

## **OKTA, INC.**

### **AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER**

#### **I. General Statement of Purpose**

The Compensation Committee of the Board of Directors (the “**Committee**”) of Okta, Inc. (the “**Company**”), on behalf of the Board of Directors (the “**Board**”), discharges the Board’s responsibilities relating to compensation of the Company’s directors and executive officers, oversees the Company’s overall compensation structure, policies and programs, reviews the Company’s processes and procedures for the consideration and determination of director and executive officer compensation, reviews Company activities relating to diversity, human capital, culture and leadership development, and is responsible for producing a report for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, in accordance with applicable rules and regulations. The primary objective of the Committee is to develop and implement compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company’s corporate goals and strategies, and the alignment of the interests of management with the long-term interests of the Company’s stockholders. The term “executive officers” means those officers covered by Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and Rule 16a-1(f) promulgated thereunder.

#### **II. Compensation Committee Composition**

The number of individuals serving on the Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall satisfy the independence standards established pursuant to Listing Rule 5605(a)(2) of the Nasdaq Stock Market LLC (“**Nasdaq**”), subject to any applicable exceptions contained in the Nasdaq Listing Rules, and shall qualify as “non-employee directors” as defined in Rule 16b-3 under the Exchange Act.

The members of the Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies occurring, for whatever reason, may be filled by the Board. Unless a chairperson is designated by the Board, the Committee may designate a chairperson of the Committee by majority vote of the full Committee membership.

#### **III. Meetings**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities, which meetings may be in person or by telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for purposes

of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. The Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting to the extent permitted by the Company's bylaws as may be adopted and amended by the Board from time to time. The chairperson of the Committee, in consultation with the other members and management, may set meeting agendas consistent with this Charter.

#### **IV. Compensation Committee Activities**

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 the Company's needs and circumstances. The Committee or the Board may supplement these as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

##### **A. Review of Charter**

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

##### **B. Processes and Procedures for Considering and Determining Director and Executive Compensation**

- Review and reassess periodically (and where appropriate, make such recommendations to the Board as the Committee deems advisable with regard to) the Company's processes and procedures for the consideration and determination of director and executive officer compensation (“**executive compensation**”), and review and discuss with management any description of such processes and procedures to be included in the Company's proxy statement.
- Review and assess the results of the most recent stockholder advisory vote on executive compensation and, to the extent the Committee deems appropriate, take such results into consideration in connection with its review and approval of compensation for executive officers.

##### **C. Compensation Committee Report**

- Review and discuss with management the Compensation Discussion and Analysis to be included in the Company's proxy statement or annual report on Form 10-K (“**CD&A**”).
- Based on the Committee's review and discussions with management of the CD&A, make a recommendation to the Board that the CD&A be included in the Company's proxy statement or annual report on Form 10-K.

- Prepare the Compensation Committee Report to be included in the Company's proxy statement or annual report on Form 10-K in accordance with the applicable rules and regulations of the U.S. Securities and Exchange Commission, any securities exchange on which the Company's securities are traded, and any other rules and regulations applicable to the Company.

**D. Annual Performance Evaluation of the Compensation Committee**

- Perform an annual performance evaluation of the Committee and report to the Board on the results of such evaluation.

**E. Compensation Strategy, Incentive Compensation and Equity-Based Plans**

- Annually review the Company's overall compensation strategy, including base salary, incentive compensation, equity-based grants and other forms of compensation, to ensure that, in the judgment of the Committee, it promotes stockholder interests and supports the Company's strategic objectives and provides for appropriate rewards and incentives for the Company's management and employees and to consider if, in the judgment of the Committee, the compensation structure encourages undue or inappropriate risk taking by Company employees.
- Oversee administration of all incentive compensation and equity-based plans for employees and approve all forms of award agreement and/or sub-plans adopted thereunder.
- Review and approve grants and awards under incentive-based compensation plans and equity-based plans, in each case consistent with the terms of such plans.
- Review and make such recommendations to the Board as the Committee deems advisable with regard to policies and procedures for the grant of equity-based awards by the Company, including the Company's Equity Award Grant Policy.

**F. Matters Related to Compensation of the Company's Chief Executive Officer**

- Review and approve the corporate goals and objectives that may be relevant to the compensation of the Company's Chief Executive Officer ("CEO").
- Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and determine and approve all elements of the CEO's compensation based on such evaluation, including any significant benefits, compensation or arrangements not available to employees generally. In connection with determining the long-term incentive component of the CEO's compensation, the Committee may consider the Company's performance and

relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the Company's CEO in past years and any other factors the Committee deems appropriate.

- Review at least annually the aggregate amount of compensation being paid or potentially payable to the CEO.
- The CEO may not be present during voting or deliberations concerning his or her compensation.

**G. Matters Related to Compensation of the Officers Other Than the Chief Executive Officer**

- Determine all elements of the compensation of all executive officers of the Company other than the CEO, including any significant benefits, compensation or arrangements not available to employees generally.
- Review at least annually the aggregate amount of compensation being paid or potentially payable to the Company's executive officers.

**H. Matters Related to Compensation of the Company's Directors**

- Review and make such recommendations to the Board as the Committee deems advisable with regard to the compensation of the directors of the Company, including with respect to any equity-based compensation.

**I. Succession Planning**

- Review and discuss at least annually with the Board corporate succession plans for the Company's CEO and other executive officers of the Company.

**J. Diversity, Human Capital, Culture and Leadership Development**

- Review periodically the Company's activities relating to diversity, human capital, culture and leadership development.

**K. Clawback**

- Review and approve, or recommend to the Board for approval, and administer any clawback policy providing for the recoupment of compensation received by executive officers or other employees.

**L. Equity Ownership Guidelines**

- Review and approve, or recommend to the Board for approval, and administer any equity ownership guidelines applicable to members of the Board,

executive officers and other employees of the Company as determined necessary or appropriate by the Committee.

**M. Matters Related to Compensation Consulting Firms or Other Outside Advisors**

- Have sole discretion to retain or obtain the advice of compensation consultants, legal counsel and/or other advisers; provided that:
  - The Committee is authorized to, and must, have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee and the Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such compensation consultant, legal counsel or other adviser; and
  - Before any compensation consultant, legal counsel or other adviser (other than (1) in-house legal counsel or (2) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel or other adviser and about which the compensation consultant, legal counsel or other adviser does not provide advice) is selected by, or provides advice to, the Committee, the Committee shall assess the independence of any such person, taking into consideration all factors relevant to that person's independence from management of the Company, including the following:
    - The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
    - The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
    - The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
    - Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;

- Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.
- Prohibit the Company from engaging a compensation consultant engaged by the Committee, or an affiliate of any such compensation consultant, to provide any other services to the Company without the approval of the Committee.

## **VI. General**

- The Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Committee deems it appropriate to do so in order to carry out its responsibilities. The Committee may also delegate authority to one or more officers or other employees of the Company, when the Committee deems it appropriate to do so, subject to applicable law and Nasdaq rules.
- The chairperson shall make regular reports to the Board concerning areas of the Committee's responsibility.
- In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee.
- The Committee will be directly responsible for the appointment, compensation and oversight of any advisor it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee.
- The Committee may perform such other functions as may be requested by the Board from time to time.
- In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and Nasdaq rules.

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*Amended and restated by the Board of Directors of Okta, Inc. on December 19, 2024*