



Dear Business Partner:

Okta partners (be that our resellers, sub-resellers, referral partners, distributors, technology partners, professional services providers, managed service providers and global systems integrators or others as well as any party providing goods or services to or on behalf of Okta) together with their employees, agents, and subcontractors (collectively referred to as “Partners”), in collaboration with Okta, Inc. and our affiliated companies (collectively “Okta”), serve our customers. It is important for Okta that Partners embrace and continually improve on Okta’s values. While conducting business with Okta and Okta’s customers, Okta expects its Partners to commit to operating in full compliance with all applicable laws and regulations, and to adhere to the principles outlined in this Partner Code of Ethics and Business Conduct (the “Code”).

This Code is designed to help you understand Okta’s business values and your responsibilities. You should read this Code carefully and in its entirety, share it with all personnel who will be working with or supporting Okta, and expect to reference it frequently as a guide to making the right decisions as an Okta Partner.

In addition to reviewing this Code, it is your obligation to attend, and ensure that any of your staff conducting business with, or on behalf of, Okta attend, compliance training as may be required by Okta, seek guidance on compliance issues as they arise, and report suspected or actual violations of this Code or of applicable laws to Okta immediately. Failure to comply with applicable laws may result in civil and/or criminal fines, as well as significant harm to goodwill and business reputation.

Okta may enforce violations of this Partner Code of Conduct by taking such action(s) as it deems appropriate, including suspension or termination of the Partner’s relationship with Okta in the manner described in the applicable agreement(s) between Okta and the Partner.

This Code is not intended to reduce or limit in any way, the other obligations that you may have under local law and regulations, or the contractual obligations that you have with Okta. To the extent you operate outside the United States and the laws and regulations in your country of operation impose stricter requirements than those contained in this Code, you should comply with such laws and regulations. When local customs or business practices differ from the policies and procedures described in this Code, you should ask your primary Okta contact to obtain written permission from an authorized Okta Compliance or Legal team member before conforming to local customs or practices in a way that would represent a violation of this Code.

The success of your partnership with Okta depends upon the commitment that you, as a Partner, make to understand and uphold Okta’s values and to behave ethically in all business dealings. As a Partner, you are expected each day to make the commitment to uphold the standards of business conduct outlined in this Code. We appreciate your support in serving our customers and in making Okta the Identity Standard.

Sincerely,

Okta

## **PARTNER CODE OF ETHICS AND BUSINESS CONDUCT**

### **1. Introduction**

How we conduct business and treat others is critical to the success of Okta, Inc. and its affiliated companies (collectively, “Okta”). Integrity, professionalism, and the honest and ethical conduct of business are core values of Okta. This Partner Code of Ethics and Business Conduct (“Code”) is designed to affirm our commitment to these values and provide guidance on how to uphold these values in all our business operations. It applies to all our business partners, including resellers, sub-resellers, referral partners, distributors, technology partners, professional services providers, managed service providers and global systems integrators, as well as any vendors, suppliers or any other parties providing goods or services to or on behalf of Okta and includes all subsidiaries and other business entities controlled by such business partners worldwide together with their employees, agents, and subcontractors (collectively, “Partners”).

This Code covers a wide range of topics, along with many basic principles regarding our business practices, but it cannot cover every issue that may arise. Okta’s policies and procedures are a further resource for Partners. Partners must use good judgment and common sense in everything they do on behalf of Okta. Partners must ask questions of their primary Okta contact if they are unsure about any aspect of this Code or its application to them in any situation and obtain written approval for any exceptions to this Code from an authorized Okta Compliance or Legal team member (email approval is acceptable).

### **2. Compliance with Laws, Rules and Regulations**

While conducting business with Okta customers, or otherwise for, on behalf of or in connection with Okta business, Partners will conduct all activities in accordance with applicable law, with integrity, fairness, respect and in an ethical manner, in addition to in compliance with this Code.

Partners must be committed to full compliance with the laws, rules, and regulations of the countries in which they operate or which they are subject to as a result of their business practices. Partners have an obligation to comply with all laws, rules, and regulations applicable to their business. Further, Okta expects Partners to read and understand Okta policies and procedures, attend training sessions as requested by Okta, and ask questions when uncertain about applicable laws, rules, and regulations. Partners must use good judgment and common sense and apply the highest standard of conduct and ethics in their dealings with Okta, its customers, other Partners, government bodies and any other stakeholders in our shared business.

### **3. Partner Compliance Program**

Okta expects and requires that each Partner, design, implement and maintain at all times a compliance program, policies, procedures and a system of internal controls, sufficient to ensure such Partner’s compliance with all laws applicable to such Partner in connection with or in any way relevant to its relationship with Okta, and the standards required by this Code. All Partner staff interacting with Okta, or undertaking any activity for or on behalf of Okta, must be adequately trained on such Partner’s compliance program and Okta’s Code.

## 4. Anti-Bribery/Anti-Corruption Laws

Partners must comply with all applicable anti-corruption and anti-money laundering laws. All forms of bribery, kickbacks and other corruption are prohibited. It is strictly prohibited for Partners to improperly influence any act or decision of any governmental official, employee, political candidate, or any other person, whatever their position or role including, without limitation, through the provision of any improper or unlawful gifts, meals, travel or entertainment.

### 4.1 Understanding Anti-bribery/Anti-corruption laws

All countries in which Okta conducts business, either directly or through its Partners, prohibit bribery. Typically, these laws prohibit providing, or promising to provide, any money or anything of value to a government official, in order to obtain or retain business, or to secure any improper advantage. In some countries this prohibition extends to the commercial context as well (*i.e.*, bribery of employees of private companies without the involvement of a government official). These prohibitions apply whether such action is taken directly, by a company's employees or through third parties, such as agents, consultants and intermediaries. It is also illegal and against this Code and Okta policy for Partners to offer, give, solicit or accept any payment or anything else of value in return for improperly performing a function of their employment with a Partner or a duty to Okta. In addition to being a violation of this Code and Okta policy, violation of these laws is a crime that can result in severe fines and criminal penalties. Accordingly, Partners must not offer, give, solicit, or receive any form of bribe or kickback anywhere in the world in connection with their business relationship with Okta.

### 4.2 Gifts and Hospitality

Exchanging gifts and extending hospitality can be a legitimate part of building business relationships, when done in accordance with the law and this Code. Care must be taken to ensure that gifts and hospitality are not intended to be, or perceived to be, bribes, kickbacks, or other forms of inappropriate influence.

Gifts, hospitality, offers of entertainment, personal travel or other favors to Okta employees, Okta customers or Partners, their families or anyone else conducting business directly or indirectly with Okta must be in compliance with applicable law, not in cash or cash equivalents, insignificant in amount and not given in consideration or expectation of influencing a business decision. In addition, Partners must follow Okta's then current Travel & Expense, and Gifts and Entertainment Policy (or its successor policy), a copy of which will be made available to Partner upon request.

Any business entertainment provided to or accepted from anyone doing business directly or indirectly with Okta must be limited to entertainment that is infrequent, modest and intended to serve legitimate business goals and never based on reciprocal action.

Partners must implement sufficient controls to track and record recipients and amounts for all gifts and hospitality and to ensure that such expenses are compliant with this Code and applicable law before any such expenses are incurred.

### 4.3 Only Doing Business with Reputable Counterparts

An important part of upholding this Code is ensuring that Partners only do business with others that adhere to the same standards of ethics and compliance as Okta expects of its Partners. Partners must implement procedures (including but not limited to compliance due diligence, financial controls, and contractual protections) to ensure that all vendors and others that Partner does business with, conduct their affairs which are in any way connected to Okta's business compliantly and to standards at least as high as those set out in this Code.

Partners must also take steps to ensure that they are not in receipt of the funds of any criminal activity from any customer, or other party with which they do business.

#### 4.4 Dealing with Government Entities and Public Sector Employees

Okta's standards and the applicable laws for dealing with public sector employees or officials are more stringent than standards for dealing with private sector employees. "Public sector employees" means, anywhere in the world, all public officials (whether elected or appointed) and employees of government entities, whether on a national or regional or local level, as well as all employees of government-owned or controlled companies, members of public international organizations, employees or representatives of political parties and royal families.

Partners dealing with any public sector entity in connection with their business relationship with Okta are responsible for knowing and complying with all rules that apply to government contracting and interactions with public sector employees and officials, including but not limited to the following:

- Partners must not attempt to obtain, directly or indirectly, from any source: procurement-sensitive information that is not publicly available or otherwise authorized for disclosure by the government; confidential internal government information, such as pre-award, source selection information; or any proprietary information of a competitor, including, for example, bid or proposal information, during the course of a procurement or in any other circumstances where there is reason to believe that the release of such information is unauthorized.
- Partners must ensure the submission of accurate invoices to the government and comply with all laws regarding invoicing and payments.
- Partners must not give or offer, either directly or indirectly, any gratuity, gift, favor, entertainment, loan, or anything of value to any public sector employee or official except as is permitted by applicable law. Partners are required to establish and maintain appropriate internal controls to ensure compliance with all applicable local country and U.S. laws concerning prohibitions on offering anything of value to public sector employees or officials.
- If required by law or under a contract, Partners must disclose to the applicable governmental entity, customer or state-owned entity customer, the potential fees, commissions or other compensation that Partners will receive from Okta in connection with the products or services being procured.
- Partners are responsible for ensuring compliance with all laws related to lobbying and political contributions, and such activities must only be undertaken in compliance with law and never with the intent of obtaining any improper or illegal benefit for the Partner or Okta.

#### 4.5 Facilitation Payments

It is a violation of this Code (and may be a breach of law) for Partners to offer or make a payment or gift of any kind in order to facilitate a local process or to influence a local government official, however small the payment or routine the government function involved. Small bribes are still bribes.

### 5. Trade Sanctions and Export Control Laws

Many countries have laws prohibiting or imposing restrictions on dealings with certain sanctioned countries, entities, and individuals. As a U.S.-based company, Okta is required to comply with U.S. trade sanctions which restrict where and with whom it can do business, including doing business indirectly through Partners. For example, Okta is generally prohibited from providing services or allowing access to its solutions, directly or indirectly, to persons located or based in territories subject to comprehensive U.S. sanctions (currently, Cuba, Crimea, Iran, North Korea and Syria), the governments of such territories as well as the government of Venezuela, and to persons anywhere in the world who are on restricted party lists (such as designated terrorists, weapons proliferators, drug traffickers, cyber criminals, human rights violators, etc.). Okta also needs to comply with similar rules in the other jurisdictions in which it operates. It is therefore important for Okta to know where and by whom its services and solutions are being offered, sold, accessed, downloaded, or otherwise being provisioned.

Separately, Okta's software and technology may be subject to U.S. and other countries' export licensing requirements or restrictions when exported or downloaded (e.g., for on-premise solutions).

These restrictions are routinely and strictly enforced through civil and criminal penalties. Partners can also be directly liable and subject to civil and criminal penalties themselves to the extent they *cause* Okta to violate these laws. Okta's policy is to comply with applicable U.S. and other trade sanctions and export controls that apply to its business. Okta expects Partners to do the same when working on its behalf and to be alert to potential red flags indicating the involvement of any sanctions targets as potential users or intermediaries of its products and services. Partners bundling Okta's software or technology into their own solutions are responsible for complying with applicable export control and sanctions laws.

### 6. Antitrust and Fair Competition

Okta's business is subject to antitrust laws and competition laws of the countries in which it operates. Okta's policy is to compete vigorously and ethically while complying with all antitrust and competition laws. Antitrust and competition laws are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. These laws, among other things, prohibit or restrict activities related to fixing, coordinating or controlling prices and allocating or dividing customers, territories or markets. As a result, Partners should take care in any communications with competitors about any aspect of Okta's business (e.g., at industry events, trade associations, etc.). Further, Partners should avoid any actions that violate, or even create an appearance of violating, antitrust laws.

Partners must be committed to dealing honestly, ethically, respectfully, and fairly with each other and Okta's competitors, customers and other Partners. Okta expects behavior consistent with this core principle. Partners must not make false, misleading, deceptive, or fraudulent statements regarding Okta's products and services to anyone

else. Partners must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation, or any other unfair-dealing practice.

## **7. Intellectual Property, Data Protection and Privacy Laws**

Partners will respect intellectual property rights, protect confidential information and comply with privacy rules and regulations. Partners will respect the intellectual property ownership rights of Okta and all third parties. Partners will only use information technology and software that has been legitimately acquired and licensed. Partners will only use lawful methods of gathering competitive intelligence about products or developers that compete with Okta's technologies.

The collection, use, storage, and international transfer of personally identifiable information about individuals is increasingly subject to regulation. Okta is committed to complying with all applicable data protection and privacy laws in the countries where it operates. Partners should carefully protect all personal information they acquire or have access to by virtue of their work with Okta. This includes personal information about Okta employees, customers, Partners, and other third parties with whom Okta does business. Prior to sharing any information related to a third party that is personal and/or confidential, Partner will ensure that it has obtained the necessary consents from such third party.

## **8. Human Rights and Fair Labor practices**

Partners must provide a safe and healthy work environment, fully compliant with all employment, health and safety laws. Partners are expected to follow all safety rules and practices, cooperate with officials who enforce these rules and practices, and, as quickly as practicable, report all accidents, injuries, and unsafe practices or conditions as required by law. Okta greatly values diversity in its employees, customers, Partners, , and all others with whom it interacts. Okta is committed to promoting a work environment inclusive of all people that is free of harassment, bullying, discrimination, inhumane treatment, and threats of physical violence. Discrimination and harassment based on personal characteristics such as race, color, religion, sex, national origin, ancestry, age, disability, veteran status, marital status, pregnancy, gender identity or expression, or sexual orientation or any other characteristic protected under applicable law or local ordinance are not tolerated.

Partners must abide by local minimum wage, overtime pay, benefits, and maximum working hour requirements. Okta recognizes employee rights to freedom of association and collective bargaining, and Okta asks Partners to do the same. Partners are required to comply with applicable laws supporting fair labor and antislavery practices that allow for freely chosen employment, absent of forced, bonded or involuntary labor. Okta expects Partners to observe and conform to international principles, including but not limited to, the UK Modern Slavery Act of 2015. The use of child labor is strictly prohibited. Partners are expected to adhere to minimum age provisions set forth in local laws and regulations and should not use workers that are under the legal age for employment.

## **9. Environmental Laws**

Okta has committed to a policy to operate in an environmentally responsible manner and expects Partners to share a similar commitment to the environment. Partners must comply with all applicable environmental laws and regulations and keep current all required environmental registrations and permits relevant to their businesses. Okta

encourages its Partners to take all reasonable measures to reduce their negative impact to the environment through adoption and promotion of programs such as recycling, waste reduction and conservation of natural resources. Okta further encourages its Partners to establish publicly visible science-based targets in line with the objectives of the Paris Climate Agreement.

## **10. Conflicts of Interest**

Conflicts of interest occur when personal interests or activities may influence the ability to act objectively in connection with the promotion, sale, or distribution of Okta's products or services. Conflicts of interest, or the appearance of conflicts of interest, may sometimes occur without any action. Partners must refrain from engaging in any activity or having a personal interest that presents – or even appears to present – a conflict of interest.

Just as important as identifying and avoiding conflicts is disclosing conflicts. Partners must disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest, or the appearance of a conflict of interest, to the Partner's primary Okta contact.

## **11. Insider Trading**

Inside information is material information about a publicly traded company that is not known to the public. Information is "material" if a reasonable investor would attach importance to the information in deciding whether to buy, sell, or hold the stock or security or if the information could cause a change in its market price. Examples of information that are generally considered "material" include financial results, material acquisitions, the development of new products or services, government investigations, or changes in key personnel. The trading of stock and other related activities by anyone in possession of material, nonpublic information is illegal and prohibited by this Code and Okta policy.

Partners who obtain material, nonpublic information about Okta or other public companies, including other Partners and Okta customers, as a result of their business relationship with Okta, are prohibited by law and Okta policy from trading Okta's stock or any other security based on that information. Partners are also prohibited from communicating (called "tipping") such information to others who might trade on the basis of that information. Partners with regular access to material, nonpublic information concerning Okta or another company need to take special care when planning stock trades.

## **12. Accuracy of Books and Records and Public Reports**

The accuracy of books, records, and public reports is essential to Okta's ability to meet legal and regulatory obligations. It is Okta's policy that Partners' books, records, and other public reports be full, fair, accurate, and timely. Partners must honestly report all business transactions and maintain accurate records.

The Partners' business records must conform with applicable legal, accounting and regulatory requirements.

In connection with Okta's business, there cannot be any unrecorded funds, assets, or any other type of "off the books" accounts, no matter what the reason for such accounts (this prohibition includes, but not limited to, the use of inflated discounts to create additional margins/funds for off-books use). Partners must never misrepresent pricing information, or the justification for any margin or discounting requests to Okta.

### **13. Reporting Violations of this Code**

Partners have the responsibility to ask questions, seek guidance, report suspected violations, and express concerns regarding compliance with this Code. If Partners know or believe that any individual to whom this Code is applicable has engaged, or is engaging, in conduct that violates applicable law or this Code, Partners should report such information to their primary Okta contact. Any Okta employee who receives a report of a violation of this Code must immediately inform Okta's legal or compliance functions or their supervisor.

### **14. Anti-Retaliation**

Retaliation against anyone who reports a violation of this Code in good faith or cooperates in any investigation regarding improper conduct is prohibited. Neither Partners nor their employees, contractors, officers or directors shall discharge, demote, suspend, threaten, harass, or engage in any other manner of discrimination against anyone who, in good faith, reports a suspected violation.

### **15. Dissemination and Amendment**

This Code shall be distributed to each new Partner upon commencement of the relationship with Okta and the Partner shall certify that it has received, read, and understood this Code and has agreed to comply with its terms. Partner shall confirm continued compliance with this Code, as and when required to do so by Okta.

Okta may, from time to time, update this Code to take into account changes in applicable law, or for any other reasons. Such changes will be communicated to Partners.

### **16. Duty to cooperate**

Partners are expected to cooperate with (a) Okta's periodic requests for documents and/or information made in connection with Okta's Partner onboarding and due diligence processes and (b) any investigation or audit by Okta relating to any suspected or alleged violation of this Code or applicable law. Partners are obligated to provide truthful and accurate responses to all requests for information, respond within a reasonable amount of time.

### **17. Consequences of Violation**

Okta may enforce violations of this Code by taking such action(s) as it deems appropriate, including suspension or termination of the Partner's relationship with Okta and cancellation of any pending fees, rebates and/or benefits due to the Partner pursuant to applicable laws and without any liability to Okta.

Certain violations of this Code may require Okta to refer the matter to law enforcement authorities for investigation or prosecution.