

**CHARTER OF THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS OF WORKDAY, INC.**

(September 20, 2017)

**I. PURPOSE**

The purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Workday, Inc. (“*Workday*”) is:

1. to assist Board oversight of: (1) the integrity of the financial statements of Workday; (2) Workday’s compliance with legal and regulatory requirements; (3) the qualifications and independence of Workday’s independent registered public accountants (the “*Independent Auditors*”); and (4) the performance of Workday’s internal audit function (“*Internal Audit*”); and independent auditors;
2. to prepare the Committee report required under the rules of the Securities and Exchange Commission (the “*SEC*”) for inclusion in Workday’s proxy statement;
3. to monitor the periodic reviews of the adequacy of the accounting and financial reporting processes and systems of internal control that are conducted by the Independent Auditors, Internal Audit and Workday’s financial and senior management;
4. to review Workday’s major financial risk exposures and processes to manage risk;
5. to facilitate communication among the Independent Auditors, Internal Audit and Workday’s financial and senior management and the Board; and
6. to perform such other duties and responsibilities as are enumerated in and consistent with this charter.

**II. MEMBERSHIP**

1. Membership and Appointment. The Committee will consist of three or more members of the Board, with the exact number determined by the Board. All members will be appointed by, and will serve at the discretion of, the Board.

2. Independence. Each member of the Committee will be an “independent director” as defined under the applicable rules, regulations and listing requirements of the applicable stock exchange on which Workday is listed, as amended from time to time (the “*Exchange Rules*”), except as may otherwise be permitted by the Exchange Rules; and be “independent” as defined in Section 10A(m) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”) and Rule 10A-3 and any other rules and regulations promulgated by the SEC under the Exchange Act (“*SEC Rules*”), except as may otherwise be permitted by the SEC Rules.

3. Financial Literacy and Expertise. Each member of the Committee will have the ability to read and understand fundamental financial statements and meet the financial sophistication and experience requirements of the Exchange Act, the SEC Rules and the Exchange Rules. In addition, at least one member of the Committee will have prior experience in accounting, financial management or financial oversight, as required by the Exchange Rules, and be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K promulgated by the SEC. If a member serves on more than three public company audit committees, the Committee will review and make a determination whether such simultaneous service would impair the ability of such member to effectively serve on Workday’s Audit Committee.

4. Term. The members will each serve until their respective terms as members of the Board expire, subject to earlier resignation or removal by the Board.

5. Committee Chair. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “*Chair*”). If the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

6. Delegation. When appropriate, the Committee may delegate authority to one or more directors or authorized officers of Workday.

### **III. RESPONSIBILITIES AND DUTIES**

The principal responsibilities and duties of the Committee are set forth below. These duties are set forth as a guide with the understanding that the Committee will carry them out in a manner that is appropriate given Workday’s needs and circumstances. The Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that Workday’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Management is responsible for the preparation, presentation, and integrity of Workday’s financial statements, for the appropriateness of the accounting principles and reporting policies that are used by Workday and for establishing and maintaining internal control over financial reporting. The Independent Auditors are responsible for auditing Workday’s financial statements and, as required by applicable law, the effectiveness of internal control over financial reporting, and for reviewing Workday’s unaudited interim financial statements.

#### **Financial Statements and Disclosures**

1. The Committee will review and discuss with management and the Independent Auditors Workday’s quarterly and annual financial statements as required under the Exchange Act, and Workday’s disclosure under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

2. In connection with the Committee’s review of Workday’s annual financial statements, the Committee will:

- discuss the financial statements and the results of the Independent Auditors’ audit of the financial statements with the Independent Auditors and management;
- discuss with the Independent Auditors any items required to be discussed by Auditing Standard No. 16, *Communications with Audit Committees*, as adopted by the Public Company Accounting Oversight Board (the “*PCAOB*”), including an overview of the scope of the audit, the Independent Auditors’ judgments about the quality and appropriateness of Workday’s accounting principles, the reasonableness of significant judgments, the clarity of the disclosures in Workday’s financial statements and any significant audit problems or difficulties encountered during the course of the audit and management’s response;
- discuss significant issues, events and transactions and any significant changes regarding critical accounting policies (including the selection, application and disclosure thereof), practices, principles, judgments or estimates with Workday’s management and the Independent Auditors; and
- discuss any disagreements between Workday’s management and the Independent Auditors regarding financial reporting.

3. Based on the foregoing review and discussions, the Committee will recommend to the Board whether the annual financial statements should be included in Workday’s Annual Report on Form 10-K.

4. In connection with the Committee’s review of the quarterly financial statements, the Committee will:

- discuss with the Independent Auditors and Workday’s management the results of the Independent Auditors’ SAS No. 100, *Interim Financial Information* (Codification of Statements on Auditing Standards, AU § 722), or similar, review of the quarterly financial statements;
- discuss significant issues, events and transactions and any significant changes regarding critical accounting policies (including the selection, application and disclosure thereof), practices, principles, judgments or estimates with Workday’s management and the Independent Auditors; and
- discuss any disagreements between Workday’s management and the Independent Auditors regarding financial reporting.

5. Based on the foregoing review and discussions, the Committee will authorize management to file the quarterly financial statements in Workday’s Quarterly Reports on Form 10-Q.

6. The Committee will review, discuss and authorize management to issue Workday’s earnings press releases, as well as review and discuss financial information and earnings guidance.

**Internal Controls and Disclosure Controls and Procedures**

7. The Committee will periodically discuss with management the evaluation of Workday’s disclosure controls and procedures, and review the charter of any disclosure committee established by Workday (the “*Disclosure Committee*”).

8. In connection with the Committee’s review of Workday’s quarterly and annual financial statements, the Committee will review and discuss with Workday’s management, the Independent Auditors and Internal Audit management’s process for assessing, and reports on, the effectiveness of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act, including any significant deficiencies or material weaknesses identified and remediation plans with respect thereto.

9. In connection with the Committee’s review of Workday’s quarterly and annual financial statements, the Committee will inquire of Workday’s management as to the existence of fraud. If fraud is identified, the Committee will review the facts and circumstances of the fraud including whether the person committing the fraud has a significant role in Workday’s internal controls over financial reporting that are disclosed to the Committee.

10. The Committee will review and discuss any comments or recommendations of the Independent Auditors outlined in their annual management letter and the report (when required to be provided) on the effectiveness of internal control over financial reporting, as well as the characterization of any deficiencies in internal control over financial reporting and review any public disclosures describing identified material weaknesses and remediation plans for clarity and completeness. If appropriate, the Committee will approve a schedule for implementing any recommended changes and monitor compliance with the schedule.

11. The Committee will meet separately, periodically, with management and with the Independent Auditors. The Committee’s consultation with the Independent Auditors will be conducted out of the presence of Workday’s management, and will address internal controls, the fullness and accuracy of Workday’s financial statements and any other matters that the Committee or the Independent Auditors believe should be discussed privately with the Committee.

12. In consultation with management, the Independent Auditors and Internal Audit, the Committee will review Workday’s major financial risk exposures and the steps management has taken to monitor, control and report such exposures, including Workday’s procedures and any related policies, with respect to risk assessment and risk management.

13. The Committee will establish procedures for: (i) the receipt, retention and treatment of complaints received by Workday regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential anonymous submission by employees of Workday of concerns regarding questionable accounting or auditing matters, and oversee the review and resolution of any such complaints and submissions that have been received.

### **Internal Audit Function**

14. The Committee will review and approve the appointment and replacement, and oversee the activities of the head of Internal Audit, who will report directly to the Committee.

15. The Committee will review and discuss with management the performance, staffing, budget and responsibilities of Internal Audit, including compensation for the head of Internal Audit, and any recommended changes thereto.

16. The Committee will annually review Internal Audit, including the proposed audit plans for the coming year, and assess Internal Audit's independence from management.

17. The Committee will be informed of internal audit results that identify significant risk issues facing Workday.

18. The Committee will meet periodically with the head of Internal Audit, without members of management present.

### **Independent Auditors**

19. The Committee will be directly responsible for the appointment, compensation, retention or replacement, evaluation and oversight of the work of the Independent Auditors. The Independent Auditors will report directly to the Committee.

20. The Committee will review the continuing independence of the Independent Auditors, including:

- obtaining and reviewing, on an annual basis, the written disclosures and a letter from the Independent Auditors required to be disclosed by applicable requirements of the PCAOB regarding the Independent Auditors' communications with the Audit Committee concerning independence;
- reviewing and discussing with the Independent Auditors their independence, including the nature and scope of any relationships that are required to be disclosed;
- taking appropriate action to address any issues or relationships that the Committee believes compromise the independence of the Independent Auditors;
- ensuring the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit in accordance with Rule 2-01(c) of Regulation S-X, and considering whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm and reporting to the Board on its conclusions.

21. The Committee will conduct an annual review of the Independent Auditor's report describing the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the Independent Auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the Independent Auditor and Workday.

22. The Committee will set the policies for the hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of Workday, taking into account the impact of such policies on auditor independence.

23. The Committee will review the Independent Auditors' audit planning, scope and staffing.

24. The Committee will approve the fees and other compensation to be paid to the Independent Auditors and pre-approve all audit and non-audit related services provided by the Independent Auditors permitted by the Exchange Rules, SEC Rules and applicable laws or regulations. The Committee may establish pre-approval policies and

procedures, as permitted by the Exchange Rules, SEC Rules and applicable laws or regulations, for the engagement of the Independent Auditors to render services to Workday, provided that: (1) the policies and procedures are detailed as to the particular service; (2) the Committee is informed on a timely basis of each such service; and (3) the policies and procedures do not include the delegation of Committee responsibilities to management. Pre-approval authority may be delegated to one or more members of the Committee, provided that any pre-approval decision is reported to the Committee at its next scheduled meeting. The Committee will receive certain disclosure, documentation and discussion of non-prohibited tax services by the Independent Auditors based on PCAOB Rule 3524 or any successor, and for internal control related non-audit services based on PCAOB Rule 3525 or any successor.

25. The Committee will review and discuss with the Independent Auditors the reports delivered to the Committee by the Independent Auditors regarding:

- critical accounting policies, estimates and practices used;
- alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the alternatives, and the treatment preferred by the Independent Auditors; and
- other material written communications between the Independent Auditors and Workday's management, such as any management letter or schedule of unadjusted differences.

#### **Other**

26. The Committee will monitor compliance with Workday's Investment Objective and Policy Guidelines (the "***Investment Policy***"), and approve or recommend to the Board for approval any changes to such Policy.

27. The Committee will prepare a report to Workday's stockholders for inclusion in Workday's annual proxy statement as required by the SEC Rules.

28. The Committee will review and approve Workday's policies and procedures with respect to related party transactions, and will review related party transactions that are material or require disclosure and approve such transactions as required by such policies and procedures, other than transactions that are subject to review by the Board as a whole or any other committee of the Board.

29. The Committee will review with Workday's General Counsel legal matters and compliance issues that may have a material impact on Workday, and any material reports or inquiries received from regulators or governmental agencies.

30. The Committee will perform any other activities that the Committee deems necessary or appropriate consistent with its purpose, or that is required by applicable law, rules or regulations, and take other actions and perform and carry out any other responsibilities and duties delegated to it by the Board.

#### **IV. STUDIES AND ADVISERS**

The Committee may conduct, direct, supervise or authorize studies of, or investigations into, matters within the Committee's scope of responsibilities, with full and unrestricted access to all management and other employees, books, records, documents, and facilities of Workday. The Committee has the sole authority and right, at Workday's expense, to retain independent counsel and other consultants, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisers.

Workday will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for Workday;
- payment of compensation to any legal and other consultants, accountants, experts and advisers retained by the Committee; and

- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

## **V. MEETINGS, MINUTES AND REPORTS**

1. Meetings and Actions without a Meeting. Meetings of the Committee will be held at least once each quarter or more frequently, as determined appropriate by the Committee. The Chair, in consultation with the other member(s) of the Committee, will set or approve the dates, times and places of such meetings. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with Workday's Bylaws.

The Committee or the Chair may invite any director, executive or employee of Workday, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities.

2. Minutes. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board.

3. Reports. The Chair will report to the Board on a regular basis with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions.

## **VI. COMPENSATION**

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law, the Exchange Rules and the SEC Rules.

## **VII. REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER**

The Committee will evaluate the Committee's composition and performance on an annual basis and submit a report to the Board. The Committee also will review and reassess the adequacy of this Charter annually, and recommend to the Board any changes the Committee determines are appropriate.

## **VIII. PUBLICATION**

Workday will make this Charter freely available to stockholders on request and, provided that Workday is subject to the periodic reporting requirements of the Exchange Act, will publish it on Workday's web site.