

# WORKIVA INC.

## CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the "**Board**") of Workiva Inc. (the "**Company**") has established the following guidelines for the conduct and operation of the Board. These guidelines should be interpreted in the context of all applicable laws, the Company's charter documents, and other governing legal documents and Company policies. These guidelines are subject to review and change from time-to-time by the Nominating and Governance Committee and the Board.

### **BOARD SIZE AND COMPOSITION**

#### **BOARD SIZE**

The size of the Board is established in accordance with the Company's Certificate of Incorporation and Bylaws. The Board periodically reviews the appropriate size of the Board, which may vary to accommodate the needs of the Company's business and the availability of suitable candidates.

#### **DIRECTORS INDEPENDENCE**

The Board will be composed of a majority of directors who meet the criteria for "independence" established by the New York Stock Exchange (the "**NYSE**"). In order to be considered independent, the Board shall affirmatively determine that the director has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company).

#### **BOARD LEADERSHIP**

The Board will fill the Chair of the Board and Chief Executive Officer ("**CEO**") positions based upon the Board's view of what is in the best interests of the Company. The Board will examine whether the role of Chair and CEO should be combined each time the Board elects a new CEO. In its discretion, the Board may determine to separate or combine the offices of Chair and CEO at such other time or times as it deems appropriate. A former CEO of the Company serving on the Board will not be considered an independent director for purposes of these Corporate Governance Guidelines.

#### **LEAD INDEPENDENT DIRECTOR**

In the event that the Chair is not an independent director, the independent directors serving on the Board shall appoint, by a separate annual majority vote, a lead independent director ("**Lead Independent Director**"). At any time that the Company has an independent Chair, then the Chair shall perform the duties of the Lead Independent Director as provided herein. The Lead Independent Director shall:

- Preside at all Board meetings at which the Chair is not present, including executive sessions of the independent directors.
- Act as a liaison between the Chair, the CEO and the independent directors.

- Have the authority to call meetings of the Board and of the independent directors, when necessary.
- Consult with the Chair and CEO and approve the schedules, agendas and information provided to the Board for each meeting.
- Communicate Board member feedback to the Chair and CEO after each Board meeting.
- Consult with inside and outside counsel and other advisors as he or she deems appropriate in fulfilling the Lead Independent Director role.
- Be available for consultation and direct communication with major shareholders, as appropriate.
- Perform such other duties as requested by the Board.

## **SELECTION AND QUALIFICATION**

### **BOARD MEMBERSHIP CRITERIA**

The Board has delegated to the Nominating and Governance Committee the responsibility for recommending to the Board the nominees for election as directors at the annual meeting of stockholders, and recommending persons to fill any vacancy on the Board. The Nominating and Governance Committee selects individuals for nomination to the Board based on the following criteria. Nominees for director must:

- Possess fundamental qualities of intelligence, honesty, perceptiveness, good judgment, maturity, high ethics and standards, integrity, fairness and responsibility.
- Have a genuine interest in the Company and recognition that as a member of the Board, each director is accountable to all stockholders of the Company, not to any particular interest group.
- Have a background that demonstrates an understanding of business and financial affairs.
- Have no conflict of interest or legal impediment that would interfere with the duty of loyalty owed to the Company and its stockholders.
- Have the ability and be willing to spend the time required to function effectively as a director.
- Be compatible and able to work well with other directors and executives in a team effort with a view to a long-term relationship with the Company as a director.
- Have independent opinions and be willing to state them in a constructive manner.

Directors are selected on the basis of talent and experience. Diversity of background, including diversity of gender, race, ethnic or geographic origin and age, and experience in business, government and education and in engineering, computer software, technology and other areas relevant to the Company's activities are factors in the selection process. As a majority

of the Board must consist of individuals who are independent, a nominee's ability to meet the independence criteria established by the NYSE is also a factor in the nominee selection process.

#### **DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

The Company will provide orientation for new directors that includes written materials, oral presentations, and meetings with senior members of management. Further, the Company encourages directors to participate in continuing education programs focused on the Company's business and industry, committee roles and responsibilities and legal and ethical responsibilities of directors.

#### **DIRECTORS WHO CHANGE THEIR PRESENT JOB RESPONSIBILITY**

Any director who experiences a material change in his or her job responsibilities, directorships, or the positions he or she held when he or she joined the Board will deliver a notice of such change in status to the Chair of the Board and the General Counsel of the Company. Material changes in status will be presented to the Nominating and Governance Committee, which will evaluate the circumstances and may, in certain cases, request the director to submit his or her resignation.

#### **TERM LIMITS**

The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide continuity and valuable insight into the Company, its operations and prospects based on their experience with, and understanding of, the Company's history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new ideas and viewpoints through the director nomination process described in these guidelines.

#### **STOCK OWNERSHIP GUIDELINES**

All non-employee directors and all named executive officers are required to own shares of common stock of the Company pursuant to the Company's stock ownership policy approved by the Board.

#### **RETIREMENT AGE**

The Board does not believe that a fixed retirement age for directors is appropriate.

#### **BOARD MEETINGS**

##### **NUMBER OF MEETINGS**

The Board will have at least four regularly scheduled meetings each year.

#### **DIRECTOR ATTENDANCE, PREPARATION AND COMMITMENT**

Directors are expected to regularly attend meetings of the Board and committees on

which they serve and to review prior to meetings materials distributed in advance of such meetings. Directors are also expected to attend the annual meeting of stockholders.

The Company will provide directors with appropriate preparatory materials in advance of a meeting, except in unusual circumstances. Each director is expected to ensure that other existing and planned future commitments do not materially interfere with his or her service as director.

## **AGENDA**

The Chair of the Board will, together with management and the Lead Independent Director, set the agenda for each Board meeting. Each director may suggest inclusion of items on the agenda. A representative from the Company's outside counsel may be invited by the Board, when appropriate, to attend all or a portion of Board meetings.

## **MANAGEMENT ATTENDANCE AT BOARD MEETINGS**

It is anticipated that certain members of management will attend Board meetings on a regular basis and that other members of management and staff will attend meetings and present reports from time-to-time. The Board encourages management to invite individuals who can provide additional insight into the items being discussed at Board meetings. Company employees and others attending Board meetings may be asked to leave the meeting in order for the Board to meet in executive session.

## **OPERATION AND EVALUATION**

### **EXECUTIVE SESSIONS**

The Board will regularly hold separate meetings for independent directors without management or other non-independent directors present. Such meetings will generally be held in conjunction with regularly scheduled meetings and at such other times as requested by an independent director. The Chair, if independent (or the Lead Independent Director, if the Chair is not independent), will chair the meetings of the independent directors.

### **BOARD COMMITTEES**

The Board has three standing committees consisting of an Audit Committee, Compensation Committee and Nominating and Governance Committee. All of the members of the Audit, Compensation and Nominating and Governance Committees shall meet the independence criteria established by the NYSE. From time-to-time, the Board may determine that it is appropriate to form a new committee or a special committee or to restructure or combine its standing committees. Each of the Audit, Compensation and Nominating and Corporate Governance Committees shall be governed by a charter, which the respective committee shall review annually. The Nominating and Corporate Governance Committee shall annually review committee membership and recommend to the Board any changes in the structure of the committees.

### **CONFIDENTIALITY**

Each director is expected to protect and hold confidential all non-public information obtained as a result of membership on the Board. No director may disclose, without express

Board authorization or as required by law, any such non-public information to anyone outside the Company including, without limitation, principals or employees of any business entity that employs them or that has sponsored their election to the Board. Non-public information includes information related to Board deliberations and discussions with respect to business issues and decisions, relationship dynamics among the Board members and officers and other employees of the Company and all other confidential information acquired by reason of a director's position as a member of the Board.

#### **CONFLICTS OF INTERESTS**

Directors engaging in activities that could give rise to an actual or potential conflict of interest must promptly notify the Chair of the Audit Committee (or, if the conflicted director is the Chair of the Audit Committee, then another member of the Audit Committee) and must recuse themselves from participation in any deliberations or decisions made by the Board or any committee relating to the matter giving rise to the actual or potential conflict.

#### **BOARD ACCESS TO MANAGEMENT AND USE OF OUTSIDE ADVISORS**

Directors have complete and open access to the Company's management. It is assumed that directors will use their judgment to ensure that this contact is not distracting to the operations of the Company or to the management's duties and responsibilities and that such contact, to the extent reasonably practical or appropriate, will be coordinated with the CEO. Written communications to management should, whenever appropriate, be copied to the CEO.

The Board and each committee shall have the power to hire at the expense of the Company, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

#### **BOARD INTERACTION WITH INSTITUTIONAL INVESTORS, THE PRESS, CUSTOMERS, ETC.**

The Board believes that management speaks for the Company. While individual non-employee directors may, from time-to-time, meet or otherwise communicate with various constituencies that are involved with the Company, it is expected that directors would do this with the knowledge of management and, absent unusual circumstances, only at the request of management.

#### **DIRECTOR COMPENSATION**

Non-employee directors are entitled to receive compensation for service on the Board or its committees. Employee directors are not paid additional compensation for their services as directors. As set forth in the Compensation Committee Charter, the Compensation Committee reviews the form and amount of compensation based on, among other things, the responsibilities and time commitment of directors and competitive information, and provides a recommendation to the full Board for approval.

#### **SUCCESSION PLANNING**

The Board believes that establishment of a strong management team is the best way to prepare for unanticipated executive departures. The Nominating and Governance

Committee is primarily responsible for developing and recommending to the Board succession planning for the Company's executive positions, reviewing the succession plan periodically with the CEO and developing and evaluating potential candidates for executive positions.

#### **BOARD AND COMMITTEE SELF-EVALUATIONS**

The Board annually reviews its own structure, governance principles, composition, agenda, processes and schedule to consider whether it is functioning well in view of its responsibilities and the evolving situation of the Company. In furtherance of this objective, the Nominating and Governance Committee periodically reviews the process by which the Board and its committees conduct annual self-evaluations.

#### **PERIODIC REVIEW OF GUIDELINES**

The Nominating and Governance Committee will review these guidelines periodically and recommend changes to the Board for approval.

Last rev. February 17, 2023