

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

**(September 20, 2017)**

**I. PURPOSE**

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

1. to evaluate and recommend to the independent directors of the Board for approval the compensation of the Chief Executive Officer (the “*CEO*”), the Chairman of the Board (the “*Chairman*”) and all other directors of Workday;

2. to evaluate and recommend to the independent directors of the Board for approval the compensation of Workday’s executive officers, determined in accordance with Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended, and other executive management (together with the CEO, the “*Executive Officers*”) of Workday;

3. to review and provide general oversight of Workday’s compensation structure, including incentive compensation plans and benefits programs;

4. to review and make executive compensation-related disclosures required by the Securities and Exchange Commission (the “*SEC*”);

5. to conduct an assessment of executive talent and succession planning for further consideration by the Board; and

6. to perform 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 from time to time by the Board. All members of the Committee will be appointed by, and will serve at the discretion of, the Board.

2. Independence. Each member of the Committee will be: (i) an “independent director” as defined under the applicable rules, regulations and listing requirements of the applicable stock exchange in which Workday is listed, as amended from time to time (the “*Exchange Rules*”), except as may be otherwise permitted by the Exchange Rules; (ii) a non-employee director, as defined in Rule 16b-3 under Section 16 of the Securities Exchange Act of 1934, as amended; and (iii) an “outside director” in accordance with the rules promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended.

3. 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.

4. 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 will designate a Chair by their majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

5. Delegation. When appropriate, the Committee may delegate authority to, authorized officers of Workday, who need not be members of the Committee.

### **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.

1. CEO and Chairman Compensation and Performance Evaluation. The Committee will annually review and approve corporate goals and objectives relevant to the salaries, cash-based incentive compensation, and equity-based compensation, as applicable (collectively, “*Compensation*”) of each of Workday’s CEO and Chairman, evaluate the performance of each of them in light of these goals and objectives, and either as a Committee or together with the other independent directors of the Board determine and approve the compensation of the CEO and Chairman based on this evaluation. The CEO and Chairman may not be present during voting or deliberations regarding their compensation.

2. Executive Officer Compensation and Performance Evaluation. In addition, the Committee will review and approve, or recommend that the Board approve, the Compensation of Executive Officers other than the CEO and, in conjunction with the Nominating and Governance Committee, evaluate the performance of such Executive Officers. Among the factors that the Committee may consider when evaluating the Compensation of such Executive Officers are (a) the recommendations of management with respect to compensation of such Executive Officers, (b) the recommendations of the Board or any Board member, (c) consistency with Workday’s compensation strategy, (d) internal equity considerations, (e) competitive practices, and (f) applicable legal, accounting, tax and regulatory considerations.

3. Employment Arrangements. The Committee will approve, or recommend that the Board approve, the entering into or amendment or extension of any offer letter, employment contract, severance or change-in-control arrangement or similar arrangement with any Executive Officers.

4. Compensation Strategy. The Committee will annually review Workday’s overall compensation strategy, including base salary, incentive compensation and equity-based grants, to ensure that it promotes stockholder interests and supports Workday’s strategic and tactical objectives, and that it provides for appropriate rewards and incentives for Workday’s management and employees. If desirable or required under any rules or regulations of the Securities and Exchange Commission (“*SEC Rules*”), the Committee will review whether

Workday's compensation structure encourages undue or inappropriate risk taking by Workday personnel.

5. Incentive Compensation Plans. The Committee will review, adopt and amend, or make recommendations to the Board with respect to, all incentive-compensation and equity-based plans that are subject to Board approval and in which any Executive Officer participates, and the cash amounts and aggregate numbers of shares reserved for issuance thereunder, after taking into consideration Workday's strategies with respect to cash-based and equity-based compensation. The Committee will review and approve, or make recommendations to the Board with respect to, any corporate goals, objectives and performance targets applicable to such plans to which any Executive Officer is subject. In addition, if required by the terms of such plans, the Committee will administer and interpret Workday's incentive-compensation and equity-based plans and agreements thereunder, and may delegate such authority to the extent such delegation is permitted.

6. Equity Awards. The Committee will review and approve equity awards to the CEO and Chairman and review and approve, or recommend that the Board approve, equity awards to the Executive Officers other than the CEO. The Committee may approve, delegate, or recommend that the Board delegate, to one or more Executive Officers of Workday the authority to make equity awards to non-Executive Officers; provided that the price per share of any option award in accordance with the foregoing delegation is no less than the fair market value of Workday's common stock on the date of grant; and provided further, that such equity awards will be subject to any equity award guidelines adopted by the Board or Committee.

7. Benefit Programs and Perquisites. The Committee will monitor the effectiveness of non-equity based benefit programs, in particular benefit programs in which Executive Officers may participate. If required by the terms of such plans, the Committee will administer and interpret any non-equity based benefit plan, and may delegate such authority to the extent such delegation is permitted. In addition, the Committee will review and approve policies and procedures relating to perquisites of Executive Officers.

8. Director Compensation. The Committee will recommend to the Board, for determination by the Board, the form and amount of compensation to be paid or awarded to Workday's directors, including compensation for service on the Board or on committees of the Board, which may include additional compensation for committee chairs and Vice Chairmen of the Board. Such compensation may include retainers or per meeting fees. The Committee will also review and approve, or delegate to management, the form and amount of consideration to be paid or awarded to members of Workday's CEO Advisory Board and any equity awards awarded to members of the EMEA Advisory Board.

9. Succession Planning. The Committee will work with the Nominating and Governance Committee or the independent directors of the Board to conduct a review of potential successors to Executive Officer positions, including an overall assessment of executive talent. The Committee will also review other leadership and management processes upon request of the Board.

10. SEC Disclosures. The Committee will (i) review and discuss with management Workday's Compensation Discussion and Analysis report, and any other "say on pay" voting material to be included in the proxy statement and make a recommendation to the Board with respect to the inclusion of such material in applicable filings with the SEC; (ii) review and approve the selection of peer companies used for compensation analysis and best practices in compensation methodologies, competitive practices and trends; and (iii) approve a Compensation Committee report for inclusion in Workday's SEC filings.

11. Say-on-Pay Votes. The Committee will consider and determine, or make recommendations to the Board regarding, the frequency with which stockholder votes on executive compensation ("say-on-pay" votes) should occur, as well the frequency with which say-on-pay votes will be included in Workday's proxy statements pending the next such say-on-pay vote. In connection with its evaluation of the Compensation of Executive Officers, the Committee will consider the results of the most recent say-on-pay vote, if applicable, and make any adjustments to compensation practices for Executive Officers as it deems appropriate in response thereto.

12. Regulatory Compliance. The Committee will oversee Workday's compliance with regulatory requirements associated with compensation of its directors, Executive Officers and employees. In addition, the Committee will assist the Board and management of Workday in complying with the prohibitions against personal loans to or for any director or Executive Officer.

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

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

The Committee may conduct, direct, supervise or authorize studies of, or investigations into, matters within the Committee's scope of responsibility, 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, compensation 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. In connection with the retention of such advisers (other than in-house legal counsel), and annually thereafter, the Committee will consider the factors related to the independence of such advisers, including with respect to each such adviser (or the adviser's employer): (a) the provision of other services to Workday by such adviser (or their employer); (b) the amount of fees received from Workday, as a percentage of the total revenue of such adviser (or their employer); (c) the policies and procedures of such adviser (or their employer) that are designed to prevent conflicts of interest; (d) any business or personal relationship of such adviser (or their employer) with a member of the Committee or an Executive Officer; (e) any shares of Workday capital stock or other Workday securities owned by such adviser (or their employer); and (f) such

other factors as the Committee deems relevant or as may be required from time to time by SEC Rules or Exchange Rules.

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

1. Meetings. The Committee will meet at least twice per 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 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 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 will also 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 Securities Exchange Act of 1934, as amended, and will publish it on Workday's web site.