

# OKTA

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## CODE OF CONDUCT

### Purpose and Scope

The Board of Directors of Okta, Inc. (the “**Board**”) adopted the Code of Conduct (the “**Code**”) to aid Okta’s directors, officers, employees and contractors in making ethical and legal decisions when conducting the company’s business and performing their day-to-day duties. The Code applies to all directors, officers, employees and contractors of Okta, Inc. and its subsidiaries (“**Okta**”).

The Board, acting through authority delegated to its Audit Committee (the “**Audit Committee**”), is responsible for administering the Code. The Board has delegated day-to-day responsibility for administering and interpreting the Code to a Compliance Officer. Okta’s then-serving General Counsel, currently Jon Runyan, has been appointed Okta’s Compliance Officer (the “**Compliance Officer**”) under the Code.

Okta expects you to exercise good judgment to act in the best interests of Okta and to comply with all applicable policies and procedures in carrying out your job duties. The Code is designed to ensure that you act within both the letter and the spirit of policies, laws and regulations that apply to you and to Okta’s business. The Code will not contain the answer to every situation you may encounter or every concern you may have about conducting Okta’s business ethically and legally, but it provides general guidelines and minimum standards for exercising good judgment. If you have questions or concerns about the Code, you should speak with your manager, another manager or with the Compliance Officer.

The Code is not intended to reduce or limit the other obligations that you may have to Okta under local law and regulation or Okta policies. To the extent you are employed outside the United States and the laws and regulations in your country of employment 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 this Code, you should ask or obtain permission from your local People business partner or compliance representative before conforming to local customs or practices.

### Contents of the Code

The Code has two sections that follow this Introduction. The first section, “Standards of Conduct,” contains the actual guidelines that you are expected to adhere to in the conduct of Okta’s business. The second section, “Compliance Procedures,” contains specific information about how the Code functions, including who administers the Code, who can provide guidance under the Code and how violations may be reported, investigated and disciplined. This second section also contains a discussion about waivers of and amendments to the Code.

## **I. STANDARDS OF CONDUCT**

### **A. Promoting a Positive Work Environment**

Okta is committed to creating a discrimination-free work environment, and each employee is expected to create a respectful workplace culture that is free of harassment, intimidation, bias and unlawful discrimination. Okta is committed to maintaining a culture of diversity and makes all employment decisions based on a principle of mutual respect and dignity consistent with applicable laws. Okta strictly prohibits discrimination or harassment of any kind on the basis of the person's legally protected characteristics or status.

### **B. Conflicts of Interest**

Okta recognizes and respects 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 appears to interfere, with your ability to perform your job responsibilities. Conflicts of interest may arise in many situations. For example, conflicts of interest can arise when you take an action or have an outside interest, responsibility or obligation that may make it difficult for you to perform the responsibilities of your position objectively and/or effectively in Okta's best interests. Conflicts of interest may also occur when you or your immediate family member receive some personal benefit as a result of your position with Okta. Each individual's situation is different and in evaluating your own situation, you should consider all of the relevant factors.

In addition, Okta maintains a Related Person Transactions Policy (the "RPT Policy"). See the RPT Policy for more information.

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

Okta seeks to conduct its business in compliance with applicable laws, rules and regulations. You should 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. Employees are obligated to conduct business ethically and to use good judgment. Okta encourages employees to ask questions regarding compliance with the laws and Okta's policies.

### **D. Confidentiality**

Confidential information generated and gathered in Okta's business plays a vital role in its business, prospects and ability to compete. Many of us need access to Okta's confidential, proprietary information and also third-party confidential information in order to perform our jobs. It is a direct responsibility of every director, officer, employee and contractor to keep this information confidential and protected. You may not disclose or distribute Okta'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 should use confidential information solely for legitimate company purposes and must return to the company all of Okta's confidential information and proprietary information in your possession when you cease to be employed by or to otherwise serve Okta.

You are also required to responsibly protect the confidential information that belongs to others such as suppliers, customers and business partners. If Okta acquires the confidential information of a third party under a nondisclosure agreement, you are required to comply with that agreement and limit the use of the confidential information to the purpose for which it was intended. In addition, confidential information should only be shared with other Okta employees who have a need to know it for a legitimate business reason. Similarly, Okta respects the obligations our employees may have to protect the confidential information of their former employers. If you inadvertently obtain confidential information of another company, contact your local People business partner or compliance representative. Use of such information could be damaging to Okta, is prohibited by Okta policy and may be prohibited by applicable law.

#### **E. Protection and Proper Use of Okta's Assets**

Okta's assets include its intellectual property rights, information systems, computers, servers, other equipment, and communication facilities. Loss, theft and misuse of Okta's assets have a direct impact on Okta's business and its 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 personal use of computers that complies with Okta's Acceptable Use Policy.

One of Okta's most important assets is its confidential information. You are expected to take special care to keep confidential any confidential information concerning Okta, its clients, and other parties that you may learn of, have received or to which you have access.

#### **F. 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, unless such opportunity has first been presented to, and rejected in writing by, the Compliance Officer of Okta;
- use Okta's property, information or your position for improper personal gain; or
- directly compete with Okta.

For the avoidance of doubt, the Company renounces any interest or expectancy in, or in being offered an opportunity to participate in, or in being informed about any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of any director who is not an employee of the Company, unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes

into the possession of, a director expressly and solely in such director's capacity as a director of the Company.

### **G. Fair Dealing**

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. Unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects. In addition, in accordance with Okta's values, you are required to deal ethically and lawfully with Okta's customers, suppliers, competitors and employees in all your business dealings on behalf of the company and may not take unfair advantage of another person in business dealings through the abuse of privileged or confidential information or through improper manipulation, concealment, misrepresentation of material facts or any other unfair dealing practices.

### **H. Accuracy of Records**

The integrity, reliability and accuracy in all material respects of Okta's books, records and financial statements are fundamental to Okta's continued and future business success. Accordingly, each business transaction must be documented in compliance with applicable Okta policy. 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 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. Specific questions should be directed to the Compliance Officer.

### **I. Trading in the Securities of Okta and Other Companies**

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 likely to be considered material if a reasonable investor would consider the information important in deciding whether to buy, sell or hold a stock or other 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. In addition, you must comply with Okta's Insider Trading Policy. Specific questions should be directed to the Compliance Officer.

### **J. Political Contributions/Gifts**

Business 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 Compliance Officer and must comply with applicable law. Without

the prior approval of the Compliance Officer, 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. These requirements do not restrict your ability to make personal contributions, but you should not represent that you are making any such contribution on Okta's behalf. Additional restrictions on political contributions may apply in countries outside the United States. Specific questions should be directed to the Compliance Officer.

#### **K. Quality of Public Disclosures**

Okta is committed to providing its stockholders with information about its financial condition and results of operations as required by the securities laws of the United States. It is Okta's policy that the reports and documents it files with or submits to the U.S. Securities and Exchange Commission include fair, timely and understandable disclosure. Officers and employees who are responsible for these filings and disclosures, including Okta's principal executive, financial and accounting officers, must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure that this disclosure policy is fulfilled.

#### **L. International Trade Controls**

Many countries regulate international trade transactions, such as imports, exports and international financial transactions. In addition, the United States prohibits any cooperation with boycotts against countries friendly to the United States or against firms that may be "blacklisted" by certain groups or countries. It is Okta's policy to comply with these laws and regulations even if such compliance may result in the loss of some 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.

#### **M. Compliance with Anti-Corruption Laws**

The U.S. Foreign Corrupt Practices Act (the "FCPA") prohibits giving anything of value, directly or indirectly, to officials of a foreign government or to foreign political candidates in order to obtain or to retain business, induce the foreign official to perform or omit any act in violation of his public duty, influence the foreign official to affect or influence any government action, or obtain any other business advantage. Okta is also subject to the U.K. Bribery Act (together with the FCPA and other applicable anti-corruption laws, the "**Anti-Corruption Laws**"), which prohibits bribes to any individuals, not just government officials.

You are strictly prohibited from offering, promising, paying or authorizing the payment, directly or indirectly, to a government official or other individual to influence or reward any act of such official or other individual, or otherwise making any payments or providing anything of value in violation of the Anti-Corruption Laws. U.S. state and local governments, as well as non-U.S. governments, may have additional rules regarding such payments. You are required to strictly comply with the Anti-Corruption Laws and all other applicable anti-bribery, anti-kickback, and anti-corruption laws, rules, and regulations in all of your work on behalf of Okta.

Okta's policies and procedures regarding compliance with Anti-Corruption Laws are memorialized in Okta's Anti-Corruption Policy ("**Anti-Corruption Policy**"), and you must always act in compliance with the Anti-Corruption Laws and the Anti-Corruption Policy. Specific questions should be directed to the Compliance Officer.

## **II. COMPLIANCE PROCEDURES**

### **A. Communication of Code**

All directors, officers, employees and contractors will be supplied with a copy of the Code upon the later of the adoption of the Code and beginning service at Okta. Updates of the Code will be provided from time to time. A copy of the Code is also available to all directors, officers, employees and contractors upon request to [ethics@okta.com](mailto:ethics@okta.com).

### **B. Monitoring Compliance and Disciplinary Action**

Okta's management, under the supervision of the Board or the Audit Committee, shall take reasonable steps from time to time to monitor compliance with the Code. You must adhere to the Code and Okta policies. Violations of the Code, Okta policies or the law have serious consequences. Alleged violations will be properly investigated in compliance with local law, and according to the appropriate internal investigation process. Violations may lead to disciplinary measures include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, re-assignment, termination of employment or service and restitution, as well as possible civil or criminal penalties.

Okta's management shall periodically report to the Board or the Audit Committee on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

### **C. Reporting Concerns and Receiving Advice**

#### **1. Be Proactive / Ask Questions**

You are encouraged to act proactively by asking questions and seeking guidance. You may encounter situations where you have a question or are unsure of the best course of action. You should always seek guidance if you are uncertain about a particular situation. When you have a specific question, you may reach out to your immediate manager, your local People business partner or another member of the People team, a member of the Legal department or the Compliance Officer.

These contacts are familiar with the laws, regulations, policies and procedures that relate to our work, and they will be able to address your questions.

## 2. Reporting Concerns

In contrast to a question, we recognize that there are times when you may become aware of or in good faith suspect that a violation has occurred. Because the manner in which reports of Code violations may be made varies from country to country, please consider the appropriate method by which to report as discussed below.

Nothing in the Code should be read to prohibit an employee from exercising any lawful right to report concerns, make lawful disclosures, or communicate with any governmental authority about conduct believed to violate laws or regulations.

### a) *Directors, Officers, Employees and Contractors in the United States*

If you are based in the United States and suspect that actions have taken place, may be taking place, or may be about to take place, that violate or would violate the Code, Okta policy or any law, rule or regulation applicable to Okta, you are encouraged to bring the matter to Okta's attention using the appropriate channels. Specifically, the information may be reported to a manager, the People team, Chairperson of the Audit Committee or the Compliance Officer, by sending a letter c/o Okta, Inc., 301 Brannan Street, First Floor, San Francisco, CA 94107 USA. Suspected violations may also be reported through Okta's third-party hosted confidential website at [www.okta.ethicspoint.com](http://www.okta.ethicspoint.com), or by calling (844) 231-3575 in the United States. You are encouraged to share your identity when you report because this permits Okta to conduct the most thorough investigation possible and because it may be more difficult to thoroughly investigate anonymous reports

Managers must promptly report any complaints or observations of Code violations to the Compliance Officer or Chair of the Audit Committee. If you make a report to your manager, and you believe your manager has not taken appropriate action, you should contact the Compliance Officer or Chair of the Audit Committee directly.

### b) *Directors, Officers, Employees and Contractors Outside the United States*

If you are based outside the United States, and suspect that actions have taken place, may be taking place, or may be about to take place, that violate or would violate the Code, Okta policy or any law, rule or regulation applicable to Okta, you are encouraged to bring the matter to Okta's attention. Because the manner in which reports may be made varies from country to country, you may always report concerns to your local manager or People business partner. In addition, depending on the nature and location of the concern, reports may be made through [www.okta.ethicspoint.com](http://www.okta.ethicspoint.com), or by calling (844) 231-3575. The hotline and website will give further instructions. If you are calling about a matter that should be handled locally in accordance with local legal requirements, the hotline will direct you back to local management. Information that you report will be treated as confidentially as possible. You are encouraged to share your identity when you report because this permits Okta to conduct the most thorough investigation possible and because it may be more difficult to thoroughly investigate anonymous reports.

3. Cooperation.

You are required to cooperate with Okta in any investigation of a potential violation of the Code, any other company policy or procedure, or any applicable law, rule or regulation.

4. Misuse of Reporting Channels.

You must not use these reporting channels in bad faith or in a false or frivolous manner or to report grievances that do not involve the Code or other ethics-related issues.

**D. No Retaliation**

Okta expressly forbids any retaliation against any employee or contractor who, acting in good faith, reports suspected misconduct or against any person who is assisting in good faith in any investigation or process with respect to such a report. Specifically, Okta will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against, such employee or contractor in the terms and conditions of his or her service in retaliation for such report or cooperation. Any employee who participates in any such retaliation is subject to disciplinary action, including termination.

**E. Waivers and Amendments**

Any waiver of any provision of the Code for the benefit of a director or an executive officer (which includes without limitation, for purposes of the Code, Okta's principal executive, financial and accounting officers), shall be effective only if approved by the Board or the Audit Committee, and shall be promptly disclosed to Okta's stockholders in accordance with applicable law, rules and regulations.

Any waivers of the Code for other employees or contractor may be made by the Compliance Officer, the Board or the Audit Committee.

All amendments to the Code must be approved by the Board or the Audit Committee and, if applicable, must be promptly disclosed to Okta's stockholders in accordance with applicable law, rules and regulations.

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*Adopted by the Board of Directors of Okta on February 22, 2017*