of our practices, the Committee determined to maintain our 2017 compensation program in substantially the same form.

Pay Philosophy

We pay for performance. Our compensation program is heavily weighted toward performance-based compensation that provides a direct link between rigorous goals for corporate performance and pay outcomes for our executive officers. Our annual incentive plan also ties pay outcomes to the achievement of key strategic objectives that we believe will drive longer-term value to stockholders. We believe that our compensation program provides effective incentives for strong operating results by appropriately aligning pay and performance. Our philosophy is designed to:

- Attract, motivate and retain highly-qualified executive officers critical to our long-term success;
- Align the interests of our executive officers with the interests of our stockholders;
- Reward executive officers for achieving pre-defined stretch financial goals and strategic objectives that may not yield current-period financial results but are expected to position us for enhanced results in future periods;
- Encourage strategic long-term development and profitable investment in the business;

Table of Contents

Motivate and reward appropriate risk-taking to grow the business; and

Support pay practices with strong corporate governance and independent board oversight.

Our compensation program consists of four main elements:

1. Base salary,
2. Annual cash incentive compensation plan (ICP) award,
3. Long-term equity incentives, and
4. Other compensation (welfare, retirement, termination and other benefits).

Our program emphasizes performance-based incentives. 85% of our CEO compensation and 74% of the compensation for the other NEOs is performance-based. The chart below illustrates our pay mix.

Compensation mix for Mr. Nallathambi was excluded from this exhibit.

We increase base salaries based on performance or promotion. Our practice is to benchmark compensation annually but to increase an NEO's base salary only when warranted by an increase in the scope of responsibilities or significant gaps to competitive pay levels. Only Mr. Martell received a base salary increase in 2017 in consideration of his appointment as President and CEO following the passing of Mr. Nallathambi.

We set rigorous goals in our incentive plans. At the beginning of 2017, we expected U.S. mortgage origination volumes to be approximately 20% less than 2016 volumes. Our 2017 financial targets anticipated this decline, but included stretch growth expectations above market trends. We significantly outperformed market volume trends in the U.S. mortgage market and grew our insurance & spatial and international operations at significant rates, resulting in achieving or exceeding all targets except revenue, which was slightly below target.

We use strategic goals in our ICP. Results on strategic goals represent 25% of the annual ICP opportunity for our executive officers. We believe this approach rewards the accomplishment of key objectives that will drive future performance. In our ICP, the strategic goals portion is funded by the results on financial goals. The Committee separately determines the portion of the funded amount that should be paid as a result of achievement of the assigned objectives. The Committee carefully evaluates management's accomplishments relative to the goals, as further described below.

We focus on long-term stockholder value. Nearly 70% of the total compensation opportunity for our CEO is based on achievement of stockholder-aligned performance and the value of our shares. For other NEOs, over half of their total target compensation opportunities are tied to these stockholder results.

Our equity grants are tied to performance. In 2017, 50% of the target value of our long-term incentive awards for our CEO and other NEOs was granted in the form of performance-based restricted stock units ("PBRSUs") that vest based on achievement of adjusted EPS results relative to target and TSR relative to the companies in our Peer Group (see description of the Peer Group later in this section). The remaining 50% of the target value was granted in the form of time-vested restricted stock units ("RSUs") that require us to achieve a threshold adjusted net income level in order to be eligible to vest. We set rigorous goals in our PBRSU awards, as reflected in the variability of payouts in the last three awards. The increasing payouts reflect improved performance.

3-Year PBRSU Payouts

Table of Contents

Our CEO pay is aligned to stock price performance. The table below illustrates the alignment of CEO actual pay (base salary, ICP and LTI) with results for our stockholders. These pay amounts do not include change in pension value or "All Other Compensation" in the 2017 Summary Compensation Table. The lower total direct compensation for 2017 also reflects the lower base salary, ICP target bonus and LTI targets for Mr. Martell relative to his predecessor, Mr. Nallathambi.

CEO Compensation TSR Alignment

Table of Contents

Pay Program Governance Practices

We employ good governance practices. The Committee oversees the design and administration of our compensation program and evaluates it against competitive practices, legal and regulatory developments and corporate governance trends. The Committee has incorporated the following leading governance features into our compensation program:

Review total compensation relative to the median of a Peer Group of industry-aligned companies with similar executive talent needs

Tie annual incentives to achievement of multiple rigorous financial and operating goals

Use performance-based vesting for 50% of long-term compensation, tied to achievement of stretch EPS targets and total stockholder return (TSR) relative to our peers

Maintain robust stock ownership guidelines

Maintain a claw-back policy for incentive payments

Use an independent compensation consultant retained directly by the Committee, in its sole discretion, who performs no consulting or other services for management

Require double-trigger for accelerated vesting upon termination of employment following a change in control

Assess annually potential risks relating to the Company's compensation policies and practices

Incentivize participants to take excessive risks

Award bonuses to our executive officers outside of our ICP

Allow margining, derivative, or speculative transactions, such as hedges, pledges, and margin accounts, by executive officers

Provide excessive perquisites

Provide excise tax gross-ups upon termination with a change in control or for other awards

Allow for repricing of stock options without stockholder approval

Pay "single-trigger" change-of-control cash payments or have "single-trigger" equity acceleration

Table of Contents

2017 Compensation Program Overview

The following table describes our pay program including the role and purpose for each aspect of it.

REWARDS STRATEGY		Review target total pay relative to market median and determine individual pay based on experience and performance Tie approximately 75% or more of target pay opportunity to operating results and share price performance	Provide market-competitive mix of base salary, cash incentives and equity incentives Align compensation to results for our stockholders
BASE SALARY		Competitive fixed compensation ***Base salary increases provided primarily for promotions or new responsibilities for the past five years; limited or no increases otherwise***	Provides competitive level of fixed pay to attract, motivate and retain highly-qualified executives Limited salary increases control fixed costs and emphasize pay for performance
ANNUAL INCENTIVE PROGRAM (ICP)		Annual cash incentives based on performance against established targets for revenue, adjusted EBITDA, cash-flow and strategic goals	Motivates and rewards executives for achievement of key financial results and strategic accomplishments that drive stockholder value
LONG-TERM INCENTIVES	**Performance-Based Restricted Stock Units (PBRSUs)**	50% of 2017 total grant value for executive officers Shares earned based on 3 years of EPS performance, modified by TSR relative to our peers	Focuses and rewards executives on achievement of operating results over the long term Balance of direct financial metrics and relative TSR ensure appropriate rewards for direct operating results and performance relative to the broader market EPS growth historically has been highly aligned with our share price
	Restricted Stock Units (RSUs)	50% of 2017 total grant value for executive officers Grants vest ratably over three years Requires achievement of threshold operating income goal to be eligible for vesting	Enhances retention of key talent Value at vesting based on stock price, which aligns executives with stockholders' interests
RETIREMENT PROGRAMS		401(k) program for all employees Legacy supplemental executive retirement plan frozen in 2010 with no new entrants allowed	Aligns with market-prevalent retirement programs Focuses executives on accumulating savings
PERQUISITES		Limited benefits available	Focuses executives on rewards from value-creating activities

Table of Contents

Determining Pay

Generally, in determining base salary, target annual ICP and guidelines for long-term equity awards, the Committee considers a number of factors including, but not limited to, the executive officer's:

- role, including the scope and complexity of responsibilities;
- experience and capabilities, including institutional knowledge;
- contributions or responsibilities beyond the typical scope of the role;
- individual performance;
- positioning relative to our other executive officers;
- difficulty in recruiting a replacement; and
- competitive compensation opportunities provided by our peers and other competitors for similar executive talent.

Our philosophy is to incentivize and reward executive officers for future performance. While the Committee regularly reviews executive officer equity grants and vesting, it does not consider prior stock compensation gains (option gains or restricted stock awarded in prior years) in setting future compensation levels.

Table of Contents

Peer Group and Benchmarking

In order to monitor competitive compensation practices, the Committee relies primarily upon data compiled from public filings of selected companies (our Peer Group) that it considers to be competitors or appropriate comparators for executive talent. The Committee reviews and approves the Peer Group annually. Criteria for Peer Group selection include firms that operate in data, information and analytics and related businesses. Our 2017 Peer Group is presented in the table below.

Fidelity National Financial	$ 7,668	$ 9,235	14%
First American Financial	$ 5,772	$ 4,023	11%
Broadridge Financial Solutions	$ 4,143	$ 8,884	16%
Equifax	$ 3,362	$ 14,159	33%
Gartner	$ 3,311	$ 11,164	12%
DST Systems	$ 2,218	$ 3,738	21%
Teradata	$ 2,156	$ 4,654	11%
Verisk Analytics	$ 2,145	$ 15,810	49%
Dun & Bradstreet	$ 1,743	$ 4,463	26%
Henry (Jack) & Associates	$ 1,431	$ 8,066	35%
Black Knight Inc	$ 1,052	$ 6,776	46%
Fair Isaac	$ 932	$ 4,304	23%
ACXIOM	$ 880	$ 2,227	10%
CSG Systems	$ 790	$ 1,469	19%
Ciber (1)			
Neustar (2)			

75th Percentile	$	3,350	$	9,148	31%
50th Percentile	$	2,151	$	5,715	20%
25th Percentile	$	1,146	$	4,093	12%
CoreLogic	$	1,851	$	3,807	23%

Notes:
Data above reflects end of the most recently disclosed fiscal year.
(1) Ciber was acquired by HTC Global Services in May 2017.
(2) Neustar was acquired by a private investment group led by Golden Gate Capital in August 2017.

The Committee reviews executive officer pay relative to the median pay of comparable positions in Peer Group companies and, as appropriate, relevant survey data from nationally-recognized consulting firms such as Willis Towers Watson, Mercer and Equilar, scoped to a comparable revenue size for us, from both general industry and the high technology sector.

Base Salary

The Committee reviews base salaries annually and adjusts them, if appropriate, to recognize performance, changes to roles and responsibilities, and gaps relative to base salaries of similar individuals in the Peer Group and survey data described above. In an effort to increase the weighting of variable, performance-

Table of Contents

based pay in the compensation mix, the Committee has in recent years not increased salaries for executive officers, except where there has been a promotion or an expansion of role and responsibilities.

In 2017, the Committee increased the base salary for Mr. Martell in recognition of his promotion to President and CEO. However, Mr. Martell's 2017 base salary remained significantly below that earned by Mr. Nallathambi, our prior CEO. No other NEOs received a base salary increase in 2017.

Annualized base salaries of the executive officers for 2016 and 2017 are set forth in the table below:

Frank D. Martell	$650,000	$725,000
James L. Balas	$425,000	$425,000
Barry M. Sando	$550,000	$550,000
Stergios Theologides (1)	$425,000	$425,000
Anand Nallathambi (1)	$800,000	$800,000

(1) Mr. Theologides ended his employment with CoreLogic on September 15, 2017. Mr. Nallathambi passed away on March 2, 2017.

Annual Incentives (ICP)

The ICP rewards executive officers for financial and operating performance relative to predetermined financial goals and strategic objectives. As part of our business planning process, management prioritizes a range of value drivers based on anticipated market demand including estimated mortgage origination volumes, prior year performance, business strategy and risk factors. The Committee then evaluates management's recommendations in light of stockholder expectations and establishes final ICP financial and strategic goals including payout range.

2017 Target Incentives. The Committee established the following 2017 target bonus opportunities for our NEOs:

Frank D. Martell	President and CEO	$725	125%	$906	$1,812
James L. Balas	Chief Financial Officer	$425	90%	$383	$765
Barry M. Sando	Managing Director, Underwriting and Workflow Solutions	$550	100%	$550	$1,100
Stergios Theologides	Former General Counsel and Secretary	$425 (1)	80%	$340	$680
Anand Nallathambi	Former President and Chief Executive Officer	$800 (1)	125%	$1,000	$2,000

(1) Mr. Theologides ended his employment with CoreLogic on September 15, 2017. Mr. Nallathambi passed away on March 2, 2017. Base salaries were pro-rated accordingly ($153,846 for Mr. Nallathambi and $320,385 for Mr. Theologides).

Table of Contents

ICP Performance Metrics. For 2017, the Committee selected the following three performance measures for the ICP:

Revenue (GAAP metric)

Adjusted EBITDA a non-GAAP metric calculated as net income from continuing operations adjusted for interest, taxes, depreciation and amortization, stock compensation, non-operating gains/losses and other adjustments, as set forth in the Performance Unit Agreement

Free Cash Flow (FCF) a non-GAAP metric calculated as net cash provided by continuing operating activities less capital expenditures for purchases of property and equipment, capitalized data and other intangible assets

The Committee selected these measures in order to reflect a balanced perspective on performance including growth, profitability and cash management. The Committee believes these measures drive the valuation of our stock. Please see *Appendix A* for a detailed reconciliation of adjusted EBITDA and free cash flow to the most directly comparable GAAP financial measures.

For 2017, results for achievement of revenue, adjusted EBITDA, and FCF goals were weighted as follows in determining ICP funding, with 75% of the ICP opportunity based on our financial performance goals and 25% on established strategic objectives for each executive officer described further below:

Revenue	34%
Adjusted EBITDA	33%
Free Cash Flow	33%

Threshold Performance Requirement. For 2017, no award was payable unless our 2017 adjusted net income exceeded $57.5 million.

Funding Formula for Financial Results. At least 80% of targeted performance (threshold) for a metric must be achieved to generate any funding for that metric. The funding formula is set out in the table below. For performance levels between threshold and target or between target and maximum, the funding is determined by linear interpolation. Notwithstanding the actual ICP funding results, the Committee retains the discretion to decrease the actual payment for an ICP participant.

Performance as % of Target	< 80%	80%	100%	120%
Payout as a % of Target	0%	34%	100%	200%

The sum of the weighted results of the three financial metrics funds the ICP awards. For 2017, NEOs received 75% of the funded amount based on financial results. Awards for the remaining 25% of the funded amount were based on an evaluation of performance on strategic goals. For outstanding performance on strategic objectives, the ICP structure permits the strategic goal payment percentage of up to 200% of target.

Financial results were measured at the corporate level for NEOs except for Mr. Sando, whose financial results were equally weighted between the corporate metrics previously outlined and segment-level results for the segment he manages. Funding for his strategic objectives component was determined by corporate results alone in alignment with the other NEOs.

Table of Contents

Determining Awards for Strategic Goal Achievement. The Committee determined that three major areas of our business strategy should be used for ICP strategic goals: (1) growth and scale, (2) operational excellence, and (3) high performing organization. The Committee believed that these were the critical strategic initiatives for accelerating achievement of our long-strategy which are not otherwise measurable through annual financial performance metrics.

The CEO provides the Committee with his assessment of individual results on strategic goals for the other executive officers and the Committee assesses the achievement level of the CEO. Based on these assessments, the Committee determines strategic goal achievement awards for each of the NEOs.

2017 Financial Results and Funding. As set out in the table below, 2017 corporate financial performance resulted in 122.7% of target funding.

2017 Revenue	34%	$1,895	$1,851	97.7%	92.3%
2017 Adjusted EBITDA	33%	$480	$480	100.0%	100.0%
2017 Free Cash Flow	33%	$264	$304	115.2%	176.7%
Total	**100%**				**122.7%**

Strategic Goal Results and Awards. For Messrs. Nallathambi and Theologides, the Committee determined that their performance during their time with the Company during the year was aligned with the level of financial results achieved, and set their funding level at 122.7% of target. Their awards were then prorated for days served with the company in 2017 per the terms of their employment agreements. For Messrs. Balas, Sando, and Martell, the Committee determined that each of these executive officers demonstrated extraordinary performance with regard to achievement of strategic objectives. The Committee therefore determined that each executive officer achieved his strategic objectives at a level that exceeded the formulaic financial payout value, and set their funding level at approximately 138% of target for Mr. Martell, 137% of target for Mr. Balas, and 125% of target for Mr. Sando. The table below summarizes the target and actual incentive bonus awards for each executive officer.

Frank D. Martell	$906	122.7%	92.0%	183.6%	45.9%	137.9%	$1,250
James L. Balas	$383	122.7%	92.0%	180.9%	45.2%	137.3%	$525
Barry M. Sando	$550	115.4%	86.5%	154.7%	38.7%	125.2%	$690
Stergios Theologides (1)	$240	122.7%	92.0%	122.7%	30.7%	122.7%	$295
Anand Nallathambi (1)	$167	122.7%	92.0%	122.7%	30.7%	122.7%	$205

(1)

Financial goals for Mr. Sando are calculated based on a 50/50 split between corporate targets and segment revenue and adjusted EBITDA targets, together accounting for 75% of his total ICP award. Unadjusted funding results for the segment were 108% of target resulting in blended achievement level of 115.4%.

(2)

Payout levels reflect pro-rated awards based on the number of days each executive served during the performance year based on the terms of their employment agreement (61 for Mr. Nallathambi and 258 for Mr. Theologides).

Long-Term Incentives (LTI)

Our LTI program is designed to motivate and reward profitable growth and stockholder value creation through awards of performance-based and time-vested equity. The Committee believes that using performance-based and time-vesting equity vehicles reinforces both performance and retention of key executives while aligning their interests with those of our stockholders and encouraging an appropriate level of risk-taking.

Long-term incentives represent the largest component of executive officer compensation. In 2017, we granted 50% of total LTI value in PBRSUs, and 50% in RSUs.

In determining the amount of the equity compensation awarded to each executive officer, the Committee primarily considered company and individual performance. However, the Committee may also evaluate any factor it considers relevant including competencies, skills, prior experiences, scope of responsibility and accountability within the organization, and the long-term incentive awards made by Peer Group companies to similarly-situated executive officers.

LTI Targets. The Committee established the following 2017 LTI targets for our NEOs:

Frank D. Martell	President and CEO	$725	450%	$3,263
James L. Balas	Chief Financial Officer	$425	200%	$850
Barry M. Sando	Managing Director, Underwriting and Workflow Solutions	$550	200%	$1,100
Stergios Theologides (1)	Former General Counsel and Secretary	$425	200%	$850
Anand Nallathambi (1)	Former President and Chief Executive Officer	$800	535%	$4,280

(1) Mr. Theologides forfeited the 2017 PBRSU grant upon his departure from the company in September 2017. Mr. Nallathambi's 2017 PBRSU award was prorated following his passing in March 2017.

The following chart summarizes our LTI components for 2017:

50%	3-year measurement period using adjusted EPS growth goals Earn the greater number of shares from: - Annual measurement against 1-year targets and banking of earned shares - 3-year measurement against 3-year targets Shares earned also subject to 3-year vesting requirement

	Shares earned from EPS performance subject to modification based on TSR relative to our peers for 1-year and 3-year measurement periods
50%	Vests in equal annual installments over 3 years

Table of Contents

PBRSUs Granted in 2017. The 2017 PBRSUs are earned based on adjusted EPS achieved relative to annual targets for each of the three years of the performance period 2017 through 2019. Please see *Appendix A* for a detailed reconciliation of adjusted EPS to the most directly comparable GAAP financial measures.

Shares earned are calculated as follows below. Participants earn the greater number of PBRSUs resulting from Step 1 or Step 2 (as provided in Step 3).

Step 1: Calculate PBRSUs Earned Annually

As illustrated in the graphic below, adjusted EPS and relative TSR results determine the portion of the PBRSUs that are earned each year.

A. For the PBRSUs granted in 2017, 30% of the PBRSUs may be earned based on 2017 performance, 50% based on 2018 performance, and 20% based on 2019 performance.

2017	**2018**	**2019**
30%	50%	20%

B. The number of PBRSUs earned is based on a schedule that provides for 50% of PBRSUs to be earned for annual adjusted EPS results at 80% of target (threshold), 100% of PBRSUs to be earned for results at 100% of target (target), and 200% of PBRSUs to be earned for results at 120% of target (maximum).

Performance Level	**Adjusted Annual EPS Results (% of Target)**	**Accrued PBRSUs Earned (% of Target)**
Less than Threshold	< 80%	0%
Threshold	80%	50%
Target	100%	100%
Maximum+	120%	200%

Table of Contents

C.

The number of PBRSUs earned is then subject to modification based on our relative total stockholder return compared to our 2017 Peer Group. The TSR modifier ensures alignment of PBRSU payouts and results for stockholders.

PBRSUs Earned from Adj. EPS Results (B)	Annual TSR Performance (Relative to Peers)	Modifier
150% to 200% of Target	Top quartile	No modification
	Below top quartile	Earnout capped at 150% of target
50% to 150% of Target		No modifications
0%	Above Peer median	Earnout is 50% of target
	Below Peer median	No earnout

D.

PBRSUs earned each year are accrued until the end of the three-year performance period.

Step 2: Calculate PBRSUs Earned at End of 3-Year Performance Period

Calculations of PBRSUs earned at the end of the 3-year performance period use the same schedules as for annual calculations:

Adjusted EPS earnout schedule (calculation B above) measured using cumulative EPS over 3 years relative to the 3-year EPS target

Relative TSR modifier schedule (calculation C above) measured over 3 years

Step 3: PBRSUs earned equals the greater of cumulative PBRSUs earned in the 3 annual calculations during the grant cycle (from Step 1) or the 3-year calculation (from Step 2)

We achieved strong target financial and operating results in 2017, as evidenced by adjusted EPS at target performance levels. As performance did not trigger a payout above 150%, the TSR modifier was not applied.

2017	30%	$2.35	$2.37	102.3%	30.64%	30.64%

Restricted Stock Units Granted in 2017. Vesting of RSUs granted in 2017 was subject to the achievement of $57.5 million in adjusted net income for 2017. Adjusted net income results exceeded this threshold. For 2018 RSU awards the performance threshold was increased to $62.5 million in adjusted net income.

RSUs vest in three equal installments on the first, second, and third anniversaries of the grant date. These awards encourage executive officer retention and align the interests of executive officers with those of stockholders.

Table of Contents

2017 LTI Awards. 2017 long-term incentive awards were made at targeted grant value for each of the NEOs. 2017 grant awards are presented in the table below (with award amounts rounded to the nearest hundred).

Frank D. Martell	$1,631,250	$1,631,250
James L. Balas	$425,000	$425,000
Barry M. Sando	$550,000	$550,000
Stergios Theologides	$425,000	$425,000
Anand Nallathambi	$2,140,000	$2,140,000

(1) PBRSU amount shown at target performance level. Based on 2017 performance, the portion of the PBRSUs tied to 2017 performance will be eligible to vest contingent upon continued employment through December 31, 2019. Mr. Theologides forfeited his 2017 PBRSU grants upon his departure from the Company in September 2017. Mr. Nallathambi will be entitled to a pro rata portion of the 2017 PBRSU awards following his passing in March 2017.

PBRSUs Settled After 2017. PBRSUs granted in 2015 were paid out after the end of the 2015-2017 performance period. The calculation of the payout is presented in the table below. Three-year adjusted EPS resulted in maximum payouts on both an annual and 3-year calculation basis. However, relative TSR results were below the top quartile for both calculation methods, so payouts were capped at 150% of target.

2015	30%	$1.45	$1.90	131%	200%	60%	45%
2016	60%	$1.54	$2.42	157%	200%	120%	90%
2017	10%	$1.63	$2.37	145%	200%	20%	15%
Total of 3 1-Year Results	100%						**150%**
3- Year Results	**100%**	**$4.62**	**6.68**	**145%**		**200%**	**150%**

The number of shares earned from the 2015 PBRSU award is presented in the table below.

Frank D. Martell	24,210	36,315
James L. Balas	3,873	5,809
Barry M. Sando	16,388	24,582
Stergios Theologides (1)	9,497	
Anand Nallathambi	55,125	59,718

(1) Mr. Theologides forfeited his 2015 PBRSU grants upon his departure from the Company in September 2017. Mr. Nallathambi's 2015 award was prorated following his passing in March 2017.

Table of Contents

Timing of Equity Awards. After Committee approval, we generally issue annual equity awards to executive officers on the second day on which the NYSE is open for trading following the filing of our Annual Report on Form 10-K, using the last sale price reported for a share of our common stock on the NYSE on that date. Grants to new hires or other grants outside the annual grant cycle follow the same methodology, except that awards are generally issued on the 20th day (or the next succeeding business day if the market is closed on the 20th day) of the third month of the calendar quarter that follows the date on which the Committee approved the awards.

Retirement and Employee Benefit Plans

Executive officers are entitled to the same benefits generally available to all full-time employees (subject to fulfilling any minimum service requirement) including the 401(k) plan, healthcare, life insurance and other welfare benefit programs. In designing these benefits, we seek to provide an overall level of benefits that is competitive with those offered by similar companies in the markets in which we operate. We believe that these employee benefits provide a valuable recruiting and retention mechanism for our executive officers and enable us to compete more successfully for qualified executive talent.

Executive Supplemental Benefit Plan and the Pension Restoration Plan. Two of our executive officers Messrs. Nallathambi and Sando became participants in our Executive Supplemental Benefit Plan (the "Executive Supplemental Benefit Plan") prior to its closure to new participants in 2010. On November 18, 2010, we amended the Executive Supplemental Benefit Plan to freeze benefits effective as of December 31, 2010. As a result, compensation earned after 2010 is not taken into account in determining covered compensation and final average compensation; service after 2010 is not recognized, except for vesting purposes. Mr. Sando is also a participant in the Pension Restoration Plan, which is limited to individuals who became participants before 1995. Explanation of these plans can be found in the Pension Benefits table below.

Deferred Compensation Plan. The Deferred Compensation Plan is a non-qualified retirement plan that allows eligible participants to defer up to 80% of their salary and annual incentive bonus. Participation is limited to executive officers and certain other key employees. In 2010, we amended the Deferred Compensation Plan to provide additional Company contributions in the form of 401(k) restoration contributions and discretionary retirement savings contributions to a limited number of executive officers who were not eligible to participate in the Executive Supplemental Benefit Plan.

Other Benefits. We also maintain an executive life insurance program for executive officers and other key employees. This program provides the participant with up to two times their annualized base salary (up to a maximum of $1 million) in group universal life insurance.

Further details regarding perquisites are found in the 2017 Summary Compensation Table and accompanying footnotes.

Role of the Committee and the Chief Executive Officer

The Committee is composed solely of independent members of our Board. The Committee reviews and approves executive officer base salaries, annual incentive bonus programs, long-term incentive compensation and other incentive and executive benefit plans. The Committee, in consultation with its independent compensation consultant, analyzes the reasonableness of executive officer compensation, in part by reviewing compensation data from comparable companies and from relevant other industry sources.

Table of Contents

Decisions regarding compensation of the CEO are made solely by the Committee based on its deliberations with input from its independent compensation consultant. Decisions regarding other executive officers are made by the Committee after considering recommendations from the CEO as appropriate, as well as input from the Committee's independent compensation consultant. Our CEO and, as appropriate, Chief Legal Officer, Chief Financial Officer and Chief People Officer, may attend the portion of the Committee's meetings where individual executive officer performance is discussed. Only Committee members may vote on executive officer compensation decisions.

The Committee regularly meets in executive session with its independent compensation consultant.

Role of Independent Compensation Consultant

The Committee retained Pay Governance LLC as its independent compensation consultant to advise on the executive officer compensation for 2017. The consultant generally advises the Committee on all aspects of the executive compensation program design and governance process. During 2017, as part of its engagement with the Committee, the independent compensation consultant:

- advised on the selection of a peer group of companies for executive officer compensation comparison purposes;
- provided guidance on industry best practices and emerging trends and developments in executive officer compensation;
- analyzed survey data; and
- advised on determining the total compensation of each of our executive officers and the material elements of total compensation, including (1) annual base salaries, (2) target cash bonus amounts, and (3) the structure and target amount of long-term incentive awards.

The Committee retained its independent compensation consultant directly, although in carrying out assignments, the consultant also interacted with Company management on behalf of the Committee. Pay Governance performed no services for the Company, and the Committee does not believe the independent compensation consultants' work has raised any conflict of interest. The Committee has the sole authority to select, retain, and terminate the independent compensation consultants.

Adjustment or Recovery of Awards (Claw-backs)

The Company maintains a recoupment policy that enables recovery of performance-based compensation to the extent that it is later determined that applicable performance goals were not actually achieved taking into account a financial restatement or ethical misconduct. We also added claw-backs in termination agreements for all executive officers. This policy applies to all performance-based incentive plans including but not limited to the annual incentive cash bonus and performance-based equity awards described above.

Anti-Hedging and Pledging Policy

The Company maintains a policy that prohibits executive officer transactions in put options, call options or other derivative securities, on an exchange or in any other organized market as well as holding Company securities in a margin account or otherwise pledging Company securities as collateral for a loan.

Executive Stock Ownership Guidelines and Retention Requirements

We require our executive officers to own a fixed amount of our stock. The rigorous guidelines are based on a multiple of base salary as outlined below:

Chief Executive Officer	6x base salary
Chief Financial Officer	3x base salary
Managing Directors	3x base salary
Other Executive Officers	1x base salary

Covered officers have five years from their date of hire or promotion to the covered position to reach the ownership requirement. All Company securities owned outright or earned and subject only to time-based vesting restrictions count toward the requirement; stock options do not count toward the ownership requirement. Furthermore, we have adopted a share retention requirement which provides that all covered executives must hold at least 50% of net (after tax) shares until the stock ownership guidelines described above are achieved. All NEOs have met their ownership requirements.

Minimum Share Ownership Requirement

(As multiple of base salary)

Employment Agreements and Severance Arrangements

Each currently employed executive officer is party to an employment agreement with us. The Committee believes that offering employment agreements to key executive officers is consistent with peer practices and serves as an effective retention tool. Each agreement is individually negotiated and terms may vary. For additional information regarding the terms of the employment agreements, including severance arrangements that we have entered into with our executive officers and the severance benefits actually paid to Mr. Theologides, see "Employment Agreements" below.

Change in Control Agreements

All equity awards are currently granted under the 2011 Performance Incentive Plan (the "2011 Plan"), as amended. However, at the annual meeting, stockholders will be asked to approve the new 2018 Performance Incentive Plan (the "2018 Plan"). If the 2018 Plan is approved by stockholders, future equity awards will be granted under the 2018 Plan. The 2011 Plan and 2018 Plan do not include an automatic "single trigger" change in control vesting provision. Instead, both plans include a change in control provision where automatic accelerated vesting of an award in connection with a change in control will only occur if an acquirer or successor to us fails to assume or continue the awards or the awards otherwise do not survive the transaction. Additionally, award agreements include "double-trigger" severance protections,

Table of Contents

and provide for accelerated vesting of awards that remain outstanding following a change in control transaction in the event of a termination without cause following a change in control.

The Deferred Compensation Plan generally provides for accelerated vesting of awards or benefits, as the case may be, in the event of a change in control of the Company. In addition, the Executive Supplemental Benefit Plan provides that when a participant incurs an involuntary separation from service without good cause subsequent to a change in control, payment of benefits will commence in the same manner and in the same amount as if the participant had attained his or her normal retirement age on the date of termination.

In addition to the plan and award agreement provisions described above, we have entered into a change in control agreement (a "Change in Control Agreement") with each of our executive officers who remain employed. Under the Change in Control Agreement, a "change in control" means the consummation of any one of the following:

- a merger or consolidation of the Company in which our stockholders end up owning less than 50% of the voting securities of the surviving entity;
- the sale, transfer or other disposition of all or substantially all of our assets or the complete liquidation or dissolution of the Company;
- a change in the composition of our Board of Directors over a two-year period as a result of which fewer than a majority of the directors are incumbent directors, as defined in the agreement; or
- the acquisition or accumulation by any person or group, subject to certain limited exceptions, of at least 30% of our voting securities.

If the termination of a covered executive officer's employment occurs without cause or if the executive officer terminates his employment for good reason within the twenty-four-month period following a change in control, we will pay the following benefits in one lump sum in the month following the month in which the date of the termination occurs:

- the executive officer's base salary through and including the date of termination and any accrued but unpaid annual incentive bonus;
- between two and three times the executive officer's target annual cash bonus amount established for the fiscal year in which the termination occurs; and
- between two and three times the executive officer's annual base salary in effect immediately prior to the date of termination.

Furthermore, under the Change in Control Agreement, for a period ranging from twenty-four to thirty-six months and subject to the covered executive officer's continued payment of the same percentage of the applicable premiums as the executive officer was paying immediately prior to the date of termination or, if more favorable to the executive officer, at the time at which the change in control occurred, we will provide medical and dental coverage pursuant to COBRA for the executive officer (and if applicable, the executive officer's dependents). To the extent that the executive officer cannot participate in the plans previously available, we will provide such benefits on the same after-tax basis as if they had been available. These obligations are reduced by any welfare benefits made available to the executive officer from subsequent employers.

The Change in Control Agreement provides that if any excise tax imposed by Section 4999 of the Code (or any similar tax), applies to the payments, benefits or other amounts payable under the agreement or

Table of Contents

otherwise, including without limitation, any acceleration of the vesting of outstanding stock options, restricted stock or performance shares (collectively, the "Total Payments"), then the Total Payments will be reduced (but not below zero) so that the maximum amount of the Total Payments (after reduction) will be $1.00 less than the amount which would cause the Total Payments to be subject to the excise tax; provided that such reduction to the Total Payments will be made only if the after-tax benefit to the executive officer is greater after giving effect to such reduction than if no such reduction had been made. This type of provision is often referred to as a "modified cut-back," and is included because the Change in Control Agreement does not provide for any type of "gross up" or similar benefit.

The Change in Control Agreement had an initial term through December 31, 2011 and is automatically extended for additional one-year periods unless either party notifies the other not later than the preceding January 1 that it does not wish to extend the term for an additional year. All agreements with current executive officers have since been extended through December 31, 2018. For a description of the calculations and further explanation of the payments due to the executive officers upon termination of employment and/or a change in control, see Potential Payments upon Termination or Change in Control tables below.

Impact of Tax and Accounting

As a general matter, the Committee takes into account the various tax and accounting implications of the compensation vehicles we employ. When determining amounts of long-term incentive grants to executive officers and employees, the Committee examines the accounting cost associated with the grants. Under accounting guidance, grants of stock options, RSUs and PBRSUs result in an accounting charge for the Company. The accounting charge is equal to the fair value of the instruments being issued. For RSUs, the cost is generally equal to the fair value of the stock on the date of grant times the number of shares granted. This expense is amortized over the requisite service period. With respect to stock options, we calculate the fair value of the option and take that value into account as an expense over the vesting period, after adjusting for possible forfeitures. For PBRSUs, we calculate the fair value of the award upon grant, and adjust the value to be expensed on a quarterly basis over the performance period based on expected award payouts, after adjusting for possible forfeitures.

Section 162(m) of the Code generally prohibits a publicly-held company from deducting compensation paid to a current or former NEO that exceeds $1.0 million during the tax year. Certain awards granted before November 2, 2017 that were based upon attaining pre-established performance measures that were set by the Committee under a plan approved by the Company's stockholders, as well as amounts payable to former executive officers pursuant to a written binding contract that was in effect on November 2, 2017, may qualify for an exception to the $1.0 million deductibility limit.

As one of the factors in its consideration of compensation matters, the Committee noted this deductibility limitation. However, the Committee has the flexibility to take any compensation-related actions that it determines are in the best interests of the Company and our stockholders, including awarding compensation that may not be deductible for tax purposes. There can be no assurance that any compensation will in fact be deductible.

Table of Contents

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the foregoing CD&A with management. Based on its review and discussions, the Compensation Committee has recommended to the Board that the CD&A be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 and in the Company's proxy statement for its 2018 Annual Meeting of stockholders.

Members of the Compensation Committee
J. David Chatham, Chair
Paul F. Folino
Thomas C. O'Brien
Jaynie Miller Studenmund

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Messrs. Chatham (Chair), Folino, O'Brien and Ms. Studenmund served on the Compensation Committee during 2017. No person who served as a member of the Compensation Committee during 2017 was or is an officer or employee of the Company. No executive officer of the Company serves or served as a director or member of the compensation committee of another company who employed or employs any member of the Company's Compensation Committee or the Board.

Table of Contents

EXECUTIVE COMPENSATION TABLES

2017 Summary Compensation Table

The following table sets forth certain information concerning compensation of each named executive officer who served as such during the fiscal years ended December 31, 2017, 2016 and 2015, other than for Mr. Balas, for whom compensation information is provided only for the fiscal years ended December 31, 2017 and 2016, the years in which he was a named executive officer. The positions listed below are as of December 31, 2017.

		(4) ($)	(5) ($)	(6) ($)	(7) ($)	(8) ($)	(9) ($)	
rank D. artell	2017	710,577	3,262,445		1,250,000		61,177	5,284,1
resident and ief	2016	650,000	2,274,943		1,129,400		61,490	4,115,8
xecutive ficer [(1)]	2015	650,000	1,624,975		1,200,400		74,139	3,549,5
nes Balas	2017	425,000	849,992		525,000		31,411	1,831,4
ief Financial ficer [(2)]	2016	396,538	637,935		531,700		24,714	1,590,8
arry M. ndo	2017	550,000	1,099,985		690,000	634,144	52,523	3,026,6
lanaging rector,	2016	550,000	1,099,981		740,000	378,594	51,503	2,820,0
inderwriting & rkflow lutions	2015	540,192	1,099,963		730,000		63,949	2,434,1
and llathambi	2017	153,846	4,279,979		205,078		48,734	4,687,6

rmer esident and ief	2016	800,000	4,279,940	1,390,030	386,990	78,609	6,935,5
ecutive ficer	2015	800,000	3,699,990	1,477,400		89,197	6,066,5
tergios eologides	2017	320,385	849,992	294,905		790,951	2,256,2
ormer neral unsel &	2016	425,000	849,950	450,000		115,500	1,840,4
ecretary(3)	2015	410,000	637,439	502,400		125,511	1,675,3

(1) Effective March 6, 2017, the Board appointed Mr. Martell to the position of President and Chief Executive Officer and principal executive officer following the passing of Mr. Nallathambi on March 2, 2017.

(2) James Balas was appointed Chief Financial Officer on April 8, 2016.

(3) Mr. Theologides left the Company effective September 15, 2017.

(4) Amounts include any amounts electively deferred by the NEO under the Company's Deferred Compensation Plan.

(5) For 2017, reflects the aggregate grant date fair value of stock awards, consisting of RSUs and PBRSUs, computed in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 718, Compensation-Stock Compensation. We valued the RSUs as of the grant date by multiplying the closing price of our common stock on that date by the number of RSUs awarded. We valued the PBRSUs as of the grant date by multiplying the closing price of our common stock on that date by the target number of PBRSUs that will vest upon achievement of the target performance. The RSUs were granted and vest contingent upon the satisfaction of certain performance criteria through December 31, 2017, which criteria were satisfied, and thereafter vest based on continued employment through December 31, 2019. The PBRSUs were granted and vest contingent

Table of Contents

upon satisfaction of certain performance criteria and continued employment through December 31, 2019. If the highest performance target is met or exceeded, the value of the awards at grant date would be as follows: Mr. Nallathambi $6,419,969; Mr. Martell $4,893,667; Mr, Balas $1,274,988; Mr. Sando $1,649,977; and Mr. Theologides $1,274,988.

(6) The Company did not grant stock options in 2015, 2016 or 2017.

(7) For 2017, represents the annual incentive bonus that was paid to each NEO, and includes any amounts electively deferred by the NEO under the Company's Deferred Compensation Plan.

(8) For 2017, represents the change in the present value of the life annuity from the end of fiscal year 2016 to the end of fiscal year 2017 for the Executive Supplemental Benefit Plan and the Pension Restoration Plan with respect to Mr. Sando only. The amounts in this column do not include earnings under the Company's deferred compensation plan as such earnings were neither above-market nor preferential. See the Pension Benefits table below under "Pension Benefits for 2017" for assumptions used in calculating these amounts.

(9) Amounts included in all other compensation consist of the amounts shown in the table below paid by the Company for each NEO.

Named Executive Officer	Life Insurance Premiums ($)	401(k) Matching Contributions ($)	Amounts Deferred under the Deferred Compensation Plan ($)	Health Savings Account ($)	Cash Severance Payment and COBRA Reimbursement ($)	Total ($)
Frank Martell	4,878	8,100	47,099	1,100		61,177
James Balas	1,620	8,100	20,591	1,100		31,411
Barry M. Sando	12,723	8,100	30,600	1,100		52,523
Anand Nallathambi	1,318	8,100	38,216	1,100		48,734
Stergios Theologides	1,901			1,100	787,950	790,951

Table of Contents

Grants of Plan-Based Awards for 2017

The following table sets forth information concerning awards made to each of the NEOs under the 2011 Plan during 2017.

.									
nce									
	3/14/2017	3/14/2017	308,125	906,250	1,812,500				
	2/22/2017	2/28/2017					29,025		1
	2/22/2017	2/28/2017				14,512	29,025	58,050	1
	3/14/2017	3/14/2017					12,396		
	3/14/2017	3/14/2017				6,198	12,396	24,792	
alas									
nce									
	2/22/2017	2/22/2017	130,050	382,500	765,000				
	2/22/2017	2/28/2017					10,845		
	2/22/2017	2/28/2017				5,422	10,844	21,688	

nce									
	2/22/2017	2/22/2017	187,000	550,000	1,100,000				
	2/22/2017	2/28/2017					14,034		
	2/22/2017	2/28/2017				7,017	14,034	28,068	
mbi									
nce									
	2/22/2017	2/22/2017	340,000	1,000,000	2,000,000				
	2/22/2017	2/28/2017					54,606		2
	2/22/2017	2/28/2017				27,302	54,605	109,210	2
des									
nce									
	2/22/2017	2/22/2017	115,600	340,000	680,000				
	2/22/2017	2/28/2017					10,845		