



Code of Conduct

Living Our Values Every Day

[START](#)



We Speak Up



We Foster



We Protect



We Act



We Compete



We Respect



We Care

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Workday Code of Conduct

March 2019

Preface

Workday has six core values that are the foundation for our work and relationships with each other. “Integrity” is our most fundamental value. We say what we mean and mean what we say. We are honest, open, equitable, and trustworthy and strive to do the right thing in every instance.

Most of the time, the right conduct is obvious. But some situations can seem ambiguous. The Code of Conduct helps us understand how to operate our business ethically, with integrity, so we can focus on our other core values: providing a great work environment for employees, providing outstanding service to customers, delivering innovative products and services, having fun at work, and achieving long-term profitability.

This Code helps guide you to the behaviors that make Workday successful each and every day. As you act for our company, remember that you are not just at work, you are at Workday. Embracing the Code is part of the commitment we make to Workday and to each other. Failing to comply with the Code could put you, your colleagues, and Workday at risk and, accordingly, could result in disciplinary action and even dismissal.

The Code is an important resource for knowing your responsibilities as you act on behalf of Workday.

Aneel Bhusri

David Duffield





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Introduction

This Code of Conduct (the “Code”) describes Workday’s core values and Workday’s expectations for how you act when conducting business on Workday’s behalf. Workday is committed to acting ethically and conducting business in compliance with all applicable laws. Although the Code does not explicitly address every issue or situation you may encounter at Workday, it contains the guidelines, rules, and principles that must be followed when you are acting on Workday’s behalf. We expect all employees, Board members, and contractors (collectively “Workmates”) to know and follow this Code.

Workday Core Values

Our core values are our guiding principles. They provide a framework for leadership, daily decisions, and employee satisfaction. Our values are more than aspirations; they define who we are:

 <p>Employees</p> <p>Fulfillment of employees’ professional and personal aspirations is our top priority.</p>	 <p>Customer Service</p> <p>We pull out all the stops to make the satisfaction of our customers a reality.</p>	 <p>Innovation</p> <p>We are inventive in the way we approach all aspects of our business.</p>
 <p>Integrity</p> <p>We honor our commitments, treat everyone fairly, and are open and honest.</p>	 <p>Fun</p> <p>We work hard, play hard, and have a sense of humor.</p>	 <p>Profitability</p> <p>We believe that economic success helps us create the best tools, solutions, and services.</p>

Everyone’s Responsibilities

Workmates are responsible for recognizing ethical issues and doing the right thing in all business activities. Familiarize yourself with all Workday policies and the applicable Employee Handbook (or comparable employment policies). These describe in greater detail Workday’s expectations for how employees act at work. Follow the controls that apply to you and your role, even if you feel pressured to do otherwise. From time to time, issues may arise where the right ethical choice isn’t clear. Seek guidance if you have questions or concerns. Report concerns if you see something that doesn’t seem in line with the Code or our values.

Management Responsibilities

If you supervise others, lead by example and always demonstrate the highest standards of behavior. Create an environment where team members understand their responsibilities and feel comfortable raising issues and concerns without fear of retaliation. If an issue is raised, take prompt action to properly address the concerns and correct problems that arise.

Ensure that Workmates under your supervision understand the Code and that at Workday conducting business ethically is most important, even if behaving ethically means sacrificing a desirable business outcome.

Making Good Decisions

Before taking a business action, ask yourself the following questions:

- Is the action legal, ethical, and socially responsible?
- Does the potential conduct comply with the spirit of the Code and Workday values?
- Would Workday be embarrassed if the behavior were to become known internally or publicly?
- Might another person have helpful input?



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We Speak Up—and Raise Our Hands

When in doubt, reach out! There are many resources to help you follow the Code or report a concern about any potential violations of the Code. The following teams are available to ensure that your question, issue, or concern is addressed in a timely and meaningful manner:

Managers and Senior Leadership are available to answer questions and are generally most familiar with Workday’s guidelines that apply directly to the business activities in your organization.

Ethics & Compliance helps promote an organizational culture of ethical behavior and compliance with the law and is responsible for oversight of the Code.

✉ Ethics@workday.com ✉ Privacy.Compliance@workday.com

People & Purpose can explain and answer questions about employment, benefits, and workplace issues.

✉ For general questions on P&P programs, you can submit your question or request to P&P on [Service Hub](#).

✉ Report workplace issues or Code of Conduct concerns to ask.peoplepurpose@workday.com.

Workday Legal can help explain and interpret this Code and provide guidance about how to conduct business on behalf of Workday.

✉ Legal@workday.com ✉ GeneralCounsel@workday.com

Internal Audit is available to answer questions about policies related to financial, company controls, and accounting matters.

✉ vpinternalaudit@workday.com

Our confidential Ethics & Compliance Hotline is available 24 hours a day, seven days a week. It is independent, secure, and confidential. In most regions, Workmates can choose to remain anonymous but are encouraged to identify themselves and to provide as much information as possible so Workday can conduct an efficient and effective investigation of the reported issue.

✉ Speak Up Online - speakup.workday.com

☎ Speak Up Helpline - (800) 325-9976 (for calls outside the United States, visit speakup.workday.com)

Workday prohibits retaliation in any form against anyone who, in good faith, reports any matter described above or who assists in the investigation of a reported issue. Any acts that appear to be retaliatory should be immediately reported to your manager or any of the listed teams above.

Workday will act promptly to investigate any reports of violations of the Code or the law. As these situations are often difficult, any reports will be addressed with appropriate sensitivity and confidentiality. All Workmates who report, are witness to, or are accused of a Code violation must cooperate fully with Workday’s investigation. Issues will be addressed directly with the individuals involved, as appropriate.



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We Foster—a Safe and Inclusive Workplace

A Workplace Built on Respect and Inclusivity

At Workday we believe that a supportive and inclusive workplace where everyone feels valued and included is key to great products, happy customers, and an enduring company. We believe that diversity—including different backgrounds, experiences, perspectives, insights, and skills—fuels innovation and creates a broader connection to the world. Valuing inclusion promotes belonging in the workplace, and creating equal opportunities for all Workmates helps make Workday a great place to work.

All Workmates are expected to maintain a respectful workplace culture that is free of harassment, intimidation, bias, and unlawful discrimination of any kind.

Workday Is an Equal Opportunity Employer

Workday does not unlawfully discriminate in any employment decisions, including hiring, compensation, promotion, discipline, or termination. This includes discrimination on the basis of “protected characteristics.” Workday is also committed to providing reasonable accommodations to qualified individuals with disabilities and individuals with sincerely held religious beliefs and practices.

Protected characteristics include:

- Age
- Ancestry
- Color
- Gender (including pregnancy, childbirth, or related medical conditions)
- Gender identity or expression
- Genetic information
- Marital status
- Medical condition
- Mental or physical disability
- National origin
- Protected family care or medical leave status
- Race
- Religion (including beliefs and practices or the absence thereof)
- Sexual orientation
- Military or veteran status
- Other considerations protected by federal, state, or local law



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Preventing Discrimination and Harassment

Workday strives to maintain a professional environment based on respect, tolerance, and inclusion. Discrimination or harassment will not be tolerated. Our zero-tolerance policy extends to all Workmates as well as vendors, suppliers, contractors, consultants, and customers.

Speak up if you experience or witness any violation of this policy. No adverse employment action will be taken against any person for making a good-faith complaint or report of discrimination or improper conduct, assisting in an investigation, or exercising rights under applicable laws. Retaliation against any person for any such protected activity will not be tolerated.



Learning Link:

[Whistleblower and Complaint Policy](#)
[Harassment, Discrimination, and Bullying Policy](#)

Drug-Free Workplace

Workday strives to maintain a professional, drug-free work environment. Use of alcohol, illegal drugs, or controlled substances, whether on or off the job, can detract from work performance, efficiency, safety, and health and seriously impair a Workmate's contributions to Workday. Specifically, Workday policy prohibits:

- Possession or use of an illegal or controlled substance or being under the influence of an illegal or controlled substance while on the job
- Driving a vehicle while on Workday business while under the influence of alcohol or an illegal or controlled substance
- Distribution, sale, or purchase of an illegal or controlled substance while on the job



Learning Link:

See your applicable Employee Handbook or comparable employment policies.

Moderate consumption of alcohol by legal-age individuals at Workday-sponsored events is permitted. Everyone involved must exercise good judgment, act in a professional and responsible manner, and follow directions provided for the sponsored event. Attendance at Workday social events is not mandatory, and Workmates who choose to attend should not be pressured to consume alcoholic beverages.

Health and Safety

Workday is committed to providing a healthy and safe work environment for Workmates and others. Everyone is expected to be safety-conscious at all times and to report all work-related injuries or illnesses as well as any hazardous or unsafe conditions. In addition, Workday will not tolerate any violent behavior at the workplace and prohibits bringing weapons to any Workday facility, events, or customer sites.



Inspiring Integrity

Immediately report any work-related injuries or illnesses and/or any safety or security threats to Global Workplace Safety at +1.925.701.5555 or +353 (1) 707.6655 and safety@workday.com.



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We Protect—Privacy, Confidentiality, and Company Property

Keeping Information Secure

We are committed to handling all confidential and proprietary information with great care and in compliance with applicable laws.

Workday Confidential and Proprietary Information

Workmates routinely learn information that is confidential and/or proprietary to Workday, our customers, our suppliers, and/or our partners. The confidential and proprietary information with which you are entrusted is extremely important to Workday and to others.

You are expected to keep all confidential and proprietary information “under wraps” unless and until that information is released to the public through approved processes. This means that you may not discuss confidential or proprietary information with others, including family, friends, and even other Workmates, unless those fellow Workmates have a legitimate business need to know the information.

You should also take great care not to disclose confidential or proprietary information inadvertently.



Inspiring Integrity

Be smart about what you publicly say or write about Workday.



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Employee Privacy

Workday respects all Workmates' privacy and will protect Workmate personal and confidential information.



Learning Link:

[Workday Internal Privacy Policy](#)

Respecting the Privacy of Others

Workday takes the data privacy of our customers, prospects, partners, and website visitors extremely seriously. It is your responsibility to familiarize yourself with the internal policies and contractual responsibilities that are applicable to the personal data to which you have access and to comply with those responsibilities.

Workday is also committed to privacy in the products we build, services we deliver, and data we use. Workday follows Privacy Principles that reflect our [core values](#)—specifically customers, integrity, and innovation—in all we do: Put Privacy First, Innovate Responsibly, and Safeguard Fairness and Trust.

Workday Assets and Resources

Workday provides Workmates with information and technology (IT) resources so they can most effectively perform their jobs. These resources are Workday's property and must be used in a manner that reflects positively on Workday and all who work here.



Inspiring Integrity

Use good judgment when using Workday equipment; always ensure that personal use does not interfere with your work environment or in any way violate our policies.

Limited personal use of IT resources is permitted but must not interfere with Workmates' work performance or the work performance of others.



Learning Link:

[Workday Acceptable Use Policy](#)

Workday reserves the right to monitor and inspect the use of its information and technology resources.



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We Act—with Integrity

Workday expects everyone acting on its behalf to perform their duties with integrity and in an honest and ethical manner.

Gifts and Business Entertainment

Workday purchases others' products and services on the basis of price, quality, and service. We expect our customers to purchase Workday services on the same basis. Accordingly, all business dealings must be impartial, objective, and free of corruption and improper influence.



Inspiring Integrity

Never offer or accept loans, stock, cash, or gift cards (e.g., AMEX, Visa, Mastercard) for more than nominal value.

Moderate, proportional, and properly recorded business entertainment and gifts can create goodwill and sound working relationships. However, before any gift or business entertainment is offered or accepted by any employee, family member of an employee, or agent, it must first meet all of the following criteria:

- Not cash or a gift card (for more than nominal value)
- Consistent with customary business practices
- Reasonable in value
- Open and transparent
- Cannot reasonably be construed as a bribe or payoff
- Does not violate any laws, regulations, or applicable policies of the other party's organization

You may not receive any income or material gain from a third party in connection with the performance of your Workday duties, with the exception of nominal gifts.



Learning Link:

[Workday Anti-Corruption Policy](#)



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Conflicts of Interest

Workmates are expected to act, at all times and in all ways, in the best interest of Workday while performing their job duties. To put it simply, Workmates must avoid conflicts of interest.

A conflict of interest exists when loyalties to Workday are impacted by personal interests or the interests of a third party. All Workmates must use good judgment and consult with others to avoid situations that create actual, potential, or perceived conflicts of interest. The best practice in any situation that appears to present a conflict of interest is to not act until you can discuss the situation with your manager, our Legal Department, or Ethics & Compliance. Failure to avoid or disclose any actual or potential conflicts will result in disciplinary action, up to and including termination of a Workmate's employment.

Potential conflicts of interest are not uncommon or necessarily prohibited, so long as they are properly disclosed and managed. They can appear in many different forms, including:

- Personal investments in companies that directly compete with or are similar to Workday, or that Workday has invested in
- Outside employment, advisory roles, board seats, or personally owned businesses
- Business opportunities found through Workday duties
- Transacting Workday business with family members or other related persons
- Accepting excessive gifts, entertainment, or other business courtesies related to your role at Workday, either directly or through a family member or a close friend
- Entering into a personal relationship with a subordinate, supervisor, or manager unless such relationship is disclosed to an uninvolved manager and to People & Purpose
- Workday's investing in a company in which you are a stockholder or a director

If Workday determines that the activity interferes with your ability to perform your role or it poses an actual conflict of interest for Workday, we may ask you to terminate the activity.



Inspiring Integrity

Transparency is key. Having a conflict of interest does not necessarily violate the Code, but not disclosing the conflict does. Speak with your manager or Ethics & Compliance to disclose.



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Preventing Improper Payments

Workday is truthful and transparent in our interactions with customers, and we do not influence their decisions through improper payments.

Corruption harms our customers in many ways, including sometimes causing them to pay more than they should. Winning and preserving customers' trust every day is more important than any benefit we might get from doing business improperly.

Inspiring Integrity

Always report activity or payments that even appear to be ethically questionable.



At Workday we never secure business through a bribe, kickback, or other improper benefit.

- We refuse to offer or pay bribes or kickbacks to anyone.
- We prohibit corrupt payments of all kinds, including payments to secure permits or approvals, and small payments to speed up a routine government process (often known as a “facilitating payment”).
- In any deal, we avoid hidden terms or arrangements and reduce complexity wherever possible.
- We use partners that have a reputation for integrity, and we report signs that a representative is unethical or could be paying a bribe.
- We make sure that any gifts, hospitality, or travel we offer to government officials or customers is reasonable and appropriate.
- We hire candidates based on their merits and do not make hiring decisions to benefit a customer or a government official.
- If we make charitable donations, we do so to support a legitimate charitable cause, not as part of an exchange of favors.
- We never solicit gifts or other business courtesies.



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We Compete—Fairly and Honestly

Sales and Advertising

Workday competes on the merits and quality of our products and services. Workday’s communications with customers or potential customers must be truthful and accurate. We must be able to substantiate what we say about our products and services. All promotional, advertising, and marketing materials must go through the appropriate approval process for publishing information.

Competitive Information and Fair Competition

Workday believes in free and open competition and outperforming our competitors fairly and honestly with superior products and services.

Never seek or use the following:

- Information about a competitor’s bid
- Proprietary information that has been copied, drawn, or photographed
- Information about a former employer solicited from an employee
- Information containing technical or engineering data that may be protected by trade secret laws

We achieve business success through fair competition by:

- Avoiding any formal or informal agreements with competitors that limit competition in any way
- Respecting the competitive business process by not fixing or rigging any bidding process or helping others to do so
- Not dictating the prices our independent partners charge their customers



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Workday Intellectual Property

Innovation is a core value, and everyone at Workday works hard to create intellectual property. We value highly the new technical inventions, new product and business ideas, concepts, creative content, and other information we produce. If we do not identify or take adequate steps to protect this intellectual property, Workday will risk losing its related rights and competitive advantages.



Learning Link:

[Open Source Policy](#)

Protecting the Intellectual Property of Others

Workday competes fairly. Accordingly, you may not possess or use nonpublic information belonging to another company without that company's permission. This rule applies to information of competitors and former employers.

To protect yourself and Workday, don't accept confidential information from other companies without first having all parties sign an appropriate nondisclosure agreement approved by our Legal Department. If you inadvertently come into possession of a third party's confidential information, contact our Legal Department immediately.

When creating content such as slides, presentations, or diagrams, you must do the creating. Workmates must not use, copy, or incorporate content owned by others into Workday materials without appropriate permissions.



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We Respect—Laws and Regulations

Playing by the Rules

At Workday we play by the rules. That means we conduct our business in accordance with our core values and in compliance with applicable national, state, and local laws and regulations.

Compliance with Laws and Regulations

Workday conducts its business in many countries, and the Code cannot cover all applicable laws, regulations, and legal requirements. It is nevertheless essential that Workday comply with all regulatory and legal requirements, in the countries Workday operates in as well as those where Workmates travel. Workmates must familiarize themselves with applicable laws and regulations.

When there is a difference between a legal requirement and the Code, always apply the more stringent standard. Follow our Legal Department's advice regarding any action or inaction that would violate a law or regulation or present a substantial risk of noncompliance.

Trade Laws

Although Workday does not ship many physical products, Workmates do need to be mindful of export restrictions and trade laws, as they still can apply to software applications. Knowing whom we can do business with and what information to share or ship between countries and geographic regions is required, given Workday's position as a global company. We need everyone to be mindful of the following:

- Export controls, especially those that relate to information and technical data we may transmit from country to country
- Economic sanctions that keep us from doing business with certain countries, entities, or individuals from those countries
- Illegal boycotts and the sometimes veiled requests to participate in them



Inspiring Integrity

If you don't know whether trade or export controls might apply or what those rules are in a particular case, DON'T GUESS. Ask before you act.



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Insider Trading

Workday shares information with Workmates so that we can successfully perform our roles. At times you may receive confidential information regarding Workday or its customers, suppliers, or partners before it is made available publicly to outside investors.



Learning Link:

[Workday Policy on Trading in Securities](#)

Workday’s employees, officers, directors, agents, and contractors must not trade, or tip others to trade, in Workday’s or another company’s securities while in possession of material, nonpublic information about that company.

Inspiring Integrity

You should not trade in a company’s securities if you have material nonpublic information about that company. This includes Workday and other companies.



Material means that an average investor would find the information important in making an investment decision. Nonpublic means that it’s confidential information not yet shared with the public. Buying or selling securities by using this type of information—or tipping others to buy or sell—is a violation of insider trading laws and Workday policy.

Inspiring Integrity

Sign only documents, including contracts, that you are authorized to sign and believe are accurate and truthful. If you aren’t sure, ask!



Inspiring Integrity

Create and maintain business records that accurately reflect the truth of the underlying transaction. This helps us ensure that our financial statements are accurate.

Accurate Records

The public relies on Workday to provide complete, timely, accurate, and understandable information. This also helps us make smart business decisions and meet our financial, audit, and other regulatory obligations. All Workmates are responsible for the accuracy of Workday’s records and financial statements and must always:

- Create and keep truthful, clear, and accurate financial records
- Follow Workday’s expensing, contracting, and purchasing requirements and obtain appropriate authorization
- Never record false or sham transactions, and avoid side letters
- Preserve, retain, and dispose of records appropriately, including in compliance with legal or other hold requests
- Cooperate with audits and investigations
- Never hide the true nature of any transaction
- Report any activity you believe is questionable

Workmates with financial reporting responsibilities have special ethical obligations to act with the highest levels of honesty and integrity, avoid conflicts of interest, and promote accountability to this Code. It is important for these individuals to be able to recognize significant risks; know when to seek legal advice; and promptly report to the Chief Executive Officer, the General Counsel, and/or the Chair of the Audit Committee any conduct believed to be a violation of laws, business ethics, or any provision of this Code.



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Government Relationships

Workday values its excellent relationships with national, regional, state, and local governments and has developed those relationships by working fairly and honestly with officials and others wherever it operates.

Workmates must be truthful and straightforward in their dealings with governments and may not direct or encourage anyone to provide false or misleading information to any government agent or representative.



Learning Link:

[Public Sector Business Engagement and Interaction Policy](#)

Workmates should also keep in mind the following:

- When doing business with government agents, employees, or officials, be mindful of local laws, customs, and norms.
- Any gifts or business entertainment proposed with or received from government officials must first be discussed with your manager, Ethics & Compliance, or our Legal Department.
- Charitable donations should never be made with any intent to win improper influence over a business decision.
- You may not make or commit to political contributions on behalf of Workday.
- Never direct or encourage anyone to destroy records relevant to an investigation.

Public Disclosures

All information disseminated outside of Workday (for example, to the media, investors, or the general public) must be accurate, complete, and consistent. All disclosures in public or regulatory communications must be full, fair, accurate, timely, and understandable.

Information about Workday or its business activities should be shared only by an approved Workday spokesperson. Please refer press inquiries and industry analyst inquiries to the Workday Corporate Communications team and financial and investment questions to the Workday Investor Relations Department. Do not attempt to answer these questions yourself, and be sure to advise your manager of the inquiry. Our [Social Media Guidelines](#) provide more detail on discussing Workday online.

If a member of the media or someone not associated with Workday appears unexpectedly at a Workday facility, event, or colocation center and asks to shoot video or take photographs or makes other inquiries, immediately report it and do not discuss any Workday business with any such person.



Inspiring Integrity

If a member of the media (newspaper, radio, TV), analyst community (financial or industry), or social media community (blogger, pundit) reaches out to you, please do not respond. Instead, contact your manager, Workday Corporate Communications, or the Legal Department.



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We Care—About Our Communities

Corporate Social Responsibility

Workday believes in the fundamental dignity of every human being and in respecting individual rights. As we conduct business around the world, we are committed to respecting human rights.

In all of our operations:

- We condemn the use of forced labor and exploitative child labor and expect our suppliers to fully respect this principle.
- We respect employees' lawful freedom of association.
- We compensate our employees fairly to help ensure that basic needs may be met and provide our employees with opportunities to develop their knowledge, skills, and abilities.
- We hire, compensate, promote, discipline, and provide other conditions of employment based solely on an individual's qualifications and performance. We do not discriminate, at any level of Workday, on the basis of protected characteristics.
- We provide a safe and healthy work environment.
- We work to continuously improve our environmental performance by establishing goals that reduce the environmental impact of our business activities.

Political Contributions

You may support the political process through personal contributions, but they may not be on behalf of Workday. You also may volunteer your personal (not work) time to the candidates or organizations of your choice, as long as it does not use any Workday resources such as telephones, company email, computers, or supplies.



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Charitable Contributions

Workday encourages our employees to volunteer and give back to their community by offering fundraising and volunteerism matches to organizations in which our employees are personally involved. However, as with political activities, employees may not use Workday resources to personally support charitable or other nonprofit institutions not specifically sanctioned or supported by Workday.

Inspiring Integrity

Contact Workday Global Impact (Giving and Doing) with questions about Workday community activities and permissible use of Workday resources.



Taking Responsibility to Reduce Our Resource Impact

Workday believes that success is measured not only in financial terms but also in how we operate in the context of our community and our physical environment. We believe that companies must assume responsibility for their impact on the global ecosystem.

Please read our [“Global Impact Report”](#) to learn more about the topics that are important in our effort to build a successful company while positively impacting the environment.



Learning Link:

[Environmental Sustainability Policy](#)

Global Impact

Through the Workday Foundation and the Workday Global Impact Department, we take pride in giving back to our communities in a variety of ways, both locally and around the globe. Our community investments of time, expertise, and direct contributions are core to our Workday culture.

We have three main priorities that guide our community investments:

- *Workmate contributions:* We support Workmates who want to become involved in their community.
- *Pro bono contributions:* We devote Workmate time and talent to help solve social issues through skills-based consulting projects.
- *Philanthropic contributions:* We invest in workforce development initiatives to increase economic self-sufficiency for underserved populations.



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Administration, Waiver, and Amendment

The Workday Board of Directors has established the standards of business conduct contained in this Code and, directly or through its committees, oversees compliance. Workday's General Counsel has been given the responsibility of ensuring adherence to the Code and, while serving in this capacity, reports directly to the Board of Directors and its committees.

Workday is committed to continuously reviewing and updating our policies and procedures. Therefore, this Code is subject to amendment by the Board of Directors or its delegates. Any waiver of any provision of this Code must be approved in writing by the General Counsel or, with respect to directors and executive officers, the Board of Directors and will be promptly disclosed as required by federal securities laws and applicable stock exchange rules.



March 18, 2019