

March  
2023

# Okta Code of Conduct

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Okta, Inc.

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100 First Street

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San Francisco, CA 94105

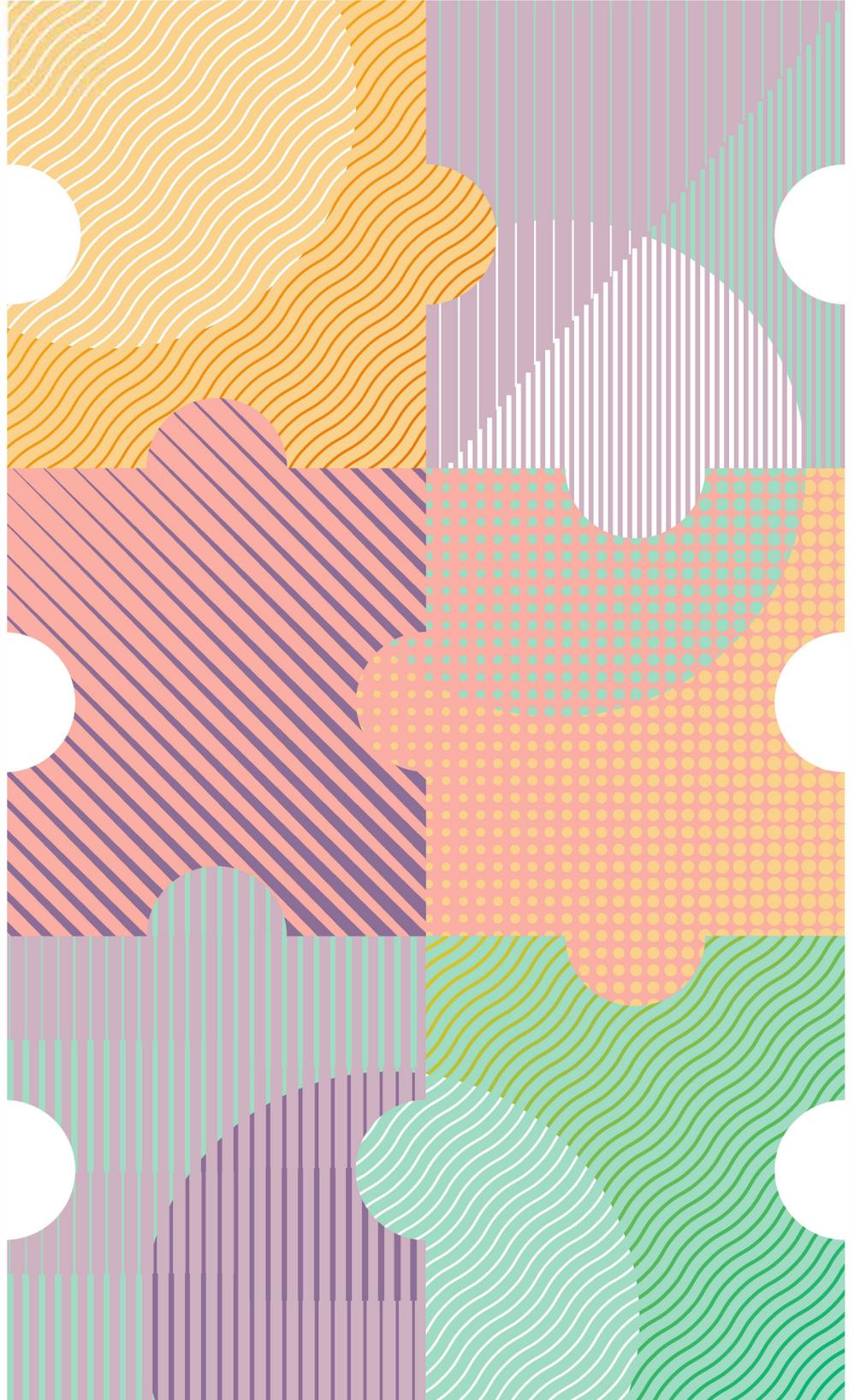
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info@okta.com

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1-888-722-7871

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**okta**

## A message from our CEO



Fellow Oktanauts,

At Okta, we adhere to a set of core values that serve as the foundation for how we conduct business and interact with each other. We act with integrity and transparency, we foster innovation, and we empower our people to do the right thing for our company, our customers, and our communities. Our vision to free everyone to safely use any technology depends on our ability to safeguard the identities of our customers' workforces and consumers. Trust is at the core of this responsibility, so it follows that acting with integrity and transparency are guiding principles for how we work with each other, our customers, our partners, and extended community as we help build a world where identity belongs to you.

Although we know that doing the right thing is often obvious, this Code of Conduct provides a guide to help you ensure that you are making decisions that are aligned with our core values and ethical business operations, and that your actions continue to build trust with our customers, our partners, and each other. We are all builders and owners of our company and culture, and Okta's success depends on all of us continuing to foster a supportive, honest, and transparent culture. To that end, each of us has a responsibility to follow the letter and spirit of this Code.

Thank you all for your contributions to Okta, our culture, and our growth!

A handwritten signature in black ink that reads "Todd McKinnon". The signature is stylized and fluid, with a long horizontal line extending from the end.

**Todd McKinnon**

CEO and Co-Founder

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## 01

# We take ethical conduct seriously

## Before taking a business action, consider the following questions:

- Is it legal, ethical, and socially responsible?
- Is it consistent with both the letter and the spirit of the Code, our other company policies, and our core values?
- Would I be comfortable if it appeared publicly on the internet?
- Is it the right thing to do?
- Am I confident that it would not harm my or Okta's reputation, negatively impact my ability to do my job, or potentially harm Okta?

If the answer to any of these questions is "no," then you should avoid taking the action or seek guidance through the channels set forth below.

## Our responsibilities under the Code

This Code of Conduct (the "Code") provides resources and information to help guide our business decision-making in thoughtful, legal, and ethical ways and in accordance with our core values. Everyone at Okta – including directors, officers, employees, and contractors of Okta, Inc. and its subsidiaries – is required to read, understand, and follow the letter and spirit of the Code, as well as the applicable policies and guidelines referred to in each Code section and linked on our Policies and Procedures intranet page. We also expect our partners and others who may perform work for us to follow the Code to the extent it applies to their work with us or on our behalf.

We take this responsibility seriously, and failure to comply with the Code or our other policies and guidelines may result in disciplinary action, up to and including termination of your relationship with Okta.

### The Code and the law

We are subject to many different laws internationally, including those relating to employment, governance, compliance, data privacy, and security. The Code and our other policies and guidelines are intended to help you navigate applicable laws and regulations, and in many instances, the Code and our policies and guidelines exceed Okta's legal requirements. However, if you are located outside the United States and the laws and regulations in your country impose stricter requirements than those contained in the Code, you should comply with such laws and regulations. When local customs or business practices differ from the policies and procedures described in the Code, you should seek guidance from your local People business partner or your Legal partner before conforming to local customs or business practices.

### Responsibilities of managers

As company leaders, our employees in a managerial role have a special responsibility to uphold our values and set the right tone for their teams. If you are a manager, you should:

- Lead by example and hold to the highest ethical and professional standards;
- Ensure that each person on your team understands and complies with the Code and our other policies and guidelines;
- Cultivate an environment where team members feel comfortable raising concerns without fear of retaliation;
- If approached with a question or concern regarding the Code or any other policy, listen carefully to make sure you understand the question or concern, ask clarifying questions for additional information, seek help if needed and take prompt action to address and resolve the issue;
- Escalate matters that may indicate a violation of law, the Code, or any other Okta policy through the appropriate reporting channels listed below.

**To seek guidance or ask a question about the Code or any other Okta policy, you can reach out to:**

- Your manager
- The Employee Relations team via the Employee Relations section of your [People Portal](#)
- Your People business partner
- The Chief People Officer
- The Ethics & Compliance team at [ethics@okta.com](mailto:ethics@okta.com)
- Another resource specifically identified in an applicable section of the Code

**To request a waiver under the Code:**

- Reach out to the Compliance Officer, or his or her designee, who will review the request and escalate to the Board or Audit Committee as required (see also “Administration and waivers” below)

**To request a required approval (e.g., for potential conflicts of interest) under the Code:**

- Reach out to your manager or the Ethics & Compliance team at [ethics@okta.com](mailto:ethics@okta.com)

## We seek guidance and raise concerns

We believe asking questions and raising concerns helps us listen, learn, correct course, and strengthen our ethical culture. We all benefit when we are empowered to prevent mistakes or wrongdoing by speaking up and asking questions. If you encounter a scenario where you have a question about the Code’s applicability or are unsure of the best course of action, you should seek guidance from one of the resources listed in this section.

### Good faith reporting and non-retaliation

Consistent with our core values, we encourage you to speak up if you experience or witness any potential violation of the Code or other Okta policies. We will not take or tolerate any retaliation against any person who makes a good faith complaint or report of improper conduct, assists in an investigation, or exercises rights under applicable laws. If you witness or are subject to any acts that appear to be retaliatory, you should immediately report this through the channels listed in this section.

To report a potential violation of law, the Code or any other Okta policy, you can reach out to the resources listed in the sidebar and/or:

- Contact the Chair of the Audit Committee by sending a letter to our San Francisco, California headquarters, with attention to the Board Audit Committee Chair.
- Submit a report through EthicsPoint, Okta's third-party hosted, confidential ethics reporting system, online at [okta.ethicspoint.com](https://okta.ethicspoint.com) or by phone at (844) 231-3575 or the number listed for your country on the website. Note that reports via EthicsPoint may be made anonymously (depending on local laws); however, we encourage you to include enough relevant information so that we may conduct the most thorough investigation possible.
- For matters involving accounting, internal accounting controls, auditing, anti-corruption, or securities laws, also see our Audit Committee Complaint Procedures.

We will investigate any reports of violations of the Code or the law, as warranted, and reports will be addressed with appropriate sensitivity and confidentiality. All Okta employees who report, are witness to, or are accused of violations of the Code or other Okta policies are required to cooperate fully with the company’s investigation.

## 02

## We value and empower our people

**For more information, see our:**

- Equal Employment Opportunity and Affirmative Action Statement
- Policy Prohibiting Harassment, Discrimination, Bullying and Retaliation
- State of Inclusion at Okta Annual Report

**For more information:**

- See our Workplace Services page
- Reach out to our [Global Safety and Security team](#)

## We foster diversity and prohibit discrimination, harassment and bullying

At Okta, we believe our people are our most valued asset, and we are committed to creating and maintaining a diverse and inclusive culture in which we celebrate our differences. We believe our culture and core values are critical to our continued success and innovation.

Okta is an Equal Opportunity Employer, and we prohibit discrimination on the basis of race, religion, color, sex, gender identity, sexual orientation, age, medical condition, physical or mental disability, national origin, veteran status, or any other basis covered by applicable law. We make all employment decisions on the basis of qualifications, merit, and business need.

All Okta employees and contractors, as well as those with whom we do business, must maintain a respectful workplace culture that is free of harassment, intimidation, bias, and unlawful discrimination of any kind.

If you believe you've been discriminated against or harassed by anyone at Okta, or by a partner, vendor, or other person, immediately report the situation to your manager or the People team. Managers who learn of any such situation must immediately report it to the People team or the Ethics & Compliance team at [ethics@okta.com](mailto:ethics@okta.com).

## We create a workplace that is safe and secure

We are committed to protecting the health and safety of our employees, contractors, and visitors, and you play a critical role in helping us meet this objective. We require our employees, contractors, and others to comply with health and safety laws and Okta's policies, and to report all work-related injuries or illnesses as well as any hazardous or unsafe conditions.

We do not tolerate violence in the workplace, which may include physical intimidation, direct or implied threats to physically harm others, bullying, stalking, or violent outbursts. Weapons of any kind are prohibited at Okta offices, events, or customer sites when visiting on behalf of Okta. In the event of a potential violent or dangerous situation, you should immediately contact local law enforcement and report it promptly to our Global Safety and Security team, your manager, the People team or the Ethics & Compliance team at [ethics@okta.com](mailto:ethics@okta.com).

## 03

## We operate with transparency

### Examples of scenarios where conflicts of interest may arise:

- Engaging in outside employment or consulting activity
- Serving on an advisory board or board of directors of another company
- Using Okta opportunities, information, property, time, resources, relationships, position, or services to benefit another entity, individual, or yourself
- Transacting Okta business with relatives, significant others, or close friends
- Doing work that competes with Okta's business
- Holding an ownership interest in companies that compete or partner with Okta, or in which Okta has invested
- Accepting gifts, entertainment, or favors related to your role at Okta, either directly or indirectly

## We avoid conflicts of interest

We have an obligation to always do what's best for Okta. We recognize and respect your right to engage in outside activities that you may deem proper and desirable, provided that these activities do not impair or interfere with the performance of your duties to Okta or your ability to act in Okta's best interests. In most, if not all, cases this will mean that you must avoid situations that present a potential, actual, or perceived conflict between your personal interests and Okta's interests.

A "conflict of interest" occurs when your personal interests (or the interests of your family member) interfere, or appear to interfere, with your ability to perform your job responsibilities. Conflicts of interest may arise in many situations, directly or indirectly. Each individual's situation is different and in evaluating your own situation, you should consider all of the relevant factors to ensure that you conduct business in an honest and ethical manner. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with Okta, must be disclosed promptly to the Ethics & Compliance team at [ethics@okta.com](mailto:ethics@okta.com).

The Code does not attempt to describe all possible conflicts of interest that could develop but common conflicts from which you must refrain are set out below. Keep in mind that as circumstances change, a situation that previously did not present a conflict of interest may become one.

### Outside employment, advisory roles, and board seats

We expect that our employees will not engage in outside employment, advisory positions, board seats, or other affiliations with the company's competitors, customers, vendors, or business partners if engaging in these activities could, or could appear to, influence your judgment in a way that could harm Okta. You must notify and obtain approval from your manager before accepting or engaging in any of these opportunities. You should also be aware that you continue to be bound by confidentiality and invention assignment obligations you have in place with Okta even if you are permitted to engage in outside business activities.

### Corporate opportunities

You owe a duty to Okta to advance its legitimate business interests when the opportunity to do so arises and must not:

- divert to yourself or to others any opportunities that are discovered through the use of Okta's property or information, or as a result of your position with Okta;
- use Okta's property, information, or your position for improper personal gain; or
- directly compete with Okta.

## Financial opportunities

Holding a significant or controlling financial interest in one of Okta's competitors, vendors, partners, or customers could influence or appear to influence your judgment and create a conflict of interest. Financial interests that are or may pose a potential conflict of interest require approval from the Ethics & Compliance team at [ethics@okta.com](mailto:ethics@okta.com).

### For more information:

- See our Anti-Corruption Policy
- See our Travel & Expense, and Gifts & Entertainment Policy
- See our Government Gift Policy
- Reach out to [expenses@okta.com](mailto:expenses@okta.com)
- Reach out to our Government Affairs and/or [Public Sector Legal](#) teams

## Gifts and entertainment

Exchanging gifts and entertainment can, in some cases, create a conflict of interest or unfair bias that could be seen as an attempt to influence business decisions.

Although infrequent and moderate business meals and entertainment with customers or other third parties can be appropriate aspects of some business relationships, you must ensure that they don't create the appearance of impropriety and are in compliance with our Travel & Expense, and Gifts & Entertainment Policy and our Anti-Corruption Policy. In addition, offering or providing anything of value, including but not limited to gifts or entertainment, to a U.S. government official (as defined in our Government Gift Policy) raises special considerations and must be in compliance with our Government Gift Policy as well as U.S. federal, state, and local law and regulations. If you have any questions about whether providing or receiving a gift creates a conflict of interest, please reach out to [expenses@okta.com](mailto:expenses@okta.com). If your question relates to offering or providing anything of value to a U.S. government official, please include our Public Sector Legal team on the request.

## Political contributions

Corporate contributions to political campaigns are strictly regulated by federal, state, provincial, and local law in the United States and other jurisdictions. Accordingly, all political contributions proposed to be made with Okta's funds or on Okta's behalf must be coordinated through and approved by the Government Affairs team and the Compliance Officer, or his or her designee, and must comply with applicable law. Without the prior approval of the Government Affairs team and the Compliance Officer, or his or her designee, you may not use any of Okta's funds for political contributions of any kind to any political candidate or holder of any national, state, provincial, or local government office. As a general matter, these requirements do not restrict individuals from making personal political contributions, so long as they do not represent that they are making any such contribution on Okta's behalf. Additional restrictions on individual political contributions may apply in countries outside the United States, and in certain states and localities within the United States. If you have questions about whether an individual contribution may implicate such laws, please reach out to our Government Affairs team and the Ethics & Compliance team at [ethics@okta.com](mailto:ethics@okta.com).

## We maintain financial integrity, and accurate records and accounting

The integrity, reliability, and accuracy in all material respects of Okta's books, records, and financial statements are fundamental to our continued business success. You may only enter into authorized business transactions, and you must accurately and truthfully document each business transaction. You may not cause Okta to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, you may not create any false or artificial documentation or book entry for any transaction entered into by Okta. Similarly, officers and employees who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets, liabilities, and transactions on Okta's books and records. If you are notified that the documents in your possession are relevant to an anticipated or pending litigation, investigation, or audit, follow the guidelines set forth in the notification and do not alter or conceal any documents covered by the notification.

## 04

## We act with integrity

**For more information, see our:**

- Anti-Corruption Policy
- Travel & Expense, and Gifts & Entertainment Policy
- Government Gift Policy

**For more information, see our:**

- Export Controls and Economic Sanctions Compliance Program

## We comply with applicable laws, rules, and regulations

We strive to conduct our business in compliance with all applicable laws, rules, and regulations in all of the countries in which we conduct business. You may not engage in any unlawful activity in conducting Okta's business or in performing your day-to-day company duties, nor should you instruct others to do so. You are obligated to conduct business ethically and to use good judgment. If you have questions about the legal requirements in a particular country, you should contact the Ethics & Compliance team to ensure compliance with local laws and Okta's policies.

### Anti-corruption and anti-bribery laws

We conduct our business in compliance with all applicable laws related to anti-corruption and bribery, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and similar anti-corruption laws of other nations (together, the "Anti-Corruption Laws"). Failure to comply with these laws may result in civil and/or criminal fines to the company and other collateral consequences, as well as significant harm to the company's reputation. Such a failure may also result in civil and criminal penalties being imposed on you.

We prohibit our directors, officers, employees, representatives, agents, and business partners around the world from engaging in bribery, kickbacks, or corrupt conduct in any way related to our business. You are required to strictly comply with our Anti-Corruption Policy, the Anti-Corruption Laws, and all other applicable anti-bribery and anti-kickback rules and regulations in the course of your work on behalf of Okta. You may not directly or indirectly offer, authorize, promise, direct, or provide anything of value to any person, including any government official, for the purpose of improperly influencing that person to assist Okta in obtaining or retaining business or securing an improper business advantage. You are also prohibited from ordering, authorizing or assisting someone else in making such corrupt payments, or conspiring to make a corrupt payment.

### International trade controls

Many countries regulate international business activities, such as imports, exports, and international financial transactions. In addition, U.S. antiboycott laws prohibit and penalize any cooperation with unsanctioned international economic boycotts. We comply with these laws and regulations even if such compliance may result in the loss of certain business opportunities. If applicable to your work on behalf of Okta, you are expected to learn and understand the extent to which U.S. and international trade controls apply to transactions conducted by Okta.

**Examples of prohibited conduct under antitrust and competition laws include:**

- Agreeing with competitors or partners about pricing (price fixing)
- Agreeing with competitors to coordinate bids (bid rigging)
- Agreeing with competitors to boycott a particular customer or supplier
- Sharing competitively sensitive information with competitors
- Agreeing with other companies not to hire their respective employees

**For more information, see our:**

- Public Sector Legal page
- Anti-Corruption Policy
- Travel & Expense, and Gifts & Entertainment Policy
- Government Gift Policy
- Reach out to our Government Affairs and/or [Public Sector Legal](#) teams

**For more information, see our:**

- Modern Slavery Act Transparency Statement

**Antitrust and competition laws**

We must comply with antitrust and competition laws throughout the world, which are designed to ensure a fair and level competitive playing field for all companies. The antitrust laws prohibit agreements that would restrain trade, including, for example, price fixing where competitors agree to charge a certain price for products, bid rigging, and colluding with competitors. If you ever learn of or are involved in discussions where these topics come up, you must immediately contact the Ethics & Compliance team at [ethics@okta.com](mailto:ethics@okta.com). Failure to comply with antitrust and competition laws can lead to significant risk to Okta and individual employees.

**Environmental laws**

We have a long-term commitment to climate action and becoming a sustainable company. We comply with all applicable environmental laws and regulations, promote the sustainable use of resources, and strive to increase our use of renewable energy and reduce our environmental impact. Please see our [Social and Environmental Responsibility](#) webpage to learn more about our Environmental, Social and Governance (“ESG”) priorities and key initiatives.

**Interacting with government entities and officials**

We do business with government entities in the United States and around the world. Government entities are highly regulated, so there are unique legal, ethical, and other requirements that apply to Okta and our employees in connection with providing services to government entities and interacting with government officials. All employees who support our government customers or interact with government officials must understand and comply with all applicable Public Sector Legal policies. All interactions with government officials that are not sales-related require oversight from our Government Affairs team.

**Human rights**

We believe in the fundamental dignity of every human being and respect the protection of human rights. We uphold all applicable human rights laws, rules, and regulations, including those pertaining to child labor, modern slavery, and human trafficking, and we expect our vendors, partners and others who provide services on our behalf to adhere to the same strict standards. We condemn all forms of child or forced labor and prohibit unlawful discrimination. Please see our [Social and Environmental Responsibility](#) webpage to learn more.

**For more information, see our:**

- Insider Trading Policy

**Examples of material nonpublic or inside information may include:**

- Proposed acquisitions or joint ventures
- New products or pricing changes
- New or lost customers or partners
- Positive or negative earnings
- Significant litigation matters or a pending regulatory action
- Changes in senior leadership

## We do not trade on inside information

From time to time in the course of your work on behalf of Okta, you may have or receive material information about Okta or other companies that has not been disclosed publicly (“inside information”). Information is considered material if there is a substantial likelihood that a reasonable investor would consider the information important in deciding whether to buy, sell, or hold a stock or other security, or if the information is likely to have a significant effect on the market price of the security. If you have inside information about Okta or another company, you must refrain from trading in that company’s stock, advising anyone else to do so, or communicating the information to anyone (i.e., “tipping”) until the information is disseminated to and absorbed by the public or is no longer material. For additional information, refer to our Insider Trading Policy. If you have questions or are uncertain of the requirements of the policy, you should contact the Insider Trading Compliance Officer, or his or her designee.

# 05

## We protect our innovation

**Confidential information encompasses many types of data – financial, product, employee, customer, vendor, and partner – including the following examples:**

- Potential acquisitions or investments
- Nonpublic financial data or projections
- New product and marketing plans
- Contracts, sales and pricing data
- Proprietary source code
- Personnel records
- Internal communications
- Lists of existing or potential customers and partners
- Personal data (see also “We safeguard data privacy” below)
- Usage data

**For more information:**

- See our Information Security Policy
- Reach out to [security@okta.com](mailto:security@okta.com)
- [See our Privacy & Product Legal page](#)

## We respect confidentiality

Confidential information generated and gathered in Okta’s business plays a vital role in our operations, prospects, and ability to compete. In our culture of transparency, many of us need and have access to Okta’s and our business partners’ confidential, proprietary information in order to perform our jobs and contribute to Okta’s and our customers’ success. With the benefit of access to confidential information also comes the obligation to provide the highest level of protection to that information. You may not disclose or distribute Okta’s, or any customer’s, or other business partner’s confidential information, except when disclosure is authorized by Okta or required by applicable law, rule, or regulation or pursuant to an applicable legal proceeding. You may use confidential information solely for legitimate company purposes and must return to the company all of Okta’s and our business partners’ confidential information and proprietary information when you cease to be employed by or to otherwise serve Okta. In addition, you should be thoughtful to share confidential information only with other Okta employees who have a need to know it for a legitimate business reason. Additional obligations apply to personal data and customer data, see the Privacy & Product Legal page for more information.

Similarly, we respect the obligations our employees may have to protect the confidential information of their former employers, and you are prohibited from bringing or using such information in your role at Okta. If you inadvertently obtain confidential information of another company, contact the Ethics & Compliance team at [ethics@okta.com](mailto:ethics@okta.com). Use of such information could be damaging to Okta, is prohibited by Okta policy and may be prohibited by applicable law.

## We protect our intellectual property and ensure proper use of our assets

One of our core values is to “Never stop innovating.” Our business is driven by innovation, and our intellectual property (e.g., our source code, patents, trademarks, and trade secrets) is a valuable asset that provides us with a competitive advantage. Protecting our intellectual property and other valuable information is critical to our business. If you suspect any misuse or inappropriate disclosure of our intellectual property, you should report this immediately to the Compliance Officer, or his or her designee. We also respect the intellectual property rights of others. Inappropriate use of others’ intellectual property may expose Okta and you to criminal and civil liability. Seek advice from the Ethics & Compliance team at [ethics@okta.com](mailto:ethics@okta.com) before soliciting, accepting or using proprietary information from others, or allowing others to use or access Okta’s proprietary information.

In addition to our intellectual property, our assets also include our information

systems, computers, servers, other equipment, and communication facilities. Loss, theft, and misuse of these assets have a direct impact on our business and financial performance. You are expected to protect Okta's assets that are entrusted to you and to protect Okta's assets in general. You are also expected to take steps to ensure that Okta's assets are used only for legitimate business purposes, except for limited personal use of technology resources that does not interfere with your work performance or the work performance of others. Note that Okta reserves the right to monitor and inspect the use of its information and technology resources.

**For more information:**

- See our Privacy & Product Legal page
- Reach out to [privacyops@okta.com](mailto:privacyops@okta.com)

## We safeguard data privacy

We make commitments to protect customer data, personal data, confidential information, and the systems that process such data. All personnel are expected to follow global privacy laws, secure, access, use, and share personal data only in accordance with the law and our policies, and honor individuals' choices with respect to their personal and confidential data. Failure to comply with the law and our policies for confidential and personal data can result in significant liability for us and loss of trust from our customers. Examples of personal data and private communications data may include:

- Individually identifying health information;
- Family members' names;
- Employee ID or government ID number;
- Contact information such as email addresses or telephone numbers;
- Credit card or personal financial account information;
- IP addresses/device IDs;
- Customer message detail records;
- Customer email communications;
- Call or video recordings or transcriptions.

For more information, review the training and policies applicable to your situation linked on our Privacy & Product Legal page.

**For more information:**

- See our Insider Trading Policy
- See our Social Media Policy
- Reach out to our [Public Relations team](#)
- Reach out to our [Investor Relations team](#)

## We communicate appropriately

Our commitment to building and maintaining a strong reputation and brand means that all information disseminated outside of Okta (for example, to the media, investors, or the general public) must be accurate, complete, and consistent. To that end, all inquiries from the media and industry analysts must be directed to our Public Relations team, and all inquiries from investors or the investment community must be directed to our Investor Relations team. You should never discuss Okta with the media, investors, or analysts unless you have been explicitly authorized to do so by the Public Relations team or the Investor

Relations team. You also must obtain approval from your manager and the Public Relations team before accepting any public speaking engagement where you will discuss Okta, its products or services, or your role.

Additionally, responses to inquiries from a government agency must be truthful and provide accurate information. Upon receiving this type of request, you must reach out to our Government Affairs team and the Ethics & Compliance team at [ethics@okta.com](mailto:ethics@okta.com) before responding.

Our Social Media Policy provides more guidance on discussing Okta online. We should be thoughtful in our online communications and ensure that we:

- Do not disclose any confidential information or trade secrets;
- Do not comment on legal matters;
- If discussing the company or Okta products, be transparent about your relationship with the company and be clear that your statements are your own opinion, not those of the company;
- Do not post anything that might be viewed as a threat, harassment, or bullying;
- Do not post anything that may be perceived as disrespectful to our customers, clients, suppliers, partners, or competitors.

## 06

## Administration and resources



### Administration and waivers

Our Board of Directors (the “Board”) has established the standards in the Code and, directly or through its Audit Committee, oversees its compliance. The Board has delegated day-to-day responsibility for administering and interpreting the Code to our Chief Legal Officer, who is designated as the Code’s “Compliance Officer.”

It is rare for anyone to be exempted from any part of the Code, regardless of seniority or position. Any waiver of any provision of the Code for a director, executive officer, or senior financial officer must be approved by the Board or the Audit Committee, and promptly disclosed as required by applicable law and stock exchange rules. Waivers of the Code for other employees or contractors must be approved by the Compliance Officer, the Board, or the Audit Committee. For the avoidance of doubt, manager pre-approval of outside business activities as described in Section 3 does not constitute a waiver under the Code.

Note that the Code is a statement of certain fundamental principles, policies, and procedures that govern you in the conduct of Okta’s business, and is not intended to and does not create any rights in any employee, customer, client, visitor, supplier, competitor, stockholder, or any other person or entity.

### Other policies and guidelines

Okta maintains other policies and guidelines that may provide further guidance on matters covered by the Code or address conduct not covered by the Code. We have noted applicable corporate policies and guidelines throughout the Code. You can access these and other policies and guidelines on our intranet or request copies from your manager or your People business partner.

You may encounter situations that do not fall within a particular scenario mentioned in the Code or our other policies and guidelines. In these situations, we rely on one another’s good judgment, guided by our core values and the letter and spirit of the Code, to do the right thing and uphold a high standard of integrity for Okta and ourselves. If you see something that you think isn’t right or you aren’t sure of the best course of action, remember that your manager, the People team and the Ethics & Compliance team are here to help.

(Effective as of March 21, 2023)