

**WORKDAY, INC.**  
**WHISTLEBLOWER AND COMPLAINT POLICY**  
**(August 29, 2017)**

Workday, Inc. (“Workday”) is committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, Workday has adopted this Whistleblower and Complaint Policy (the “Policy”).

It is our policy to treat complaints about accounting, auditing matters, or deceptive financial practices seriously and expeditiously. This Policy is intended to encourage and enable employees and others to raise serious concerns within Workday. Directors, employees, contractors and consultants are encouraged to use the guidance provided by this Policy to report all known and suspected improper activities. This Policy is designed to provide a confidential or anonymous avenue of communication for reporting any improper activities. This Policy is also designed to recognize the Defend Trade Secret Act of 2016 (the “DTSA”) and the immunity the DTSA provides to any employee or individual performing work as a contractor or consultant for Workday, who discloses trade secret information as part of whistleblowing activity.

**I. Reporting Violations**

It is the responsibility of all directors, employees and contractors to comply with the Workday Code of Conduct (“Code”) and to report violations or suspected violations of: (i) the Code; (ii) any laws, governmental rules and regulations; and (iii) any accounting, internal accounting controls and auditing matters in accordance with this Policy.

Workday employees and contractors should share any questions, concerns, suggestions, or complaints with someone who can address them properly. In many cases, your manager will be in the best position to address an area of concern. However, if you are not comfortable speaking with your manager or you are not satisfied with your manager's response, you are encouraged to speak with an Ethics and Compliance Program Manager, the Chief People Officer, the head of Employee Relations, the head of Internal Audit, the General Counsel or a Deputy General Counsel.

Managers will promptly consider the information submitted to them and take appropriate action in accordance with the law, governmental rules and regulations and otherwise consistent with good business practice. Managers are required to report suspected violations of the Code to the General Counsel or a Deputy General Counsel. This includes complaints or reports received from persons outside Workday.

If you are not comfortable discussing the suspected violation with anyone directly, you may report the suspected violation confidentially and anonymously by the following means:

1. By clicking on <http://workday.silentwhistle.com> and following the instructions.

2. By e-mail to [ethics.compliance@workday.com](mailto:ethics.compliance@workday.com). Note: If you choose to report by email and wish to report anonymously, please take steps to ensure your anonymity is maintained.
3. By calling our ethics and compliance hotline: From within the United States, toll-free at (800) 325-9976 or +1 (678) 331-7256 (from outside the USA).

You may remain anonymous in reporting violations online or through our compliance hotline. Anyone reporting a suspected violation is encouraged to provide as much detail as possible regarding the subject matter of the complaint or concern, since the ability to investigate will be largely dependent on the quality and specificity of the information. The General Counsel or his designees will be responsible for reviewing, or overseeing the review, of any report of a suspected violation from any source. The General Counsel or his designees will promptly notify the sender and acknowledge receipt of the report, unless the report was submitted anonymously. You may contact the General Counsel at [generalcounsel@workday.com](mailto:generalcounsel@workday.com).

## **II. Statement of Non-Retaliation**

It is against Workday policy to retaliate against any person who provides truthful information to a law enforcement official concerning such person's reasonable good faith belief that a possible violation of any federal, state or foreign law has occurred. Workday will not permit any form of intimidation or retaliation by any employee or contractor of Workday against any person because of any lawful action to:

- provide information, cause information to be provided, or otherwise assist in an investigation regarding any conduct which the person reasonably believes constitutes a violation of laws, rules, regulations or any Workday policies; or
- file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or about to be filed relating to a violation of any law, rule or regulation.

The prohibited forms of retaliation include, but are not limited to, discharge, demotion, suspension, threats, harassment or any other manner of discrimination with respect to a reporting person's terms or conditions of employment based on lawful actions of such person with respect to a good faith report or cooperation or assistance with an investigation conducted by Workday.

Specifically, with respect to the disclosure of a trade secret, an employee, contractor or consultant shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that (i) is made (a) in confidence to a federal, state, or local government official or to an attorney; and (b) solely for the purpose of reporting or investigating a suspected violation of law; or (ii) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

Further, an employee, contractor or consultant who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual files

any document containing the trade secret under seal; and does not disclose the trade secret, except pursuant to court order.

### **III. Statement of Confidentiality**

In cases in which an individual reports a suspected violation in good faith and is not engaged in the questionable conduct, Workday will attempt to keep discussions and actions relating to such suspected violation confidential to the greatest extent possible and in compliance with applicable privacy laws and regulations. All reports and records associated with complaints or reports made under this Policy are considered Workday confidential information and access will be restricted to members of the Board of Directors, Workday's internal and external legal counsel, Workday's Internal Audit department, and others involved in investigating or addressing a complaint or report described by this Policy. Access to reports and records may be granted to other parties at the discretion of the General Counsel.

### **IV. Investigation and Record Keeping**

Employees should not independently conduct their own investigation but instead should make their complaint or report by following the procedures in this Policy. The General Counsel or his designees will coordinate the prompt investigation and resolution of all reports and ensure that corrective action, as necessary and appropriate, is taken. All records of the report of a suspected violation will be reviewed, investigated and evaluated by the General Counsel or his designees as deemed reasonably necessary.

### **V. Retention of Records**

The General Counsel or his designees will maintain a record of all complaints and reports, tracking their receipt, investigation and resolution. Workday will preserve records of complaints and reports made under this Policy for a period of time to be determined by the General Counsel. After the established retention period, the records may be disposed of in accordance with Workday policy.

### **VI. Reporting to Board Committees**

The General Counsel will make a presentation with respect to all reports of suspected violations to the Nominating and Governance Committee ("N&G Committee"), or, with respect to suspected accounting violations, any compliance issues that may have a material impact on Workday's financial statements, and any material reports or inquiries received from regulatory or government agencies, the Audit Committee ("Audit Committee"). At each such meeting, management will report on the nature of all applicable reports received since the prior Committee meeting. If the General Counsel determines that reporting prior to the next scheduled Committee meeting is necessary or appropriate, he will contact the chairperson of the Committee, or such other person designated by the Committee, to decide whether an earlier evaluation is warranted.

## **VII. Policy Administration**

The N&G Committee is responsible for reviewing this Policy and confirming that the procedures contained in this Policy are in place. It may request reports from Workday executives about the implementation of this Policy and take any other steps in connection with that implementation as it deems necessary. The N&G Committee will recommend changes to this policy to the Board, subject to input from the Audit Committee in the case of any amendment that affects the procedures established for (i) the receipt, retention and treatment of complaints received by Workday regarding accounting, internal accounting controls or auditing matters or (ii) the confidential, anonymous submission by employees of Workday of concerns regarding questionable accounting or auditing matters.