

**CHARTER OF THE  
NOMINATING AND GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
WORKDAY, INC.**

**(September 20, 2017)**

**I. PURPOSE**

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

1. to ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and Workday, and to assist the Board with respect to corporate governance matters;
2. to identify, consider and recommend candidates for membership on the Board;
3. to review and recommend corporate governance policies, including the Corporate Governance Guidelines, for Workday;
4. to oversee the evaluation of the Board and management of Workday, including any recommendations regarding the structure and composition of the Board and Board committees; and
5. 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 two 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.

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.

### **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.

#### **Director Nominations**

1. Develop and recommend policies regarding the director nomination processes, including:
  - whether the Committee will consider any director candidates recommended by security holders, and any procedures to be followed by security holders in submitting such recommendations;
  - any specific minimum qualifications that the Committee believes must be met by a Committee-recommended nominee for a position on the Board and any specific qualities or skills that the Committee believes are necessary for one or more of the Board members to possess; and
  - the Committee's process for identifying and evaluating nominees for director, including nominees recommended by security holders, and any differences in the manner in which the Committee evaluates nominees based on whether the nominee is recommended by a security holder.
2. Identify, consider and recommend qualified candidates for Board membership, consistent with criteria approved by the Board.
3. Conduct an annual review of the independence of the non-employee directors and members of the Committee and the Audit Committee and Compensation Committee.
4. Consider nominations properly submitted by Workday's stockholders in accordance with the procedures set forth in Workday's Bylaws or determined by the Committee from time to time.
5. Recommend to the Board for selection all nominees to be proposed by the Board for election by the stockholders, including approval or recommendation of a slate of director nominees to be proposed by the Board for election at each annual meeting of stockholders, and, if requested by the Board, recommend all director nominees to be appointed by the Board to fill interim director vacancies.

#### **Corporate Governance**

6. Oversee the communication of, and compliance with, the Code of Conduct, consider waivers of the Code of Conduct requested for executive officers and directors and grant, or recommend that the Board grant, any waivers for executive officers and directors.
7. Periodically review Workday's Corporate Governance Guidelines, Code of Conduct, Policy on Trading in Securities, Whistleblower Policy and other policies promulgated by

Workday's management and recommend revisions for approval by the Board or management, as appropriate.

8. Receive reports from Workday's General Counsel of reports received pursuant to the Company's Whistleblower and Complaints Policy, the results of investigations undertaken in response to those reports and the remedial actions, if any, taken following the conclusion of any such investigations.

9. Oversee the evaluation of the Board and management of Workday on an annual basis, including an assessment of the Board and independent directors and any recommendations for improvements of the Board's operations.

10. Make recommendations to the Board that the Committee deems appropriate regarding committee member qualifications, committee member appointment and removal, committee structure and operations (including delegations), and committee reporting to the Board.

11. Make such recommendations to the Board and its committees as the Committee may consider necessary or appropriate and consistent with its purpose, and take such other actions and perform such other services as may be referred to it from time to time by the Board or required under the federal securities laws, rules and regulations of the Securities and Exchange Commission ("*SEC Rules*") and Exchange Rules.

#### **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 any search firm to be used to assist it in identifying director candidates, 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.

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

1. Meetings and Actions without a Meeting. Meetings of the Committee will be held at least twice each year 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 from time to time 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 compensation, 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 and 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.