

**WORKDAY, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**  
**(September 6, 2018)**

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 Secretary of Workday, the Chief Executive Officer, the Lead Independent Director or the Chair of the appropriate committee in advance of such meeting.

The Board monitors 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 corporate officers, acts as the management team’s advisor 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.

**II. Independence of the Board**

The Board will be comprised of a majority of directors who, in the business judgment of the Board, qualify as independent directors (“**Independent Directors**”) under the 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, in each case as such rules, regulations and listing standards may be amended from time to time, and these Corporate Governance Guidelines. 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 Chairman of the Board and Vice Chairmen 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 Chairman 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 Chairman 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 Chairman of the Board.

The Chief Executive Officer or Lead Independent Director will coordinate with the Secretary to schedule and set the agenda for meetings of the Board, as needed. The Lead Independent Director or, if the Lead Independent Director is not present, the Chief Executive Officer will chair such meetings. In addition, the Lead Independent Director will preside over executive sessions of Independent Directors, will serve as a liaison between the Chief Executive Officer and the Independent Directors, will be available, under appropriate circumstances, for consultation and direct communication with stockholders and will perform such 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**

Nominees for director will be selected on the basis of, among other things, independence, integrity, financial and other expertise, breadth of experience and relevant skills, knowledge about Workday's business or industry and willingness and ability to devote adequate time and effort to Board responsibilities in the context of the existing Board and committee composition, other areas that are expected to contribute to the Board's overall effectiveness and needs of the Board and its committees.

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.

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 his or her other professional responsibilities. However, the Board recognizes that the demands of such participation may vary substantially, and does not believe that any specific numerical limit on such participation is appropriate, so long as directors maintain sufficient attention and availability to fulfill their duties to Workday and comply with our conflict of interest policies.

## **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 a 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. If it is determined that a conflict of interest would materially impact a director's ability to fulfill his or her duties as 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. 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 Chief Executive Officer of such circumstances. The Board or Nominating and Governance Committee will consider the circumstances, and may in certain cases request the director to submit his or her resignation.

## **XI. Retirement Age**

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

## **XII. 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 recommendations for nomination for re-election, the Nominating and Governance Committee will consider director tenure.

## **XIII. Number and Composition of Board Committees**

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 committees 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.

## **XIV. 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 meetings 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 Chief Executive Officer regarding any applicable follow-up items from the executive session.

## **XV. Director Compensation**

Non-employee directors are eligible to receive compensation for service on the Board and its committees. 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.

## **XVI. 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.

## **XVII. Board Access to Officers and Employees**

The Board has full and free access to 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 Chief Executive Officer or 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.

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

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

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

Workday will make available to all directors background material on the company, meetings with senior management and visits to Workday facilities. 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.

## **XX. 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 determine if the Board and its committees are functioning effectively and in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making 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 Board and committee performance and whether any changes to these Corporate Governance Guidelines would be appropriate.

## **XXI. Chief Executive Officer Performance Review**

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 (collectively, "**Compensation**") of the Chief Executive Officer, the Chairman of the Board, and other executive officers, determined in accordance with Rule 16a-1(f) of the Securities Exchange Act, as amended, and such other executive management as are specified in the Charter of the Compensation Committee (together, the "**Executive Officers**"). 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. The Nominating and Governance Committee will also oversee the evaluation of Workday's management.

## **XXII. Succession Planning**

The Independent Directors of the Board plan for the succession of the Chief Executive Officer, Chairman 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 Chief Executive Officer, assess management needs and abilities of potential successors.

The Board will be responsible for identifying potential candidates for, and selecting, Workday's Chief Executive Officer, Chairman of the Board and Lead Independent Director. In identifying potential candidates for, and selecting, Workday's Chief Executive Officer, Chairman 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.

## **XXIII. Authority to Retain Advisors**

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

## **XXIV. 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.