

**WORKDAY, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

(April 24, 2026)

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “*Board*”) of Workday, Inc. (“*Workday*”) to promote the effective functioning of the Board and its committees, to promote the interests of stockholders, and to ensure a common set of expectations as to how the Board, its various committees, individual directors, and management should perform their functions. The Board intends that these guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations.

These Corporate Governance Guidelines are not intended to change or interpret any Federal or state law or regulation, including the General Corporation Law of the State of Delaware, or the Certificate of Incorporation or Bylaws of Workday, as each may be amended from time to time. These Corporate Governance Guidelines are subject to modification from time to time by the Board, directly or pursuant to recommendations of the Nominating and Governance Committee.

**I. Role of Directors**

The business and affairs of Workday will be managed by or under the direction of the Board. The Board is organized into three classes, with the members of each class up for election once every three years. A director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. Directors are also expected to consider carefully the number of other boards, including nonprofits, on which they serve in order to ensure that they are able to devote adequate time and effort to the Board responsibilities.

A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Corporate Secretary of Workday, the Chair of the Board, the Lead Independent Director, or the chair of the appropriate committee in advance of such meeting.

The Board monitors and reviews with management both the performance of Workday (in relation to its financial objectives, major goals, strategies, and competitors) and Workday’s long-term strategic business plans, as well as other pertinent issues affecting the business of Workday. The Board also elects executive officers, acts as the management team’s adviser, and monitors its performance. The Board, directly or through its committees, assesses risks facing Workday and management’s approach to addressing such risks, and reviews and adopts significant policies intended to promote ethical business practices and compliance with Workday’s legal obligations. The Board reviews and, if appropriate, approves significant transactions. The Board will also oversee Workday’s corporate culture, provide advice and counsel to management regarding any significant cultural challenges facing Workday, and evaluate management’s efforts to align corporate culture with Workday’s stated values and long-term strategy.

**II. Independence of the Board**

The Board believes that, as a matter of policy and consistent with these Corporate Governance Guidelines as well as all applicable rules, regulations, and listing standards of the applicable stock exchange on which Workday is listed, any other related rules or regulations promulgated by the Securities and Exchange

Commission or the Internal Revenue Service, and any other applicable laws, regulations, or rules, subject in each case to any applicable exemptions or transition provisions, the Board should be comprised of a majority of directors who, in the business judgment of the Board, qualify as independent directors (“*Independent Directors*”). No director will qualify as independent unless the Board affirmatively determines that such director is independent. The Board may adopt and disclose categorical standards to assist it in determining director independence.

### **III. Size of the Board**

Workday’s Bylaws provide that the Board will have one or more members, and that the exact number of directors may be determined by resolution of the Board, in accordance with Workday’s Certificate of Incorporation and Bylaws. The Board will periodically review the size of the Board, which may be increased or decreased if determined to be appropriate by the Board.

### **IV. Frequency of Meetings**

At least one regularly scheduled meeting of the Board will be held quarterly, plus special meetings as required by the needs of Workday.

### **V. Board Leadership**

The Board may appoint a Chair of the Board and one or more Vice Chair of the Board, at least one of whom will be an independent director, and otherwise chosen in any way that it considers in the best interests of Workday. The Board does not require the separation of the offices of the Chair of the Board and the Chief Executive Officer. The Board or the Nominating and Governance Committee will periodically consider the Board’s leadership structure and make such determinations or recommendations with respect thereto as it deems appropriate.

When the position of Chair of the Board is held by a non-Independent Director, the Independent Directors will designate a Lead Independent Director (the “*Lead Independent Director*”). The Lead Independent Director may also be a Vice Chair of the Board.

The Chair of the Board or Lead Independent Director will coordinate with the Corporate Secretary to schedule and set the agenda for meetings of the Board, as needed. The Chair of the Board or, if the Chair is not present, the Lead Independent Director, will chair such meetings.

The Lead Independent Director’s responsibilities include:

- coordinating and preparing agendas and presiding over executive sessions of Independent Directors;
- serving as a liaison between employee directors and the Independent Directors
- coordinating the activities of the Independent Directors;
- advising the Chief Executive Officer or the Co-Chief Executive Officers, as the case may be (individually or collectively, the “*CEO*”) and/or Chair of the Board;
- advising the Board periodically about the quality, quantity, and timeliness of information requested by the Board from Workday’s management;
- overseeing the Board’s evaluation of the CEO’s performance and the Board’s annual self-evaluations;

- being available, under appropriate circumstances, for consultation and direct communication with stockholders; and
- other functions and responsibilities as requested by the Board from time to time.

The Lead Independent Director will encourage and, as needed, facilitate direct dialogue between all directors (particularly those with dissenting views) and management.

## **VI. Selection of Directors**

The Board will be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders, in accordance with Workday's Certificate of Incorporation and Bylaws. The Nominating and Governance Committee is responsible for identifying, evaluating, and recommending candidates to the Board for Board membership, or the Board may conduct the process of identifying and evaluating Board candidates directly. The Board or Nominating and Governance Committee may use outside consultants to assist in identifying candidates, and will also consider advice and recommendations from stockholders, management, and others as it deems appropriate.

## **VII. Board Membership Criteria**

The Board's policy is to encourage selection of directors who will contribute to Workday's success and support Workday's values of employees, customer service, innovation, integrity, fun, and profitability. Nominees for director will be selected on the basis of, among other things, independence, integrity, financial and other business expertise, breadth of experience, relevant skills and whether their skills are complementary to those of our existing board, experience in and knowledge about Workday's business and industry, willingness and ability to devote adequate time and effort to Board responsibilities, ability to effectively represent the long-term interests of the stockholders, and other factors that are expected to contribute to the Board's overall effectiveness and support the needs of the Board and its committees. In addition, the Board endeavors to assemble a Board with varied skills, professional experiences, perspectives, and backgrounds. As the Board strives to maintain a well-rounded set of skills and attributes, it also expects that each member will be able to understand and contribute meaningfully to the oversight of the range of material business, risk, and regulatory issues that Workday faces.

The Board, either directly or upon the recommendation of the Nominating and Governance Committee, will consider: (i) any specific minimum qualifications that it believes must be met by a nominee for a position on the Board; (ii) any specific qualities or skills that it believes are necessary for one or more of the Board members to possess; and (iii) the desired qualifications, expertise, and characteristics of Board members, with the goal of developing an experienced and highly qualified Board. At least annually, there is an evaluation of the Board's composition by the Nominating and Governance Committee to enable the Board and the Nominating and Governance Committee to assess the skills and characteristics that are currently represented on the Board and in incumbent Board members, as well as the skills and characteristics that the Board may find valuable in the future in light of Workday's anticipated business needs.

Stockholders may also nominate directors for election at Workday's Annual Meeting of Stockholders by following the provisions set forth in Workday's Bylaws. The Board or Nominating and Governance Committee will evaluate any nominees submitted by stockholders using the same criteria it uses to evaluate other director candidates. In evaluating potential candidates for the Board, the Nominating and Governance Committee will consider these factors in light of specific needs of the Board at that time.

## **VIII. Other Public Company Directorships**

The Nominating and Governance Committee, in making its recommendations, will consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee is a member, as well as their other professional responsibilities. Directors must be willing to devote sufficient time to carry out their duties and responsibilities effectively, and should be committed to serving on the Board for an extended period of time. Each director is expected to ensure that other commitments do not conflict with or materially interfere with their service as a director. Directors are expected to avoid any action, position, or interest that conflicts with an interest of Workday, or gives the appearance of a conflict. To help ensure directors are able to devote sufficient time to carry out their duties and responsibilities effectively, each director should serve on no more than three other public company boards without prior approval of the Nominating and Governance Committee. Directors must notify and engage in discussion with the Chair of the Nominating and Governance Committee prior to accepting an invitation to serve on the board of directors of another organization (including public, for-profit, not-for-profit, private company boards) so that the potential for conflicts or other factors that may compromise the director's ability to perform his or her duties may be fully assessed.

## **IX. Conflicts of Interest**

The Board expects its members to act ethically at all times and acknowledge their adherence to the policies comprising our Code of Conduct. If an actual or potential conflict of interest (or a situation that is reasonably likely to pose a potential conflict of interest) arises for a director, that person will promptly inform the Chair of the Nominating and Governance Committee, who, together with the Lead Independent Director, will determine if the matter should be resolved by the Nominating and Governance Committee or if it needs to be brought to the attention of the full Board. Directors will recuse themselves from any decision affecting their personal, business, or other individual interests. If it is determined that a conflict of interest would materially impact a director's ability to fulfill their duties as a director and the conflict cannot be adequately addressed in another manner, this will be communicated back to the director who will, if requested, resign from the Board.

## **X. Majority Voting in Election of Directors**

In an election of directors that is an "uncontested election" as defined in Workday's Bylaws, any nominee for director who receives a greater number of votes "against" his or her election than votes "for" such election, and, for the avoidance of doubt, neither abstentions nor broker non-votes will be counted as votes cast for or against such matter (a "*Majority Withheld Vote*"), shall promptly submit to the Board an offer of resignation, which resignation offer shall be conditioned upon acceptance by the Board, following certification of the stockholder vote for consideration by the Nominating and Governance Committee.

The Nominating and Governance Committee shall reasonably promptly (i) consider the resignation offer and the appropriate response based on the best interests of Workday and, if known, the reasons for the Majority Withheld Vote, and (ii) make a recommendation to the Board (which may include accepting the resignation, maintaining the director but addressing what the Nominating and Governance Committee believes to be the underlying cause of the Majority Withheld Vote, maintaining the director but resolving that the director will not be re-nominated in the future for election, rejecting the resignation, and/or nominating a replacement or additional director for appointment). The Board will act on the Nominating and Governance Committee's recommendation within 180 days following certification of the stockholder vote. Thereafter, Workday will publicly disclose the decision reached by the Board and the reasons therefor.

Any director who offers his or her resignation pursuant to this provision shall not participate in the Nominating and Governance Committee or Board deliberations and action regarding whether to accept the resignation offer (though the committee and Board and/or their members may discuss the matter with such director). However, if each member of the Nominating and Governance Committee received a Majority Withheld Vote at the same election or if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, then all directors may participate in the action regarding whether to accept the resignation offers, with each director who is required to offer his or her resignation in accordance with this policy recusing him or herself from the Nominating and Governance Committee's and Board's deliberations and action with respect to his or her individual offer to resign.

#### **XI. Directors Who Change Their Present Job Responsibility**

The Board does not believe directors who retire or change their principal occupation or business association should necessarily leave the Board. However, promptly following any such event, the director will notify the Lead Independent Director and the Chair of the Board of such circumstances. The Board or Nominating and Governance Committee will consider the continued appropriateness of Board membership under the new circumstances, including whether the retirement or change in principal occupation or business association might reasonably be expected to materially impact the Director's ability to fulfill his or her responsibilities to the Board or would present an actual or potential conflict of interest. The Board or Nominating and Governance Committee may in certain cases request the director to submit their resignation. The affected director is expected to act in accordance with the Board's or the Nominating and Governance Committee's recommendation.

#### **XII. Retirement Age**

The Board does not believe that a fixed retirement age for directors is necessary or appropriate.

#### **XIII. Director Tenure**

There are no limits on the number of three-year terms that may be served by a director. However, in connection with evaluating the composition of the Board, including recommendations for nomination for re-election, the Nominating and Governance Committee will consider director tenure.

#### **XIV. Number and Composition of the Committees of the Board**

The Board currently has the following standing committees: Audit Committee, Compensation Committee, Nominating and Governance Committee, and Investment Committee. The purpose and responsibilities for the Audit Committee, Compensation Committee, and Nominating and Governance Committee are outlined in committee charters adopted by the Board. After consultation with the Nominating and Governance Committee, as appropriate, the Board may, from time to time, form a new committee, re-allocate responsibilities of one committee to another committee, or disband a current committee depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

Each of the Audit Committee, Compensation Committee, and Nominating and Governance Committee will be composed entirely of directors satisfying applicable legal, regulatory, and stock exchange requirements necessary for an assignment to any such committee, as set forth in the applicable committee charters.

## **XV. Executive Sessions of Independent Directors**

The Independent Directors of Workday will meet in executive session without management on a regularly scheduled basis during each regularly scheduled Board meeting and as they otherwise deem appropriate. The Lead Independent Director will preside at such executive sessions. Any Independent Director can request that an additional executive session be scheduled. The Lead Independent Director will provide feedback to the CEO regarding any applicable follow-up items from the executive session.

## **XVI. Director Compensation**

Non-employee directors are eligible to receive compensation for service on the Board and its committees, as well as reimbursement of reasonable expenses incurred in connection with their service. Employee directors are not paid additional compensation for their services as directors. The Compensation Committee reviews the form and amount of compensation to be paid or awarded to non-employee directors for service on the Board or its committees and provides a recommendation to the Board, for determination by the Board, as to such compensation based upon, among other things, the Compensation Committee's consideration of the responsibilities and time commitment of directors, as well as competitive information. The Compensation Committee will periodically review the level and form of, and, if it deems appropriate, recommend to the Board changes in, director compensation.

## **XVII. Director and Senior Executive Stock Ownership**

The Compensation Committee will periodically assess the appropriateness of the stock ownership guidelines for directors and executive officers, including whether and to what extent directors and executive officers should be restricted from selling stock acquired through equity compensation.

## **XVIII. Board Access to Executive Officers and Employees**

The Board has full and free access to executive officers and employees of Workday. Any meetings or contacts that the Board or an individual director wishes to initiate may be arranged through Workday's CEO or Corporate Secretary or directly by the Board or such director. The Board will use its judgment to ensure that any such contact is not disruptive to the business operations of Workday.

## **XIX. Attendance at Annual Meeting of Stockholders**

It is Workday's policy that directors are invited and encouraged to attend the Annual Meeting of Stockholders.

## **XX. Communications with Directors**

Stockholders and other interested parties wishing to communicate about bona fide issues or questions with the Board or with an individual member of the Board may do so by writing to the Board or to the particular member of the Board, care of the Corporate Secretary at [generalcounsel@workday.com](mailto:generalcounsel@workday.com) or by mail to the Corporate Secretary, Workday, Inc., 6110 Stoneridge Mall Road, Pleasanton, California 94588. The communication should indicate that it contains a stockholder or interested party communication. All such communications will be forwarded to the director or directors to whom the communications are addressed. Workday will generally not forward to the Board a communication that it determines to be primarily commercial in nature or related to an improper or irrelevant topic, or that requests general information about Workday.

## **XXI. Director Orientation and Continuing Education**

Workday will make available to all directors background material on the company, meetings with senior management, visits to Workday facilities, and continuing education from senior management and outside experts, as appropriate, on emerging risks, industry trends, technological developments, and competitive challenges. The Board encourages all directors to stay abreast of developing trends for directors from the variety of sources available. Directors are encouraged to participate in continuing educational programs, at Workday's expense, in order to maintain the necessary level of expertise to perform their responsibilities as directors.

## **XXII. Evaluation of Board Performance**

The Board and each of its committees conduct a self-evaluation annually, considering responsibilities under their charters and best practices. The Nominating and Governance Committee will oversee each individual director's performance, the Board's performance, and the operation and composition of each committee of the Board.

The Nominating and Governance Committee will utilize the results of this self-evaluation process to: (i) determine if the Board and its committees are functioning effectively; (ii) assess and determine the characteristics and critical skills required of prospective candidates for election to the Board; and (iii) make recommendations to the Board with respect to assignments of Board members to various committees. The full Board will discuss the evaluation to determine what action, if any, would improve the Board and committee performance and whether any changes to these Corporate Governance Guidelines would be appropriate.

## **XXIII. CEO and Executive Officer Performance Review and Compensation**

The Compensation Committee will conduct an evaluation (which will include the review and approval of corporate goals and objectives) annually in connection with the determination and/or recommendation to the Independent Directors of the Board, as applicable, of the salaries, cash-based incentive compensation, and equity-based compensation, as applicable, of the CEO and other executive officers, determined in accordance with Rule 16a-1(f) of the Securities Exchange Act, as amended (the "*Exchange Act*"), and such other executive management as are specified in the Charter of the Compensation Committee. To conduct this review, the Compensation Committee may rely on the recommendations of the Board or any board member and management, as well as other factors enumerated in the Charter of the Compensation Committee.

## **XXIV. Succession Planning**

The Independent Directors of the Board plan for the succession of the CEO, Chair of the Board, and Lead Independent Director, and review senior management selection and succession planning at least annually in order to assure the orderly functioning and transition of the management of Workday in the event of emergency or retirement of such person. As part of this process, the Independent Directors, in consultation with the CEO, assess management needs and abilities of potential successors.

The Board will be responsible for identifying potential candidates for, and selecting, Workday's CEO, Chair of the Board, and Lead Independent Director. In identifying potential candidates for, and selecting, Workday's CEO, Chair of the Board, and Lead Independent Director, the Board will consider, among other things, a candidate's experience, understanding of Workday's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

## **XXV. Authority to Retain Advisers**

The Board and each of its committees have the authority, at Workday's expense, to retain and terminate independent advisers as the Board and any such committee deems necessary.

## **XXVI. Officer Compensation Recoupment Policy**

Workday has adopted a policy, in compliance with the applicable rules of the stock exchange on which Workday is listed and the Exchange Act, that Workday will be required to seek recovery of certain incentive-based compensation awarded or paid to (i) specified current and former Section 16 officers upon any event in which Workday is required to prepare an accounting restatement due to the material noncompliance of Workday with any financial reporting requirement under the securities laws, and (ii) specified current and former Section 16 officers or members of Workday's Executive Committee in the event it is determined that such individual has engaged in misconduct, including material violation of Workday's Code of Conduct or applicable law, conduct constituting "Cause" under any Workday plan or agreement, or the commission of fraud, embezzlement, or other criminal activity in connection with employment.

Workday has also adopted a policy that provides for the recovery of all or any portion of the incentive-based compensation of certain designated members of executive management in the event that Workday restates its financial results as a result of fraud by such individual, and the compensation earned by the individual was based on achieving financial results in excess of what could have been earned by the individual based on the restated financial results, in all cases as determined by the Board. The recovery period extends up to three years prior to the date of the restatement, for periods after the effective date of the policy. The recovery of such compensation is in addition to, and separate from, any other relief available to Workday due to such individual's conduct.

## **XXVII. Board Confidentiality and Communications**

Consistent with their fiduciary duties, directors shall maintain the confidentiality of any nonpublic information received in their capacities as directors, including Board and Board committee communications, discussions, and materials. In addition, directors shall not speak with the media or consent to an interview regarding Workday without receiving prior approval from Workday management.

## **XXVIII. Amendments**

The Board may amend these Corporate Governance Guidelines, or grant waivers in exceptional circumstances, provided that any such modification or waiver may not be a violation of any applicable law, rule, or regulation and further provided that any such modification or waiver is appropriately disclosed.