



Proxy Statement and Annual Report 2026



okta



Okta, Inc., 100 First Street, Suite 600
San Francisco, California 94105

May 7, 2026

Dear Fellow Stockholders:

We are living through the biggest platform shift of our lifetimes. AI agents are rapidly transforming technology as we know it, and Okta is transforming with it.

As agents and agentic systems proliferate, they will act with more autonomy, connect to more resources, and perform increasingly complex tasks on behalf of more people and organizations. Like every technology before them, agents will create new opportunities for individuals, companies, communities, countries, and the world. But they will also create new identity security challenges, beginning with the need to know where agents are, what they can connect to, and what they can do.

For Okta, this represents a tremendous opportunity, and an even greater responsibility. Okta defined identity for the cloud era. In the agentic era, identity becomes even more foundational. To reach their full potential, agents need identities. They need authentication, authorization, visibility, governance, and control. As the leading independent identity provider, Okta is uniquely positioned to help the world navigate this generational shift securely and at speed.

To meet this moment, we are rapidly transforming Okta itself into one of the world's leading secure agentic enterprises. Across the company, we are reimagining organizational structures and embracing secure agentic workflows to streamline operations, accelerate innovation, and increase product velocity, as we build for ourselves and deliver to the world the identity infrastructure that will help bring the agentic future to fruition.

To support this transformation, we have also strengthened our board with three new, independent directors with deep backgrounds in technology, innovation, and leadership, and announced the retirements of three directors after years of distinguished service.

I invite you to join us for our 2026 Annual Meeting of Stockholders on June 18, 2026, at 9:00 a.m. Pacific Time, to be held virtually at virtualshareholdermeeting.com/OKTA2026.

You will find the full details on the business to be conducted in the accompanying Notice of 2026 Annual Meeting of Stockholders and Proxy Statement. If you were a stockholder as of the close of business on April 22, 2026, please make sure to vote.

Thank you for your support and for being part of Okta's next chapter.

Sincerely,

Todd McKinnon

Chairperson of the Board of Directors and
Chief Executive Officer

YOUR VOTE IS IMPORTANT

On or about May 7, 2026, we expect to mail to our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our Proxy Statement for our 2026 Annual Meeting of Stockholders and our 2026 Annual Report on Form 10-K. The Notice provides instructions on how to vote online or by telephone and explains how to receive a paper copy of proxy materials by mail. Our Proxy Statement and 2026 Annual Report can be accessed online at www.proxyvote.com using the control number located on the Notice, on your proxy card, or in the instructions that accompanied your proxy materials. Our Proxy Statement and 2026 Annual Report are also available on our investor relations website at investor.okta.com.

Even if you plan to attend the Annual Meeting, please ensure that your shares are voted by signing and returning a proxy card or by using our internet or telephonic voting system.



Okta, Inc., 100 First Street, Suite 600
San Francisco, California 94105

Notice of 2026 Annual Meeting of Stockholders

June 18, 2026

9:00 a.m. Pacific Time

virtualshareholdermeeting.com/OKTA2026

Notice is hereby given that Okta, Inc. (“Okta,” “the company,” “we,” “us” or “our”) will hold its 2026 Annual Meeting of Stockholders (the “Annual Meeting”) on June 18, 2026, at 9:00 a.m. Pacific Time via a live interactive audio webcast on the internet. You will be able to listen, vote and submit questions at virtualshareholdermeeting.com/OKTA2026 during the meeting. We are holding the Annual Meeting for the following purposes, which are more fully described in the accompanying proxy statement (our “Proxy Statement”):

- To elect two Class III directors to hold office until the 2029 Annual Meeting of Stockholders or until their successors are duly elected and qualified.
- To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2027.
- To approve, on an advisory non-binding basis, the compensation of our named executive officers.
- To approve an amendment to our 2017 Equity Incentive Plan.
- To transact any other business that properly comes before the Annual Meeting (including any adjournment, rescheduling or postponement thereof).

Our board of directors (our “board”) recommends that you vote “FOR ALL” of the director nominees named in Proposal One, “FOR” the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm as described in Proposal Two, “FOR” the approval, on an advisory non-binding basis, of the compensation of our named executive officers as described in Proposal Three, and “FOR” the amendment to our 2017 Equity Incentive Plan as described in Proposal Four.

We have elected to provide access to the Annual Meeting materials in lieu of mailing printed copies. On or about May 7, 2026, we expect to mail to our stockholders a Notice of Internet Availability of Proxy Materials (the “Notice”) containing instructions on how to access our Proxy Statement and our 2026 Annual Report on Form 10-K (our “2026 Annual Report”). The Notice provides instructions on how to vote online or by telephone and explains how you can request a paper copy of the proxy materials, which include our Proxy Statement accompanying the Notice. Our Proxy Statement and our 2026 Annual Report can be accessed online at www.proxyvote.com using the control number located on your Notice, on your proxy card or in the instructions that accompanied your proxy materials.

Only stockholders of record as of the close of business on April 22, 2026 (the “Record Date”) are entitled to notice of and to vote at the Annual Meeting.

By Order of the Board of Directors,

Larissa Schwartz

Chief Legal Officer and Corporate Secretary
San Francisco, California
May 7, 2026



Okta, Inc., 100 First Street, Suite 600
San Francisco, California 94105

Proxy Statement for the 2026 Annual Meeting of Stockholders

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Corporate Governance Highlights

Board Effectiveness

- Regular executive sessions among independent directors
- Ongoing review of director skills against evolving business needs
- 100% independence for required standing committees
- Board and committee oversight of key risk areas, including cybersecurity and artificial intelligence (“AI”)

Stakeholder Accountability

- Robust annual stockholder engagement program
- Strong “pay-for-performance” philosophy to align executive compensation with company performance
- Annual board and committee assessments and director self-evaluations conducted by third party
- Increased stock ownership requirement for non-employee directors to better align with long-term stockholder value

Director Refreshment

- Evergreen director search and recruitment processes to facilitate long-term view of board composition
- Active refreshment in fiscal 2026, with three new independent directors appointed
- New lead independent director with extensive corporate governance and strategic transaction experience


Board Changes in the Past Five Years


 **Six independent directors appointed**

 **Seven longer-tenured directors retired**

Skills enhanced in the past five years:

 Cybersecurity

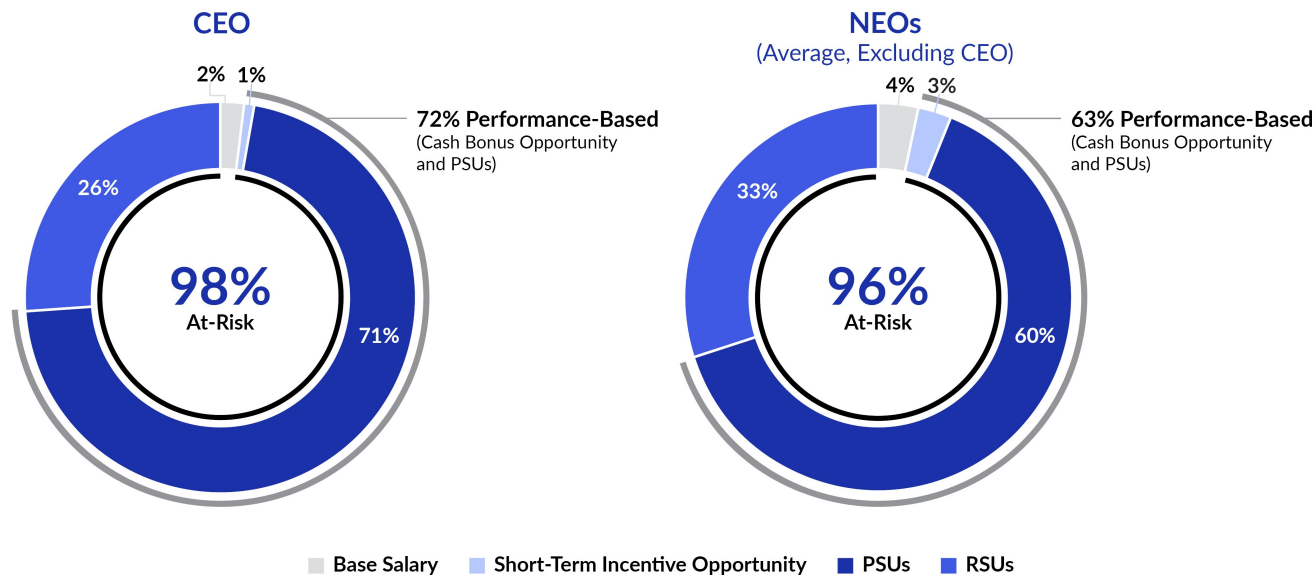
 Technology and innovation

 Global operational leadership

 Strategic transactions

Executive Compensation Highlights

Compensation Elements for Named Executive Officers



Compensation Element	Design and Purpose
Base Salary	<ul style="list-style-type: none"> Base level of compensation aims to attract, motivate, engage and retain highly qualified executive officers
Short-Term Incentive Opportunity	<ul style="list-style-type: none"> Cash bonus opportunity directly links short-term rewards to measurable corporate performance and strategic objectives
Long-Term Equity Incentives	<ul style="list-style-type: none"> Emphasis on equity over cash compensation to align executive interests with stockholder value <ul style="list-style-type: none"> CEO: 60% PSUs and 40% RSUs Other NEOs: 50% PSUs and 50% RSUs

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Proposal One: Election of Directors

Board Structure

Our board is divided into three staggered classes of directors. One class is elected each year at the annual meeting of stockholders for a term of three years. The term of the Class III directors expires at the Annual Meeting. The term of the Class I directors expires at the 2027 Annual Meeting of Stockholders and the term of the Class II directors expires at the 2028 Annual Meeting of Stockholders. We expect directors who are re-elected to hold office for a three-year term or until the election and qualification of their successors in office.

Nominees	Director Since	Principal Occupation
Anthony Bates	2024	Chairman and Chief Executive Officer, Genesys Cloud Services, Inc.
David Schellhase	2025	Entrepreneur-in-Residence, Ballistic Ventures Former General Counsel, Slack Technologies, Inc. Former General Counsel, Salesforce, Inc.

Our board has nominated Anthony Bates and David Schellhase for election as Class III directors, to hold office until the 2029 Annual Meeting of Stockholders or until their successors are duly elected and qualified, subject to their earlier resignation or removal. Each nominee is a current Class III director serving on our board and has consented to serve if elected. Shellye Archambeau and Robert L. Dixon, Jr., currently Class III directors, were not nominated for re-election at the Annual Meeting. We thank Ms. Archambeau and Mr. Dixon for their years of distinguished service.

Unless you direct otherwise through your proxy voting instructions, the persons named as proxies will vote all proxies received “FOR” the election of each nominee. Proxies cannot be voted for a greater number of persons than two at the Annual Meeting, the number of nominees named in our Proxy Statement. If any nominee is unable or unwilling to serve at the time of the Annual Meeting, the persons named as proxies may vote for a substitute nominee chosen by our present board or may choose to vote only for the remaining nominees, leaving a vacancy on our board. Our board will either fill such vacancy at a later date or reduce the size of our board.

We have no reason to believe that any of the nominees will be unwilling or unable to serve if elected as a director.

Recommendation of Our Board







OUR BOARD RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF EACH OF THE NOMINEES.

The biographies of each nominee and continuing director below contain information regarding their service as a director of our board, business experience and other director positions held currently or at any time during the last five years. The biographies also highlight the experiences, qualifications, attributes or skills that caused our board to determine that the person should serve as a director of the company. In addition to the information presented below, we believe that each of our directors has a reputation for integrity, honesty and high ethical standards. Each has demonstrated business acumen, an ability to exercise sound judgment and a strong commitment to our company and to our board. We value our directors' experience in their respective areas of business management and on the boards of directors and board committees of other companies.

Our corporate governance guidelines dictate that a majority of our board must consist of directors whom our board has determined are "independent" under the listing requirements of the Nasdaq Stock Market LLC ("Nasdaq").









Our Board at a Glance

The following table sets forth information about our director nominees and directors who plan to continue serving on our board following the Annual Meeting.

	Age	Class	Director Since	Audit Committee	Compensation and Governance Committee
Current and Former Employee Directors					
Todd McKinnon CHAIRPERSON Co-Founder and Chief Executive Officer, Okta	54	I	2009		
J. Frederic Kerrest VICE CHAIRPERSON Managing Partner & Founder, Windproof Partners Co-Founder and former Chief Operating Officer, Okta	49	II	2009		
Independent Directors					
Anthony Bates Chairman & Chief Executive Officer, Genesys Cloud Services	59	III	2024		
Rob Bernshteyn General Partner, ICONIQ Capital Former Chairman & Chief Executive Officer, Coupa Software	53	II	2025		
Emilie Choi President & Chief Operating Officer, Coinbase Global	47	I	2022		
Paul Sagan Catalyst Advisor, General Catalyst Former Chief Executive Officer, Akamai Technologies Former Lead Independent Director, VMWare	67	I	2025		
David Schellhase LEAD INDEPENDENT DIRECTOR Entrepreneur-in-Residence, Ballistic Ventures Former General Counsel, Slack Technologies and Salesforce	62	III	2025		
Committee Member 	Committee Chair 				

Board Skills and Composition

Our board believes that directors who provide a significant breadth of experience, knowledge and abilities in areas relevant to our business, while also representing a range of perspectives and backgrounds, contribute to a well-balanced and effective board.

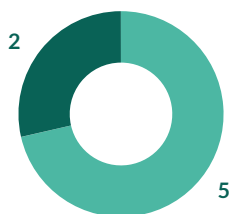
Name	Skills & Experience							
	 Technology or Innovation	 Cybersecurity, Information Security or Privacy	 Global Sales, Markets or Operations	 Senior Leadership	 Public Company Boards	 Risk Management	 Marketing or Brand	 Finance or Accounting
Anthony Bates	●	●	●	●	●	●	●	●
Rob Bernshteyn	●		●	●	●		●	●
Emilie Choi	●	●	●	●	●			●
Frederic Kerrest	●	●	●	●			●	●
Todd McKinnon	●	●	●	●		●	●	
Paul Sagan	●	●	●	●	●	●	●	●
David Schellhase	●	●		●		●		●

Skills & Experience Descriptions

	Technology or Innovation. Professional background or experience in the technology industry serving in engineering, product or R&D roles or managing such functions.		Public Company Boards. Tenure on a public company board other than our board, with an understanding of the related obligations and time commitments.
	Cybersecurity, Information Security or Privacy. Leadership or significant experience overseeing and managing risks related to the protection and confidentiality of digital systems or data.		Risk Management. Executive or board-level leadership experience overseeing, auditing or facilitating the execution of a risk management program.
	Global Sales, Markets or Operations. Experience driving business success in markets around the world or directing corporate sales and operations in diverse global environments.		Marketing or Brand. Experience leading marketing teams or spearheading efforts to strengthen market share, brand awareness and reputation.
	Senior Leadership. Experience serving as an executive officer or other officer responsible for a function or business unit.		Finance or Accounting. Professional background or executive or board-level leadership experience in finance, accounting or internal audit or knowledge of financial markets and strategic transactions.

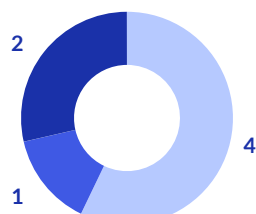
The independence, tenure and age metrics of our director nominees and continuing directors are highlighted in the following graphics. Biographical information about these directors follows.

Independence



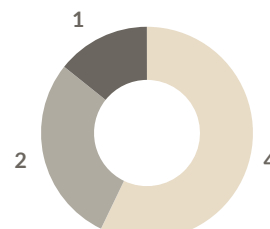
■ Independent
■ Not Independent

Board Tenure (Years)



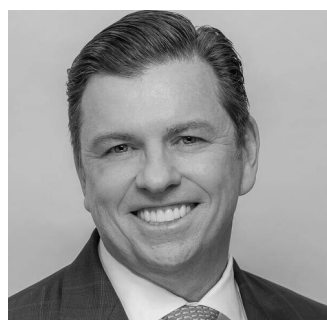
■ 0-3 ■ 3-6 ■ >7

Age (Years)



■ 45-55 ■ 56-65 ■ >65

Information Concerning Director Nominees



Anthony Bates

Independent

Key Experience and Qualifications

- **Technology Industry Leadership:** Currently serves as Chairman and CEO of Genesys Cloud Services, with prior executive roles at Microsoft, Skype, GoPro, and Cisco Systems spanning the technology, software, and communications industries.
- **Enterprise Operations and Scaling:** Has held president, CEO, and general manager roles across high-growth and large-cap public enterprises, bringing practical insight into enterprise go-to-market execution.
- **M&A and Business Development:** Led Skype as CEO through its acquisition by Microsoft and served as President of Microsoft's Skype Division, bringing direct experience in strategic transactions and post-acquisition integration.

Age 59

Director Since 2024

Okta Committees

Audit

Other U.S.-Listed Company Directorships

Current:

- Genesys Cloud Services, Inc. (Chairman)

Former (past five years):

- VMware, Inc. (2016–2023)
- eBay, Inc. (2015–2022)

Current Principal Role

Chairman and Chief Executive Officer, Genesys Cloud Services, Inc. (Chairman since 2021; Chief Executive Officer since 2019)

Career Highlights

- **Vice Chairman & CEO of Growth**, Social Capital Hedosophia Holdings Corp. (special purpose acquisition company) – 2017 to 2019
- **President**, GoPro, Inc. – 2014 to 2016
- **Executive Vice President, Business Development and Evangelism**, Microsoft Corporation – 2013 to 2014
- **President, Skype Division**, Microsoft Corporation – 2011 to 2013
- **Chief Executive Officer**, Skype Inc. – 2010 to 2011 (until acquisition by Microsoft)
- **Various positions, including Senior Vice President and General Manager, Enterprise, Commercial and Small Business**, Cisco Systems, Inc. – 1996 to 2010



David Schellhase

Lead Independent Director

Key Experience and Qualifications

- **Corporate Governance Expertise:** Served as General Counsel at Slack, Groupon and Salesforce, bringing deep experience in public company governance, regulatory compliance and board-level legal oversight.
- **Strategic Transactions:** Advised on technology-focused corporate matters both as an in-house executive and as Of Counsel at Sullivan & Cromwell LLP.
- **Cybersecurity Landscape:** Through his current role at a cybersecurity-focused venture capital firm, maintains a current perspective on the evolving security landscape.

Age 62

Director Since 2025

Okta Committees

Audit

Compensation and Governance

Other U.S.-Listed Company Directorships

None

Current Principal Role

Entrepreneur-in-Residence, Ballistic Ventures (since July 2025)

Career Highlights

- **Of Counsel**, Sullivan & Cromwell LLP – 2022 to 2025
- **General Counsel**, Slack Technologies, Inc. – 2016 to 2021
- **General Counsel**, Groupon, Inc. – 2011 to 2014
- **General Counsel**, Salesforce, Inc. – 2002 to 2011

Other Professional Experience and Community Involvement

- **Adjunct Lecturer**, Stanford University, School of Management Science and Engineering

Education

- Bachelor of Arts, Columbia University
- Juris Doctor, Cornell Law School

Information Concerning Continuing Directors



Age 53

Director Since 2025

Okta Committees

Audit (Chair)

Other U.S.-Listed Company Directorships

Current:

- PTC, Inc.

Former (past five years):

- Medallia, Inc. (2019–2021)

Rob Bernshteyn

Independent

Key Experience and Qualifications

- **SaaS Company Leadership at Scale:** Led Coupa Software as Chairman and CEO for approximately 14 years, scaling the company from early-stage to a global business spend management platform.
- **Product Marketing and Management:** Held progressive product leadership roles at SuccessFactors and Siebel Systems, with extensive background in product marketing and management for SaaS and other technology solutions.
- **Enterprise Software Ecosystem Knowledge:** Currently serves as a General Partner at ICONIQ Capital, a venture capital firm, following his tenure leading Coupa Software.

Current Principal Role

General Partner, ICONIQ Capital (since February 2024)

Career Highlights

- **Chief Executive Officer and Chair of the Board,** Coupa Software, Inc. — 2009 to 2023
- **Various positions, including VP, Global Product Marketing & Management,** SuccessFactors, Inc. — 2004 to 2009
- **Various positions, including Director of Product Management,** Siebel Systems, Inc. — 2001 to 2004
- **Project Manager and Systems Integration Consultant,** Accenture plc — 1994 to 1999

Education

- Bachelor of Science in Information Systems, State University of New York at Albany
- Master in Business Administration, Harvard Business School



Emilie Choi

Independent

Key Experience and Qualifications

- **Technology Industry Knowledge:** Serves as President and COO of Coinbase Global, bringing experience in leading operations at a publicly traded technology company.
- **Corporate Development and Strategic Transactions:** Led corporate development at LinkedIn for over eight years, including through its acquisition by Microsoft.
- **Scaling High-Growth Organizations:** Direct experience building and scaling a high-growth public technology company.

Age 47

Director Since 2022

Okta Committees

None

Other U.S.-Listed Company Directorships

Current:

- None

Former (past five years):

- ZipRecruiter, Inc. (2018–2022)

Current Principal Role

President and Chief Operating Officer, Coinbase Global, Inc. (President since November 2020; Chief Operating Officer since June 2019)

Career Highlights

- **Vice President of Business, Data and International,** Coinbase Global, Inc. – 2018 to 2019
- **Vice President & Head of Corporate Development,** LinkedIn Corporation (subsidiary of Microsoft Corporation following 2016 acquisition) – 2009 to 2018
- **Various positions, including Director of Digital Business Strategy and Operations and Manager of Corporate Business Development and Strategy,** Warner Bros. Entertainment Inc. – 2007 to 2009

Education

- Bachelor of Arts in Economics, Johns Hopkins University
- Master in Business Administration, Wharton School, University of Pennsylvania



Age 49

Director Since 2009

Okta Committees

None

Other U.S.-Listed Company Directorships

None

J. Frederic Kerrest

Co-Founder, Vice Chairperson

Key Experience and Qualifications

- **Institutional Knowledge as Okta Co-Founder:** Co-founded Okta and served as COO from 2009 to 2023, providing deep institutional knowledge of the company's culture, customers and technology.
- **Enterprise Software Sales and Business Development:** Served as Okta's COO from founding through 2023, with prior sales and business development experience at Salesforce.
- **Growth-Stage Technology Investor:** Founder and Managing Partner of Windproof Partners, an enterprise software growth-stage investment and advisory firm.

Current Principal Role

Managing Partner and Founder, Windproof Partners (founded May 2025)

Career Highlights

- **Vice Chairperson, Okta, Inc.** – 2023 to present
- **Executive Vice Chairperson, Okta, Inc.** – 2019 to 2023
- **Co-Founder and Chief Operating Officer, Okta, Inc.** – 2009 to 2023
- **Various sales and business development roles, Salesforce, Inc.** – 2002 to 2007

Education

- Bachelor of Science in Computer Science, Stanford University
- Master in Business Administration, MIT Sloan School of Management



Todd McKinnon

Co-Founder, Chairperson and CEO

Key Experience and Qualifications

- **Founder-CEO Leadership:** Co-founded Okta and has served as CEO and Chairperson since 2009, providing our board with strategic continuity and a long-term perspective on the company's mission and direction.
- **Identity Market Expertise:** Deep knowledge of the identity security competitive landscape, customer requirements, and technology evolution developed through over 15 years leading Okta.
- **Engineering and Platform Development:** Served as SVP of Development at Salesforce and held engineering and leadership roles at PeopleSoft, bringing a technical foundation that informs platform architecture and R&D decisions.

Age 54

Director Since 2009

Okta Committees

None

Other U.S.-Listed Company Directorships

None

Current Principal Role

Co-Founder, Chairperson, and Chief Executive Officer, Okta, Inc. (CEO and Director since January 2009; Chairperson since February 2017)

Career Highlights

- **Various positions, including Senior Vice President of Development, Salesforce, Inc.** – 2003 to 2009
- **Various engineering and leadership positions, PeopleSoft, Inc.** (acquired by Oracle Corporation in January 2005) – 1995 to 2003

Education

- Bachelor of Science in Management and Information Systems, Brigham Young University
- Master of Science in Computer Science, California Polytechnic State University, San Luis Obispo



Paul Sagan

Independent

Key Experience and Qualifications

- **Public Company Board Governance:** Extensive public company board experience, including service as Lead Independent Director of VMware, and directorships at Thomson Reuters, Moderna, EMC, Dow Jones and others.
- **Cloud and Internet Infrastructure Leadership:** As former CEO of Akamai Technologies, a cloud computing and cybersecurity company, brings direct operational expertise in domains closely adjacent to Okta's business.
- **Technology and Innovation Perspective:** As a Catalyst Advisor at General Catalyst, a global venture capital and private equity firm, maintains a current perspective on technology and innovation trends.

Age 67

Director Since 2025

Okta Committees

Compensation and Governance
(Chair)

Other U.S.-Listed Company Directorships

Current:

- Thomson Reuters

Former (past five years):

- Moderna, Inc. (2018-2026)
- VMware, Inc. (2014-2023)

Current Principal Role

Catalyst Advisor, General Catalyst (Executive in Residence 2014; Managing Director 2018–2020; Catalyst Advisor current)

Career Highlights

- **Chief Executive Officer**, Akamai Technologies, Inc. — 2005 to 2013
- **President**, Akamai Technologies, Inc. — 1999 to 2010 and 2011 to 2012
- **Vice President and Chief Operating Officer**, Akamai Technologies, Inc. — 1998 to 1999
- **Board Member**, Akamai Technologies, Inc. — 2005 to 2015
- **Vice Chairman**, Akamai Technologies, Inc. — 2013 to 2015
- **Various senior leadership roles**, Time Warner, Inc. — 1991 to 1996

Education

- Bachelor of Science, Medill School of Journalism, Northwestern University

Corporate Governance

Our business and affairs are managed under the direction of our board, the members of which are elected by our stockholders. In carrying out its responsibilities, our board selects and oversees senior executives on our management team, reviews our financial reporting processes, and determines and implements our corporate governance policies.

Our board and management team are committed to practicing good corporate governance to manage Okta for the long-term benefit of our stockholders. Our governance framework includes a variety of policies, procedures and practices to promote stockholder value and to facilitate our board's effective, independent oversight of our business and corporate strategy.

Besides reviewing the independence of each director and board committee (as discussed below under "Independence of Our Board"), at the direction of our board, our key governance practices include:

- annually reviewing and updating, as needed, the charters for each of our board committees, including our audit committee of the board (our "audit committee") and our compensation and corporate governance committee of the board (our "compensation and governance committee");
- establishing disclosure control policies and procedures in accordance with the requirements of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC");
- implementing a procedure to receive and address anonymous and confidential complaints or concerns regarding audit or accounting matters;
- maintaining a code of conduct that applies to our employees, directors and officers, including our CEO, Chief Financial Officer ("CFO") and other executive and senior financial officers;
- reviewing our corporate governance policies and practices to remain consistent with the requirements of the Sarbanes-Oxley Act of 2002, SEC rules and Nasdaq listing standards; and
- engaging in ongoing board composition evaluations and director recruiting efforts to establish a highly-qualified board based on evolving business needs.

Corporate Governance Guidelines

Our board has adopted corporate governance guidelines which are available on our investor relations website at investor.okta.com under "Responsibility and Governance—Governance Overview." Our corporate governance guidelines address such matters as:

- **Director independence**—independent directors must constitute at least a majority of our board.
- **Director time commitments**—our compensation and governance committee reviews the time commitments of incumbent directors and director candidates to determine their ability to devote sufficient time and attention to our board and perform their duties effectively.
- **Board effectiveness**—our board and each of its committees must conduct an annual self-evaluation.
- **Access to independent advisors**—our board as a whole, and each of its committees separately, has authority to retain independent experts, advisors or professionals as each deems necessary or appropriate.
- **Board committees**—each member of our audit committee and our compensation and governance committee must be independent in accordance with the applicable Nasdaq listing standards and SEC rules and regulations.

Our compensation and governance committee is responsible for reviewing our corporate governance guidelines from time to time and for reporting and making recommendations to our board concerning corporate governance matters.

Code of Conduct

Our board has adopted a code of conduct that applies to all of our employees, directors and officers, including our CEO, CFO and other executive and senior financial officers. The full text of our code of conduct is available on our investor relations website at investor.okta.com under "Responsibility and Governance—Governance Overview." We intend to satisfy the disclosure requirement under Item 5.05 of Current Report on Form 8-K regarding amendments to, or waivers from, a provision of our code of conduct that applies to our directors or our principal executive officer, principal financial officer, principal accounting officer or controller, or

persons performing similar functions by posting such information, on the Governance Overview page of our website. During the fiscal year ended January 31, 2026 (“fiscal 2026”), no waivers were granted from any provision of the code of conduct.

Independence of Our Board

Our Class A common stock is listed on Nasdaq. Under the Nasdaq listing standards and our corporate governance guidelines, independent directors must constitute a majority of a listed company’s board. Under the Nasdaq listing standards, a director will only qualify as an “independent director” if, in the opinion of that listed company’s board of directors, that director does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

In addition, the Nasdaq listing standards require that, subject to specified exceptions, each member serving on our audit committee and our compensation and governance committee be independent. Our audit committee members must satisfy the additional independence criteria set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the Nasdaq listing standards. Our compensation and governance committee members must also satisfy the additional independence criteria specifically applicable to compensation committees set forth in Rule 10C-1 under the Exchange Act and the Nasdaq listing standards.

Our board reviews the independence of each director annually. Based on information provided by each director concerning their background, employment and affiliations, our board has determined that, except for Messrs. McKinnon and Kerrest, none of our continuing directors has any relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and that each of these directors are “independent” as that term is defined under the applicable Nasdaq listing standards and SEC rules and regulations. Our board previously determined that Benjamin Horowitz and Rebecca Saeger, who served on our board until June 2025; Michael Stankey, who served on our board until March 2026; and Shellye Archambeau, Robert L. Dixon Jr. and Jeff Epstein, who will serve our board until the Annual Meeting, were “independent” under the applicable Nasdaq listing standards and SEC rules and regulations at the time of their service. In making these independence determinations, our board considered the current and prior relationships that each director has with our company, and all other facts and circumstances our board deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director and any of their affiliated funds.

There are no family relationships among any of our directors or executive officers.

Executive Leadership Development and Succession Planning

Succession planning for our CEO and other executive officers is a key aspect of our board’s periodic reviews of human capital management matters, and occurs at least annually. To help fulfill our board’s responsibility, our compensation and governance committee oversees executive leadership development and succession planning. This committee also helps develop appropriate plans to address CEO succession, both in the ordinary course of business and in the event of an unexpected situation.

Board Leadership Structure and Role of Our Lead Independent Director

We believe that an effective board understands its company’s business needs and exercises rigorous independent oversight over management. Our board evaluates its leadership structure on an ongoing basis to determine the optimal structure for the strategy and oversight of the company. Following its most recent evaluation, our board determined that combining the roles of CEO and chairperson of our board continues to best serve the interests of our company and our stockholders. Mr. McKinnon, our co-founder and CEO, serves as chairperson of our board, and Mr. Kerrest, our co-founder and former COO, serves as vice chairperson of our board. Mr. McKinnon and Mr. Kerrest bring valuable insight to our board as a result of their experience as Okta’s co-founders. Their extensive experience in our industry also uniquely positions them to navigate Okta’s rapidly evolving operating environment to effectively help the business to capitalize on emerging opportunities. As CEO and chairperson, Mr. McKinnon is uniquely positioned to facilitate a timely flow of information between management and our board, focusing discussions on the most critical business matters. This combined role strengthens the relationship and communication between our board and senior leadership, creates clear accountability and enhances our ability to communicate a consistent strategy to our stockholders.

To facilitate robust independent oversight by our board, our corporate governance guidelines provide that our board may appoint one of our independent directors to serve as the lead independent director. Jeff Epstein served as our lead independent director from June 2024 until March 2026, at which time David Schellhase was appointed as lead independent director. Mr. Epstein will remain on our board as an independent director until the Annual Meeting, which our board believes will help facilitate his transition of responsibilities as lead independent director to Mr. Schellhase, and as chairperson of our audit committee to Rob Bernshteyn.

Our board appointed Mr. Schellhase as our lead independent director because of his demonstrated dedication to our board and highly relevant professional background. Since joining our board in August 2025, Mr. Schellhase has proven to be a collaborative leader, fostering alignment among our independent directors and providing significant oversight through active engagement in board and committee meetings and regular consultation with management. Mr. Schellhase is well-suited to serve as our lead independent director because of his established corporate governance expertise, gained from his general counsel roles at several large public companies, as well as his successful track record advising technology companies from inception to scale.

As lead independent director, Mr. Schellhase serves as an impartial representative of the independent directors who can communicate their views to the CEO and chairperson. He promotes regular engagement among our independent directors, facilitating open dialogue on key issues and concerns outside of formal board and committee meetings. Mr. Schellhase meets separately with Mr. McKinnon to share feedback from the independent directors and discuss business updates, corporate strategy and overall board effectiveness, among other matters.

The core responsibilities of our lead independent director include:

- serving as the primary liaison between the independent directors and management;
- presiding over board meetings in the absence of our chairperson;
- leading periodic executive sessions of our independent directors;
- advising on board meeting agendas and discussion items;
- working with management to confirm that the directors have the information they need to support decision-making;
- communicating to our chairperson and to management, as appropriate, any key decisions reached, or suggestions, views and concerns expressed by the independent directors;
- participating in communications with our major stockholders, as warranted;
- assisting in director recruitment efforts and the evaluation of director candidates; and
- performing such additional duties as our board may require.

Meetings of Our Board and Annual Meeting Attendance

Our board and each of its then-active standing committees held the following number of meetings during fiscal 2026:

	Fiscal 2026 Board and Committee Meetings				
	Board	Audit	Compensation	Nominating and Corporate Governance	Cybersecurity Risk
Number of Meetings	5	8	5	5	4

Except for one director who is no longer serving on our board, all of our directors attended at least 75% of all meetings of our board and the committees on which they served that were held during the period for which they were a director or committee member during fiscal 2026. Under our corporate governance guidelines, our directors are expected to spend the time needed and meet as frequently as our board deems necessary or appropriate to discharge their responsibilities. Directors are also expected to make efforts to attend our annual meeting of stockholders, all meetings of our board and all meetings of the committees on which they serve. All directors then in office attended the 2025 Annual Meeting of Stockholders.

Committees of Our Board

Our board currently has two standing committees: audit, and compensation and governance. During the entirety of fiscal 2026 and through March 2026, our standing board committees also included a cybersecurity risk committee, a standalone compensation committee and a standalone nominating and corporate governance committee. In March 2026, our board directly assumed all responsibilities previously delegated to the cybersecurity risk committee. Additionally, following a review of our corporate governance processes, our board took action to enhance the efficacy of its committee structure by combining our nominating and corporate governance committee with our compensation committee. Our compensation and governance committee has assumed all responsibilities previously under the purview of the separate compensation and nominating and corporate governance committees.

The charts below describe the composition and responsibilities of our current board committees and of our former cybersecurity risk committee. Each committee member is appointed to serve on the relevant committee until they resign or until otherwise determined

by our board. Our board assesses the composition of the committees at least annually to consider whether to rotate committee assignments. Each committee operates pursuant to a written charter that our board has adopted. Our committee charters are available on our website at investor.okta.com/responsibility-and-governance/governance-overview.

Audit Committee

Members

[Anthony Bates](#)

[Rob Bernshteyn \(Chair\)](#)

[David Schellhase](#)

Former Members

Shellye Archambeau, member until December 2025

Jeff Epstein, Chair until March 2026

Independence

Each audit committee member who served during fiscal 2026 met the independence requirements under the Nasdaq listing standards and SEC rules and regulations.

Financial Expertise

Each audit committee member who has served during fiscal 2026 meets the financial literacy requirements of the Nasdaq listing standards. Our board has determined that Mr. Bates, as well as former audit committee members Ms. Archambeau and Mr. Epstein, are audit committee financial experts within the meaning of Item 407(d) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act").

Our audit committee held eight meetings during fiscal 2026.

Our audit committee helps our board fulfill its oversight responsibilities with respect to the company's corporate accounting and financial reporting; engagement of the independent registered public accounting firm; financial and regulatory reporting; and the performance of the internal audit function. Our audit committee operates under a written charter that satisfies the applicable SEC rules and the Nasdaq listing standards.

Primary Responsibilities

- Selects, evaluates, retains, oversees and determines the compensation of a qualified firm to serve as the independent registered public accounting firm to audit our financial statements;
- Discusses the scope and results of the audit with the independent registered public accounting firm, and reviews, with our management team and the independent registered public accounting firm, our interim and year-end results of operations;
- Develops procedures for employees to submit concerns anonymously about questionable accounting or audit matters;
- Reviews our policies on risk assessment and risk management, the company's major risk exposures, and any steps to monitor and control such exposures;
- Reviews related party transactions; and
- Approves (or, as permitted, pre-approves) all audit and all permissible non-audit services, other than de minimis non-audit services, to be performed by the independent registered public accounting firm.

Compensation and Governance Committee

Members

Paul Sagan (Chair)

David Schellhase

Former Members

Compensation

Rebecca Saeger, member until June 2025

Michael Stankey, Chair until February 2026

Robert L. Dixon, Jr., member until March 2026

Nominating and Corporate Governance

Rebecca Saeger, Chair until June 2025

Michael Stankey, member until August 2025

Shellye Archambeau, Chair until March 2026

Jeff Epstein, member until March 2026

Independence

Each current member of the compensation and governance committee and each member of the predecessor committees who served during fiscal 2026 met the independence requirements under the Nasdaq listing standards and SEC rules and regulations. Each current and former member is also a non-employee director as defined pursuant to Rule 16b-3 promulgated under the Exchange Act.

Our former compensation committee and nominating and corporate governance committees each held five meetings during fiscal 2026.

Our compensation and governance committee helps our board discharge its responsibilities relating to the company's overall compensation and governance frameworks, and the processes, policies and programs that support their effective operation. Our compensation and governance committee operates under a written charter that satisfies the applicable Nasdaq listing standards and SEC rules and regulations.

Primary Responsibilities

Compensation Matters

- Reviews, approves and determines or makes recommendations to our board regarding the compensation of our directors and our executive officers, including our CEO;
- Administers our equity incentive plans;
- Reviews and approves, or makes recommendations to our board regarding incentive compensation and equity plans;
- Reviews executive leadership development and succession planning; and
- Establishes and reviews policies relating to employee compensation and benefits.

Nominating and Corporate Governance Matters

- Identifies, evaluates and selects, or makes recommendations to our board regarding board and committee composition and membership;
- Evaluates the performance of our board and its committees;
- Reviews developments in corporate governance practices;
- Reviews our sustainability and responsible tech programs and public disclosures;
- Evaluates the adequacy of our corporate governance practices and reporting; and
- Develops and makes recommendations to our board regarding our corporate governance guidelines.

Interlocks and Insider Participation

During fiscal 2026, no current or former member is or has been an officer or employee of our company. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee of any entity that has one or more of its executive officers serving on our board or compensation and governance committee.

Cybersecurity Risk Committee

Former Members*

Shellye Archambeau

Rob Bernshteyn

Emilie Choi

Robert Dixon, Jr. (Chair)

J. Frederic Kerrest

Maggie Wilderotter

*Former members served until our board assumed the responsibilities of our former cybersecurity risk committee in March 2026, except for Ms. Archambeau, who served as a member until December 2025, and Ms. Wilderotter, who served as a member from August until December 2025.

Our former cybersecurity risk committee held four meetings during fiscal 2026.

Our cybersecurity risk committee, which operated during the entirety of fiscal 2026, helped our board oversee the company's management of risks related to cybersecurity and data privacy, as well as the programs to manage such risks. Our cybersecurity risk committee operated under a written charter. The responsibilities delineated in that charter, or that otherwise were within the purview of the cybersecurity risk committee, were directly assumed by our board.

Primary Responsibilities

- Oversaw the effectiveness of our cybersecurity and data privacy programs, including the company's practices for identifying, assessing and mitigating cybersecurity and data privacy risks across all business functions;
- Reviewed controls to prevent, detect and respond to cybersecurity attacks or incidents, or information or data breaches;
- Oversaw our cybersecurity resiliency, including related crisis preparedness and incident response plans;
- Oversaw our compliance with applicable information security and data protection laws and industry standards; and
- Received periodic reports from management, including our Chief Security Officer, relating to our cybersecurity program, material cybersecurity risks, known cyberattacks and data protection.

Our Board's Role in Risk Oversight

While our management team is responsible for the day-to-day management of risks the company faces, our board—acting as a whole and through its committees—oversees our risk management strategy. Management executes its responsibilities by designing and implementing processes to identify, assess, monitor and mitigate operational risks, including through our enterprise risk management (“ERM”) program. In its oversight capacity, our board reviews the ERM program to ensure its framework and processes are robust and effectively integrated into the company’s strategic decision-making. This allows our board to remain informed of significant risks and evaluate management’s plans for mitigation.

Management, through its involvement in day-to-day risk management, assists our board in the effective design, establishment, maintenance, review and evaluation of our disclosure controls and procedures. Our board believes that open communication with our management team is essential for effective risk management and oversight. Members of the senior management team attend quarterly meetings of our board, as well as such other meetings as our board deems appropriate, to discuss strategy and risks facing the company, among other topics.

Risk Oversight Responsibilities

Our board has ultimate responsibility for risk oversight, while our committees assist our board in overseeing risks within their specific areas of focus. In March 2026, our board assumed direct responsibility for cybersecurity risk oversight, previously overseen by our cybersecurity risk committee from March 2023 to March 2026. Our board determined that the engagement of all directors in the oversight of cybersecurity and data privacy matters is appropriate given the critical importance of these issues to our business.

The descriptions below reflect our governance structure as of March 2026.

Board of Directors

Our board is responsible for overseeing the company’s significant risks and risk exposures and the processes developed by our management team to identify, assess, monitor and mitigate those risks.

- Reviews critical enterprise risks identified by management, including relating to our business, operations or strategy;
- Evaluates risks inherent in significant transactions and events contemplated by the company;
- Directly oversees cybersecurity and data privacy risks, and reviews the effectiveness of our cybersecurity and data privacy programs and practices for managing risks across all business functions; and
- Receives reports during regular meetings, including from management on strategic and operational risks; committees on risks under their purview; and our Chief Security Officer on risks relating to our cybersecurity and data privacy programs.

Audit Committee

Risk Focus Areas

- Internal control over financial reporting
- Disclosure controls and procedures
- Legal and regulatory compliance
- Liquidity risk

Risk Oversight Responsibilities

- Meets with our management team and our independent registered public accounting firm to (i) discuss guidelines and policies with respect to risk assessment and risk management and (ii) review our major financial risk exposures and the steps our management team has taken to monitor and control these exposures; and
- Receives updates on our ERM program, which include updates on certain existing and emerging risks, including those related to cybersecurity.

Compensation and Governance Committee

Risk Focus Areas

- Compensation programs and policies
- Corporate governance
- Board organization
- Board and committee membership and structure

Risk Oversight Responsibilities

- Assesses risks created by the incentives inherent in our compensation policies for executives and employees;
- Considers, at least annually with our management team, potential risks when reviewing and approving compensation plans, including executive compensation;
- Evaluates director skills and time commitments at least annually; and
- Reviews the needs of our board and adjusts, if needed, committee membership or structure.

Identifying and Evaluating Director Nominees

Our board has delegated to our compensation and governance committee the responsibilities of identifying additive and qualified candidates to nominate to our board (including candidates to fill any vacancies that may occur), and assessing their qualifications in light of the policies and principles in our corporate governance guidelines and the compensation and governance committee's charter, and in consideration of our evolving business needs. Our compensation and governance committee may gather information about candidates through interviews, detailed questionnaires, comprehensive background checks or any other means its members deem appropriate. Our compensation and governance committee then meets as a group to discuss and evaluate the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of our board. Based on the results of the evaluation process, our compensation and governance committee recommends candidates for our board's approval as director nominees for election to our board.

Minimum Qualifications

Our compensation and governance committee uses a variety of methods for identifying and evaluating director nominees and will consider all facts and circumstances that it deems appropriate or advisable. As part of this process, our compensation and governance committee considers the current size and composition of our board, as well as the needs of our board and its committees.

Some of the qualifications that our compensation and governance committee considers include, without limitation, issues of character, ethics, integrity, judgment, independence, diversity (including skills and expertise, business and professional experience, perspective, personal background and other qualities relevant to the success of the company and the functioning of our board), education, business acumen, length of service in current or prior roles, experience with businesses or other organizations of a comparable size and industry, an understanding of our business and industry and other commitments. In addition, nominees must have proven achievement and competence in their respective fields, the ability to exercise sound business judgment, an objective perspective, the ability to offer advice and support to our management team and the ability to make significant contributions to Okta's success. Our compensation and governance committee looks for individuals who have skills that are complementary to those of our existing board, the highest ethics, a commitment to the long-term interests of our stockholders and an understanding of the fiduciary responsibilities of a public company director. Finally, nominees must have sufficient time available in the judgment of our compensation and governance committee to effectively perform all board and committee responsibilities. Members of our board are expected to prepare for, attend and participate in all board and applicable committee meetings. Other than the foregoing, there are no stated minimum criteria for director nominees, although our compensation and governance committee may, from time to time, also consider other factors that it deems to be in the best interests of Okta and our stockholders.

Stockholder Recommendations

Stockholders may submit recommendations for director candidates to our compensation and governance committee by writing to our Corporate Secretary at Okta, Inc., 100 First Street, Suite 600, San Francisco, California 94105. All such recommendations should include the nominee's name and qualifications and all other information required by our amended and restated bylaws (our "bylaws"). Our compensation and governance committee will evaluate any candidates properly recommended by stockholders against the same criteria and pursuant to the same policies and procedures that govern the evaluation of candidates proposed by directors or members of our management team.

Stockholder Outreach

We value the input of our stockholders and actively seek their feedback on our board, corporate governance practices, sustainability and AI initiatives, and executive compensation program. With oversight and direction from our compensation and governance committee, which includes our lead independent director, we have a dedicated team that conducts an annual stockholder outreach program to solicit and better understand stockholder perspectives.

In the fall of 2025 (fiscal 2026), we sought feedback from our top 40 institutional stockholders, including stewardship professionals and portfolio managers, representing a significant cross-section of our stockholder base.



We summarize the results of our outreach to our board and deliberate on ways to effectively integrate critical stockholder feedback into our decision-making. Recent examples of our responses to stockholder feedback include:

- prioritizing board refreshment and director recruitment efforts to maintain a highly-skilled board that is well-suited to navigate the evolving technology landscape;
- increasing the ratio of performance-based executive compensation; and
- providing additional details in our proxy statement about the design and structure of our executive equity awards.

During our engagements in fiscal 2026, we and our stockholders discussed key topics such as board composition; strategic business priorities; corporate governance; AI, including strategy and responsible use; and sustainability. As in prior years, stockholders also provided feedback on our executive compensation program, including on our performance-based restricted stock unit (“PSU”) program for executive officers. For further details on the results of our compensation-related stockholder outreach, including the results of our 2025 advisory non-binding Say-on-Pay vote, please see “Compensation Discussion and Analysis” below.

We are committed to continuing our stockholder engagements to maintain an open dialogue and deepen our understanding of our stockholders’ perspectives.

Stockholder Communications

Stockholders and other interested parties may communicate with our board or individual directors by emailing investor@okta.com.

Information regarding director communications is available in our amended and restated securityholder communication policy, located on our investor relations website at investor.okta.com under “Responsibility and Governance—Governance Overview.”

Sustainability and Responsible Technology

We aim to deliver positive impacts for our stakeholders—including our stockholders, customers, employees, partners and communities—in a manner that drives our core business values forward. To achieve this, we align our sustainability strategy with our long-term corporate goals to promote durable growth and create measurable value. We execute on this strategy by establishing effective governance policies and practices designed to identify and manage key sustainability risks and opportunities arising from our operations.

Additional details regarding our sustainability strategy and initiatives are available on our website at okta.com/responsibility. That site features key disclosures, including our latest Sustainability Fact Sheet and our Responsible AI Principles. The information contained on, or accessible through, our website is not incorporated by reference into our Proxy Statement.

Governance and Strategic Oversight

We have designed a multi-tiered governance structure to provide an appropriate level of oversight and establish accountability over matters relating to sustainability and responsible technology (collectively, “sustainability”).

- **Operational Oversight.** Our cross-functional Sustainability and Responsible Tech Committee consists of employees from teams across Okta to manage our sustainability program and related initiatives.
- **Strategic Oversight.** The Sustainability and Responsible Tech Committee periodically reports to our Executive Sustainability Governance Committee, which is responsible for the strategic direction of our sustainability efforts and their alignment with our broader corporate strategy. Our Executive Sustainability Governance Committee includes our CFO, Chief Legal Officer (“CLO”) and COO.
- **Board Oversight.** Our compensation and governance committee provides primary oversight of our sustainability program at the board level, periodically reviewing the status of our programs, progress toward our goals, and related public disclosures throughout the year.

Our board and each of its standing committees also review certain functional aspects of our sustainability program that fall within their respective purview.

Board	<ul style="list-style-type: none"> • Cybersecurity and data privacy
Audit Committee	<ul style="list-style-type: none"> • Materiality risk assessments for energy and climate and regulatory compliance • Responsible AI as part of its ERM program oversight
Compensation and Governance Committee	<ul style="list-style-type: none"> • Human capital management, including talent, culture and leadership • Corporate governance and board practices • Investor and stakeholder policies and feedback • Social responsibility and philanthropic commitments

Cybersecurity and Data Privacy

Privacy and security are key issues for us and for our stakeholders. Protecting our customers’ information and safeguarding our and our customers’ systems and networks are therefore central to our responsible technology efforts. Our board has ultimate oversight over the effectiveness of Okta’s cybersecurity and data privacy programs and has delegated to our audit committee oversight of certain components of our cybersecurity risk management as part of its ERM program.

- **Data Privacy.** Protecting the privacy of our customers and employees is a key goal in our product development and operations. We implement a variety of technical and operational safeguards designed to protect the data of our customers and employees and be transparent about our use of that data. Our privacy team advises management and briefs our board on our privacy program during certain of its regularly-scheduled meetings.
- **Security.** Our cybersecurity program includes a risk management framework intended to protect the integrity and availability of our critical systems, internal networks and information. Through this program, we implement policies and processes to respond to cybersecurity threats and mitigate impacts to our business and our customers. Our cybersecurity team, led by our Chief Security Officer, updates our board on the activities of our cybersecurity program and our cyber risk management efforts.

Responsible AI Innovation

We believe AI can create opportunities to enhance the speed and quality of innovation. Our offerings and operations incorporate internally developed and third-party developed machine learning and AI technologies, and we are making investments in expanding our AI capabilities to support Okta's growth. As we continue to develop and deploy AI technologies, our commitment to security guides our decision-making. We memorialized this commitment when we published our Responsible AI Principles in October 2024. Our Responsible AI Principles define our mission to encourage responsible AI use and safely accelerate AI innovation, both within the company and our product offerings.

AI governance is integrated into our ERM program, for which we have developed protocols to manage key risks related to AI use and development. We are also building a responsible AI framework that requires oversight by our board and participation by teams across the company. Our management is committed to reviewing and refining our current structure, outlined below, as our AI strategy and related risks and opportunities continue to evolve.

- **Board.** Oversees AI activity and initiatives, and receives periodic reports from management on progress and planning with respect to AI strategy.
- **Audit Committee.** Monitors AI risks as a part of its oversight of our ERM program.
- **Compensation and Governance Committee.** Considers AI-driven shifts that may impact our workforce and the talent market as part of its oversight of human capital management matters.
- **Cross-Functional AI Governance Team.** Oversees our responsible AI strategy and develops actionable initiatives to implement our Responsible AI Principles across the business.
- **Okta Workforce.** Our employees participate in hands-on training modules to deepen their knowledge of AI and AI-enabled technology.

Non-Employee Director Compensation

Our non-employee director compensation program is designed to attract, retain and reward qualified directors and further align the financial interests of our non-employee directors with those of our stockholders. Our compensation and governance committee is responsible for reviewing and making recommendations to our board on the compensation paid to non-employee directors for their board and board committee service. Periodically, our compensation and governance committee reviews our non-employee director compensation program, receiving input from our compensation and governance committee's independent compensation consultant regarding market practices and the competitiveness of our non-employee director compensation program in relation to the general market and our compensation peer group.

We maintain robust stock ownership guidelines that require our non-employee directors maintain certain stock ownership levels within five years of their appointment to our board. In March 2026, our compensation and governance committee increased the required stock ownership levels for our non-employee directors from 3x to 5x of their annual cash board retainer. This change further promotes a long-term perspective and deepens the alignment between the interests of our board and our stockholders.

The non-employee director compensation policy applicable during fiscal 2026 provides that each non-employee director will receive an initial equity grant on the date they join the board. The non-employee directors who joined our board during fiscal 2026 were granted restricted stock unit awards ("RSUs") having a grant date fair value of \$530,000 on the date of grant (rounded up to the nearest whole RSU). The initial RSU grant vested in equal annual installments on the first three anniversaries of the effective date on which the non-employee director joined our board, subject to continuous service.

Pursuant to our non-employee director compensation policy, in fiscal 2026 each non-employee director received cash retainers and equity grants for each year of continued service. We reimbursed all reasonable out-of-pocket expenses that our directors incurred to attend meetings of our board or any board committee of which they are a member.

Our non-employee directors received the following annual cash retainers for their service in fiscal 2026:

Position	Annual Cash Retainer (\$)
Board Member	35,000
Lead Independent Director	20,000
Audit Committee Chair	26,000
Compensation Committee Chair	20,000
Nominating Committee Chair	12,000
Cybersecurity Risk Committee Chair	18,000
Audit Committee Member other than Chair	13,000
Compensation Committee Member other than Chair	10,000
Nominating Committee Member other than Chair	6,000
Cybersecurity Risk Committee Member other than Chair	9,000

On the date of each annual meeting of stockholders, each non-employee director who will continue as a non-employee director following such meeting will be granted RSUs having a grant date fair value of \$245,000 on the date of grant (rounded up to the nearest whole RSU). These annual RSU grants will fully vest on the earlier of the first anniversary of the grant date or immediately prior to the next annual meeting of stockholders, subject to continuous service.

Under our non-employee director compensation program, all RSUs granted to non-employee directors are settled in shares of our Class A common stock. The non-employee director compensation program provides that these RSUs are subject to full accelerated vesting upon the sale of our company in a Sale Event (as defined in the company's 2017 Equity Incentive Plan, as amended (the "2017 Equity Incentive Plan")).

The following table presents the total compensation for each person who served as a non-employee director during fiscal 2026. Mr. McKinnon, who is also an Okta employee, received no compensation for his service as a director. The compensation received by Mr. McKinnon as CEO is presented in the "Fiscal 2026 Summary Compensation Table" below.

Other than as set forth in the tables below, we did not pay any compensation or make any equity awards to our non-employee directors during fiscal 2026.

Fiscal 2026 Director Compensation Table

Name	Fees Earned or Paid In Cash (\$)	Stock Awards (\$) ⁽¹⁾⁽²⁾	All Other Compensation (\$)	Total (\$)
Shellye Archambeau ⁽³⁾	58,478	245,044	—	303,522
Anthony Bates	48,000	245,044	—	293,044
Rob Bernshteyn ⁽⁴⁾	6,815	530,074	—	536,889
Emilie Choi	44,000	245,044	—	289,044
Robert L. Dixon, Jr. ⁽³⁾	63,000	245,044	—	308,044
Jeff Epstein ⁽⁵⁾	87,000	245,044	—	332,044
Benjamin Horowitz ⁽⁶⁾	13,886	—	—	13,886
J. Frederic Kerrest	39,207	245,044	—	284,251
Rebecca Saeger ⁽⁶⁾	22,614	—	—	22,614
Paul Sagan ⁽⁴⁾	6,098	530,074	—	536,172
David Schellhase ⁽⁷⁾	23,837	530,049	—	553,886
Michael Stankey ⁽⁸⁾	58,196	245,044	—	303,240
Maggie Wilderotter ⁽⁹⁾	14,946	—	25,000	39,946

(1) The amounts reported represent the aggregate grant date fair values of the RSUs granted during fiscal 2026 under our 2017 Equity Incentive Plan as computed in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 718 ("ASC Topic 718"). Such grant date fair values do not take into account any estimated forfeitures related to service-based vesting conditions. The assumptions used in calculating the grant date fair values are set forth in the notes to our consolidated financial statements included in our 2026 Annual Report. These amounts do not necessarily correspond to the actual values recognized or that may be recognized by the directors.

(2) The following table sets forth the options and stock awards held as of January 31, 2026 by our non-employee directors who were serving on our board as of such date:

Name	Shares of Class B Common Stock Underlying Options	RSUs Covering Class A Common Stock
Shellye Archambeau	—	2,487
Anthony Bates	—	6,553
Rob Bernshteyn	—	5,876
Emilie Choi	—	2,487
Robert L. Dixon, Jr.	—	2,487
Jeff Epstein	—	2,487
J. Frederic Kerrest	267,010	3,330
Paul Sagan	-	5,876
David Schellhase	-	5,826
Michael Stankey	190,000	2,487

(3) Ms. Archambeau and Mr. Dixon, each a Class III director, were not nominated for re-election following the end of their term at the Annual Meeting on June 18, 2026.

(4) Messrs. Bernshteyn and Sagan joined our board on December 19, 2025.

(5) Mr. Epstein will leave our board effective at the Annual Meeting on June 18, 2026.

(6) Mr. Horowitz and Ms. Saeger left our board following the company's 2025 Annual Meeting of Stockholders on June 24, 2025.

(7) Mr. Schellhase joined our board on August 13, 2025.

(8) Mr. Stankey left our board on March 5, 2026.

(9) Ms. Wilderotter joined our board on August 13, 2025 and left our board on December 18, 2025 due to reasons unforeseen at the time of her joining. Pursuant to the terms of our non-employee director compensation policy, the initial RSU grant that Ms. Wilderotter received upon her appointment was forfeited. The amount reported under "All Other Compensation" represents fees that Ms. Wilderotter received in connection with advisory services she provided to the company prior to her appointment to our board. Such advisory fees were paid during fiscal 2026, on February 13, 2025.

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Proposal Two: Ratification of the Appointment of Our Independent Registered Public Accounting Firm

Our audit committee has appointed Ernst & Young LLP as our independent registered public accounting firm to perform the audit of our consolidated financial statements for the fiscal year ending January 31, 2027. We are asking our stockholders to ratify this appointment. Ernst & Young LLP has served as our independent registered public accounting firm since 2013.

Our board is submitting the appointment of Ernst & Young LLP to stockholders for ratification as a matter of good corporate governance. In the event our stockholders do not ratify this appointment by an affirmative vote of a majority of the voting power of the shares of our common stock, present in person or by proxy, at the Annual Meeting, our audit committee will reconsider retaining Ernst & Young LLP. Even if the appointment is ratified, our audit committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the fiscal year if they determine that such a change would be in the best interests of the stockholders.

We expect a representative of Ernst & Young LLP will attend the Annual Meeting. That individual will have an opportunity to make a statement and will be available to respond to appropriate questions from stockholders.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

We have adopted a policy under which our audit committee must pre-approve all audit and permissible non-audit services to be provided by the independent registered public accounting firm. As part of its review, our audit committee considers whether the categories of pre-approved services are consistent with rules on accountant independence prescribed by the SEC and the Public Company Accounting Oversight Board ("PCAOB"). Our audit committee pre-approved all services performed by the independent registered public accounting firm in fiscal 2026 in accordance with the foregoing pre-approval policies and procedures.

Recommendation of Our Board

OUR BOARD RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 31, 2027.

Audit Fees

The following table sets forth the fees billed or to be billed by Ernst & Young LLP and its affiliates for professional services rendered with respect to fiscal 2026 and the fiscal year ended January 31, 2025 ("fiscal 2025"). All of these services were approved by our audit committee.

Fee Category	Fiscal 2026 (\$)	Fiscal 2025 (\$)
Audit Fees ⁽¹⁾	5,310,000	4,939,000
Audit-Related Fees ⁽²⁾	1,582,000	1,911,000
Tax Fees ⁽³⁾	611,000	526,000
All Other Fees ⁽⁴⁾	7,000	7,000
Total Fees	7,510,000	7,383,000

- (1) Audit Fees relate to professional services provided in connection with the audit of our consolidated financial statements and audit of internal control over financial reporting, reviews of our quarterly condensed consolidated financial statements and accounting consultations billed as audit services.
- (2) Audit-Related Fees relate to assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under "Audit Fees." These include fees for service organization control examinations and other attestation services.
- (3) Tax Fees relate to professional services provided for permissible tax advisory services in fiscal 2026 and fiscal 2025.
- (4) All Other Fees relate to products and services provided other than those disclosed above, which include subscription fees paid for access to online accounting research software applications.

Report of the Audit Committee of the Board of Directors

The information contained in this audit committee report is being furnished and shall not be deemed to be “soliciting material,” “filed” with the SEC, subject to Regulations 14A or 14C of the Exchange Act or subject to the liabilities of Section 18 of the Exchange Act. No portion of this audit committee report shall be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, through any general statement incorporating by reference in its entirety the proxy statement in which this report appears, except to the extent that Okta specifically incorporates this report or a portion of it by reference.

This report is submitted by the audit committee of the board of directors. The audit committee consists of the directors whose names appear below. No member of the audit committee is an officer or employee of Okta, and the board of directors has determined that each member of the audit committee is “independent” for audit committee purposes as that term is defined under Rule 10A-3 of the Exchange Act and the applicable Nasdaq listing standards. Each member of the audit committee meets the requirements for financial literacy under the applicable rules and regulations of the SEC and Nasdaq.

The audit committee’s general role is to assist our board in monitoring the company’s financial reporting process and related matters. The audit committee’s specific responsibilities are set forth in its charter.

The audit committee has reviewed the company’s audited consolidated financial statements for its fiscal year ended January 31, 2026, and met with its management team, as well as with representatives of Ernst & Young LLP, the company’s independent registered public accounting firm, to discuss the audited consolidated financial statements and management’s assessment and Ernst & Young’s evaluation of the effectiveness of the company’s internal control over financial reporting as of January 31, 2026. The audit committee also discussed with members of Ernst & Young LLP the matters required to be discussed by the applicable requirements of the PCAOB and the SEC.

In addition, the audit committee received the written disclosures and the letter from Ernst & Young LLP required by applicable requirements of the PCAOB regarding the independent accountant’s communications with the audit committee concerning independence. The audit committee has discussed with Ernst & Young LLP the independence of that firm and has considered whether the provision of non-audit services was compatible with maintaining the independence of that firm.

Based on these discussions, the financial statement review, and other matters it deemed relevant, the audit committee recommended to the board of directors that the company’s audited consolidated financial statements for its fiscal year ended January 31, 2026 be included in its Annual Report on Form 10-K for its 2026 fiscal year.

Audit Committee

Rob Bernshteyn (Chair)

Anthony Bates

Jeff Epstein*

* Mr. Epstein served as our audit committee chair until March 2026 and during his tenure, participated in the actions referenced in this report.

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Proposal Three: Approval, on an Advisory Non- Binding Basis, of the Compensation of Our Named Executive Officers

We are asking our stockholders to vote to approve, on an advisory non-binding basis, the compensation of our named executive officers (“NEOs”) for fiscal 2026 as disclosed in this Proxy Statement. As described in detail under the heading “Compensation Discussion and Analysis,” our executive compensation program is designed to drive and reward performance, and align the compensation of our NEOs with the long-term interests of our stockholders. Please read the “Compensation Discussion and Analysis,” and the compensation tables and narrative disclosure that follow for information about our executive compensation program, including details of the fiscal 2026 compensation of our NEOs.

This proposal, commonly known as a “Say-on-Pay” proposal, gives our stockholders the opportunity to express their views on our NEOs’ compensation as a whole. This vote is not intended to address any specific element of compensation, but rather the overall compensation of our NEOs and the philosophy, policies and practices described in our Proxy Statement. Our board and our compensation and governance committee believe that these policies and practices effectively implement our compensation philosophy and achieve our compensation program goals.

Accordingly, we are asking our stockholders to vote “FOR” the following resolution:

RESOLVED, that the stockholders hereby approve, on an advisory non-binding basis, the compensation paid to Okta’s NEOs, as disclosed in the company’s proxy statement for the 2026 Annual Meeting of Stockholders, pursuant to the compensation disclosure rules of the SEC, including in the Compensation Discussion and Analysis, the compensation tables and the narrative discussions that accompany the compensation tables.

Vote Required

The approval of this advisory non-binding proposal requires the affirmative vote of a majority of the voting power of the shares of our common stock, present in person or by proxy at the Annual Meeting and entitled to vote thereon.

As an advisory vote, the outcome of the vote on this proposal is not binding. However, our management team, our board, and our compensation and governance committee, which is responsible for designing and administering our executive compensation program, value the opinions expressed by our stockholders, and will consider the outcome of this vote when making future executive compensation decisions.

Recommendation of Our Board

OUR BOARD RECOMMENDS THAT YOU VOTE “FOR” THE APPROVAL, ON AN ADVISORY NON-BINDING BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT.

Executive Officers

The following table sets forth information regarding our executive officers, including their ages, as of May 7, 2026:

Name	Age	Positions and Offices Held with the Company
Todd McKinnon	54	Chief Executive Officer, Chairperson of our Board and Director
Brett Tighe	46	Chief Financial Officer
Jon Addison	51	Chief Revenue Officer
Eric Kelleher	54	President and Chief Operating Officer
Shibu Ninan	51	Chief Accounting Officer
Larissa Schwartz	54	Chief Legal Officer and Corporate Secretary

Information Concerning Executive Officers

In addition to Mr. McKinnon, who serves as a director and whose biography is included under “Proposal One: Election of Directors” above, our executive officers as of May 7, 2026 consisted of the following individuals:

Brett Tighe

Mr. Tighe has served as our CFO since January 2022. Prior to his current role, Mr. Tighe served as our interim Chief Financial Officer from June 2021 to January 2022, Senior Vice President of Finance and Treasurer from May 2017 to June 2021, Vice President, FP&A from June 2016 to May 2017 and as head of worldwide FP&A from April 2015 to May 2016. From May 2004 to March 2015, Mr. Tighe served in various finance roles, most recently as Senior Director, Corporate Finance & Strategy, at Salesforce, Inc. Mr. Tighe holds a Master of Business Administration from the University of San Francisco and a Bachelor of Arts from the University of California, Santa Barbara.

Jon Addison

Mr. Addison has served as our Chief Revenue Officer (“CRO”) since November 2023. Prior to his current role, Mr. Addison served as our Interim Chief Revenue Officer from February 2023 to November 2023 and as our General Manager of EMEA from September 2021 to November 2023. Before joining Okta, Mr. Addison served as Vice President, EMEA & LATAM, Talent Solutions at LinkedIn from September 2019 to October 2021 and as Head of Sales, Talent Solutions, U.K., from October 2016 to September 2019. Earlier in his career, Mr. Addison held various roles at Oracle, Finastra, Opentext, Pitney Bowes and CapGemini. Mr. Addison holds a Bachelor’s Degree in Geography and Economics from King’s College London.

Eric Kelleher

Mr. Kelleher has served as our President and COO since February 2025. Mr. Kelleher previously served as our President, Customer Experience and Communication from February 2024 to January 2025, as Chief Customer Officer from October 2020 to January 2024, as Senior Vice President, Customer First from December 2019 to September 2020 and as Senior Vice President, Global Services from October 2016 to December 2019. Mr. Kelleher previously held various leadership roles at SaaS software companies, including at Salesforce, Inc. and at LinkedIn Corp. Mr. Kelleher holds a Master of Science degree in computer science from Stanford University and a Bachelor of Science degree in computer science and economics from Georgetown University.

Shibu Ninan

Mr. Ninan has served as our Chief Accounting Officer since August 2022. Prior to his current role, Mr. Ninan served as Vice President, Chief Accounting Officer at Veritas Technologies LLC, a data management company, from July 2015 to August 2022 and as Chief Accounting Officer at Saba Software, Inc., a cloud-based intelligent talent management solutions company acquired by Cornerstone OnDemand, Inc., from November 2013 to June 2015. Earlier in his career, Mr. Ninan served as a Senior Manager at KPMG US and at Deloitte India. Mr. Ninan holds a Bachelor of Commerce degree from Bangalore University, a Chartered Accountancy from the Institute of Chartered Accountants of India and a Certified Public Accountancy from the American Institute of Certified Public Accountants.

Larissa Schwartz

Ms. Schwartz has served as our CLO and Corporate Secretary since March 2023. Prior to her current role, Ms. Schwartz served as our Senior Vice President, Deputy General Counsel, Corporate & Securities from August 2020 to March 2023, as Vice President, Associate General Counsel, Corporate & Securities from June 2017 to August 2020, as Associate General Counsel, Senior Director, Corporate & Securities from November 2015 to June 2017 and as Assistant Corporate Secretary from December 2015 to March 2023. From October 2012 to November 2015, Ms. Schwartz served as Corporate Counsel at Jazz Pharmaceuticals plc, a biopharmaceutical company. Prior to that, Ms. Schwartz served as a corporate attorney at the law firms of Fenwick & West LLP and Simpson Thacher & Bartlett LLP. Ms. Schwartz holds a Juris Doctor from the University of Hawaii at Manoa, a Master in Philosophy and a Master of Arts from Yale University and a Bachelor of Arts from Middlebury College.

On April 22, 2026, we announced that Ms. Schwartz will step down from her role as our CLO and Corporate Secretary effective July 31, 2026. See “Compensation Discussion and Analysis—Potential Payments upon Termination or Change in Control—Transition Agreement with Ms. Schwartz” below for more information.

Compensation Discussion and Analysis

This Compensation Discussion and Analysis describes our executive compensation program and the decisions in fiscal 2026 regarding the compensation for our NEOs, who, for fiscal 2026, were as follows:

Todd McKinnon	our CEO, Chairperson of our Board and co-founder;
Brett Tighe	our CFO;
Jon Addison	our CRO;
Eric Kelleher	our President and COO; and
Larissa Schwartz	our CLO and Corporate Secretary.

Executive Summary

Okta is the leading independent identity partner. Our vision is to free everyone to safely use any technology, and we believe identity is the key to making that happen. Our purpose is to bring simple and secure digital access to people and organizations everywhere. Our Okta Platform and Auth0 Platform enable our customers to securely connect the right people to the right technologies and services at the right time.

Highlights of Fiscal 2026 Corporate Performance

Specific financial highlights of our performance in fiscal 2026 include:

- **Revenue:** Total revenue was \$2.919 billion, an increase of 12% year-over-year. Subscription revenue was \$2.855 billion, an increase of 12% year-over-year.
- **Remaining Performance Obligations (“RPO”):** RPO, or subscription backlog, was \$4.827 billion, an increase of 15% year-over-year. Current RPO, which is contracted subscription revenue expected to be recognized over the next 12 months, was \$2.513 billion, an increase of 12% year-over-year.
- **GAAP Operating Income/Loss:** GAAP (as defined below) operating income was \$149 million, or 5% of total revenue, compared to a GAAP operating loss of \$74 million, or (3)% of total revenue for fiscal 2025.
- **Non-GAAP Operating Income:** Non-GAAP operating income was \$766 million, or 26% of total revenue, compared to a non-GAAP operating income of \$587 million, or 22% of total revenue for fiscal 2025.
- **Net Income:** GAAP net income was \$235 million, compared to a GAAP net income of \$28 million for fiscal 2025. GAAP basic and diluted net income per share were \$1.33 and \$1.31, respectively, compared to a GAAP basic and diluted net income per share of \$0.16 and \$0.06, respectively, for fiscal 2025. Non-GAAP net income was \$646 million, compared to non-GAAP net income of \$510 million for fiscal 2025. Non-GAAP diluted net income per share was \$3.50, compared to non-GAAP diluted net income per share of \$2.81 for fiscal 2025.
- **Cash Flow:** Net cash provided by operations was \$884 million, or 30% of total revenue, compared to \$750 million, or 29% of total revenue, for fiscal 2025. Free cash flow was \$863 million, or 30% of total revenue, compared to \$730 million, or 28% of total revenue, for fiscal 2025.

To supplement our consolidated financial statements, which are prepared and presented in accordance with accounting principles generally accepted in the United States (“GAAP”), we provide investors with certain non-GAAP financial measures, including non-GAAP gross profit, non-GAAP gross margin, non-GAAP operating income or loss, non-GAAP operating margin, non-GAAP net income or loss, non-GAAP net margin, non-GAAP net income or loss per share, basic and diluted, non-GAAP tax rate, free cash flow and free cash flow margin. For a full reconciliation for each non-GAAP financial measure to the most directly comparable financial measure stated in accordance with GAAP, please see the “Reconciliation of GAAP to Non-GAAP Data” section (pages 10 to 12) of Exhibit 99.1 to our Current Report on Form 8-K, filed with the SEC on March 4, 2026.

Key Actions of Fiscal 2026 Executive Compensation Program

Consistent with our performance and compensation objectives for fiscal 2026, our compensation committee took the following key actions relating to the compensation of our NEOs for fiscal 2026:

- **Base Salary:** Increased the annual base salary for our CEO, which had not changed since February 2018, by 125% to bring his base salary within a competitive market range, while increasing the annual base salaries for our CFO, CLO and CRO, between 3.5% and 8%, based on an evaluation of competitive market data and a holistic review of the factors described in “Compensation-Setting Process—Role of the Compensation Committee” below. Additionally, Mr. Kelleher received a 27% base salary increase in connection with his promotion to President and COO on February 1, 2025.
- **Short-Term Incentive Compensation:** Awarded bonus payouts to our NEOs at 98.7% of their respective fiscal 2026 target bonus opportunities based on achievement of the performance objectives established under our Senior Executive Incentive Bonus Plan (the “Bonus Plan”). Mr. Addison did not participate in the Bonus Plan and instead participated in a separate sales commission plan (the “Sales Commission Plan”). Based upon the level of achievement of company performance, Mr. Addison attained 150% of his target commission-based cash incentive award opportunity.
- **Long-Term Incentive Compensation:** Granted PSU awards, in addition to time-based RSU awards, to our NEOs at the same mix as awards granted in fiscal 2025.

The PSU awards granted in fiscal 2026 have the same design as our PSU awards granted in fiscal 2025 and the fiscal year ended January 31, 2024 (“fiscal 2024”). The fiscal 2026 PSU award design allows for 0% to 200% of the target number of PSUs to be earned based on our relative total stockholder return (“TSR”) compared to the Nasdaq Composite Index TSR during three performance periods—a one-, two- and three-year performance period—each beginning on the first day of fiscal 2026 (February 1, 2025). Based on the company’s relative TSR performance over the one-, two- and three-year performance periods ended January 31, 2026, tranche one of the fiscal 2026 PSUs, tranche two of the fiscal 2025 PSUs and tranche three of the fiscal 2024 PSUs were earned at 100%, 100% and 161%, respectively, of target. Our PSU program is described in more detail in “Elements of Our Executive Compensation Program—PSU Awards” below.

- **Stock Ownership Guidelines:** We maintain stock ownership guidelines for our non-employee directors and executive officers who are subject to Section 16 of the Exchange Act. Our stock ownership guidelines are described in more detail in “Other Compensation Policies—Stock Ownership Guidelines” below.
- **Compensation Clawback Policy:** We maintain a compensation clawback policy that complies with the requirements of Exchange Act Rule 10D-1 and the applicable Nasdaq listing standards providing for the recovery of certain incentive-based compensation paid to current or former executive officers in the event of an accounting restatement due to material noncompliance with financial reporting requirements. Our compensation clawback policy is described in more detail in “Other Compensation Policies—Compensation Clawback Policy” below.

The term “compensation committee” refers to the committee that took the actions described in this Compensation Discussion and Analysis prior to the formation of our combined compensation and governance committee in March 2026.

Fiscal 2026 Executive Compensation Policies and Practices

Our executive compensation policies and practices reinforce our “pay-for-performance” philosophy and align with sound governance principles. Listed below are highlights of our fiscal 2026 compensation policies and practices.

What We Do	What We Do Not Do
✓ Use a “pay-for-performance” philosophy to align executive compensation with performance	✗ No “single-trigger” cash or service-vesting equity change-in-control payments or benefits for our executive officers; performance-vesting equity accelerates only to the extent of attainment of preestablished performance goals
✓ Use equity-based compensation to deliver a significant majority of the target total direct compensation of our executive officers to further align their interests with those of our stockholders	✗ No tax reimbursement payments or “gross-ups” for any tax liability on severance or change-in-control payments or other benefits other than the “gross-up” of taxes on relocation benefits for our CRO
✓ Establish maximum payout amounts under our Bonus Plan and require a threshold level of achievement for payout with respect to each performance measure	✗ No guaranteed bonuses and no guaranteed base salary increases
✓ Conduct an annual risk assessment of our executive and broad-based compensation programs to promote prudent risk management	✗ No post-termination retirement, pension or deferred compensation benefits, other than participation in our 401(k) plan on the same terms as our other employees
✓ Maintain a compensation and governance committee consisting solely of independent directors with extensive relevant experience	✗ No material perquisites other than relocation benefits and associated tax gross-up for our CRO, and no health or other benefits, other than those that are generally available to our other employees
✓ Conduct an annual review of our executive compensation strategy, competitiveness and compensation peer group	✗ No strict benchmarking of compensation to a specific percentile of our compensation peer group
✓ Maintain stock ownership guidelines for our executive officers and non-employee directors	✗ No hedging or pledging of our equity securities by our directors or any employees, including our executive officers
✓ Retain an independent compensation consultant that reports directly to our compensation and governance committee	
✓ Maintain an Exchange Act Rule 10D-1 and Nasdaq-compliant compensation clawback policy for our executive officers	

Results of Advisory Say-on-Pay Vote and Stockholder Feedback on Executive Compensation

We value the opinions of our stockholders. Our board and our compensation committee consider stockholder feedback, in addition to the outcome of our advisory non-binding Say-on-Pay vote, when evaluating our executive compensation program design and making compensation decisions.

Our 2025 advisory non-binding Say-on-Pay vote received 94.6% support, which reflects strong stockholder support for the current structure of our executive officers' compensation. We also received positive feedback about our executive compensation program during our annual stockholder engagement program. As in past years, in the fall of 2025 (fiscal 2026), we met with representatives of several of our top institutional stockholders, including governance professionals from passive investment funds and portfolio managers from active investment funds. We learned that these stockholders continue to view our executive compensation program, policies and practices favorably. In particular, they support our efforts to align executive pay with our company's performance, such as by including performance-based equity in our long-term incentive compensation program.

Based in part on the stockholder feedback we received in these and past outreach discussions, our compensation committee maintained the significant percentage of our overall equity awards granted to our executive officers that consist of PSUs (60% for our CEO and 50% for our other executive officers).

Executive Compensation Philosophy, Objectives and Design

We believe an executive compensation program should drive and reward performance in accordance with the long-term interests of our stockholders. Our executive compensation program is therefore designed to achieve three objectives:

- attract, motivate, engage and retain our executive officers, who contribute to our long-term success;
- provide compensation packages that are competitive and reward the achievement of our business objectives; and
- align our executive officers' interests with our stockholders by focusing on long-term equity incentives that correlate with the growth of sustainable long-term stockholder value.

Our program incorporates a mix of base salary, short-term cash incentives and long-term equity awards. We do not use a fixed formula to determine the mix of these elements. Instead, our compensation committee evaluates each executive's total compensation package on an individualized basis to ensure the overall mix remains competitive and consistent with the objectives of our executive compensation program.

A significant majority of annual target total direct compensation is weighted toward variable, long-term and "at-risk" equity compensation. We believe this weighting effectively incentivizes our executive officers to create sustainable long-term value for our stockholders.

We evaluate our executive compensation philosophy and executive compensation program at least annually.

Compensation Committee Oversight of Executive Compensation Process

Our compensation committee discharges many of the responsibilities of our board relating to the compensation of our executive officers:

- Making recommendations to our board regarding the compensation of the non-employee directors of our board (described in "Corporate Governance—Non-Employee Director Compensation" above) and regularly reporting to our board on its discussions, decisions and other actions.
- Overseeing the compensation structure, policies and programs for our employees generally, and overseeing and evaluating the compensation plans, policies and practices applicable to our executive officers. Our compensation committee has the authority to retain, and has retained, an independent compensation consultant to support its review and oversight of our executive compensation program.
- Reviewing and directly setting the base salary levels, short-term incentive compensation opportunities and long-term incentive compensation opportunities of our executive officers annually. Long-term incentive compensation is granted on a regularly-scheduled basis, as described in "Other Compensation Policies—Amended and Restated Equity Award Grant Policy" below.

Compensation-Setting Process

Role of Our Compensation Committee

Our compensation committee determines the target total direct compensation opportunities for our executive officers. When making these decisions, our compensation committee reviews recommendations from our CEO (other than with respect to himself) and other data, including input from its independent compensation consultant, using a competitive market analysis of compensation survey data and publicly-available compensation data of our compensation peer group. Our compensation committee then draws upon its members' experience and exercises its independent judgment to determine the annual target total direct compensation opportunity and each element of compensation for each of our executive officers.

Our compensation committee does not rely on a single method or measure in making its determinations, nor does it establish specific targets for the total direct compensation opportunities of our executive officers. Nonetheless, our compensation committee begins its deliberations on cash and equity compensation levels with reference to the 25th, 50th and 75th percentile levels for cash compensation and target total direct compensation, as reflected in competitive market data. For more information, please see "Competitive Positioning" below.

When determining the amount and approving each compensation element and the target total direct compensation opportunities for our executive officers, our compensation committee considers, among other factors:

- our performance against the corporate performance objectives established by our compensation committee and our board;
- our financial performance relative to our compensation peer group;
- the compensation levels and practices of our compensation peer group and/or selected broad-based compensation surveys;
- each individual executive officer's skills, experience and qualifications relative to other similarly-situated executives at the companies in our compensation peer group and/or selected broad-based compensation surveys;
- the scope of each individual executive officer's role compared to other similarly-situated executives at the companies in our compensation peer group and/or selected broad-based compensation surveys; and
- the performance of each individual executive officer, based on a subjective assessment of their contributions to our overall performance, ability to lead their function and to work as part of a team.

These considerations encourage internal compensation equity among our individual executive officers and provide the framework for compensation decision-making and final decisions regarding the compensation opportunity for each executive officer. No single factor dictates specific pay levels, nor is the impact of any factor on the ultimate pay level decisions quantifiable. Instead, our compensation committee uses its judgment to evaluate the factors as a whole in reaching compensation decisions.

Role of Our CEO

In discharging its responsibilities, our compensation committee works with members of management, including our CEO. Management assists our compensation committee by providing information on corporate and individual performance, financial impact analysis, competitive market compensation data and management's perspective on compensation matters. Our CEO makes compensation recommendations for each of our executive officers other than himself. These recommendations cover each executive officer's target total direct compensation opportunity, consisting of base salary, short-term incentive compensation opportunity and long-term incentive compensation in the form of equity awards. In making these compensation recommendations, our CEO considers a variety of factors, including the company's business results, the executive officer's individual contribution toward these results, the executive officer's role and performance of their duties, whether the executive officer has achieved their individual goals and the relative internal compensation equity among all of our executive officers.

Our compensation committee reviews and evaluates the recommendations of our CEO (other than with respect to himself) and other data, and then exercises its own independent judgment to determine the target total direct compensation opportunity, and each element thereof, for each of our executive officers, including our CEO. While our CEO periodically attends meetings of our compensation committee, the committee meets regularly in executive sessions outside the presence of our CEO when determining his compensation, assessing his performance and discussing other matters.

Role of the Compensation Consultant

Our compensation committee engages an independent compensation consultant to provide information, analysis and other advice relating to our executive compensation program and the decisions resulting from our compensation committee's annual executive compensation review. For fiscal 2026, our compensation committee retained Compensia, a nationally recognized compensation consulting firm with expertise relating to technology companies, to provide support with its review and oversight of our executive compensation program. Compensia provides our compensation committee with market information, analysis and other advice relating to executive compensation on an ongoing basis. Compensia is engaged directly by our compensation committee to, among other things:

- assist in developing a relevant group of peer companies to help our compensation committee determine the appropriate level of overall compensation for our executive officers;
- assess each separate element of compensation, with a goal of ensuring that the compensation we offer to our executive officers, individually as well as in the aggregate, is competitive and fair;
- review and provide recommendations regarding the compensation of the non-employee directors of our board;
- provide market practices for equity compensation design;
- conduct an executive compensation risk assessment;
- coordinate with our management for data collection and job matching for our executive officers; and
- support other ad hoc matters, such as compensation packages for new executive officers, throughout the year.

After considering the factors specified in the SEC rules and applicable Nasdaq listing standards, our compensation committee determined that its relationship with Compensia, and the work of Compensia on its behalf, has not raised any conflict of interest. Our compensation committee reviews these factors on an annual basis. As part of our determination of Compensia's independence, our compensation committee received written confirmation from Compensia addressing these factors and stating Compensia's belief that it remains an independent compensation consultant to our compensation committee.

Competitive Positioning

For purposes of comparing our executive compensation against the competitive market, our compensation committee reviews and considers the compensation levels and practices of a group of peer companies.

Our compensation committee annually evaluates and, as warranted, updates the companies that comprise our compensation peer group. In September 2024, with the assistance of Compensia, our compensation committee reviewed and updated the peer group used as a reference when making compensation decisions for fiscal 2026. We developed our peer group for fiscal 2026 from publicly-traded companies with three primary characteristics:

- a focus on software, with an emphasis on application software, internet and services and systems software business models;
- revenue of approximately \$1.2 billion to approximately \$7.4 billion (0.5 to 3.0 times our last four fiscal quarters' revenue of approximately \$2.5 billion); and
- a market capitalization of approximately \$3.9 billion to approximately \$61.5 billion (within a range of 0.25 to 4.0 times our 30-day average market capitalization of approximately \$15.4 billion in September 2024).

Where appropriate, we further refined our peer group by focusing on SaaS and cloud-based enterprise software companies, companies with strong one-year and three-year revenue growth and companies based in the San Francisco Bay Area or in other U.S. metropolitan areas. We also considered any recent changes to our business and the businesses of companies in our compensation peer group. Based on the foregoing review, our compensation committee determined that no adjustments to the compensation peer group used in fiscal 2025 were necessary, except for the removal of Splunk due to its acquisition in March 2024. Accordingly, our compensation committee approved the following compensation peer group to assist with the determination of fiscal 2026 compensation for our NEOs:

Cloudflare	HubSpot	Twilio
CrowdStrike Holdings	MongoDB	UiPath
DocuSign	Nutanix	Workday
Dynatrace	Palo Alto Networks	Zoom Video Communications
Elastic	Paycom Software	Zscaler
GoDaddy	RingCentral	

Our compensation committee evaluates the competitive market using data drawn from the public filings of the companies in our compensation peer group, data from a custom peer cut of the Radford Global Technology survey (which consisted of 15 of our compensation peer companies) and proprietary data provided by Compensia. This data helps our compensation committee understand how our pay practices and the compensation levels of our NEOs compare to the peer group levels when determining the annual target total direct compensation opportunities for our NEOs.

Compensation Risk Assessment

As part of its risk oversight responsibilities, our compensation committee considers potential risks when evaluating our compensation programs, including our executive compensation program. Our compensation committee conducts this risk assessment at least annually in collaboration with our management team. Based on its most recent review, our compensation committee concluded that our compensation programs, including our executive compensation program, do not encourage risk taking to a degree that is reasonably likely to have a materially adverse impact on our company or our operations.

Elements of Our Executive Compensation Program

Our executive compensation program consists of the following primary elements:

- base salary;
- short-term incentive compensation in the form of annual bonuses and, for Mr. Addison, in the form of sales commissions;
- long-term incentive compensation in the form of equity awards; and
- severance and change-in-control-related payments and benefits.

We also provide our executive officers with comprehensive employee health and welfare benefit programs, including medical, dental and vision insurance, a 401(k) plan in the United States, life and disability insurance, flexible spending accounts, an employee stock purchase plan and other plans and programs made available to all our eligible employees.

We believe these elements provide a compensation package that attracts and retains qualified individuals, links individual performance to company performance, focuses the efforts of our executive officers on the achievement of both our short-term and long-term objectives and further aligns the interests of our executive officers with those of our stockholders.

Base Salaries

An annual base salary is the only fixed element of target total direct compensation that we provide to each of our executive officers. This provides them a degree of certainty, since the significant majority of their compensation is based on equity awards, the value of which varies based on our stock price. Our compensation committee recognizes that base salaries are an important element of compensation that help attract and retain highly qualified executive talent.

At the beginning of each fiscal year, our compensation committee reviews, and adjusts as necessary, the annual base salaries for each of our executive officers, including our CEO. Our compensation committee does not apply specific formulas in setting annual base salary levels or determining adjustments from year to year. However, in completing its annual review and adjustment, our compensation committee generally intends to pay our executive officers annual base salaries that are competitive with current market practice (as reflected by an analysis of data prepared by its independent compensation consultant, drawn from our compensation peer group, a custom peer cut of the Radford Global Technology survey and proprietary data provided by Compensia). Our compensation committee also considers the factors described in “Compensation-Setting Process—Role of the Compensation Committee” above, as well as the recommendations of our CEO (other than with respect to himself).

Our compensation committee reevaluated the annual base salaries of our executive officers in March 2025 as part of its annual review of our executive compensation program. At that time, our compensation committee decided to increase the annual base salaries for each of our NEOs. Additionally, the base salary for Mr. Kelleher was increased in February 2025 in connection with his promotion to President and COO.

Our compensation committee increased the annual base salary of our CEO, taking into account competitive market pay levels, as well as Mr. McKinnon’s individual performance and responsibilities. Our compensation committee decided to increase Mr. McKinnon’s base salary, which had not been adjusted for eight years, following an evaluation of competitive market data and a holistic review of the factors described in “Compensation-Setting Process—Role of the Compensation Committee” above. Based on a similar evaluation for our other NEOs, our compensation committee also decided to increase the annual base salaries of Mr. Tighe and Ms. Schwartz by 8% and Mr. Addison by 3.5%, respectively.

The annual base salaries of our NEOs for fiscal 2026, as determined in March 2025, and, to the extent serving as an executive officer, for fiscal 2025, were as follows:

Annual Base Salaries for Fiscal 2026

NEO	Fiscal 2025 Annual Base Salary (\$)	Fiscal 2026 Annual Base Salary ⁽¹⁾ (\$)	Percentage Increase in Annual Base Salary
Mr. McKinnon	306,000	688,500	125%
Mr. Tighe	494,400	533,952	8%
Mr. Addison	450,000	465,750	3.5%
Mr. Kelleher ⁽²⁾	—	500,000	—
Ms. Schwartz	463,500	500,580	8%

(1) Changes in base salaries, other than for Mr. Kelleher, were effective May 1, 2025. As a result, the base salaries presented in this table may vary from the base salaries presented in the “Fiscal 2026 Summary Compensation Table.”

(2) Mr. Kelleher’s base salary change was effective February 1, 2025, upon his promotion to President and COO and designation as an executive officer.

The base salaries actually paid to our NEOs during fiscal 2026 are set forth in the “Fiscal 2026 Summary Compensation Table” below.

Annual Performance-Based Incentive Compensation

We use performance-based incentives to motivate our executive officers, including our CEO, to achieve our annual financial and operational objectives, while making progress toward our longer-term strategic and growth goals. Typically, near the beginning of each fiscal year, our compensation committee selects performance criteria and sets target achievement levels for the Bonus Plan, and determines each plan participant’s target annual incentive compensation opportunity as a percentage of their base salary, the performance measures and the associated target levels for each measure and the potential payments based on actual performance for the fiscal year. When setting annual incentive compensation opportunities of our executive officers, our compensation committee considers the factors described in “Compensation-Setting Process—Role of the Compensation Committee” above, as well as the recommendations of our CEO (other than with respect to himself).

Overview and Structure

In March 2025, our compensation committee approved the performance criteria and related target levels under the Bonus Plan for fiscal 2026. As approved, the Bonus Plan provided for an annual performance period.

Target Annual Incentive Compensation Opportunities

In March 2025, in connection with its review of our executive compensation program, our compensation committee reviewed the target annual incentive compensation opportunities for our executive officers who were eligible to participate in the Bonus Plan. Our compensation committee evaluated a competitive market analysis prepared by its independent compensation consultant, which included consideration of compensation data from our compensation peer group, a custom peer cut of the Radford Global Technology survey and proprietary data provided by Compensia. Additionally, our compensation committee considered recommendations from our CEO (other than with respect to himself) and the factors described in “Compensation-Setting Process—Role of the Compensation Committee” above. Following its review, our compensation committee adjusted the target opportunities for those executive officers whose target total cash compensation was below the levels targeted by our compensation committee. Consistent with this review, our compensation committee determined that the target annual incentive compensation opportunity for our CFO would remain unchanged from fiscal 2025, and the target annual incentive compensation opportunities for our CEO and our CLO would increase by 35% and 15% of their annual base salary, respectively. Our compensation committee made no further adjustments for Mr. Kelleher’s target annual incentive compensation opportunity in March 2025, having set his opportunity at 65% of his annual base salary in connection with his promotion to President and COO effective February 1, 2025.

The target annual incentive compensation opportunities of our eligible NEOs for fiscal 2026 as determined in March 2025 were as follows:

Target Annual Incentive Compensation Opportunities for Fiscal 2026

NEO	Fiscal 2025 Target Annual Incentive Compensation Opportunity as Percentage of Base Salary	Fiscal 2026 Target Annual Incentive Compensation Opportunity as Percentage of Base Salary ⁽¹⁾
Mr. McKinnon	65%	100%
Mr. Tighe	65%	65%
Mr. Kelleher	—	65%
Ms. Schwartz	50%	65%

(1) Changes in target annual incentive compensation opportunities, other than for Mr. Kelleher, were effective May 1, 2025.

Mr. Addison did not participate in the Bonus Plan in fiscal 2026. However, as discussed below, he participated in a Sales Commission Plan with a target sales commission opportunity equal to 100% of his annual base salary.

Corporate Performance Measures

To measure performance for purposes of the Bonus Plan, in March 2025 our compensation committee selected revenue (weighted 60%) and non-GAAP operating income (weighted 40%) as the corporate performance measures that best supported our annual operating plan and enhanced long-term value creation for our stockholders. For this purpose:

- “revenue” meant our GAAP revenue as reflected in our annual financial statements; and
- “non-GAAP operating income” meant GAAP operating income (loss) as reflected in our annual financial statements, adjusted to exclude expenses related to stock-based compensation, non-cash charitable contributions, amortization of acquired intangibles, acquisition- and integration-related expenses, restructuring costs related to severance and termination benefits and lease impairments in connection with the closing of certain leased facilities and certain non-ordinary course legal settlements and related expenses.

Bonus Plan Funding Methodology

The threshold, target and maximum performance goals for each measure and the percentage of target bonus earned at each performance level for the Bonus Plan in fiscal 2026 were as follows:

Fiscal 2026 Bonus Plan Performance Measures and Targets

	Revenue (60% weight)			Non-GAAP Operating Income (40% weight)		
	Total Revenue (in millions) (\$)	Percentage of Target Goal Achieved	Percentage of Target Bonus Earned	Total Non-GAAP Operating Income (in millions) (\$)	Percentage of Target Goal Achieved	Percentage of Target Bonus Earned
Maximum	3,181	110%	120%	953	120%	120%
Target	2,892	100%	100%	794	100%	100%
Threshold	2,603	90%	80%	636	80%	60%

If actual performance for fiscal 2026 was less than 90% of the revenue performance target or 80% of the non-GAAP operating income target, no payment would be earned with respect to such performance measure. Our compensation committee set challenging thresholds to ensure that incentive payments would require significant achievement, reflecting significant effort by our executive officers. Total potential payments were capped at 120% of the target annual incentive compensation opportunities to manage our potential short-term incentive compensation expense and mitigate incentivizing undue risk taking in our executive compensation program, while still maintaining appropriate incentives for our executive officers.

With respect to the revenue measure, for each additional 1% achievement between 90% and 110% of target, the percentage of target bonus earned would increase by 2%, with a maximum bonus payment of 120% of target.

With respect to the non-GAAP operating income measure, for each additional 1% achievement between 80% and 100% of target, the percentage of target bonus earned would increase by 2%, and for each additional 1% achievement between 100% and 120% of target, the percentage of target bonus earned would increase by 1%, with a maximum bonus payment of 120% of target.

Fiscal 2026 Performance and Payments

Following the completion of fiscal 2026, our compensation committee assessed our performance against the corporate performance goals established under the Bonus Plan using the process described above. First, our compensation committee measured actual Bonus Plan performance against the pre-established target levels for each corporate performance measure for the fiscal year. For fiscal 2026, our achievement relative to the target performance levels in the Bonus Plan was as follows:

Performance Measure	Target (in millions) (\$)	Result (in millions) (\$)	Actual Achievement of Target	Bonus Earned
Revenue	2,892	2,919	101.0%	102.0%
Non-GAAP Operating Income	794	770	97.0%	93.9%

Based on a relative weighting of 60% for the revenue performance measure and 40% for the non-GAAP operating income performance measure, the Bonus Plan for fiscal 2026 was funded at 98.7%.

As a result, the total payments to our eligible NEOs under the Bonus Plan in fiscal 2026 were as follows:

Bonus Plan Payments for Fiscal 2026

NEO	Fiscal 2026 Target Annual Incentive Compensation Opportunity ⁽¹⁾ (\$)	Fiscal 2026 Actual Annual Incentive Compensation Payment (\$)
Mr. McKinnon	569,118	561,719
Mr. Tighe	340,800	336,370
Mr. Kelleher	325,000	320,775
Ms. Schwartz	302,547	298,614

(1) Represents the fiscal 2026 target annual incentive compensation opportunity for each NEO prorated for base salary and target annual incentive compensation opportunity changes effective May 1, 2025.

The fiscal 2026 incentive compensation payments under the Bonus Plan were made in cash.

Sales Commission Plan for Mr. Addison

Rather than participate in the Bonus Plan, Mr. Addison was eligible to receive cash sales commissions based on the company’s achievement of one or more specific fiscal 2026 net annualized recurring revenue (“net ARR”) objectives. Mr. Addison’s target sales commission opportunity was set at 100% of his annual base salary. The entire commission-based target amount was related to the achievement of a pre-established annual net ARR objective. We are not disclosing the fiscal 2026 target, or actual net ARR results, as these amounts represent confidential information, the disclosure of which would result in competitive harm to the company. However, our compensation committee set the target at an objectively rigorous level so as to require significant effort and achievement by Mr. Addison and our go-to-market organization to be achieved.

For fiscal 2026, Okta’s actual net ARR was above the target level set for Mr. Addison. As a result, Mr. Addison’s actual commission-based short-term incentive award was equal to 150% of his target incentive award opportunity. Mr. Addison’s award was based on a pre-established formula and was not subject to the exercise of discretion by our compensation committee. The amount paid to Mr. Addison pursuant to his Sales Commission Plan for fiscal 2026 was \$692,964, which was paid in cash.

Long-Term Incentive Compensation

We view long-term incentive compensation in the form of equity awards as a critical element of our executive compensation program. The realized value of these equity awards has a direct relationship to our stock price; therefore, these awards are an incentive for our executive officers to create sustainable value for our stockholders. Equity awards also help us retain qualified executive officers in a competitive market. In fiscal 2026, long-term equity awards were granted in the form of PSUs and RSUs.

PSU awards provide a direct link between compensation and stockholder return, motivating our executive officers to focus on and strive to achieve both our annual and long-term financial and strategic objectives. We further believe that RSU awards provide a strong retention incentive for our executive officers, provide a reward for growth in the value of our Class A common stock and are less dilutive than other equity vehicles, such as stock options, to our stockholders. Since their value increases with any increase in the value of the underlying shares, RSU awards serve as an incentive which aligns with the long-term interests of our executive officers and stockholders. Unlike stock options, however, RSU awards have real economic value when they vest, even if the market price of our Class A common stock declines or stays flat, thus delivering more predictable value to our executive officers and providing retentive value even in a down market.

Long-term incentive compensation opportunities in the form of equity awards are granted by our compensation committee on a regularly-scheduled basis, as described in “Other Compensation Policies—Amended and Restated Equity Award Grant Policy” below and are typically granted annually.

Annual Equity Awards

In March 2025, our compensation committee determined to maintain the same percentage of performance-based equity awards in fiscal 2026 as was granted to our executive officers in fiscal 2025. As a result, the annual equity awards granted to our then-executive officers consisted of a mix, based on the number of underlying shares at target, of service-based RSU awards (40% for the CEO and 50% for our other executive officers) and PSU awards (60% for the CEO and 50% for our other executive officers).

In determining the aggregate value of the equity awards granted to our executive officers in fiscal 2026, our compensation committee considered our performance, a competitive market analysis prepared by its independent compensation consultant using specific compensation data for each executive officer (drawn from our compensation peer group, a custom peer cut of the Radford Global Technology survey and proprietary data provided by Compensia), the criticality of individual roles, recent promotions, the individual skills, experience and performance of each executive officer and the mix of cash and equity compensation to ensure that equity awards would motivate the creation of long-term value. In addition, our compensation committee considered the factors described in “Compensation-Setting Process—Role of the Compensation Committee” above.

In March 2025, our compensation committee granted the following annual equity awards to our NEOs:

Annual Equity Awards for Fiscal 2026

NEO	PSU Awards that May be Earned and Settled in Shares of our Class A Common Stock (value of underlying stock based on target performance) (\$) ⁽¹⁾	PSU Awards that May be Earned and Settled in Shares of our Class A Common Stock (target number of shares) ⁽²⁾	RSU Awards that May be Settled in Shares of our Class A Common Stock (value) (\$) ⁽¹⁾	RSU Awards that May be Settled in Shares of our Class A Common Stock (number of shares) ⁽³⁾
Mr. McKinnon	12,600,000	133,052	8,400,000	88,702
Mr. Tighe	4,000,000	42,239	4,000,000	42,239
Mr. Addison	3,500,000	36,959	3,500,000	36,959
Mr. Kelleher	6,000,000	63,358	6,000,000	63,358
Ms. Schwartz	3,500,000	36,959	3,500,000	36,959

(1) The value reported differs from the grant date fair value calculated in accordance with ASC Topic 718. For the grant date fair value of the PSU awards and RSU awards, please see the “Fiscal 2026 Summary Compensation Table” and “Fiscal 2026 Grants of Plan-Based Awards Table” below.

(2) The number of shares of our Class A common stock subject to these PSU awards based on target performance was calculated by dividing the target dollar value of the award by the average closing market price on the Nasdaq Global Select Market of one share of our Class A common stock during February 2026, which was \$94.70 per share.

(3) The number of shares of our Class A common stock subject to these RSU awards was calculated by dividing the target dollar value of the award by the average closing market price on the Nasdaq Global Select Market of one share of our Class A common stock during February 2026, which was \$94.70 per share.

PSU Awards

The PSU awards granted to our NEOs in fiscal 2026 were and are to be earned, if at all, based on the performance of our TSR relative to the TSR of the companies comprising the Nasdaq Composite Index (the “Index”), which is the same group used for purposes of determining the PSU awards earned by our NEOs in fiscal 2024 and fiscal 2025. The comparative performance is assessed during three separate and overlapping performance periods:

- **Performance Period 1:** One-year period from February 1, 2025 through January 31, 2026 (capped at 100% payout).
- **Performance Period 2:** Two-year period from February 1, 2025 through January 31, 2027 (capped at 100% payout).
- **Performance Period 3:** Three-year period from February 1, 2025 through January 31, 2028 (cumulative true-up for Performance Periods 1 and 2 is capped at a maximum of 200% payout).

The number of units earned for each performance period will be determined by multiplying the Achievement Factor (as defined below) for such performance period by one-third of the total number of units granted to the NEO, subject to such NEO remaining in our service as a director, consultant or employee through March 15th of the calendar year in which the applicable performance period ends. Each earned unit granted pursuant to the PSU awards represents a contingent right to receive one share of our Class A common stock upon settlement.

Following the end of each performance period, our compensation committee will compare our TSR to the TSR of the Index for that performance period and determine the Achievement Factor, based on our relative TSR. The following table shows how the Achievement Factor for each performance period will be determined:

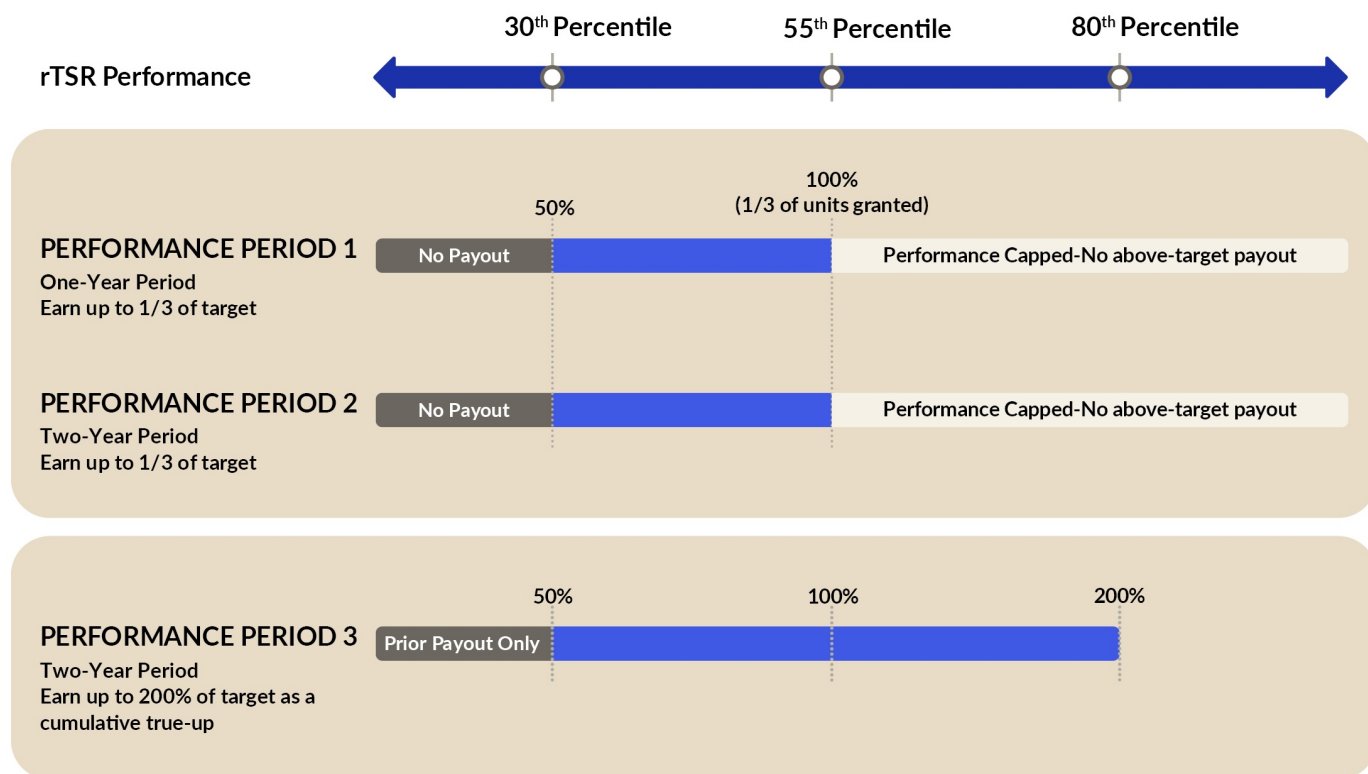
Relative TSR for Performance Periods 1 and 2	Achievement Factor	Performance Period Payout Potential
Below the 30th percentile of the Index	0	–
At the 30th percentile of the Index	0.5	50%
At or above the 55th percentile of the Index	1	100%

Relative TSR for Performance Period 3	Achievement Factor ⁽¹⁾	Resulting Total Grant Payout
Below the 30th percentile of the Index	0	Sum of Performance Periods 1 & 2 Only
At the 30th percentile of the Index	Prior Achievement Sum greater than or equal to 1 = 0.5 Prior Achievement Sum less than 1 = 1.5 less the Prior Achievement Sum	50% of Total Grant
At the 55th percentile of the Index	3 less the Prior Achievement Sum	100% of Total Grant
At or above the 80th percentile of the Index	6 less the Prior Achievement Sum	200% of Total Grant

(1) "Prior Achievement Sum" means the sum of the Achievement Factors for Performance Period 1 and Performance Period 2.

If the relative TSR achieved during the applicable performance period is between two of the achievement levels indicated in the tables above, the Achievement Factor for that performance period will be determined using linear interpolation. The maximum number of PSUs that can be earned for all three performance periods combined is 200% of the target number of PSUs granted.

Tying Upside to Long-Term Performance: By capping the payout for Performance Periods 1 and 2 at 100% and taking the Prior Achievement Sum into account for Performance Period 3, we ensure that outsize relative TSR performance is only rewarded in the long-term. If we underperformed in Performance Period 1 but significantly outperformed by Performance Period 3, the final period "catches up" the performance to reward that long-term outperformance at the end of the award. Conversely, if we performed well early but moderated by the end of Performance Period 3, the final payout will decrease accordingly.



RSU Awards

The RSU awards granted to our NEOs in fiscal 2026 vested as to 8.33% of the award on June 15, 2025, with the remaining units vesting in 11 equal quarterly installments thereafter, subject to the NEO's continuous employment with us through each applicable vesting date. Each unit granted pursuant to the RSU awards represents a contingent right to receive one share of our Class A common stock upon vesting.

PSU Achievement for Performance Period 1 of Fiscal 2026 PSUs, Performance Period 2 of Fiscal 2025 PSUs and Performance Period 3 of Fiscal 2024 PSUs

In February 2026, our compensation committee determined that, based on our TSR relative to the TSR of the Index, the Achievement Factor for the fiscal 2026, fiscal 2025 and fiscal 2024 PSUs were as follows:

- The Achievement Factor for Performance Period 1 of the fiscal 2026 PSUs would have been 114% of target, but based on the PSU design, the payout was capped at 100% of target.
- The Achievement Factor for Performance Period 2 of the fiscal 2025 PSUs would have been 111% of target, but based on the PSU design, the payout was capped at 100% of target.
- The Achievement Factor for Performance Period 3 of the fiscal 2024 PSUs was 161% of target.

The equity awards granted to our NEOs in fiscal 2026 are set forth in the "Fiscal 2026 Summary Compensation Table" and the "Fiscal 2026 Grants of Plan-Based Awards Table" below.

Employee Benefit Programs

Our NEOs are eligible to participate in all of our employee benefit plans offered to U.S. employees, including our 401(k) plan, employee stock purchase plan and medical, dental, life and disability insurance plans, in each case on the same basis as other U.S. employees.

Perquisites and Other Personal Benefits

We typically provide limited or no perquisites or other personal benefits to our NEOs. During fiscal 2026, Mr. Addison, our CRO, was the only NEO to receive perquisites or other personal benefits that were, in the aggregate, \$10,000 or more. Mr. Addison received direct payments by the company and associated tax "gross-up" payments in connection with his relocation to the United States during fiscal 2025.

In the future, we may provide perquisites or other personal benefits in limited circumstances, such as where we believe it is appropriate to assist an individual in the performance of their duties, to make our executive team more efficient and effective or for recruitment or retention purposes. All future practices with respect to perquisites or other benefits for our executive officers will be subject to review and approval by our compensation and governance committee.

401(k) Plan

We maintain a Section 401(k) tax-qualified retirement savings plan, with company matching contributions of up to \$5,000 per calendar year, that provides all regular U.S. employees, including our executive officers, with an opportunity to save for retirement on a tax-advantaged basis. Under our 401(k) plan, participants may elect to defer a portion of their compensation on a pre-tax basis and have it contributed to the plan, subject to applicable annual limits under the U.S. Internal Revenue Code (the "Code"). Pre-tax contributions are allocated to each participant's individual account and are then invested in selected investment alternatives according to the participants' directions. Employee elective deferrals are 100% vested at all times. As a U.S. tax-qualified retirement plan, contributions to the 401(k) plan and earnings on those contributions are not taxable to the employees until distributed from the 401(k) plan, and all contributions are deductible by us when made.

Post-Employment Compensation Arrangements

Not in Connection with a Change in Control

Our Executive Severance Plan provides that upon the termination of employment of an eligible participant by us for any reason other than for "cause" (as defined in the Executive Severance Plan), death or disability outside of the "change in control period" (defined as the period beginning three months prior to and ending 12 months after a Sale Event, as defined in the 2017 Equity Incentive Plan), an eligible participant will be entitled to receive, subject to the timely execution and delivery of an effective general release of claims in favor of our company:

- a lump sum cash payment equal to 12 months of base salary for our CEO, nine months of base salary for our other executive officers and six months of base salary for the other participants; and
- a monthly cash payment equal to our contribution toward health insurance for 12 months for our CEO, nine months for our other executive officers and six months for the other participants.

In Connection with a Change in Control

Our Executive Severance Plan provides that upon (i) the termination of employment of an eligible participant by us other than for cause, death or disability or (ii) the resignation of an eligible participant for “good reason” (as defined in the Executive Severance Plan), in each case within the change-in-control period, an eligible participant will be entitled to receive, in lieu of the payments and benefits above and subject to the timely execution and delivery of an effective general release of claims in favor of our company:

- a lump sum cash payment equal to 18 months of base salary for our CEO, 12 months of base salary for our other executive officers and nine months of base salary for the other participants;
- a lump sum cash payment equal to the eligible participant’s target annual incentive compensation opportunity;
- a monthly cash payment equal to our contribution toward health insurance for 18 months for our CEO, 12 months for our other executive officers and nine months for the other participants; and
- full accelerated vesting of all outstanding and unvested equity awards held by such participant, provided that any unvested and outstanding equity awards subject to performance conditions will be deemed satisfied at the target levels specified in the applicable award agreements.

The payments and benefits provided under our Executive Severance Plan in connection with a change in control may not be eligible for a federal income tax deduction by us pursuant to Section 280G of the Code. In addition, these payments and benefits may subject an eligible participant to an excise tax under Section 4999 of the Code. If the payments or benefits payable in connection with a change in control would be subject to the excise tax imposed under Section 4999 of the Code, then those payments or benefits will be reduced if such reduction would result in a higher net after-tax benefit to the participant.

Death-Related Equity Acceleration Policy

Our compensation and governance committee has adopted a policy that upon the termination of employment of any employee, including our executive officers, due to death, all outstanding and unvested equity awards that vest solely based on continued service to our company (that is, stock options and RSU awards) and that are held by such individual immediately prior to their death will fully accelerate and vest effective as of the date of death.

PSU Treatment on Death, Disability or Change in Control

The terms of the PSU award agreement provide for the following treatment on a termination of service:

- **Disability:** Upon a termination due to disability, the participant’s service will be deemed to have continued through each vesting date, and the participant’s unvested PSUs will be eligible to vest on the vesting date to the extent the applicable performance goals are achieved.
- **Death:** Upon a termination due to death, for each performance period that is complete as of the date of death, the participant’s service will be deemed to have continued through the applicable vesting date, and the participant’s unvested PSUs will be eligible to vest on the vesting date to the extent the applicable performance goals are achieved. For each performance period that is not complete as of the date of death, the unvested PSUs attributable to each performance period will accelerate as of the date of death and vest as though relative TSR was achieved at target (55th percentile of the Index).
- **Sale Event:** In the event of a Sale Event (as defined in the 2017 Equity Incentive Plan) prior to the end of Performance Period 3, then a number of PSUs determined based on the Achievement Factor calculated for each performance period as of a date prior to the Sale Event by the 2017 Equity Incentive Plan’s administrator will vest, subject to the participant remaining employed with the company through the effective date of the Sale Event.

Other Compensation Policies

Amended and Restated Equity Award Grant Policy

Our compensation and governance committee has adopted an equity award grant policy (the “Grant Policy”), that establishes the processes for granting stock options, restricted stock, RSUs and other equity-based awards to our executive officers and our employees. We have not granted stock options since fiscal 2022 and do not grant any other option-like awards. We exclusively grant RSUs and PSUs. Accordingly, we have not adopted a formal policy related to the timing of option awards in relation to the release of material nonpublic information and did not grant any stock options or similar option-like instruments to our NEOs during the four business days prior to or the one business day after the filing of our periodic reports or the filing or furnishing of a Current Report on Form 8-K that discloses material nonpublic information.

Our compensation and governance committee has delegated certain limited authority to an equity committee consisting of our CEO, Chief People Officer, CFO and CLO (the “equity committee”). Any two members of the equity committee may approve the grant of routine new hire, promotion, refresh and certain other equity awards to employees within equity guidelines that our compensation and governance committee reviews and approves from time to time and subject to other limitations and requirements. The equity committee may not grant equity awards to its own members, to employees who are subject to the reporting and other provisions of Section 16 of the Exchange Act or to employees with titles more senior than senior vice president.

In line with the Grant Policy, we generally grant RSUs and PSUs on a regularly-scheduled basis to enhance the effectiveness of our internal control over our equity award grant process. Grants of RSUs are generally made monthly and will be effective on the date such grant is approved by our compensation and governance committee or the equity committee, as applicable. From time to time, these committees may grant additional equity-based awards to existing employees for certain purposes, such as employee retention or recognition for significant accomplishments.

Our compensation and governance committee and equity committee do not take material nonpublic information into account when determining the timing and terms of any equity awards. We do not time the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation.

Compensation Clawback Policy

We maintain a compensation clawback policy that provides for the recovery of certain incentive-based compensation paid to current or former executive officers in the event of an accounting restatement due to material noncompliance with financial reporting requirements. The policy is compliant with Exchange Act Rule 10D-1 and the applicable Nasdaq listing standards regarding recovery of excess incentive-based compensation, and applies to current and former executive officers as specified in the policy in the event of a required accounting restatement. A copy of our compensation clawback policy is filed as Exhibit 97.1 to our 2026 Annual Report.

Mandatory Stock Ownership Guidelines

Our compensation and governance committee believes that stock ownership by our executive officers and the non-employee directors of our board is important to promote a long-term perspective and align the interests of our executive officers and non-employee directors with those of our stockholders. As a result, our compensation and governance committee has adopted mandatory stock ownership guidelines for our executive officers and non-employee directors, which require each executive officer and non-employee director to hold shares of our common stock with an aggregate value equal to at least a specified multiple of each executive officer’s base salary or each non-employee director’s annual cash board retainer, as applicable. This is intended to create clear guidelines that tie a portion of the executive officers’ and non-employee directors’ net worth to the performance of our common stock price. The current stock ownership guidelines are as follows:

	CEO	Other Executive Officers	Directors
Multiple of Base Salary/Board Retainer	5x	1x	5x

Executive officers have five years from their date of hire or promotion to a position subject to a higher ownership threshold to satisfy the required level of stock ownership. Non-employee directors have five years from their board appointment to satisfy the required level of stock ownership. Our compensation and governance committee will review progress against these guidelines and requirements annually and update them as appropriate. As of the most recent review of attainment, each of our executive officers and non-employee directors had satisfied the ownership guidelines.

Insider Trading Policy

We have adopted insider trading policies and procedures governing the purchase, sale and other dispositions of our securities by directors, officers and employees. These policies are designed to promote compliance with insider trading laws, rules and regulations

and the applicable Nasdaq listing standards, as well as procedures designed to further the foregoing purposes. We also follow procedures for our repurchase of our securities. A copy of our insider trading policy is filed as Exhibit 19.1 to our 2026 Annual Report.

Policy Prohibiting Hedging and Pledging of Company Securities

Our insider trading policies prohibit the members of our board and all employees, including our executive officers, from engaging in derivative securities transactions, including hedging, with respect to our securities, and from pledging our securities as collateral for a loan or holding company securities in a margin account. Our insider trading policies require that members of our board and our executive officers may trade in our securities only pursuant to trading plans that comply with Exchange Act Rule 10b5-1. Certain other employees are subject to certain pre-clearance procedures in order to trade in our securities or may trade pursuant to trading plans that comply with Exchange Act Rule 10b5-1.

Tax and Accounting Considerations

Deductibility of Executive Compensation

Section 162(m) of the Code generally places a \$1 million limit on the amount of compensation a public company can deduct in any one year for certain current and former executive officers. While our compensation and governance committee considers tax deductibility as one factor in determining executive compensation, our compensation and governance committee also looks at other factors in making its decisions, as noted above, and retains the flexibility to award compensation that it determines to be consistent with the goals of our executive compensation program, even if the awards are not deductible by us for tax purposes.

Taxation of “Parachute” Payments

Sections 280G and 4999 of the Code provide that executive officers and directors who hold significant equity interests and certain other service providers may be subject to significant additional taxes if they receive payments or benefits in connection with a change in control of our company that exceed certain prescribed limits, and that our company (or a successor) may forfeit a deduction on the amounts subject to this additional tax. We have not agreed to provide any executive officer, including any NEO, with a “gross-up” or other reimbursement payment for any tax liability that the executive officer might owe as a result of the application of Sections 280G or 4999 of the Code.

Section 409A of the Code

Section 409A of the Code imposes additional significant taxes in the event that an executive officer, director or service provider receives “deferred compensation” that does not satisfy the requirements of Section 409A of the Code. Although we do not maintain a traditional nonqualified deferred compensation plan for our executive officers, Section 409A of the Code does apply to certain severance arrangements, bonus arrangements and equity awards. We have structured all such arrangements and awards in a manner to either be exempt from or comply with the applicable requirements of Section 409A of the Code.

Accounting for Stock-Based Compensation

We follow ASC Topic 718 for our stock-based compensation awards. ASC Topic 718 requires us to measure the compensation expense for all share-based payment awards made to our employees and non-employee directors of our board, including options to purchase shares of our common stock, RSUs, PSUs and other stock awards, based on the “grant date fair value” of these awards. While our compensation and governance committee may consider grant date fair value in awarding equity compensation, it retains discretion to use other measures of value when determining the number of shares underlying equity awards. Regardless of the method used by the compensation and governance committee when granting equity awards, the calculation of grant date fair value is performed for accounting purposes and reported in the executive compensation tables required by the federal securities laws, even though the recipient may never realize any value from such awards.

Executive Compensation

Fiscal 2026 Summary Compensation Table

The following table presents information regarding the compensation awarded to, earned by and paid to each of our NEOs in fiscal 2026, fiscal 2025 and fiscal 2024.

Name and Principal Position	Fiscal Year	Salary (\$)	Stock Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$) ⁽²⁾	All Other Compensation (\$) ⁽³⁾	Total (\$)
Todd McKinnon CEO	2026	595,233	35,684,266	561,719	2,500	36,843,718
	2025	306,000	22,830,706	179,010	3,742	23,319,458
	2024	306,000	29,530,934	169,065	6,226	30,012,225
Brett Tighe CFO	2026	524,308	12,848,914	336,370	4,554	13,714,145
	2025	490,859	13,329,240	287,152	3,395	14,110,646
	2024	480,000	11,959,365	265,200	6,004	12,710,569
Jon Addison CRO	2026	461,910	11,242,773	692,964	452,072	12,849,718
	2025	383,704	4,998,401	382,386	147,102	5,911,593
	2024	364,896	6,856,102	286,132	29,113	7,536,243
Eric Kelleher President and COO	2026	500,000	19,273,264	320,775	4,568	20,098,606
Larissa Schwartz CLO and Corporate Secretary	2026	491,539	11,242,773	298,614	2,500	12,035,425
	2025	460,180	6,664,621	207,081	3,742	7,335,624
	2024	450,000	8,441,733	191,250	5,026	9,088,009

- (1) The amounts reported represent the aggregate grant date fair values of the PSUs and RSUs granted to our NEOs in fiscal 2026, fiscal 2025 and fiscal 2024, calculated in accordance with ASC Topic 718. The assumptions used in calculating the grant date fair values of the RSUs are set forth in the notes to our consolidated financial statements included in our 2026 Annual Report. The grant date fair values of the PSUs were calculated based on the application of a Monte Carlo simulation model to determine the probable outcomes of the market-based performance conditions. These amounts do not necessarily correspond to the actual value recognized by our NEOs. The Monte Carlo valuation method simulates a range of possible future stock prices for our company and the Index using certain inputs. Such inputs for the PSUs granted in fiscal 2026, fiscal 2025 and fiscal 2024 consisted of the following:

Fiscal Year of Grant	Expected Term ^(a)	Stock Price Volatility ^(b)		Risk-Free Interest Rate ^(c)
		Company	Index	
2026	2.84 years	58.40%	81.92%	3.87%

(a) Based on the time period from the grant date to the end of the longest performance period (the "simulation term").

(b) Based on historical stock price volatility over the 2.84 years prior to the date of grant.

(c) Derived from the continuously compounded yield on zero-coupon U.S. Treasury STRIPS as of the grant date for a period equivalent to the simulation term.

The vesting conditions and other terms of the PSU awards are discussed in more detail in "Compensation Discussion and Analysis" above and the "Fiscal 2026 Grants of Plan-Based Awards Table" and "Fiscal 2026 Outstanding Equity Awards at Fiscal Year-End Table" below.

- (2) The amounts reported for Messrs. McKinnon, Tighe and Kelleher and Ms. Schwartz for fiscal 2026 represent the aggregate annual performance-based cash incentives earned in fiscal 2026 pursuant to the Bonus Plan and based upon the achievement of certain company metrics. For the reported fiscal years, Messrs. McKinnon, Tighe and Kelleher and Ms. Schwartz received a cash bonus award under the Bonus Plan, and Mr. Addison received a cash bonus award in connection with his participation in the Sales Commission Plan. The fiscal 2026 cash achievement for each NEO is described above in "Compensation Discussion and Analysis-Elements of Our Executive Compensation Program-Annual Performance-Based Incentive Compensation-Fiscal 2026 Performance and Payments."
- (3) The amounts attributed to each NEO under "All Other Compensation" for fiscal 2026 are set forth below:

	401(k) Contributions (\$) ^(a)	Other Benefits (\$) ^(b)	Total (\$)
Todd McKinnon	2,500	—	2,500
Brett Tighe	4,554	—	4,554
Jon Addison	—	452,072	452,072
Eric Kelleher	4,568	—	4,568
Larissa Schwartz	2,500	—	2,500

(a) Includes 401(k) matching contributions by the company, which were made on the same basis as for other employees in the 401(k) plan.

(b) Includes payments made by the company in connection with Mr. Addison's relocation to the United States at the request of the company: \$31,733 for tax return preparation services; \$82,859 for temporary housing assistance, of which \$39,620 consisted of monthly rent reimbursements and \$43,239 consisted of a tax gross-up payment; and \$337,480 in unanticipated California state taxes that Mr. Addison incurred as a result of his relocation (the "state tax liability"). The compensation committee approved a one-time payment of \$152,500 to cover the amount of the state tax liability and \$184,980 to cover related tax gross-up payments.

Fiscal 2026 Grants of Plan-Based Awards Table

The following table sets forth certain information with respect to all plan-based awards granted to our NEOs during fiscal 2026.

Name	Award Type	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			Estimated Future Payouts Under Equity Incentive Plan Awards ⁽²⁾			All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards (\$) ⁽³⁾
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Todd McKinnon	Annual Cash	–	136,588	569,118	682,942	–	–	–	–	
	Annual RSU ⁽⁴⁾	3/30/2025	–	–	–	–	–	–	88,702	
	Annual PSU	3/30/2025	–	–	–	22,175	133,052	266,104	–	
Brett Tighe	Annual Cash	–	81,792	340,800	408,960	–	–	–	–	
	Annual RSU ⁽⁴⁾	3/30/2025	–	–	–	–	–	–	42,239	
	Annual PSU	3/30/2025	–	–	–	7,040	42,239	84,478	–	
Jon Addison	Annual Cash	–	–	461,910	–	–	–	–	–	
	Annual RSU ⁽⁴⁾	3/30/2025	–	–	–	–	–	–	36,959	
	Annual PSU	3/30/2025	–	–	–	6,160	36,959	73,918	–	
Eric Kelleher	Annual Cash	–	78,000	325,000	390,000	–	–	–	–	
	Annual RSU ⁽⁴⁾	3/30/2025	–	–	–	–	–	–	63,358	
	Annual PSU	3/30/2025	–	–	–	10,560	63,358	126,716	–	
Larissa Schwartz	Annual Cash	–	72,611	302,547	363,057	–	–	–	–	
	Annual RSU ⁽⁴⁾	3/30/2025	–	–	–	–	–	–	36,959	
	Annual PSU	3/30/2025	–	–	–	6,160	36,959	73,918	–	

- (1) This column sets forth the fiscal 2026 target bonus amount for each of Messrs. McKinnon, Tighe and Kelleher and Ms. Schwartz under our Bonus Plan. “Threshold” refers to the minimum amount payable for a certain level of performance assuming performance above 0%; “Target” refers to the amount payable if specified performance targets are reached; and “Maximum” refers to the maximum payout possible. Mr. Addison did not participate in the Bonus Plan, but participated in the Sales Commission Plan, pursuant to which he was eligible to receive cash sales commissions based on the company’s achievement of fiscal 2026 net annualized recurring revenue objectives. There are no threshold and maximum payouts under the Sales Commission Plan.
- (2) These columns show the number of shares that could be earned under the PSUs at the threshold, target and maximum levels of performance.
- (3) The amounts reported represent the aggregate grant date fair values of equity awards granted to our NEOs in fiscal 2026, calculated in accordance with ASC Topic 718. The assumptions used in calculating the grant date fair values of (a) RSUs are set forth in the notes to our consolidated financial statements included in our 2026 Annual Report and (b) PSUs are set forth in footnote 2 of the “Fiscal 2026 Summary Compensation Table” above. These amounts do not necessarily correspond to the actual values recognized by our NEOs.
- (4) These annual RSU awards vested as to 8.33% of the shares of Class A common stock underlying the RSU award on June 15, 2025 and vest as to the remainder of the shares in 11 equal quarterly installments thereafter, in each case, subject to continuous service.

Fiscal 2026 Outstanding Equity Awards at Fiscal Year-End Table

The following table provides information regarding outstanding equity awards held by our NEOs as of January 31, 2026.

Name	Vesting Commencement Date	Option Awards ⁽¹⁾⁽²⁾				Stock Awards ⁽¹⁾⁽²⁾			
		Exercisable (#)	Unexercisable (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ⁽³⁾ (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested ⁽⁴⁾ (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ⁽⁴⁾ (\$)
Todd McKinnon	2/1/2019 ⁽⁵⁾	32,251	—	82.16	3/24/2029	—	—	—	—
	2/1/2020 ⁽⁵⁾	48,372	—	142.47	4/14/2030	—	—	—	—
	2/1/2021 ⁽⁵⁾	191,001	—	274.96	4/21/2031	—	—	—	—
	3/15/2023 ⁽⁶⁾	—	—	—	—	10,506	887,547	—	—
	3/15/2024 ⁽⁶⁾	—	—	—	—	25,177	2,126,953	—	—
	3/15/2025 ⁽⁶⁾	—	—	—	—	66,527	5,620,201	—	—
	3/15/2026 ⁽⁷⁾	—	—	—	—	193,860	16,377,293	—	—
	2/1/2024	—	—	—	—	—	—	120,847	10,209,155
	2/1/2025	—	—	—	—	—	—	221,754	18,733,778
Brett Tighe	3/15/2022 ⁽⁸⁾	—	—	—	—	4,581	387,003	—	—
	3/15/2023 ⁽⁶⁾	—	—	—	—	6,298	532,055	—	—
	3/15/2024 ⁽⁶⁾	—	—	—	—	19,367	1,636,124	—	—
	3/15/2025 ⁽⁶⁾	—	—	—	—	31,680	2,676,326	—	—
	3/15/2026 ⁽⁷⁾	—	—	—	—	64,798	5,474,135	—	—
	2/1/2024	—	—	—	—	—	—	61,974	5,235,564
	2/1/2025	—	—	—	—	—	—	70,399	5,947,308
Jon Addison	3/15/2022 ⁽⁸⁾	—	—	—	—	849	71,724	—	—
	3/15/2023 ⁽⁶⁾	—	—	—	—	3,318	280,305	—	—
	12/15/2023 ⁽⁴⁾	—	—	—	—	14,364	1,213,471	—	—
	3/15/2024 ⁽⁶⁾	—	—	—	—	7,263	613,578	—	—
	3/15/2025 ⁽⁶⁾	—	—	—	—	27,720	2,341,786	—	—
	3/15/2026 ⁽⁷⁾	—	—	—	—	18,129	1,531,538	—	—
	2/1/2024	—	—	—	—	—	—	23,240	1,963,315
	2/1/2025	—	—	—	—	—	—	61,599	5,203,884
Eric Kelleher	10/20/2016 ⁽⁵⁾	2,409	—	8.97	10/23/2026	—	—	—	—
	10/1/2020 ⁽⁵⁾	2,955	—	211.86	9/21/2030	—	—	—	—
	2/1/2021 ⁽⁵⁾	6,792	—	274.96	4/21/2031	—	—	—	—
	9/15/2021 ⁽⁵⁾	12,587	—	255.38	9/22/2031	—	—	—	—
	3/15/2022 ⁽⁸⁾	—	—	—	—	1,188	100,362	—	—
	3/15/2023 ⁽⁶⁾	—	—	—	—	9,953	840,829	—	—
	3/15/2024 ⁽⁶⁾	—	—	—	—	24,209	2,045,176	—	—
	3/15/2025 ⁽⁶⁾	—	—	—	—	47,519	4,014,405	—	—
	3/15/2026 ⁽⁷⁾	—	—	—	—	21,119	1,784,133	—	—
	2/1/2025	—	—	—	—	—	—	105,597	8,920,835
Larissa Schwartz	3/15/2022 ⁽⁸⁾	—	—	—	—	109	9,208	—	—
	3/15/2023 ⁽⁶⁾	—	—	—	—	4,446	375,598	—	—

Executive Compensation

	3/15/2024 ⁽⁶⁾	–	–	–	–	9,684	818,104	–	–
	3/15/2025 ⁽⁶⁾	–	–	–	–	27,720	2,341,786	–	–
	3/15/2026 ⁽⁷⁾	–	–	–	–	44,930	3,795,686		
	2/1/2024	–	–	–	–	–	–	30,987	2,617,782
	2/1/2025	–	–	–	–	–	–	61,599	5,203,884

- (1) Stock options granted prior to 2017 were granted pursuant to our 2009 Stock Plan (the “2009 Plan”), and stock options, RSUs and PSUs granted after 2017 were granted pursuant to our 2017 Equity Incentive Plan.
- (2) Upon (i) a termination of employment by us other than for cause (as defined in the Executive Severance Plan) or disability or (ii) a resignation for good reason (as defined in the Executive Severance Plan), in each case within the change-in-control period (as defined in the Executive Severance Plan) (such termination of employment or resignation, a “termination without cause or with good reason in connection with a change in control”) or (iii) the death of the employee, the vesting of the shares subject to options or RSUs will fully accelerate and will become vested in full upon such termination date. PSUs are subject to potential vesting acceleration as described in “Compensation Discussion and Analysis—Post-Employment Compensation Arrangements” above and “Potential Payments upon Termination or Change in Control” below.
- (3) These columns represent the market value of the shares underlying the RSUs or PSUs as of January 31, 2026, based on the closing price of our Class A common stock, as reported on Nasdaq, of \$84.48 per share on January 31, 2026.
- (4) Represents PSUs that are earned, if at all, based upon certain achievement levels relating to our TSR relative to the TSR of the Index during three performance periods, as described in “Compensation Discussion and Analysis—Long-Term Incentive Compensation—PSU Awards” above. Such PSUs are subject to potential vesting acceleration as described in “Compensation Discussion and Analysis—Post-Employment Compensation Arrangements” above and “Potential Payments upon Termination or Change in Control” below. The number of shares reported is maximum achievement for PSUs having a vesting commencement date of February 1, 2023, February 1, 2024 and February 1, 2025, based on the prior performance period being achieved below and above target, respectively.
- (5) The stock options are fully vested and exercisable.
- (6) 8.33% of the shares underlying the award vested on the quarterly vesting date (March 15, June 15, September 15 or December 15) following the vesting commencement date and the balance of the shares vest in 11 successive equal quarterly installments, subject to continuous service.
- (7) Represent earned PSUs that vest on March 15, 2026, subject to continuous service.
- (8) 6.25% of the shares underlying the award vested on the quarterly vesting date (March 15, June 15, September 15 or December 15) following the vesting commencement date and the balance of the shares vest in 15 successive equal quarterly installments, subject to continuous service.

Fiscal 2026 Option Exercises and Stock Vested Table

The following table presents, for each of our NEOs, the shares of our common stock that were acquired upon the exercise of stock options and the vesting of RSUs, and the related value realized upon such exercise or vesting during fiscal 2026.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) ⁽¹⁾	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽²⁾
Todd McKinnon	460,080	46,470,450	158,253	16,411,162
Brett Tighe	—	—	110,205	11,287,961
Jon Addison	—	—	56,161	5,505,314
Eric Kelleher	7,229	580,908	81,099	7,815,380
Larissa Schwartz	25,061	2,241,400	53,135	5,376,729

(1) The value realized on exercise is based on the difference between the closing price of our Class A common stock on the date of exercise and the applicable exercise price of those options, and does not represent actual amounts received by our NEOs as a result of the option exercises.

(2) The value realized on vesting is determined by multiplying the number of vested RSUs by the closing price of our Class A common stock on the vesting date.

Pension Benefits

We do not maintain any defined benefit pension plans or arrangements under which our NEOs are eligible to participate.

Nonqualified Deferred Compensation

We do not maintain any nonqualified deferred compensation plans or arrangements under which our NEOs are eligible to participate.

Potential Payments upon Termination or Change in Control

Employment Offer Letters in Place During Fiscal 2026 for NEOs

We entered into employment offer letters with Ms. Schwartz in October 2015, Mr. Kelleher in October 2016, Mr. McKinnon in February 2017, Mr. Addison in September 2021 and Mr. Tighe in January 2022. Each offer letter provides for at-will employment and set forth each executive's annual base salary, target bonus opportunity and eligibility to participate in our U.S. benefit plans and, for Mr. Addison prior to his relocation to the United States in fiscal 2025, eligibility to participate in our U.K. benefit plans.

Executive Severance Plan and Death-Related Equity Acceleration Policy

Each of our serving NEOs also participates in our Executive Severance Plan, as described above under the heading "Compensation Discussion and Analysis—Post-Employment Compensation Arrangements," and our Death-Related Equity Acceleration Policy, as described above in "Compensation Discussion and Analysis—Post-Employment Compensation Arrangements—Death-Related Equity Acceleration Policy," and remains subject to our standard employment, confidential information and invention assignment agreement.

PSU Treatment on Death, Disability or Change in Control

The terms of each PSU award agreement provide for the following treatment on a termination of services:

- **Disability:** Upon a termination due to disability, the NEO's service will be deemed to have continued through each vesting date, and the NEO's unvested PSUs will be eligible to vest on the vesting date to the extent the applicable performance goals are achieved.
- **Death:** Upon a termination due to death, for each performance period that is complete as of the date of death, the NEO's service will be deemed to have continued through the applicable vesting date, and the NEO's unvested PSUs will be eligible to vest on the vesting date to the extent the applicable performance goals are achieved, and for each performance period that is not complete as of the date of death, the unvested PSUs attributable to each performance period will accelerate as of the date of death and vest at target.
- **Sale Event:** In the event of a Sale Event (as defined in the 2017 Equity Incentive Plan) prior to the end of Performance Period 3, then a number of PSUs determined based on the Achievement Factor calculated for each performance period as of a date prior to

the Sale Event by the 2017 Equity Incentive Plan's administrator will vest, subject to the PSU holder remaining employed with the company through the effective date of the Sale Event.

Transition Agreement with Ms. Schwartz

On April 22, 2026, the company announced that Ms. Schwartz will step down as CLO and Corporate Secretary, effective July 31, 2026. In connection with her anticipated departure, Ms. Schwartz and the company entered into a Transition and Separation Agreement, dated April 21, 2026, which provides that Ms. Schwartz will remain in her current role as CLO and Corporate Secretary and continue to receive her current base salary through July 31, 2026. Thereafter, Ms. Schwartz will continue her employment with the company as a non-executive senior advisor through January 31, 2027. In this role, Ms. Schwartz will receive a base salary of \$21,483 per month and her equity awards will continue to vest in accordance with their terms. At the conclusion of this advisory period, and subject to Ms. Schwartz's execution and non-revocation of a release of claims, she will be entitled to receive (i) a lump-sum severance payment equal to nine months of her current base salary, and (ii) payment of her monthly COBRA premiums for continued coverage under our health plans for nine months following January 31, 2027.

The following table presents information concerning, for each of Messrs. McKinnon, Tighe, Addison and Kelleher and Ms. Schwartz, estimated payments and benefits that would be provided pursuant to the arrangements described above. The estimated payments and benefits set forth below assume that the termination of employment or change in control event occurred on the last business day of fiscal 2026, January 31, 2026, and a per share value of our common stock of \$84.48, which is the closing market price per share of our Class A common stock on such date. Actual payments and benefits could be different if such events were to occur on any other date or at any other price, or if any other assumptions are used to estimate potential payments and benefits.

Name	Benefit	Termination without Cause Not in Connection with a Change in Control (\$)	Termination without Cause or with Good Reason in Connection with a Change in Control (\$)	Death (\$)
Todd McKinnon	Cash Severance	688,500	1,721,250	—
	Health Benefits	43,172	64,757	—
	Equity Acceleration ⁽¹⁾	—	28,529,487	28,529,487
	Total	731,672	30,315,494	28,529,487
Brett Tighe	Cash Severance	400,464	881,021	—
	Health Benefits	32,379	43,172	—
	Equity Acceleration ⁽¹⁾	—	12,465,869	12,465,869
	Total	432,843	13,390,062	12,465,869
Jon Addison	Cash Severance	349,313	734,658	—
	Health Benefits	10,412	13,883	—
	Equity Acceleration ⁽¹⁾	—	8,624,817	8,624,817
	Total	359,725	9,373,358	8,624,817
Eric Kelleher	Cash Severance	375,000	825,000	—
	Health Benefits	32,379	43,172	—
	Equity Acceleration ⁽¹⁾	—	12,353,257	12,353,257
	Total	407,379	13,221,429	12,353,257
Larissa Schwartz ⁽²⁾	Cash Severance	375,435	825,957	—
	Health Benefits	32,379	43,172	—
	Equity Acceleration ⁽¹⁾	—	8,715,802	8,715,802
	Total	407,814	9,584,931	8,715,802

(1) The value of stock option and RSU award vesting acceleration is based on the closing price of \$84.48 per share of our Class A common stock as of January 31, 2026, minus, in the case of stock options, the exercise price of the unvested stock option shares subject to acceleration. The value of PSU award vesting acceleration is based on the closing price of \$84.48 per share of our Class A common stock as of January 31, 2026 and reflects (a) with respect to a termination without cause or resignation for good reason in connection with a change in control, acceleration of the number of shares of our Class A common stock subject to the PSU award based on target performance and (b) with respect to the NEO's death on January 31, 2026, Achievement Factors of 0, 1 and 2 for Performance Periods 1, 2 and 3, respectively.

(2) See "Transition Agreement with Ms. Schwartz" above for a description of actual amounts to be paid to Ms. Schwartz based upon the agreement between us and Ms. Schwartz.

CEO Pay Ratio Disclosure

As required by SEC rules, we are providing the following information about the relationship between the annual total compensation of our CEO and the annual total compensation of our median compensated employee for fiscal 2026 (our “CEO pay ratio”).

- The median of the annual total compensation of all employees of our company (other than our CEO) was \$205,371
- The annual total compensation of our CEO was \$36,843,718
- Our CEO pay ratio was 179 to 1

This ratio is a reasonable estimate calculated in a manner consistent with SEC rules. To identify the median employee in fiscal 2026, we examined the compensation of all our full-time and part-time employees (other than our CEO) as of January 31, 2026, the last day of fiscal 2026. Our employee population consisted of individuals (other than our CEO) working at our parent company and consolidated subsidiaries both within and outside the United States. We did not include any contractors or other non-employee workers in our employee population. Aside from 52 interns, we did not have any temporary or seasonal employees as of January 31, 2026.

We used a consistently applied compensation measure consisting of annual base salary, target annual bonus or commission, and the grant date fair value of equity awards for the 12-month period from February 1, 2025 through January 31, 2026 to identify our median employee. For simplicity and consistency across our organization, we used annual base salary rate. Equity awards granted during the year were included using the same methodology we use for reporting the grant date fair value of the equity awards granted to our NEOs and reported in our “Fiscal 2026 Summary Compensation Table” above. Payments not made in U.S. dollars were converted to U.S. dollars using a currency exchange rate as of January 31, 2026. We did not make any cost-of-living adjustment.

Using this approach, we identified the individual at the median of our employee population who was the best representative of our employee population. The individual was a full-time employee based in the United States.

We calculated this individual’s fiscal 2026 annual total compensation using the same methodology that we use for our NEOs as set forth in the “Fiscal 2026 Summary Compensation Table” above.

With respect to the annual total compensation of our CEO, we used the amount reported in the “Total” column of the “Fiscal 2026 Summary Compensation Table” above.

Because SEC rules for identifying the median of the annual total compensation of all employees allow companies to adopt a variety of methodologies, apply certain exclusions and make reasonable estimates and assumptions that reflect their employee population and compensation practices, the pay ratio reported by other companies may not be comparable to our pay ratio, as other companies have different employee populations and compensation practices and may have used different methodologies, exclusions, estimates and assumptions in calculating their pay ratios.

Pay Versus Performance Table

In accordance with SEC rules, the following table sets forth additional information concerning the compensation of our CEO (our "PEO") and our other NEOs for the fiscal year ended January 31, 2022 ("fiscal 2022"), the fiscal year ended January 31, 2023 ("fiscal 2023"), fiscal 2024, fiscal 2025 and fiscal 2026, and our financial and TSR performance for each such fiscal year.

The amounts below shown for compensation actually paid do not represent the aggregate value of cash and shares of common stock received by our NEOs during the fiscal year, but rather is an amount calculated in accordance with SEC rules and includes, among other things, year-over-year changes in the value of unvested equity awards. As a result of the calculation methodology required by the SEC, compensation actually paid amounts below differ from compensation actually earned, realized or received by our NEOs.

Pay Versus Performance

Year ⁽¹⁾	Summary Compensation Table Total for PEO ⁽²⁾	Compensation Actually Paid to PEO ⁽³⁾	Average Summary Compensation Table Total for Non-PEO NEOs ⁽⁴⁾	Average Compensation Actually Paid for Non-PEO NEOs ⁽⁵⁾	Value of Initial Fixed \$100 Investment Based On:		Net Income	Company-Selected Measure: Revenue ⁽⁸⁾
					Total Shareholder Return ⁽⁶⁾	Peer Group Total Shareholder Return ⁽⁷⁾		
2026	\$36,843,718	\$15,700,084	\$14,674,474	\$9,265,113	\$33	\$256	\$235,000,000	\$2,919,000,000
2025	\$23,319,458	\$24,437,894	\$7,400,901	\$7,644,207	\$36	\$204	\$28,000,000	\$2,610,000,000
2024	\$30,012,225	\$30,397,098	\$7,739,145	\$7,822,230	\$32	\$160	-\$355,000,000	\$2,263,000,000
2023	\$412,190	-\$21,077,609	\$11,677,001	-\$425,392	\$28	\$107	-\$815,000,000	\$1,858,000,000
2022	\$31,820,477	\$7,266,404	\$15,547,789	\$6,358,859	\$76	\$126	-\$848,000,000	\$1,300,000,000

(1) The PEO and Non-PEO NEOs included in the above table consist of the following individuals:

Fiscal Year	PEO (CEO)	Non-PEO NEOs
2026	Todd McKinnon	Brett Tighe, Jon Addison, Eric Kelleher, Larissa Schwartz
2025	Todd McKinnon	Brett Tighe, Jon Addison, Shibu Ninan, Larissa Schwartz
2024	Todd McKinnon	Brett Tighe, Jon Addison, Shibu Ninan, Larissa Schwartz
2023	Todd McKinnon	Jonathan Runyan, Brett Tighe, Susan St. Ledger, Shibu Ninan
2022	Todd McKinnon	William Losch, J. Frederic Kerrest, Jonathan Runyan, Brett Tighe, Susan St. Ledger, Michael Kourey

(2) Amounts reported in this column represent the total compensation reported in the Summary Compensation Table for the indicated fiscal year for our PEO.

- (3) Amounts reported in this column represent the compensation actually paid to our PEO, based on his total compensation reported in the Summary Compensation Table for each of the indicated fiscal years and adjusted as shown in the table below:

		PEO					
		Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2025	Fiscal 2026	
	Summary Compensation Table - Total Compensation	(a)	\$31,820,477	\$412,190	\$30,012,225	\$23,319,458	\$36,843,718
–	Grant Date Fair Value of Stock Awards and Option Awards Granted in Fiscal Year	(b)	\$31,311,842	\$0	\$29,530,934	-\$22,830,706	-\$35,684,266
+	Fair Value at Fiscal Year End of Outstanding and Unvested Stock Awards and Option Awards Granted in Fiscal Year	(c)	\$18,370,703	\$0	\$25,972,540	\$18,477,188	\$23,559,209
+	Change in Fair Value of Outstanding and Unvested Stock Awards and Option Awards Granted in Prior Fiscal Years	(d)	-\$6,877,916	-\$12,500,749	\$528,230	\$2,878,384	-\$12,608,428
+	Fair Value at Vesting of Stock Awards and Option Awards Granted in Fiscal Year That Vested During Fiscal Year	(e)	\$0	\$0	\$2,559,648	\$1,237,653	\$2,044,456
+	Change in Fair Value as of Vesting Date of Stock Awards and Option Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year	(f)	-\$4,735,019	-\$8,989,050	\$855,389	\$1,355,917	\$1,545,395
–	Fair Value as of Prior Fiscal Year End of Stock Awards and Option Awards Granted in Prior Fiscal Years That Failed to Meet Applicable Vesting Conditions During Fiscal Year	(g)	\$0	\$0	\$0	\$0	\$0
=	Compensation Actually Paid		\$7,266,404	-\$21,077,609	\$30,397,098	\$24,437,894	\$15,700,084

- Represents total compensation as reported in the Summary Compensation Table for the indicated fiscal year.
 - Represents the aggregate grant date fair value of the stock awards and option awards granted to our PEO during the indicated fiscal year, computed in accordance with ASC Topic 718.
 - Represents the aggregate fair value as of the indicated fiscal year-end of our PEO's outstanding and unvested stock awards and option awards granted during such fiscal year, computed in accordance with ASC Topic 718.
 - Represents the aggregate change in fair value (from the prior fiscal year-end) during the indicated fiscal year of the outstanding and unvested stock awards and option awards held by our PEO as of the last day of the indicated fiscal year, computed in accordance with ASC Topic 718 and, for awards subject to performance-based vesting conditions, based on the probable outcome of such performance-based vesting conditions as of the last day of the indicated fiscal year.
 - Represents the aggregate fair value at vesting of the stock awards and option awards that were granted to our PEO and vested during the indicated fiscal year, computed in accordance with ASC Topic 718.
 - Represents the aggregate change in fair value, measured from the prior fiscal year-end to the vesting date, of each stock award and option award held by our PEO that was granted in a prior fiscal year and which vested during the indicated fiscal year, computed in accordance with ASC Topic 718.
 - Represents the aggregate fair value as of the last day of the prior fiscal year of our PEO's stock awards and option awards that were granted in a prior fiscal year and which failed to meet the applicable vesting conditions in the indicated fiscal year, computed in accordance with ASC Topic 718.
- (4) Amounts reported in this column represent the average of the total compensation reported in the Summary Compensation Table for the indicated fiscal year for our Non-PEO NEOs. Please see footnote 1 for our NEOs included in the average for each indicated fiscal year.

Executive Compensation

(5) Amounts reported in this column represent the average compensation actually paid to our Non-PEO NEOs in the indicated fiscal year, based on the average total compensation for our Non-PEO NEOs reported in the Summary Compensation Table for each of the indicated fiscal years and adjusted as shown in the table below:

Non-PEO NEO Average

		Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2025	Fiscal 2026
Summary Compensation Table - Total Compensation	(a)	\$15,547,789	\$11,677,001	\$7,739,145	\$7,400,901	\$14,674,474
– Grant Date Fair Value of Stock Awards and Option Awards Granted in Fiscal Year	(b)	\$14,950,405	\$11,087,422	\$7,078,132	-\$6,664,621	-\$13,651,931
+ Fair Value at Fiscal Year End of Outstanding and Unvested Stock Awards and Option Awards Granted in Fiscal Year	(c)	\$6,586,929	\$4,189,535	\$6,013,279	\$5,285,270	\$8,894,492
+ Change in Fair Value of Outstanding and Unvested Stock Awards and Option Awards Granted in Prior Fiscal Years	(d)	-\$1,740,914	-\$2,399,986	\$127,198	\$799,605	-\$2,126,125
+ Fair Value at Vesting of Stock Awards and Option Awards Granted in Fiscal Year That Vested During Fiscal Year	(e)	\$2,647,596	\$578,225	\$890,316	\$476,028	\$1,034,349
+ Change in Fair Value as of Vesting Date of Stock Awards and Option Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year	(f)	-\$940,687	-\$3,382,745	\$130,424	\$347,025	\$439,855
– Fair Value as of Prior Fiscal Year End of Stock Awards and Option Awards Granted in Prior Fiscal Years That Failed to Meet Applicable Vesting Conditions During Fiscal Year	(g)	\$791,448	\$0	\$0	\$0	\$0
= Compensation Actually Paid		\$6,358,859	-\$425,392	\$7,822,230	\$7,644,207	\$9,265,113

- a. Represents the average total compensation as reported in the Summary Compensation Table for the reported Non-PEO NEOs in the indicated fiscal year.
- b. Represents the average aggregate grant date fair value of the stock awards and option awards granted to our Non-PEO NEOs during the indicated fiscal year, computed in accordance with ASC Topic 718.
- c. Represents the average aggregate fair value as of the indicated fiscal year-end of our Non-PEO NEOs' outstanding and unvested stock awards and option awards granted during such fiscal year, computed in accordance with ASC Topic 718.
- d. Represents the average aggregate change in fair value (from the prior fiscal year-end) during the indicated fiscal year of the outstanding and unvested stock awards and option awards held by our Non-PEO NEOs as of the last day of the indicated fiscal year, computed in accordance with ASC Topic 718 and, for awards subject to performance-based vesting conditions, based on the probable outcome of such performance-based vesting conditions as of the last day of the indicated fiscal year.
- e. Represents the average aggregate fair value at vesting of the stock awards and option awards that were granted to our Non-PEO NEOs and vested during the indicated fiscal year, computed in accordance with ASC Topic 718.
- f. Represents the average aggregate change in fair value, measured from the prior fiscal year-end to the vesting date, of each stock award and option award held by our Non-PEO NEOs that was granted in a prior fiscal year and which vested during the indicated fiscal year, computed in accordance with ASC Topic 718.
- g. Represents the average aggregate fair value as of the last day of the prior fiscal year of our Non-PEO NEOs' stock awards and option awards that were granted in a prior fiscal year and which failed to meet the applicable vesting conditions in the indicated fiscal year, computed in accordance with ASC Topic 718.

(6) Pursuant to Item 402(v) of Regulation S-K, the comparison assumes \$100 was invested on January 31, 2021 in our common stock. Historic stock price performance is not necessarily indicative of future stock price performance.

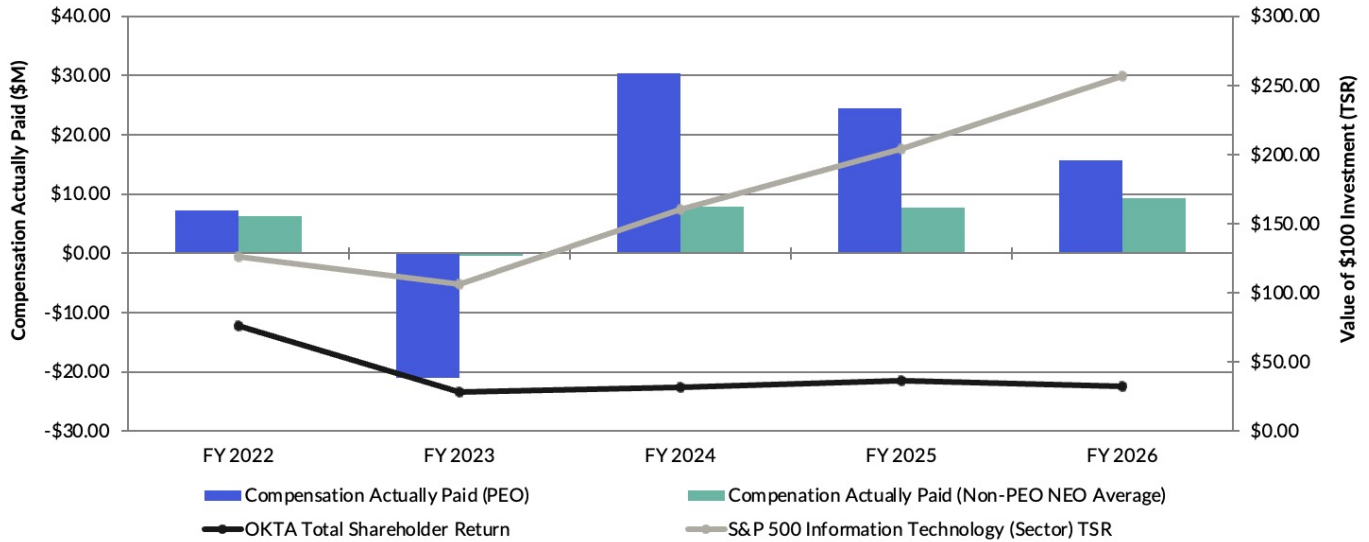
(7) The TSR Peer Group consists of the S&P 500 Information Technology Index, an independently prepared index.

(8) We have selected revenue as the Company-Selected Measure because it is a core driver of our performance and stockholder value creation and, accordingly, was used in the Bonus Plan.

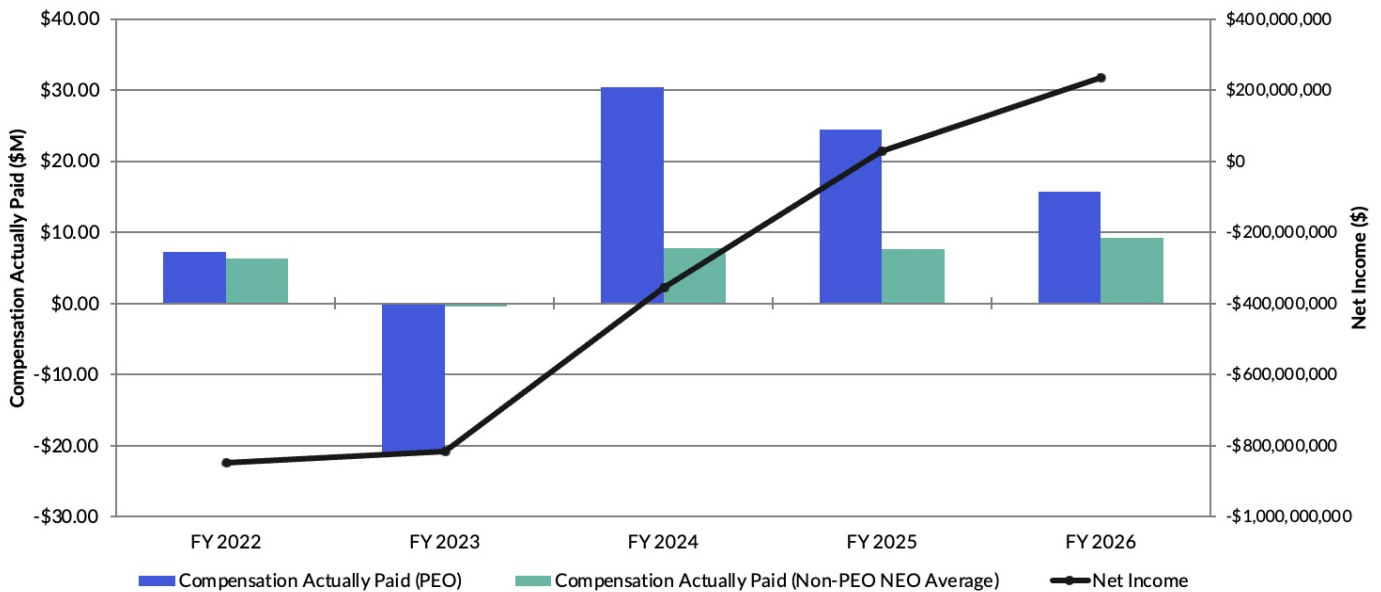
Relationship Between Pay and Performance

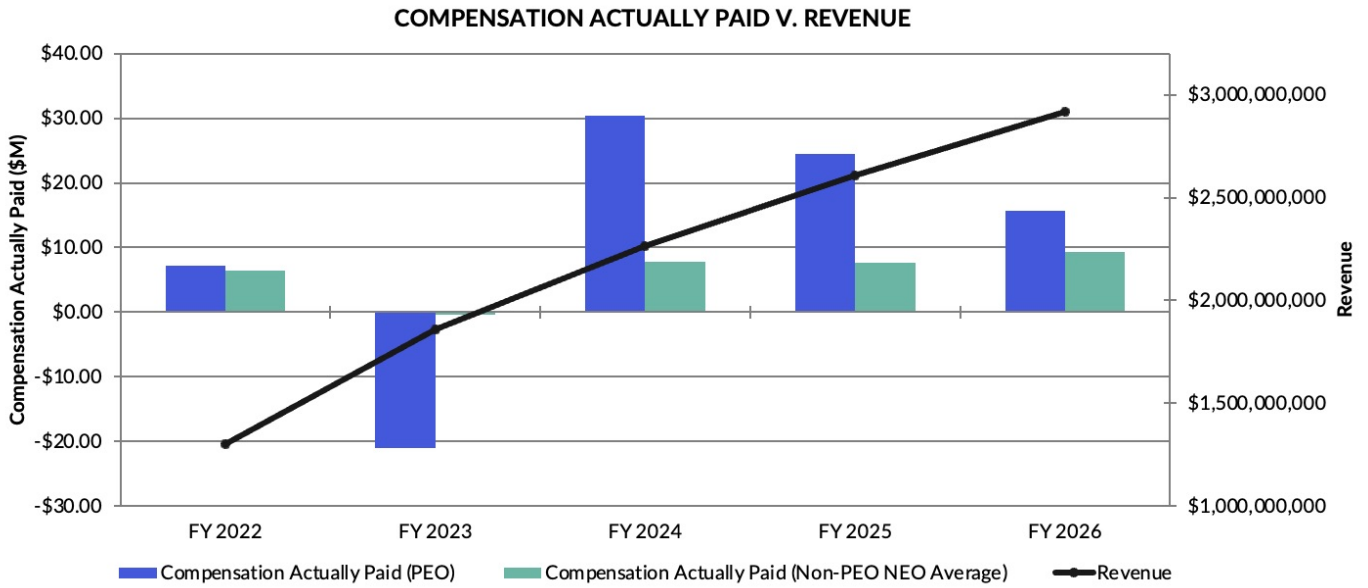
Below are graphs showing the relationship of “Compensation Actually Paid” to our PEO and our non-PEO NEOs in fiscal 2022, fiscal 2023, fiscal 2024, fiscal 2025 and fiscal 2026 to (i) the TSR of both our common stock and the S&P 500 Information Technology Index, (ii) our net income and (iii) our revenue.

COMPENSATION ACTUALLY PAID V. TOTAL SHAREHOLDER RETURN



COMPENSATION ACTUALLY PAID V. NET INCOME





Tabular List of Financial Performance Measures

The following is a list of financial performance measures, which in our assessment represent the most important financial performance measures used by the company to link compensation actually paid to our PEO and our Non-PEO NEOs for fiscal 2026 to company performance:

- Revenue
- Non-GAAP Operating Income
- Relative TSR

Report of the Compensation and Corporate Governance Committee of the Board of Directors

The information contained in this compensation and corporate governance committee report is being furnished and shall not be deemed to be “soliciting material,” “filed” with the SEC, subject to Regulations 14A or 14C of the Exchange Act or subject to the liabilities of Section 18 of the Exchange Act. No portion of this compensation and corporate governance committee report shall be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, through any general statement incorporating by reference in its entirety the proxy statement in which this report appears, except to the extent that Okta specifically incorporates this report or a portion of it by reference.

The compensation and corporate governance committee has reviewed and discussed the section captioned “Executive Compensation” with the company’s management team. Based on such review and discussions, the compensation and corporate governance committee recommended to the board of directors that this Compensation Discussion and Analysis be included in the Proxy Statement and be included in the Annual Report on Form 10-K we filed with the SEC for the fiscal year ended January 31, 2026.

Compensation and Corporate Governance Committee

Paul Sagan (Chair)

Robert Dixon, Jr.*

David Schellhase

* Mr. Dixon served as a member of our former compensation committee until March 2026 and during his tenure, participated in the actions referenced in this report.

04

Proposal Four: Approval of an Amendment to Our 2017 Equity Incentive Plan

Our board has adopted, subject to stockholder approval, an amendment (the “Amendment”) to the Okta, Inc. 2017 Equity Incentive Plan (as amended by the Amendment, the “Amended Plan”). The Amendment amends our existing 2017 Equity Incentive Plan, which we adopted in connection with the initial public offering of our Class A common stock. Stockholders are being asked to approve the Amendment at the Annual Meeting. If our stockholders approve the Amendment, the Amended Plan will become effective on June 18, 2026. If the Amendment is not approved by our stockholders, then the Amendment will not become effective, and the 2017 Equity Incentive Plan will continue in full force and effect until the expiration of its term.

The material terms of the Amendment and the 2017 Equity Incentive Plan are summarized in this proposal. A copy of the Amendment is attached as Appendix A to this Proxy Statement, and the Plan is included as Exhibit 10.3 to our Registration Statement on Form S-1 (File No. 333-216654), as amended, filed with the SEC on March 27, 2017, and the summary contained in this proposal is subject in its entirety to the specific provisions contained in the complete text of the Amendment and 2017 Equity Plan. The following is an overview of the key features contained in the Amendment.

- **No Additional Shares.** As of April 1, 2026, there were 59,058,686 shares of our Class A common stock reserved for issuance under the 2017 Equity Incentive Plan, 48,154,302 of which were available for new awards. This same number of shares of our Class A common stock are reserved for issuance under the Amendment.
- **Removal of Evergreen Provision and Liberal Recycling of Options and Stock Appreciation Rights.** The existing “evergreen” provision under the 2017 Equity Incentive Plan, which provided for automatic annual increases to the shares of Class A common stock reserved for issuance under the 2017 Equity Incentive Plan, has been removed from the Amended Plan as a result of the Amendment. In addition, shares withheld to cover the exercise prices of, and withholding taxes on, options and stock appreciation rights will not be added back to the shares reserved for issuance under the Amended Plan.
- **No Option Repricing Without Stockholder Consent.** The plan administrator may not, without the approval of our stockholders, amend any option or stock appreciation right to reduce its price per share or cancel any option or stock appreciation right in exchange for cash or another award if the price per share of such option or stock appreciation right exceeds the fair market value of the shares of Class A common stock underlying such award.

- **Removal of the Term.** The Amendment removes the termination date from the 2017 Equity Incentive Plan such that the Amended Plan will continue until terminated by our board of directors. Incentive stock options, within the meaning of Section 422 of the Code, may not be granted under the Amended Plan after the tenth anniversary of the date our stockholders approve the Amendment.
- **Other Updates.** The Amendment contains other minor, technical and administrative updates (including, without limitation, removal of certain provisions, including individual dollar and share limits, that were originally included to permit the grant of qualified performance-based compensation that would have been exempt from the \$1 million limit on compensation payable to certain individuals under Section 162(m) of the Code but for the removal of such exemption from the Code, which became effective after the date the 2017 Equity Incentive Plan was adopted).

Vote Required

The approval of this proposal requires the affirmative vote of a majority of the voting power of the shares of our common stock, present in person or by proxy, at the Annual Meeting and entitled to vote thereon.

In the event that the stockholders do not approve the Amendment, the 2017 Equity Incentive Plan will continue in full force and effect on its terms and conditions as in effect immediately prior to the date that the Amendment was first approved by our board. Abstentions are considered shares present in person and entitled to vote on this proposal, and thus will have the same effect as a vote “AGAINST” this proposal. Broker non-votes are not considered votes cast for the foregoing purpose and will have no effect on the vote for this proposal.

Recommendation of Our Board

WE BELIEVE THAT MAINTAINING AN EQUITY INCENTIVE PLAN ALIGNS EMPLOYEE INTERESTS WITH THOSE OF OUR STOCKHOLDERS AND PROVIDES AN IMPORTANT EMPLOYEE RETENTION INCENTIVE THAT ULTIMATELY BENEFITS OUR STOCKHOLDERS.

OUR BOARD RECOMMENDS THAT YOU VOTE “FOR” THE APPROVAL OF THE AMENDMENT TO OUR 2017 EQUITY INCENTIVE PLAN.

Outstanding Awards Under Existing Plans

The table below presents information about the number of shares that were subject to various outstanding equity awards under our equity plans, and the shares remaining available for issuance under each such plan, each at April 1, 2026. The 2017 Equity Incentive Plan is the only equity incentive plan we currently have in place, under which we can grant awards (other than the shares available for purchase under our 2017 Employee Stock Purchase Plan (the “2017 ESPP”).

	Number of Shares and Related Information	As a % of Shares Outstanding ⁽¹⁾	Dollar Value ⁽²⁾
The 2009 Plan, the Auth0, Inc. 2014 Equity Incentive Plan (the “2014 Plan”) and the Auth0, Inc. Phantom Unit Plan (the “Phantom Unit Plan”)			
Options outstanding	212,908	0.12%	12,026,786
Weighted average exercise price of outstanding options	\$22.8738	—	—
Weighted average exercise remaining term of outstanding options (in years)	2.38	—	—
Restricted stock units outstanding	—	—	—
Restricted stock awards outstanding	—	—	—
Amended Plan			
Options outstanding	629,193	0.36%	4,552,590
Weighted average exercise price of outstanding options	\$173.1300	—	—
Weighted average exercise remaining term of outstanding options (in years)	3.95	—	—
Restricted stock units outstanding	10,275,191	5.84%	813,229,992
Restricted stock awards outstanding	—	—	—
Shares available for future issuance under the Amended Plan	48,154,302	27.39%	3,811,172,232

(1) Based on 168,113,625 shares of our Class A common stock and 7,687,471 shares of our Class B common stock outstanding as of April 1, 2026.

(2) Based on the closing price of our Class A common stock on April 1, 2026, of \$79.145 per share.

Background for the Determination of the Share Reserve Under the Amended Plan

In determining whether to approve the Amendment without increasing the shares reserved for issuance under the 2017 Equity Incentive Plan, our board considered the following:

- The historical amounts of equity awards granted by our company in the past three years. In fiscal 2024, fiscal 2025 and fiscal 2026, equity awards representing a total of approximately 5.6 million shares, 4.9 million shares, and 5.2 million shares, respectively, were granted under our 2017 Equity Incentive Plan, for an annual equity burn rate of 3.4%, 2.9% and 2.9%, respectively. This level of equity awards represents a three-year average burn rate attributable to our 2017 Equity Incentive Plan of 3.1% of common shares outstanding. Equity burn rate is calculated by dividing the number of shares subject to equity awards granted during the fiscal year by the number of common shares outstanding at the end of the fiscal year.
- We expect the share authorization under the Amended Plan to provide us with enough shares for awards for approximately four to five years, assuming we continue to grant awards consistent with our current practices and historical usage, as reflected in our historical burn rate, and further dependent on the price of our shares and hiring activity during the next few years, forfeitures of outstanding awards, and noting that future circumstances may require us to change our current equity grant practices. We cannot predict our future equity grant practices, the future price of our shares or future hiring activity with any degree of certainty at this time, and the share reserve under the Amended Plan could last for a shorter or longer time.
- In fiscal 2024, fiscal 2025 and fiscal 2026, our end of year overhang rate (excluding shares available for issuance under our 2017 ESPP) was 8.4%, 5.8% and 4.4%, respectively. If the Amendment is approved, our overhang rate will not change since we are not increasing the number of shares reserved for issuance over what is reserved for issuance under our 2017 Equity Incentive Plan. Overhang for this purpose is calculated by dividing (1) the sum of the number of shares subject to equity awards outstanding at the end of the fiscal year plus shares remaining available for issuance for future awards at the end of the fiscal year (excluding shares available for issuance under our 2017 ESPP) by (2) the number of shares outstanding at the end of the fiscal year.

In light of the factors described above, and the fact that the ability to continue to grant equity compensation is vital to our ability to continue to attract and retain employees in the extremely competitive labor markets in which we compete, our board has determined that the size of the share reserve under the 2017 Equity Incentive Plan and, in turn, the Amended Plan is reasonable and appropriate at this time.

Stockholder Approval

Stockholder approval of the Amendment is necessary in order for us to satisfy the stockholder approval requirements under the Nasdaq listing standards.

Material Terms of the Amended Plan

Purpose

The purpose of the Amended Plan is to authorize the company to grant cash and equity incentive awards to eligible service providers in order to attract, motivate and retain the talent for which we compete.

Share Reserve

The aggregate number of shares of Class A common stock reserved for issuance pursuant to awards granted under the Amended Plan, which we refer to as the Share Limit, is 59,058,686 shares of Class A common stock, which is the same number of shares of Class A common stock reserved for issuance under the 2017 Equity Incentive Plan prior to the Amendment. No more than 10,000,000 shares may be issued upon the exercise of incentive stock options under the Amended Plan. As of April 1, 2026, 48,154,302 shares remain available for issuance and 10,904,384 shares are subject to outstanding equity awards under the 2017 Equity Incentive Plan.

The shares of our Class A or Class B common stock (i) underlying any award granted under the Amended Plan, including, for the avoidance of doubt, the 2017 Equity Incentive Plan, or our 2009 Plan that expires or is cancelled, forfeited, exchanged, settled in cash or otherwise terminated without the actual delivery of shares or (ii) withheld in payment of the tax withholding obligation related an award other than an option or stock appreciation right ("SAR") may be used again as Class A common stock for grants under the Amended Plan. However, the following shares may not be used again for grants under the Amended Plan: (i) the number of shares tendered or withheld in payment of any exercise or purchase price of an option or SAR or taxes relating to an option or SAR and (ii) shares repurchased on the open market with the proceeds of an option's exercise price.

The 2017 Equity Incentive Plan provided that the maximum number of shares of Class A common stock which may be subject to one or more awards of options or SARs granted to any participant pursuant to the Amended Plan during any calendar year will be 10,000,000 shares. However, this limit was removed from the Amended Plan because it was included to satisfy an exemption under Section 162(m) of the Code that is no longer applicable.

The value of all awards granted under the Amended Plan and all other cash compensation paid by the company to any non-employee director in any calendar year may not exceed \$1,000,000, except in a non-employee director's first year of service, which such limit will be \$2,000,000.

Administration

Our compensation and governance committee will administer the Amended Plan. Our compensation and governance committee has full authority to select, from among the individuals who are eligible for awards, those individuals to whom awards will be granted, to make any combination of awards to participants, and to determine the specific terms and conditions of each award, subject to the provisions of the Amended Plan.

Eligibility

Awards under the Amended Plan may be granted to our officers, employees, non-employee directors and other key persons (including consultants), as our compensation and governance committee may select from time to time in its discretion. Only our employees or the employees of certain of our subsidiaries may be granted incentive stock options. As of April 1, 2026, 6,296 employees, nine non-employee directors and zero consultants are eligible to participate in the Amended Plan.

Awards

The Amended Plan provides for the grant of stock options (including incentive stock options (“ISOs”) and nonqualified stock options (“NSOs”), SARs, restricted stock awards (“RSAs”), RSUs, dividend equivalent rights, performance share awards and unrestricted stock or cash-based awards, or any combination thereof. No determination has been made as to the types or amounts of awards that will be granted to specific individuals pursuant to the Amended Plan other than the automatic grants made to our non-employee directors at our Annual Meetings of Stockholders. Each award will be set forth in a separate agreement and will indicate the type and terms and conditions of the award.

- Stock Options.** Stock options provide for the right to purchase shares of Class A common stock in the future at a specified price that is established on the date of grant. ISOs, by contrast to NSOs, may provide tax deferral beyond exercise and favorable capital gains tax treatment to their holders if certain holding period and other requirements of the Code are satisfied. The exercise price of a stock option may not be less than 100% of the fair market value of the underlying share on the date of grant (or 110% in the case of ISOs granted to certain significant stockholders), except with respect to certain substitute options granted in connection with a corporate transaction. The term of a stock option may not be longer than ten years (or five years in the case of ISOs granted to certain significant stockholders). Vesting conditions determined by the plan administrator may apply to stock options and may include continued service, performance and/or other condition.
- Restricted Stock Awards.** RSAs are an award of nontransferable shares of Class A common stock that remains forfeitable unless and until specified vesting conditions are met. In general, RSAs may not be sold or otherwise transferred until restrictions are removed or expire. Holders of RSAs will have voting rights and, except with respect to performance vesting awards, will have the right to receive dividends, if any, prior to the time when the restrictions lapse.
- Restricted Stock Units.** RSUs are contractual promises to deliver shares of Class A common stock in the future, which may also remain forfeitable unless and until specified vesting conditions are met. The shares underlying RSUs will not be issued until the RSUs have vested. Recipients of RSUs generally will have no voting or dividend rights prior to the time when the RSUs are settled in shares, unless the RSU includes a dividend equivalent right (in which case the holder may be entitled to dividend equivalent payments under certain circumstances). Delivery of the shares underlying RSUs may be deferred under the terms of the award or at the election of the participant, if the plan administrator permits such a deferral.
- Stock Appreciation Rights.** SARs entitle their holder, upon exercise, to receive an amount equal to the appreciation of the shares subject to the award between the grant date and the exercise date. The exercise price of any SAR granted under the Amended Plan must be at least 100% of the fair market value of a share of Class A common stock on the date of grant (except with respect to certain substitute SARs granted in connection with a corporate transaction) and the term of a SAR may not be longer than ten years. Vesting conditions determined by the plan administrator may apply to SARs and may include continued service, performance or other conditions. SARs under the Amended Plan will be settled in shares of Class A common stock.
- Dividend Equivalent Rights.** Dividend equivalent rights represent the value of the dividends, if any, per share paid by us, calculated with reference to the number of shares covered by the award. Dividend equivalent rights may be granted as a component of an award of RSUs or of a performance share award or as a freestanding award. Dividend equivalent rights generally are credited as of dividend record dates during the period between the date an award is granted and the date such award vests, is exercised, is distributed or expires, as determined by the plan administrator, and may be settled in cash or shares or a combination of both, as determined by the plan administrator. Dividend equivalent rights granted in connection with an award of RSUs or a performance share award will only be settled upon settlement, payment of, or lapse of restrictions on, such award.
- Performance Share Awards.** Performance share awards entitle the grantee to receive shares of Class A common stock upon the attainment of certain performance goals. The plan administrator determines the performance goals, the periods during which performance is to be measured, which may not be less than one year except in the case of certain corporate transactions, and any other limitations and conditions as the plan administrator may determine.
- Unrestricted Stock or Cash-Based Awards.** Other stock or cash-based awards consist of cash payments, cash bonus awards, stock payments, stock bonus awards, performance awards or other incentive awards paid in cash, shares of Class A common stock or a combination of both, either delivered immediately or in the future. Such awards may include, without limitation, deferred stock, deferred stock units, performance awards, retainers, committee fees and meeting-based fees. Other stock or cash based awards may be subject to vesting and other terms and conditions determined by the plan administrator.

Performance-Based Awards

Prior to the Amendment, the 2017 Equity Incentive Plan included specific provisions governing performance-based awards intended to constitute qualified performance-based compensation for the purposes of an exemption from the \$1 million limit on the deductibility of certain individual executive compensation of Section 162(m) of the Code. These provisions were removed under the

Amendment because such exemption no longer applies under the Code. Nonetheless, any of the awards described may be granted subject to vesting and/or payment based on the attainment of performance goals.

Certain Transactions

The plan administrator has broad discretion to take action under the Amended Plan. For example, the plan administrator has discretion to make adjustments to the terms and conditions of existing and future awards, to prevent the dilution or enlargement of intended benefits, and facilitate necessary or desirable changes in the event of certain transactions and events affecting our Class A common stock, such as stock dividends, stock splits, reverse stock splits, reclassifications, recapitalizations, reorganizations, mergers, consolidations and other corporate transactions. In the event of a Sale Event (as defined in the Amended Plan), to the extent the parties do not provide for the assumption, continuation or substitution of awards, then all outstanding awards granted under the Amended Plan shall terminate in exchange for cash or other property. In such case, except as may be otherwise provided in an award agreement, all options and SARs that are not exercisable immediately prior to such termination will become fully exercisable, all other awards subject to time-based vesting or restrictions will become fully vested and nonforfeitable, and all awards with conditions and restrictions relating to the attainment of performance goals will become vested and nonforfeitable in the discretion of the plan administrator.

Foreign Participants, Clawback Provisions, Transferability and Participant Payments

The plan administrator may modify award terms, establish subplans and/or adjust other terms and conditions of awards, subject to the share limits described above, in order to facilitate grants of awards subject to the laws and/or stock exchange rules of countries outside of the United States. All awards will be subject to the provisions of any clawback policy implemented by us, to the extent set forth in such clawback policy and/or in the applicable award agreement. With limited exceptions for estate planning, domestic relations orders, certain beneficiary designations, and the laws of descent and distribution, awards under the Amended Plan are generally non-transferable prior to vesting, and are exercisable only by the participant (or the participant's legal representative or guardian in the event of the participant's incapacitation). With regard to tax withholding, exercise price and purchase price obligations arising in connection with awards under the Amended Plan, the plan administrator may, in its discretion, accept cash or check, shares of Class A common stock that meet specified conditions, a market sell order or such other consideration as it deems suitable.

Amendment and Termination

Our board may terminate or amend the Amended Plan at any time. However, we must generally obtain stockholder approval to increase the number of shares available under the Amended Plan (other than in connection with certain corporate events, as described above), to reprice options or SARs, or to cancel any stock option or SAR in exchange for cash or another award when the option or SAR price per share exceeds the fair market value of the underlying shares. In addition, no amendment, suspension or termination of the Amended Plan may, without the consent of the holder, materially and adversely affect any rights or obligations under any award previously granted.

No award may be granted pursuant to the Amended Plan during any period of suspension or after termination of the Amended Plan, and in no event may any ISOs be granted under the Amended Plan after the tenth anniversary of the date that our stockholders approve the Amended Plan. Any award that is outstanding on the termination date of the Amended Plan will remain in force according to the terms of the Amended Plan and the applicable award agreement.

Stock Price

The closing price of our Class A common stock on Nasdaq as of April 1, 2026, was \$79.145 per share.

Material U.S. Federal Income Tax Consequences

Below is a general summary under current law of the principal U.S. federal income tax consequences related to awards under the Amended Plan. This summary describes the general federal income tax principles that apply and is provided only for general information. Certain taxes, such as state, local and foreign income taxes, and federal employment taxes, are not discussed in this summary. This summary is not intended as tax advice to participants, who should consult their own tax advisors.

- **Non-Qualified Stock Options.** If an optionee is granted an NSO under the Amended Plan, the optionee should not have taxable income on the grant of the option. Generally, the optionee should recognize ordinary income at the time of exercise in an amount equal to the fair market value of the shares acquired on the date of exercise, less the exercise price paid for the shares. The optionee's basis in the common stock for purposes of determining gain or loss on a subsequent sale or disposition of such shares generally will be the fair market value of our common stock on the date the optionee exercises such option. Any subsequent gain or loss will be taxable as a long-term or short-term capital gain or loss. We or our subsidiaries or affiliates generally should be entitled to a federal income tax deduction at the time and for the same amount as the optionee recognizes ordinary income.

- **Incentive Stock Options.** A participant receiving ISOs should not recognize taxable income upon grant. Additionally, if applicable holding period requirements are met, the participant should not recognize taxable income at the time of exercise. However, the excess of the fair market value of the shares of our Class A common stock received over the option exercise price is an item of tax preference income potentially subject to the alternative minimum tax. If stock acquired upon exercise of an ISO is held for a minimum of two years from the date of grant and one year from the date of exercise and otherwise satisfies the ISO requirements, the gain or loss (in an amount equal to the difference between the fair market value on the date of disposition and the exercise price) upon disposition of the stock will be treated as a long-term capital gain or loss, and we will not be entitled to any deduction. If the holding period requirements are not met, the ISO will be treated as one that does not meet the requirements of the Code for ISOs and the participant will recognize ordinary income at the time of the disposition equal to the excess of the amount realized over the exercise price, but not more than the excess of the fair market value of the shares on the date the ISO is exercised over the exercise price, with any remaining gain or loss being treated as capital gain or capital loss. We or our subsidiaries or affiliates generally are not entitled to a federal income tax deduction upon either the exercise of an ISO or upon disposition of the shares acquired pursuant to such exercise, except to the extent that the participant recognizes ordinary income on disposition of the shares.
- **Other Awards.** The current federal income tax consequences of other awards authorized under the Amended Plan generally follow certain basic patterns:
 - SARs are taxed and deductible in substantially the same manner as NSOs;
 - Nontransferable restricted stock, subject to a substantial risk of forfeiture, results in income recognition equal to the excess of the fair market value over the price paid, if any, only at the time the restrictions lapse (unless the recipient elects to accelerate recognition as of the date of grant through a Section 83(b) election; and
 - RSUs, performance awards, dividend equivalents and other stock-based awards are generally subject to tax at the time of payment. We or our subsidiaries or affiliates generally should be entitled to a federal income tax deduction at the time and for the same amount as the optionee recognizes ordinary income.

Section 409A of the Code

Certain types of awards under the Amended Plan may constitute, or provide for, a deferral of compensation subject to Section 409A of the Code. Unless certain requirements set forth in Section 409A of the Code are complied with, holders of such awards may be taxed earlier than would otherwise be the case (e.g., at the time of vesting instead of the time of payment) and may be subject to an additional 20% penalty tax (and, potentially, certain interest, penalties and additional state taxes). To the extent applicable, the Amended Plan and awards granted under the Amended Plan are intended to be structured and interpreted in a manner intended to either comply with or be exempt from Section 409A of the Code and the U.S. Department of Treasury regulations and other interpretive guidance that may be issued under Section 409A of the Code. To the extent determined necessary or appropriate by the plan administrator, the Amended Plan and applicable award agreements may be amended to further comply with Section 409A of the Code or to exempt the applicable awards from Section 409A of the Code.

New Plan Benefits

Other than with respect to annual grants to our non-employee directors that will be made on the date of the Annual Meeting (reflected in the table below), all future awards under the Amended Plan are subject to the discretion of the plan administrator and are not currently determinable. It is therefore not possible to determine the benefits that other participants in the Amended Plan will receive in the future.

Name and Position	Dollar Value (\$)	Number of Units (#)
<i>Named Executive Officers</i>		
Todd McKinnon, our CEO	—	—
Brett Tighe, our CFO	—	—
Jon Addison, our CRO	—	—
Eric Kelleher, our President and COO	—	—
Larissa Schwartz, our CLO and Corporate Secretary	—	—
<i>All current executive officers as a group</i>	—	—
<i>All current directors who are not executive officers as a group</i>	(1)	—
<i>All employees who are not executive officers as a group</i>	—	—

(1) Each non-employee director serving who will continue serving on our board following the Annual Meeting will be granted RSUs on the date of such meeting, having a fair value of \$245,000 on the date of the grant, pursuant to our non-employee director compensation policy.

Plan Benefits

The table below sets forth summary information concerning the number of shares of our Class A common stock subject to equity awards granted to certain persons under the 2017 Equity Incentive Plan between its inception in April 2017 and April 1, 2026.

Name and Position	Options (#)	RSUs (#)	PSUs (#) ⁽¹⁾
<i>Named Executive Officers</i>			
Todd McKinnon, our CEO	521,375	565,565	582,218
Brett Tighe, our CFO	—	360,624	221,774
Jon Addison, our CRO	—	245,995	109,815
Eric Kelleher, our President and COO	22,334	421,756	137,259
Larissa Schwartz, our CLO and Corporate Secretary	—	195,468	145,688
<i>All current executive officers as a group</i>	543,709	1,861,257	1,231,444
<i>All current directors who are not executive officers as a group</i>	343,559	226,295	—
<i>All current employees who are not executive officers as a group</i>	195,255	20,465,496	—
<i>Current director nominees</i>			
Anthony Bates	—	8,586	—
David Schellhase	—	5,826	—
<i>Each associate of any such directors, executive officers or director nominees</i>	—	—	—
<i>Each other person who received or are about to receive 5% of such options or rights</i>	—	—	—
<i>All current employees as a group</i>	738,964	22,326,753	1,231,444

(1) Based on "target" PSU awards for outstanding awards; otherwise based on actual PSU awards vested.

Equity Compensation Plan Information

The following table provides information as of January 31, 2026 regarding shares of our common stock that may be issued under our equity compensation plans, consisting of the 2009 Plan, the 2017 Equity Incentive Plan, the 2017 ESPP, the 2014 Plan and the Phantom Unit Plan (together with the 2014 Plan, the “Auth0 Plans”).

Equity Compensation Plan Information			
Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (\$)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Referenced in Column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders ⁽¹⁾ :	7,722,448 ⁽²⁾	116.4073 ⁽³⁾	53,502,729 ⁽⁴⁾
Equity compensation plans not approved by security holders ⁽⁵⁾ :	—	—	—
Total	7,722,448	116.4073	53,502,729

- (1) The 2017 Equity Incentive Plan provides that the number of shares of Class A common stock reserved and available for issuance under the 2017 Equity Incentive Plan will automatically increase each February 1, beginning on February 1, 2018, by 5% of the outstanding number of shares of our Class A and Class B common stock on the immediately preceding January 31 or such lesser number of shares as determined by our compensation and governance committee. The 2017 ESPP provides that the number of shares of Class A common stock reserved and available for issuance under the 2017 ESPP will automatically increase each February 1, beginning on February 1, 2018, by 1% of the outstanding number of shares of our Class A and Class B common stock on the immediately preceding January 31 or such lesser number of shares as determined by our compensation and governance committee. As of January 31, 2026, a total of 70,917,060 shares of our Class A common stock had been authorized for issuance pursuant to the 2017 Equity Incentive Plan, which number excludes the 8,867,893 shares that were added to the 2017 Equity Incentive Plan as a result of the automatic annual increase on February 1, 2026. This number will be subject to adjustment in the event of a stock split, stock dividend or other change in our capitalization. The shares of Class A and Class B common stock underlying any awards that are forfeited, canceled, held back upon exercise or settlement of an award to satisfy the exercise price or tax withholding, reacquired by us prior to vesting, satisfied without the issuance of stock, expire or are otherwise terminated, other than by exercise, under the 2017 Equity Incentive Plan and the 2009 Plan will be added back to the shares of Class A common stock available for issuance under the 2017 Equity Incentive Plan (provided, that any such shares of Class B common stock will first be converted into shares of Class A common stock). We no longer make grants under the 2009 Plan. As of January 31, 2026, a total of 9,982,106 shares of our Class A common stock had been reserved for issuance pursuant to the 2017 ESPP, which number excludes the 1,773,578 shares that were added to the 2017 ESPP as a result of the automatic annual increase on February 1, 2026. This number will be subject to adjustment in the event of a stock split, stock dividend or other change in our capitalization.
- (2) Includes 964,267 shares of Class A and Class B common stock issuable upon the exercise of outstanding options and 6,758,181 shares of Class A common stock issuable upon the vesting of RSUs and PSUs.
- (3) As RSUs do not have any exercise price, such units are not included in the weighted average exercise price calculation.
- (4) As of January 31, 2026, there were 43,611,623 shares of Class A common stock available for grant under the 2017 Equity Incentive Plan and 9,982,106 shares of Class A common stock available for grant under the 2017 ESPP. A maximum of 1,574,460 shares may be purchased in the offering period ongoing as of January 31, 2026 under the 2017 ESPP.
- (5) Excludes (i) 105,777 shares of Class A common stock issuable upon the exercise of outstanding options at a weighted average exercise price of \$35.7561 per share and (ii) 0 shares of Class A common stock issuable upon the vesting of RSUs under the Auth0 Plans. We assumed certain outstanding awards under the Auth0 Plans in connection with our acquisition of Auth0, Inc. in May 2021 but do not utilize the Auth0 Plans for grants following its acquisition.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information with respect to the beneficial ownership of our capital stock for:

- each person or group of affiliated persons known by us to be the beneficial owner of more than five percent of the outstanding shares of our Class A or Class B common stock;
- each of our NEOs;
- each of our directors; and
- all of our directors and current executive officers as a group.

Except as otherwise noted in the table, the beneficial ownership information for each of the persons or entities listed above is reported as of April 1, 2026. We have determined beneficial ownership in accordance with SEC rules, and thus it represents sole or shared voting or investment power with respect to our securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares that they beneficially owned, subject to community property laws where applicable.

We have based percentage ownership of our capital stock on 168,113,625 shares of our Class A common stock and 7,687,471 shares of our Class B common stock outstanding on April 1, 2026. We have deemed shares of our common stock subject to options that are currently exercisable or exercisable within 60 days of April 1, 2026 and RSUs that are releasable within 60 days of April 1, 2026 to be outstanding and to be beneficially owned by the person holding the option and/or RSU for the purpose of computing the percentage ownership of that person, but have not treated them as outstanding for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Okta, Inc., 100 First Street, Suite 600, San Francisco, California 94105.

	Shares Beneficially Owned					
	Class A		Class B		Total Voting %†	Total Ownership %
	Shares	%	Shares	%		
5% Stockholders						
Entities affiliated with BlackRock ⁽¹⁾	17,371,251	10.3%	—	—	7.1%	9.9%
Entities affiliated with FMR ⁽²⁾	9,797,273	5.8%	—	—	4.0%	5.6%
Vanguard Portfolio Management ⁽³⁾	9,260,653	5.5%	—	—	3.8%	5.3%
Vanguard Capital Management ⁽⁴⁾	9,073,655	5.4%	—	—	3.7%	5.2%
Directors and Executive Officers						
Jon Addison ⁽⁵⁾	4,364	*	—	—	*	*
Shellye Archambeau ⁽⁶⁾	11,692	*	—	—	*	*
Anthony Bates ⁽⁷⁾	2,033	*	—	—	*	*
Rob Bernshteyn	—	—	—	—	—	—
Emilie Choi ⁽⁸⁾	9,288	*	—	—	*	*
Robert L. Dixon, Jr. ⁽⁹⁾	11,469	*	—	—	*	*
Jeff Epstein ⁽¹⁰⁾	10,324	*	—	—	*	*
Eric Kelleher ⁽¹¹⁾	37,804	*	—	—	*	*
J. Frederic Kerrest ⁽¹²⁾	272,146	*	1,089,931	14.2%	4.6%	*
Todd McKinnon ⁽¹³⁾	368,707	*	6,512,134	84.7%	26.7%	3.9%
Paul Sagan	—	—	—	—	—	—
David Schellhase	—	—	—	—	—	—

Security Ownership of Certain Beneficial Owners and Management

Larissa Schwartz ⁽¹⁴⁾	61,202	*	—	—	*	*
Brett Tighe ⁽¹⁵⁾	185,930	*	69,046	*	*	*
All directors and current executive officers as a group (15 persons) ⁽¹⁶⁾	437,508	*	7,671,111	99.8%	31.6%	4.9%

* Represents beneficial ownership of less than one percent (1%).

† Percentage of total voting power represents voting power with respect to all shares of our Class A common stock and Class B common stock, as a single class. The holders of our Class A common stock are entitled to one vote per share and holders of our Class B common stock are entitled to ten votes per share.

- (1) Based on information reported by BlackRock, Inc. ("BlackRock") on Schedule 13G/A filed with the SEC on May 5, 2025. BlackRock, as a parent holding company or control person, may be deemed to beneficially own the indicated shares and, as of April 30, 2025, has sole dispositive power with respect to all of the shares and sole voting power with respect to 16,303,403 shares. BlackRock reported its beneficial ownership on behalf of itself and the following: BlackRock Life Limited; BlackRock Advisors, LLC; BlackRock France SAS; BlackRock Fund Advisors; BlackRock (Netherlands) B.V.; BlackRock Institutional Trust Company, National Association; BlackRock Asset Management Ireland Limited; BlackRock Financial Management, Inc.; BlackRock Asset Management Schweiz AG; BlackRock Investment Management, LLC; BlackRock Investment Management (UK) Limited; BlackRock Asset Management Canada Limited; BlackRock (Luxembourg) S.A.; BlackRock Investment Management (Australia) Limited; BlackRock Advisors (UK) Limited; BlackRock Asset Management North Asia Limited; BlackRock (Singapore) Limited; and BlackRock Fund Managers Ltd. BlackRock, Inc. listed its address as 50 Hudson Yards, New York, NY 10001.
- (2) Based on information reported by FMR LLC on Schedule 13G/A filed with the SEC on November 5, 2025. Of the shares of Class A common stock beneficially owned, FMR LLC reported that, as of September 30, 2025, it has sole dispositive power with respect to all of the shares and sole voting power with respect to 9,256,056 shares. Abigail P. Johnson, Director, Chairman and Chief Executive Officer of FMR LLC, and members of the Johnson family, through their ownership of voting common shares and the execution of a shareholders' voting agreement with respect to FMR LLC, may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. FMR LLC listed its address as 245 Summer Street, Boston, MA 02210.
- (3) Based on information reported by Vanguard Portfolio Management ("VPM") on Schedule 13G/A filed with the SEC on April 29, 2026. Of the shares of Class A common stock beneficially owned, VPM reported that, as of March 31, 2026, it has sole dispositive power with respect to all of the shares and sole voting power to 29,554 shares. VPM listed its address as 100 Vanguard Blvd, Malvern, PA, 19355.
- (4) Based on information reported by Vanguard Capital Management ("VCM") on Schedule 13G/A filed with the SEC on April 30, 2026. Of the shares of Class A common stock beneficially owned, VCM reported that, as of March 31, 2026, it has sole dispositive power with respect to all of the shares and sole voting power to 1,485,957 shares. VCM listed its address as 100 Vanguard Blvd, Malvern, PA, 19355.
- (5) Consists of 4,364 shares of Class A common stock held of record by Mr. Addison.
- (6) Consists of 11,692 shares of Class A common stock held of record by Ms. Archambeau.
- (7) Consists of 2,033 shares of Class A common stock held of record by Mr. Bates.
- (8) Consists of 9,288 shares of Class A common stock held of record by Ms. Choi.
- (9) Consists of 11,469 shares of Class A common stock held of record by Mr. Dixon.
- (10) Consists of 10,324 shares of Class A common stock held of record by Mr. Epstein.
- (11) Consists of (i) 15,470 shares of Class A common stock held of record by Mr. Kelleher and (ii) 22,334 shares of Class A common stock subject to outstanding options held by Mr. Kelleher that are exercisable within 60 days of April 1, 2026.
- (12) Consists of (i) 5,136 shares of Class A common stock held of record by Mr. Kerrest in an individual capacity, (ii) 267,010 shares of Class A common stock subject to outstanding options held by Mr. Kerrest that are exercisable within 60 days of April 1, 2026 and (iii) 1,089,931 shares of Class B common stock, of which 843,487 shares are held of record by Mr. Kerrest and his wife, as trustees of the Kerrest Family Revocable Trust, 157,668 shares are held of record by KIT Holdings LLC and 88,776 shares are held of record by KLT 218 Holdings LLC. Mr. Kerrest has sole voting power and sole dispositive power with respect to the shares described in (i). Mr. Kerrest has shared voting power and shared dispositive power with respect to the shares held of record by Mr. Kerrest and his wife, as trustees of the Kerrest Family Revocable Trust. Tom Palecek, as the manager of KIT Holdings LLC, has voting and dispositive power with respect to the shares held of record by KIT Holdings LLC. Tom Palecek, as the manager of KLT 218 Holdings LLC, has voting and dispositive power with respect to the shares held of record by KLT 218 Holdings LLC.
- (13) Consists of (i) 97,083 shares of Class A common stock held of record by Mr. McKinnon in an individual capacity, (ii) 277,624 shares of Class A common stock subject to outstanding options held by Mr. McKinnon that are exercisable within 60 days of April 1, 2026 and (iii) 6,512,134 shares of Class B common stock, of which 6,383,887 shares are held of record by Mr. McKinnon, as trustee of the McKinnon-Stachon Family Trust, and 128,247 shares are held of record by Mr. McKinnon's brother-in-law, as trustee of the McKinnon Irrevocable Trust. Mr. McKinnon has sole voting power and sole dispositive power with respect to the shares described in (i) and (ii). Mr. McKinnon has shared voting power and shared dispositive power with respect to the shares he holds of record as trustee of the McKinnon-Stachon Family Trust. Mr. McKinnon's wife, in her role as the sole member of the investment committee of the McKinnon Irrevocable Trust, has voting and dispositive power with respect to the shares held of record by Mr. McKinnon's brother-in-law, as trustee of the McKinnon Irrevocable Trust, and Mr. McKinnon has no voting and dispositive power with respect to such shares.
- (14) Consists of 61,202 shares of Class A common stock held of record by Ms. Schwartz.
- (15) Consists of (i) 185,930 shares of Class A common stock held of record by Mr. Tighe and (ii) 69,046 shares of Class B common stock held of record by the Loomis Tighe Family Living Trust.
- (16) Consists of (i) 437,508 shares of Class A common stock beneficially owned by our directors and current executive officers as a group, (ii) 560,968 shares of Class A common stock subject to outstanding options held by our directors and current executive officers as a group that are exercisable within 60 days of April 1, 2026 and (iii) 7,671,111 shares of Class B common stock beneficially owned by our directors and current executive officers as a group.

Certain Relationships and Related Party Transactions

Certain Relationships and Transactions

In addition to the compensation arrangements, including employment, termination of employment and change-in-control arrangements and indemnification arrangements, the following is a description of each transaction since February 1, 2025 and each currently proposed transaction in which:

- Okta was or will be a participant;
- the amount involved exceeded or exceeds \$120,000; and
- any of our directors, executive officers or holders of more than 5% of our capital stock, or any immediate family member of, or person sharing the household with, any of these individuals, had or will have a direct or indirect material interest.

We have granted RSUs to our directors and executive officers and PSUs to our executive officers. For a description of these RSUs and PSUs, please see the sections titled “Executive Compensation” and “Corporate Governance—Non-Employee Director Compensation” above.

We have entered into change-in-control arrangements with certain of our executive officers that, among other things, provide for certain severance and change-in-control benefits. See the section titled “Compensation Discussion and Analysis—Post-Employment Compensation Arrangements” for more information.

Limitation of Liability and Indemnification of Officers and Directors

Our certificate of incorporation contains provisions that limit the liability of our directors for monetary damages to the fullest extent permitted by Delaware law. Consequently, our directors will not be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for the following:

- any breach of their duty of loyalty to our company or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; or
- any transaction from which they derived an improper personal benefit.

Any amendment to, or repeal of, these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to that amendment or repeal. If the Delaware General Corporation Law is amended to provide for further limitations on the personal liability of directors of corporations, then the personal liability of our directors will be further limited to the greatest extent permitted by the Delaware General Corporation Law.

In addition, our bylaws provide that we will indemnify, to the fullest extent permitted by law, any person who is or was a party or is threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was one of our directors or officers or is or was serving at our request as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. Our bylaws also provide that we may indemnify to the fullest extent permitted by law any person who is or was a party or is threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was one of our employees or agents or is or was serving at our request as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Our bylaws provide that we must advance expenses incurred by or on behalf of a director or officer in advance of the final disposition of any action or proceeding, subject to very limited exceptions.

Further, we have entered into indemnification agreements with each of our directors and executive officers that may be broader than the specific indemnification provisions contained in the Delaware General Corporation Law. These indemnification agreements require us, among other things, to indemnify our directors and executive officers against liabilities that may arise by reason of their status or service. These indemnification agreements also require us to advance all expenses incurred by the directors and executive officers in investigating or defending any such action, suit or proceeding. We believe that these agreements are necessary to attract and retain qualified individuals to serve as directors and executive officers.

The limitation of liability and indemnification provisions that are included in our certificate of incorporation, bylaws and in indemnification agreements that we enter into with our directors and executive officers may discourage stockholders from bringing a lawsuit against our directors and executive officers for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against our directors and executive officers, even though an action, if successful, might benefit us and other stockholders. Further, a stockholder's investment may be harmed to the extent that we pay the costs of settlement and damage awards against directors and executive officers as required by these indemnification provisions.

We have obtained insurance policies under which, subject to the limitations of the policies, coverage is provided to our directors and executive officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or executive officer, including, without limitation, claims relating to public securities matters, and coverage is provided to us with respect to payments that may be made by us to these directors and executive officers pursuant to our indemnification obligations or otherwise as a matter of law.

Certain of our non-employee directors may, through their relationships with their employers or affiliated entities, be insured and/or indemnified against certain liabilities incurred in their capacity as members of our board.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling our company pursuant to the foregoing provisions, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Procedures for Approval of Related Party Transactions

Our audit committee charter provides that our audit committee has the primary responsibility for reviewing and approving or disapproving "related party transactions." Our amended and restated related person transaction policy defines "related party transactions" as transactions between us and related persons in which the aggregate amount involved exceeds or may be expected to exceed \$120,000, and in which a related person has or will have a direct or indirect material interest. For purposes of this policy, a related person is defined as a director, executive officer, nominee for director, or greater than 5% beneficial owner of our common stock, in each case since the beginning of the most recently completed fiscal year, and their immediate family members.

Additional Information

Our board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, the persons appointed in the accompanying proxy intend to vote the shares represented thereby in accordance with their best judgment on such matters, under applicable laws.



Okta, Inc., 100 First Street, Suite 600
San Francisco, California 94105

General Information

June 18, 2026

9:00 a.m. Pacific Time

virtualshareholdermeeting.com/OKTA2026

Our board solicits your proxy on our behalf for the Annual Meeting and at any adjournment, rescheduling or postponement of the Annual Meeting, for the purposes set forth in our Proxy Statement and the accompanying Notice. The Annual Meeting will be held virtually via a live interactive audio webcast on the internet on June 18, 2026, at 9:00 a.m. Pacific Time. On or about May 7, 2026, we mailed our stockholders the Notice containing instructions on how to access this Proxy Statement and our 2026 Annual Report. If you held shares of our Class A or Class B common stock as of the close of business on April 22, 2026, you are invited to attend the Annual Meeting at virtualshareholdermeeting.com/OKTA2026 and to vote on the proposals described in this Proxy Statement.

In this Proxy Statement, the terms “Okta,” “the company,” “we,” “us” and “our” refer to Okta, Inc. and its subsidiaries. The mailing address of our principal executive offices is Okta, Inc., 100 First Street, Suite 600, San Francisco, California 94105.

How can I attend the Annual Meeting online?

We will host the Annual Meeting via live webcast only. We believe that hosting a virtual meeting will facilitate stockholder attendance and participation at the Annual Meeting by enabling stockholders to participate from any location around the world. We have designed the virtual platform to provide the same rights and opportunities to participate as stockholders would have at an in-person meeting, including the right to listen, vote and ask questions during the Annual Meeting through the virtual platform.

Okta stockholders may attend the Annual Meeting online at virtualshareholdermeeting.com/OKTA2026. The webcast will start at 9:00 a.m. Pacific Time on June 18, 2026. To attend the Annual Meeting, you will need the 16-digit control number that is located on your Notice, on your proxy card or in the instructions accompanying your proxy materials. Instructions on how to participate in the Annual Meeting are also posted online at www.proxyvote.com.

What matters are being voted on at the Annual Meeting?

You will be voting on:

- the election of two Class III directors to serve until the 2029 Annual Meeting of Stockholders or until their successors are duly elected and qualified;
- a proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2027;
- a proposal to approve, on an advisory non-binding basis, the compensation of our NEOs;
- a proposal to approve an amendment to our 2017 Equity Incentive Plan; and
- any other business as may properly come before the Annual Meeting (including any adjournment, rescheduling or postponement thereof).

How does the board of directors recommend that I vote on these proposals?

Our board recommends you vote:

- “FOR ALL” of the Class III director nominees: Anthony Bates and David Schellhase;
- “FOR” the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2027;
- “FOR” the approval, on an advisory non-binding basis, of the compensation of our NEOs, as disclosed in this Proxy Statement; and
- “FOR” the approval of an amendment to our 2017 Equity Incentive Plan.

Who is entitled to vote?

Holders of either class of our common stock as of the close of business on April 22, 2026—the Record Date for the Annual Meeting—may vote at the Annual Meeting.

As of the Record Date, there were 167,658,970 shares of our Class A common stock and 7,687,471 shares of our Class B common stock outstanding. Our Class A common stock and Class B common stock are collectively referred to in our Proxy Statement as our “common stock.” Our Class A common stock and Class B common stock will vote as a single class on all matters described in our Proxy Statement. Stockholders are not permitted to cumulate votes with respect to the election of directors. Each share of Class A common stock is entitled to one vote on each proposal and each share of Class B common stock is entitled to ten votes on each proposal.

Registered Stockholders. If shares of our common stock are registered directly in your name with our transfer agent, Computershare, you are considered the “stockholder of record” with respect to those shares. As the stockholder of record, you have the right to vote online, by telephone or—if you receive paper proxy materials by mail—by filling out and returning the proxy card.

Street Name Stockholders. If shares of our common stock are held on your behalf in a brokerage account or by a bank or other nominee, you are considered to be the beneficial owner of shares that are held in “street name.” If you are a “street name stockholder,” the Notice was forwarded to you by your broker, bank or nominee, who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker, bank or other nominee as to how to vote your shares. If you are a beneficial owner, you may attend the Annual Meeting. However, since a beneficial owner is not the stockholder of record, you may not vote your shares of our common stock at the Annual Meeting unless you request and obtain a valid proxy from the organization that holds your shares giving you the right to vote at the Annual Meeting. If you request a printed copy of our proxy materials by mail, your broker, bank or other nominee will provide a voting instruction form for you to use.

What is the quorum requirement?

A quorum is the minimum number of shares required to be present to properly hold an annual meeting of stockholders and conduct business under our bylaws and Delaware law. The presence, in person or by proxy, of a majority of the voting power of all issued and outstanding shares of our common stock entitled to vote on the Record Date will constitute a quorum at the Annual Meeting. Abstentions, withhold votes and broker non-votes are counted as shares present and entitled to vote for the purposes of determining a quorum.

How many votes are needed for the approval of each proposal?

Proposal One. The election of directors requires a plurality of the voting power of the shares of our common stock, present in person or by proxy, at the Annual Meeting and entitled to vote thereon. “Plurality” means that the nominees who receive the largest number of votes cast “FOR” such nominees are elected as directors. As a result, any shares not voted “FOR” a particular nominee (whether as a result of stockholder abstention or a broker non-vote) will not be counted in such nominee’s favor and will have no effect on the outcome of the election. You may vote “FOR” or “WITHHOLD” on the nominees for election as a director.

Proposal Two. The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2027 requires the affirmative vote of a majority of the voting power of the shares of our common stock, present in person or by proxy, at the Annual Meeting and entitled to vote thereon. Abstentions are considered shares present in person and entitled to vote on this proposal, and thus will have the same effect as a vote “AGAINST” this proposal. Broker non-votes will have no effect on the outcome of this proposal. Because brokers have discretionary authority to vote on this proposal, we do not expect any broker non-votes.

Proposal Three. The approval of the compensation of our NEOs requires the affirmative vote of a majority of the voting power of the shares of our common stock, present in person or by proxy, at the Annual Meeting and entitled to vote thereon. Abstentions are considered shares present in person and entitled to vote on this proposal, and thus will have the same effect as a vote “AGAINST” this proposal. Broker non-votes will have no effect on the outcome of this proposal.

Proposal Four. The approval of an amendment to our 2017 Equity Incentive Plan requires the affirmative vote of a majority of the voting power of the shares of our common stock, present in person or by proxy, at the Annual Meeting and entitled to vote thereon. Abstentions are considered shares present in person and entitled to vote on this proposal, and thus will have the same effect as a vote “AGAINST” this proposal. Broker non-votes will have no effect on the outcome of this proposal.

How do I vote?

If you are a stockholder of record, there are four ways to vote:



By Internet

Vote at www.proxyvote.com until 11:59 p.m. Eastern Time on June 17, 2026 (have your Notice or proxy card in hand when you visit the website). You may also access the voting website by scanning the QR Barcode available on your proxy card.



By Telephone

Vote toll-free at 1-800-690-6903 until 11:59 p.m. Eastern Time on June 17, 2026 (have your Notice or proxy card in hand when you call).



By Mail

Vote by completing and mailing your proxy card (if you received printed proxy materials).



During the Annual Meeting

Instructions on how to attend and vote at the Annual Meeting are described at virtualshareholdermeeting.com/OKTA2026.

In order to be counted, proxies submitted by telephone or internet must be received by 11:59 p.m. Eastern Time on June 17, 2026. Proxies submitted by U.S. mail must be received before the start of the Annual Meeting.

If you are a street name stockholder, please follow the instructions from your broker, bank or other nominee to vote by internet, telephone or mail. You may not vote during the Annual Meeting unless you receive a legal proxy from your broker, bank or other nominee.

Can I change my vote?

Yes. If you are a stockholder of record, you can change your vote or revoke your proxy by:

- notifying our Corporate Secretary in writing at Okta, Inc., 100 First Street, Suite 600, San Francisco, California 94105, before the vote is counted;
- voting again using the telephone or internet before 11:59 p.m. Eastern Time on June 17, 2026 (only your latest telephone or internet proxy will be counted); or
- attending and voting during the Annual Meeting.

Simply logging into the Annual Meeting will not, by itself, revoke your proxy.

If you are a street name stockholder, you may revoke any prior voting instructions by contacting your broker, bank or other nominee.

What is the effect of giving a proxy?

Proxies are solicited by and on behalf of our board. Todd McKinnon, Brett Tighe and Larissa Schwartz have been designated as proxy holders by our board. If your proxy is properly granted, your shares represented by such proxy will be voted at the Annual Meeting in accordance with your instructions. If you do not give specific instructions, your shares will be voted in accordance with the recommendations of our board as described above. If any matters not described in our Proxy Statement are properly presented at the Annual Meeting, the proxy holders will use their own judgment to determine how to vote the shares. If the Annual Meeting is adjourned, rescheduled or postponed, the proxy holders can vote your shares on the new Annual Meeting date as well, unless you revoke your proxy instructions as described above.

What is the effect of abstentions and broker non-votes?

Votes withheld from any nominee, abstentions and “broker non-votes” (i.e., where a broker has not received voting instructions from the beneficial owner and for which the broker does not have discretionary power to vote on a particular matter) are counted as present for purposes of determining the presence of a quorum, but otherwise have no effect on the election of directors. Abstentions have the same effect as a vote “AGAINST” (i) the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2027, (ii) the approval, on an advisory non-binding basis, of the compensation of our NEOs and (iii) the approval of an amendment to our 2017 Equity Incentive Plan.

Brokerage firms and other intermediaries holding shares of our common stock in street name for their customers are generally required to vote such shares in the manner that their customers direct. If you do not give timely voting instructions, your broker will have discretion to vote your shares on the proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm, but will not have discretion to vote on any other proposals, including the election of directors (even if not contested).

Where can I find the voting results of the Annual Meeting?

We will announce preliminary results at the Annual Meeting. We will disclose final results by filing a Current Report on Form 8-K within four business days after the date of the Annual Meeting. If final results are not available at that time, we will provide preliminary voting results in the Current Report on Form 8-K and then provide the final results in an amendment to that Current Report as soon as the voting results become available.

How are proxies solicited for the Annual Meeting?

Our board is soliciting proxies for use at the Annual Meeting. Okta bears all expenses associated with this solicitation. We will reimburse brokers or other nominees for reasonable expenses that they incur in sending our proxy materials to their customers who are beneficial owners of our common stock. In addition, our directors and employees may also solicit proxies in person, by telephone or by other means of communication. Our directors and employees will not be paid any additional compensation for soliciting proxies. We have engaged the services of D.F. King & Co., Inc., a professional proxy solicitation firm, to help us solicit proxies from stockholders, including certain brokers, trustees, nominees and other institutional owners, for a fee of approximately \$12,500, plus costs and expenses.

Why did I receive a Notice instead of a full set of proxy materials?

In accordance with SEC rules, we have elected to furnish our proxy materials, which includes our Proxy Statement and our 2026 Annual Report, primarily online. On or about May 7, 2026, we mailed our stockholders a Notice that contains instructions on how to access our proxy materials electronically, how to vote at the Annual Meeting and how to request printed copies of our proxy materials. The Notice explains how you can request to receive all future proxy materials in printed form by mail or electronically by email. We encourage stockholders to access our proxy materials online to help reduce the environmental impact of our annual meetings.

I share an address with another stockholder, and we received only one paper copy of the proxy materials. How may I obtain an additional copy?

As permitted by the SEC, we have adopted a procedure called “householding.” Under this procedure, we deliver a single copy of the Notice and, if applicable, our proxy materials to multiple stockholders who share the same address, unless we have received contrary instructions from one or more of such stockholders. Householding reduces our printing costs, mailing costs and fees, as well as our environmental impact. Stockholders who participate in householding will still be able to access and receive individual proxy cards. Upon written or oral request, we will promptly deliver a separate copy of the Notice and, if applicable, our proxy materials to any stockholder at a shared address to which we delivered a single copy of any of these materials. To receive a separate copy, or if you are receiving multiple copies and wish to participate in householding, please contact us at our principal office address:

Okta, Inc.
Attention: Investor Relations
100 First Street, Suite 600
San Francisco, California 94105
(415) 604-3346

Street name stockholders may contact their broker, bank or other nominee to request information about householding.

What is the deadline to propose actions for consideration at next year's Annual Meeting of Stockholders or to nominate individuals to serve as directors?

Stockholder Proposals

Stockholders may present proper proposals for inclusion in our proxy statement and for consideration at the 2027 Annual Meeting of Stockholders by submitting their proposals in writing to our Corporate Secretary at our principal office address listed above. To be considered for inclusion in our proxy statement for the 2027 Annual Meeting of Stockholders, our Corporate Secretary must receive the written stockholder proposal no later than January 7, 2027. In addition, stockholder proposals must comply with the requirements of Rule 14a-8 under the Exchange Act, regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Stockholder proposals should be addressed to:

Okta, Inc.

Attention: Corporate Secretary
100 First Street, Suite 600
San Francisco, California 94105

Our bylaws establish an advance notice procedure for stockholders who wish to present a proposal before an annual meeting of stockholders but do not intend for the proposal to be included in our proxy statement. Our bylaws provide that the only business that may be conducted at an annual meeting of stockholders is business that is (i) specified in our proxy materials with respect to such annual meeting of stockholders, (ii) otherwise properly brought before such annual meeting of stockholders by or at the direction of our board, or (iii) properly brought before such meeting by a stockholder of record entitled to vote at such annual meeting of stockholders who has delivered timely written notice to our Corporate Secretary, which notice must contain the information specified in our bylaws. To be timely for the 2027 Annual Meeting of Stockholders, our Corporate Secretary must receive the written notice at our principal executive offices:

- not earlier than February 19, 2027, and
- not later than the close of business on March 20, 2027.

In the event we hold the 2027 Annual Meeting of Stockholders more than 30 days before or more than 60 days after the one-year anniversary of the 2026 Annual Meeting, then, for notice by the stockholder to be timely, our bylaws provide that the notice must be received by the Corporate Secretary not earlier than the close of business on the 120th day prior to such Annual Meeting and not later than the close of business on the later of the 90th day prior to such Annual Meeting or the tenth day following the day on which public announcement of the date of such Annual Meeting is first made. In addition to satisfying the requirements under our bylaws, stockholders who intend to solicit proxies in support of director nominees other than our nominees must comply with the universal proxy rules by providing notice as required by Rule 14a-19 under the Exchange Act.

If a stockholder who has notified us of their intention to present a proposal at an annual meeting of stockholders does not appear to present their proposal at such annual meeting of stockholders, we are not required to present the proposal for a vote at such annual meeting of stockholders. We reserve the right to reject, rule out of order or take other appropriate action with respect to any proposal that does not comply with these or other applicable requirements.

We intend to file a proxy statement and WHITE proxy card with the SEC in connection with the solicitation of proxies for our 2027 Annual Meeting of Stockholders. Stockholders may obtain our proxy statements (and any amendments and supplements

thereto) and other documents as and when filed by us with the SEC without charge from the SEC's website at www.sec.gov.

Nomination of Director Candidates

Holders of our common stock may propose director candidates for consideration by our compensation and governance committee. Any such recommendation must include the nominee's name and qualifications for membership on our board and be directed to our Corporate Secretary at the address listed above. For additional information regarding stockholder recommendations for director candidates, please see the section titled "Corporate Governance—Identifying and Evaluating Director Nominees—Stockholder Recommendations" above.

In addition, our bylaws permit stockholders to nominate directors for election at an annual meeting of stockholders. To nominate a director, you must provide the information required by our bylaws. In addition, you must give timely notice to our Corporate Secretary in accordance with our bylaws, which, in general, require that the notice be received by our Corporate Secretary within the time periods described above under the subsection titled "—Stockholder Proposals" for stockholder proposals that are not intended to be included in a proxy statement.

Availability of Bylaws

A copy of our bylaws is included as Exhibit 3.2 to our 2026 Annual Report and is available via the SEC's website at www.sec.gov. You may also contact our Corporate Secretary at the address set forth above to receive a copy of the relevant provisions of our bylaws regarding the requirements for making stockholder proposals and nominating director candidates.

Why is the Annual Meeting being held virtually?

We continue to embrace the latest technology to provide ease of access, real-time communication and cost savings for our stockholders and our company. Hosting a virtual meeting makes it easy for our stockholders to participate from any location around the world.

You will be able to participate in the Annual Meeting online and submit your questions during the meeting by visiting virtualshareholdermeeting.com/OKTA2026. You also will be able to vote your shares electronically prior to or during the Annual Meeting.

How can I submit a question at the Annual Meeting?

If you want to submit a question during the Annual Meeting, log into virtualshareholdermeeting.com/OKTA2026, type your question in the "Ask a Question" field and click "Submit." Questions pertinent to meeting matters will be read and answered during the Annual Meeting, subject to time constraints.

What if I have technical difficulties or trouble accessing the Annual Meeting?

If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the Virtual Stockholder Meeting login page. Technical support will be available starting at 8:30 a.m. Pacific Time on June 18, 2026 and will remain available until the Annual Meeting ends.

**AMENDMENT TO
OKTA, INC.
2017 EQUITY INCENTIVE PLAN**

THIS AMENDMENT (this “Amendment”) to the Okta, Inc. 2017 Equity Incentive Plan (the “Plan”) is effective as of the date first set forth above, such amendment having been approved by the Board of Directors (the “Board”) of Okta, Inc., a Delaware corporation (the “Company”), on March 19, 2026, and approved by the holders of a majority of the Company’s outstanding shares of voting capital stock on [____], 2026 (the “Effective Date”). All capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Plan.

RECITALS

WHEREAS, pursuant to Section 18 of the Plan, the Board has the authority to amend the Plan from time to time; and

WHEREAS, the Board believes it is in the best interests of the Company and its stockholders to amend the Plan as set forth herein.

NOW, THEREFORE, BE IT RESOLVED, that the Plan is hereby amended as follows effective as of the Effective Date:

AMENDMENT

1. Removal of Evergreen and Liberal Recycling for Options and Stock Appreciation Rights. Section 3(a) of the Plan is hereby deleted in its entirety and replaced with the following:

“Stock Issuable. The maximum number of shares of Stock reserved and available for issuance under the Plan shall be 59,058,686 shares, subject to adjustment as provided in this Section 3. Subject to such overall limitation, the maximum aggregate number of shares of Stock that may be issued in the form of Incentive Stock Options shall not exceed 10,000,000 shares of Stock, subject in all cases to adjustment as provided in Section 3(c). In addition, the shares of Stock underlying any Awards under the Plan or the shares of Class B common stock of the Company underlying the Company’s 2009 Stock Plan, as amended and restated, that are forfeited, canceled, held back upon exercise of an Option or settlement of an Award to cover the exercise price or tax withholding, reacquired by the Company prior to vesting, satisfied without the issuance of Stock or otherwise terminated (other than by exercise) shall be added back to the shares of Stock available for issuance under the Plan (provided, that any such shares of Class B common stock of the Company shall first be converted to shares of Class A common stock of the Company). Notwithstanding the foregoing, (i) the number of shares tendered or withheld in payment of any exercise or purchase price of an Option or Stock Appreciation Right or taxes relating to an Option or Stock Appreciation Right, including shares that were subject to an Option or Stock Appreciation Right but were not issued or delivered as a result of the net settlement or net exercise of such Option or Stock Appreciation Right and (ii) shares repurchased on the open market with the proceeds of an Option’s exercise price will not, in each case, be again available for Awards. The number of shares of Stock withheld in payment of the tax withholding obligation related to an Award other than an Option or Stock Appreciation Right will be again available for Awards under the Plan. For the avoidance of doubt, if an Award may be settled only in cash, such Award need not ever be counted against any share limit under this

Section 3. Subject to such overall limitations, shares of Stock may be issued up to such maximum number pursuant to any type or types of Award. The shares available for issuance under the Plan may be authorized but unissued shares of Stock or shares of Stock reacquired by the Company.”

2. Removal of the Plan Expiration Date. Section 21 of the Plan is hereby deleted in its entirety and replaced with the following:

“EFFECTIVE DATE OF PLAN

This Plan became effective on April 7, 2017 and shall continue until terminated by the Board. Notwithstanding the foregoing, no grants of Incentive Stock Options may be made hereunder after the tenth anniversary of the date the Plan was last approved by stockholders.”

3. Prohibition on Repricings and Certain Exchanges. The title of Section 18 shall be renamed to “Amendments, Termination and Prohibitions on Repricings and Certain Exchanges”. The second sentence of Section 18 of the Plan is hereby deleted, and the first paragraph is hereby renumbered (a) with the title “Amendments and Terminations”. A new Section 18(b) and (c) is hereby added to the Plan to read in their entirety as follows:

“(b) Prohibition on Repricing. Subject to Sections 3(c) and 3(d), the Administrator shall not, without the approval of the stockholders of the Company, authorize the amendment of any outstanding Option or Stock Appreciation Right to reduce its price per share.

(c) Prohibition on Certain Exchanges. Subject to Sections 3(c) and 3(d), the Administrator shall not, without the approval of the stockholders of the Company, cancel any Option or Stock Appreciation Right in exchange for cash or another Award when the Option or Stock Appreciation Right exercise price per share exceeds the Fair Market Value of the underlying shares of Stock.”

4. Update to Reflect Changes to the Nasdaq Stock Market and the Passing of the Initial Public Offering. The definition of “Initial Public Offering is hereby deleted in its entirety. The definition of “Fair Market Value” is hereby deleted in its entirety and replaced with the following:

“ ‘Fair Market Value’ of the Stock on any given date means the fair market value of the Stock determined in good faith by the Administrator; provided, however that if the Stock is listed on the Nasdaq Global Select Market or another national securities exchange, the determination shall be made by reference to trading prices. If there are no trading prices for such date, the determination shall be made by reference to the last date preceding such date for which there are trading prices.”

5. Update to Reflect Repeal of Qualified Performance-Based Compensation Exception to Section 162(M) of the Internal Revenue Code. The definitions of “Covered Employee”, “Performance-Based Award”, “Performance Criteria” and “Performance Goals” are hereby deleted in their entirety. Subsection (ii) of Section 2(c) is hereby deleted in its entirety. Subsection (iii) of Section 3(c) is hereby deleted in its entirety and subsequent subsections shall be renumbered to reflect such deletion. The text of Section 12 of the Plan is hereby deleted in its entirety and replaced with “[RESERVED]”. The phrase “or to ensure that compensation earned under Awards qualifies as performance-based compensation under Section 162(m) of the Code,” in Section 18 of the Plan is hereby deleted.

6. Incorporation of Amendment into the Plan. This Amendment shall be and is hereby incorporated into and forms a part of the Plan.

7. Continued Applicability of the Plan. Except as expressly provided herein, all terms and conditions of the Plan shall remain in full force and effect.

* * * * *

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-K

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended January 31, 2026

or

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: **001-38044**

Okta, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

100 First Street, Suite 600

26-4175727

San Francisco

(I.R.S. Employer
Identification Number)

California

94105

(Address of Principal executive offices)

Registrant's telephone number, including area code: (888) 722-7871

Securities registered pursuant to Section 12(b) of the Act:

(Title of each class)	Trading Symbol(s)	(Name of each exchange on which registered)
Class A common stock, par value \$0.0001 per share	OKTA	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). Yes No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the Registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the Registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the stock of the Registrant as of July 31, 2025 (based on a closing price of \$97.80 per share) held by non-affiliates was approximately \$16.4 billion. As of February 27, 2026, there were 169,200,461 shares of the Registrant's Class A Common Stock and 7,687,471 shares of the Registrant's Class B Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement relating to the 2026 Annual Meeting of Stockholders are incorporated herein by reference in Part III of this Annual Report on Form 10-K to the extent stated herein. Such Proxy Statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended January 31, 2026.

Okta, Inc.

Form 10-K

For the Fiscal Year Ended January 31, 2026

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Special Note Regarding Forward-Looking Statements

This Annual Report on Form 10-K contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Words such as “expect,” “anticipate,” “should,” “believe,” “hope,” “target,” “project,” “goals,” “estimate,” “potential,” “predict,” “may,” “will,” “might,” “could,” “intend,” “shall” and similar expressions are intended to identify these forward-looking statements, although not all forward-looking statements include these identifying words.

Forward-looking statements contained in this Annual Report on Form 10-K include, but are not limited to, statements about:

- our future financial performance, including our revenue, costs of revenue, gross profits, margins and operating expenses;
- trends in our key business metrics;
- the impact of general economic, business and market conditions, including economic downturns or recessions, market volatility, geopolitical events, inflation and interest rates, and foreign currency fluctuations;
- our ability to retain and sell additional solutions to existing customers;
- our growth strategy and ability to compete;
- our ability to keep pace with technological change and evolving industry standards;
- our ability to adequately fund research and development, and introduce new solutions, enhance existing solutions and address new use cases;
- the sufficiency of our cash and cash equivalents, investments and cash provided by sales of our solutions to meet our liquidity needs;
- our ability to effectively sustain or manage our revenue growth and profitability;
- our ability to partner with third-party software vendors and system integrators;
- our ability to expand our international business operations and product sales;
- our ability to adequately fund research and development, and introduce new solutions, enhance existing solutions and address new use cases;
- our ability to successfully expand our existing marketing and sales capabilities, including further specializing our go-to-market organization;
- our ability to expand our product sales by promoting our brand and engaging channel partners;
- potential impacts of cybersecurity incidents to our reputation, customer relations and financial results;
- our ability to detect, minimize or prevent security breaches to our internal systems and our platforms;
- our ability to maintain the security and service performance of our and our third-party service providers’ systems or data, or our customers’ data;
- our ability of our solutions to effectively integrate with third-party systems and technologies;
- our ability to maintain and protect our proprietary rights and intellectual property;
- our ability to comply with modified or new laws, regulations and industry standards;
- our intent to pay off our convertible senior notes at maturity;
- our ability to release the valuation allowance on our deferred tax assets in the United States;
- the attraction and retention of qualified employees and key personnel;
- the impact of recent accounting pronouncements on our financial statements; and
- our ability to successfully defend litigation or other claims brought against us.

These forward-looking statements are made as of the date they were first issued and are based on current expectations and assumptions that are subject to a number of risks and uncertainties, which could cause our actual results to differ materially from those anticipated or implied by any forward-looking statements. Factors that could cause or contribute to such differences include, but not limited to, those discussed in “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Result of Operations” in this Annual Report on Form 10-K, as well as other documents that may be filed by us from time to time with the Securities and Exchange Commission (“SEC”). We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

Part I

Item 1. Business

Overview

We are the leading independent identity partner. Our vision is to free everyone to safely use any technology, and we believe identity is the key to making that happen. Our purpose is to bring simple and secure digital access to people and organizations everywhere. Our Okta Platform and Auth0 Platform enable our customers to securely connect the right people to the right technologies and services at the right time.

Identity is becoming the most critical layer of an organization's security. The acceleration of digital transformation, cloud adoption and the evolving security threat landscape continue to drive a shift in how organizations securely manage the identity of their employees, contractors and partners. As organizations shift from network-based security models to a Zero Trust security model focused on adaptive and context-aware controls, identity has become the most reliable way to manage user access and protect digital assets.

In addition to these established drivers, the emergence of artificial intelligence ("AI") and the deployment of AI agents may, over time, create new opportunities for identity management. We see a potential long-term opportunity for our platforms to serve as a unified, independent control plane for non-human identities ("NHIs") and AI agents, a distinct class of identity that requires authenticated, secure access to sensitive resources at a scale and speed exceeding traditional security models designed for human users. While adoption is in its early stages, we believe the inherent challenges of governing NHIs and agentic identities may drive increased demand for our solutions as these technologies and customer adoption continue to mature.

Our platforms help organizations effectively harness the power of cloud, mobile, web, and AI technologies by securing and governing users and connecting them with the applications and technology they need. Every day, thousands of organizations and millions of people use our platforms to securely access a wide range of cloud, mobile, web and Software-as-a-Service ("SaaS") applications, on-premises servers, application programming interfaces ("APIs"), IT infrastructure providers, and services from a multitude of devices. For IT and security leaders, the Okta Platform governs the seamless and secure access by human users and NHIs to the applications they need to do their most important work. We are expanding these capabilities to include AI agents with the introduction of new product offerings currently in development and early access. Developers leverage our Okta Platform and Auth0 Platform to securely and efficiently embed identity for both human users and, increasingly, AI agents into the software they build, allowing them to innovate and focus on their core mission. Our approach to customer identity provides organizations with the scale, interoperability, extensibility and security they need to secure and scale agentic and traditional applications from pilot to production with seamless and private experiences that serve a wide variety of users, from customers to citizens. As we add new customers, users, developers and integrations to our platforms, our business, customers, partners and users benefit from powerful network effects that increase the value and security of our solutions.

As of January 31, 2026, more than 20,000 customers across nearly every industry used our solutions to secure and manage identities around the world. These customers consist of leading global organizations ranging from the largest enterprises to small- and medium-sized businesses, universities, nonprofits and government agencies. We partner with a broad range of application, IT infrastructure and security vendors through our Okta Integration Network. As of January 31, 2026, we had over 7,000 integrations with these cloud, mobile and web applications, and IT infrastructure and security vendors.

We employ a SaaS business model and generate revenue primarily by selling multi-year subscriptions to our cloud-based offerings. We focus on attracting and retaining our customers by building on and increasing the value we provide to them over time. This commitment to our customers' success helps drive increased customer investment in the number of users of our Okta Platform and Auth0 Platform and adoption of our additional product offerings. We sell our product offerings directly through our field and inside sales teams, as well as indirectly through our network of channel partners, including cloud marketplaces, resellers, system integrators, and other distribution partners.

Our Platforms

We offer independent and neutral cloud-based identity solutions that allow our customers to integrate with nearly any application, service or cloud that they choose through our secure, reliable, and scalable platforms. Our technological neutrality allows our customers to adopt the best technologies easily, and our two platforms are

designed to securely connect users to the technology that they choose. We prioritize the compatibility of our platforms with public clouds, on-premises infrastructures and hybrid clouds. Our platforms are traditionally used by organizations in two distinct ways: “workforce identity”, supported by our Okta Platform, to manage and secure employees, contractors and partners; and “customer identity”, supported by both our Okta Platform and Auth0 Platform, to secure customers.

We are extending our platforms to address the unique identity security challenges posed by AI agents. Okta for AI Agents, currently available in early access, provides governance and visibility for AI agents through the Okta Platform. Auth0 for AI Agents enables developers to leverage the Auth0 Platform to secure and scale agentic applications from pilot to production. Cross App Access, currently available in early access, is the interoperability standard that allows these AI agents to securely interact across third-party ecosystems, including through an extension to the emerging Model Context Protocol (“MCP”) standard.

Okta Platform

The Okta Platform governs and simplifies the way an organization’s employees, contractors, partners and NHIs connect to applications and data from any device. It serves as the central system for an organization’s governance, access management, authentication, connectivity and identity lifecycle management needs. We are expanding these capabilities to include AI agents with the introduction of new product offerings currently in development and early access. We enable our customers to easily deploy and secure their environments with a simple, intuitive, consumer-like user experience. For IT and security leaders, the Okta Platform acts as a single control plane, enabling the enforcement of contextual access management decisions based on user identity, device health and real-time threat signals. These features, combined with our technological neutrality, help our customers future-proof their environments.

We deliver the capabilities of the Okta Platform by providing:

- **Adaptive Access and Authentication:** Enables simple, secure access using continuous risk and policy evaluations to automate the identification and remediation of threats.
- **Automated Governance and Lifecycle Management:** Automates identity lifecycle management processes while providing the visibility required to govern users.
- **Unified Security Posture:** Proactively identifies vulnerabilities and security gaps by providing consolidated visibility into identity posture.

For a detailed description of our specific product offerings within the Okta Platform, see “Our Product Offerings—Okta Platform Product Offerings” below.

Auth0 Platform

The Auth0 Platform is developer-centric and enables companies, nonprofits and governmental agencies to rapidly embed secure, extensible identity management into customer- and citizen-facing cloud, mobile, and web applications. It primarily supports consumer and SaaS applications. The Auth0 Platform empowers application builders to innovate faster by removing the complexity from identity and making it simple, extensible and customizable.

We deliver these capabilities through a flexible architecture that provides:

- **Developer Empowerment and Innovation:** We provide software development kits, comprehensive APIs, and extensive developer tools that empower teams to easily authenticate, manage, and secure their applications. These tools enable organizations to streamline user experiences and improve security, leading to increased customer acquisition, retention and loyalty.
- **Agentic Application Development:** Through Auth0 for AI Agents, we provide tools that enable developers to integrate generative AI and AI agents into their applications while mitigating risks such as static credential sprawl, including hardcoded API keys and machine-to-machine secrets, and unauthorized data access.
- **Advanced Identity Security:** We support sophisticated identity security capabilities, including bot detection, fraud prevention, Adaptive Multi-Factor Authentication (“MFA”), and account takeover protection. The Auth0 Platform also supports sophisticated authorization models, such as Fine Grained Authorization

(“FGA”), which helps developers build the secure, relationship-based access required for AI agents to interact safely with enterprise data and third-party ecosystems.

For a detailed description of our specific product offerings within the Auth0 Platform, see “Our Product Offerings—Auth0 Platform Product Offerings” below.

Growth Strategy

Key elements of our growth strategy are to:

Execute with Our Platforms

- ***Deepen Relationships within Our Existing Customer Base.*** We strive to further increase revenue from our existing customers by cross-selling and up-selling additional and new product offerings. We also believe we can expand our footprint by focusing on current customers that have deployed our Okta Platform and expanding those customers’ use of our Auth0 Platform, or vice versa. In addition, we believe there is a potential opportunity to offer existing customers our solutions to manage and secure NHIs and AI agents.
- ***Drive Growth with Large Customers.*** To increase our market share, we intend to focus on growing our base of large customers using a land-and-expand sales model, with a focus on key markets by size of customers, as well as key verticals, including highly regulated sectors.
- ***Leverage Partner Ecosystem.*** We plan to further leverage the sales efforts of global system integrators, managed service providers, technology partners and other distribution partners for growth, scale and specialized expertise. Our Okta Elevate Partner Program is designed to incentivize partners to deliver and manage our solutions.
- ***Expand Our International Footprint.*** With 20% of our revenue generated outside of the United States in fiscal 2026, we believe there is a significant opportunity to continue to grow our international business. We believe global demand for our product offerings will continue to be a long-term opportunity as organizations outside the United States embrace the transition to cloud computing and develop and adopt AI agents, and larger international organizations take advantage of technology consolidation within their global locations.

Increase Our Opportunities

- ***Innovate and Extend Our Platforms with New Products.*** We intend to continue making significant investments in research and development, hiring top technical talent and maintaining an agile organization. By continuing to innovate, introduce new product offerings and extend our platforms, we believe that we can offer increasing value to our existing and potential customers. For example, recent investments have led to the development of Okta for AI Agents, Auth0 for AI Agents and the Cross App Access extension to MCP.
- ***Extend Our Accessible Market with New Use Cases.*** As technology and our customers’ needs evolve, we plan to use our platforms to help our customers address new challenges, regulatory requirements and use cases.
- ***Go-To-Market Specialization.*** At the start of fiscal 2026, we further specialized our go-to-market organization to better meet the needs of the distinct buying centers. Okta sellers focus engagement on IT and security buyer needs, including all workforce identity products and Okta Customer Identity. Auth0 sellers focus on meeting the unique needs of developers, which include highly technical customer identity customizations and flexible development models.
- ***Leverage Our Integrations.*** The Okta Integration Network is an extensive ecosystem, which includes over 7,000 integrations with cloud, mobile and web applications as well as integrated solutions with IT infrastructure providers and security vendors. We continue to add new integrations as we expand the surface area of the Okta Platform. Investing in these partnerships allows us to broaden and deepen our existing integrations while adding new ones, helping us build and promote complementary capabilities that benefit our customers.
- ***Expand Our Developer Ecosystem.*** We want to empower every application developer to use our platforms to securely integrate identity into any application. We believe that our platforms enable developers to focus their time and attention on innovating within their core application capabilities while relying on our

platforms for their identity-related requirements, leading to more secure and convenient experiences for their own customers.

- **Leverage Our Unique Data Assets with Powerful Analytics.** Our position at the intersection of people, devices, applications and infrastructure gives us unique access to powerful identity threat intelligence data, and the opportunity to provide differentiated insights based on that data, as well as predictive capabilities based on that data to help keep customers more secure. We expect the value of our analytics to our customer base will increase as customers continue to connect more devices, applications and users to their networks and as we add more customers. We also expect that our analytics ability will enable our customers to use their data and third-party data from our partners, allowing customers to make more informed and secure access decisions. We do not currently derive direct revenue from our unique data assets, but we may explore opportunities for monetization in the future.
- **Mergers and Acquisitions and Investments.** From time to time, we evaluate opportunities to acquire or invest in emerging and adjacent technologies to complement our organic investments and improve our product offerings, services and customers' experiences. We will continue to use these types of strategic levers as opportunities arise.

Our Product Offerings

Our portfolio of product offerings and services is designed to manage and secure identity for people, NHIs and, increasingly, AI agents. Our product offerings are designed to be versatile, with most offerings applicable to both customer and workforce identity use cases. Workforce identity solutions are primarily consumed through web and mobile interfaces, providing IT organizations with simple ways to manage access for employees, contractors, partners, NHIs and, through product offerings in early access and development, AI agents. For customer identity, developers leverage our APIs and software development kits to embed identity functionality into their own traditional and agentic applications. We continuously enhance our Okta Platform and Auth0 Platform through the regular release of new product offerings, features, and services.

Okta Platform Product Offerings

Access Management

- **Single Sign-on.** Enables secure access to cloud and on-premises applications from any device with a single entry of their user credentials. We use modern protocols and a consumer-like user experience, including Okta FastPass for a passwordless login across all major operating systems.
- **Adaptive MFA.** Provides an intelligent, risk-based layer of security for an organization's cloud, mobile and web applications built on contextual data. It leverages data intelligence from across the Okta Platform network of thousands of organizations, as well as from our partner ecosystem, to automate threat identification and prompt for additional verification only when risk signals exceed defined thresholds.
- **API Access Management.** Enables organizations to secure APIs as systems connect to each other. By managing access at the user level, it allows organizations to centrally maintain one set of permissions for any employee, partner or customer across every point of access. API Access Management reduces development time, boosts security, helps achieve compliance, and enables seamless end-user experiences by providing a unified portable service for authorizing secure and always available access to any API.
- **Access Gateway.** Extends the Okta Platform from the cloud to organizations' existing on-premises applications so that organizations can harness the benefits of the platform to manage all of their critical systems, whether in the cloud, on-premises or hybrid. Extending the benefits of the Okta Platform to hybrid IT environments delivers a single point of management for our customers' administrators and a single location from which end users can access their critical applications.
- **Okta Device Access.** Extends the Okta Platform's secure access management to the device login experience. Okta Device Access enables end users to securely log in to their devices with their Okta Platform credentials and meet MFA challenges from a set of strong factors, helping organizations to harden their security posture by protecting a user's device with the same experience that the Okta Platform provides for applications and resources.

- **Universal Directory.** Provides a centralized, cloud-based system of record to store and secure user, application and device profiles for an organization. It serves as the foundational directory for organizations' authentication and lifecycle management by storing and securing user profiles.

Security

- **Identity Threat Protection.** Delivers native identity intelligence from the Okta Platform and signals from third-party tools integrated into an organization's security stack. The Okta Platform's AI-driven continuous risk and policy evaluations deliver real-time identity threat assessment and automated remediation.
- **Identity Security Posture Management ("ISPM").** Helps organizations fortify their security measures and safeguard their digital assets with greater efficiency. ISPM highlights critical identity security issues like admin sprawl, MFA bypass, and local accounts, and prioritizes them based on risk severity for effective remediation.
- **Okta for AI Agents.** Gives customers the ability to discover, register, authenticate, govern and manage their AI Agents through a unified identity control plane within the Okta Platform. Currently available in early access.

Identity Governance and Administration ("IGA")

- **Lifecycle Management.** Enables IT organizations to manage a user's identity throughout its lifecycle, from onboarding to offboarding. It automates IT processes and ensures user accounts are created and deactivated at the appropriate times, including the workflow and policies needed to power those processes, and helps ensure compliance requirements are met as user roles evolve and access levels change.
- **Okta Workflows.** Helps IT teams build identity-related business processes with minimal or no code tools, such as automating user onboarding and provisioning, creating just-in-time authorization for software development and IT processes, automating identity-centric security responses and orchestrating customer data across backend systems.
- **Okta Identity Governance.** Provides a unified identity access management and identity governance solution focused on improving an organization's security and compliance posture, helping customers to mitigate everyday security risks and improving IT efficiency. Includes governance capabilities relating to access requests, access certifications and access reporting. It simplifies and automates the process of requesting and approving access to applications and resources.
- **Cross App Access ("XAA").** A standards-based protocol designed to centralize the governance of AI agents and app-to-app connections. By shifting authorization decisions from individual applications to the Okta Platform, XAA allows IT teams to manage delegated access at scale while preserving the user's identity and authorization context even as AI agents access multiple applications across different trust domains. XAA capabilities and configuration features are currently available in early access.

Privileged Access Management

- **Advanced Server Access.** Offers continuous, contextual access management to secure cloud infrastructure. Organizations can continuously manage and secure access to on-premises Windows and Linux servers and across leading Infrastructure-as-a-Service vendors, including AWS, Google Cloud Platform and Microsoft Azure. Enables centralize access controls in a seamless manner to better mitigate the risk of credential theft, reuse, sprawl and abandoned administrative accounts.
- **Okta Privileged Access.** Helps organizations reduce risk with unified access and governance management for on-premises and cloud privileged resources and NHIs, providing better visibility, compliance and security for critical applications, resources and infrastructure requiring privileged access.

Auth0 Platform Product Offerings

- **Universal Login.** A standards-based login infrastructure that provides a centralized, consistent login experience across many different applications and devices. It supports extensive customization and can be integrated with social media login credential providers, enterprise login services and customer-provided databases.

- **Attack Protection Suite.** A set of security capabilities designed to protect our customers from different types of malicious traffic, including bots, breached passwords, suspicious IP addresses and brute force attacks. It works to minimize risks associated with the ever-growing volume of identity-targeted attacks.
- **Adaptive MFA.** Simple-to-use and adaptable MFA that minimizes friction to end users. When using Adaptive MFA, our customers leverage risk-assessment algorithms that present MFA challenges only to select authentication attempts that require additional validation.
- **Passwordless.** Enables users to login without a password and supports a variety of different login methods, including advanced device biometrics such as passkeys.
- **Machine-to-Machine Tokens.** Provides standards-based authentication and authorization with NHIs, such as non-interactive devices and applications.
- **Private Cloud.** A deployment option that allows our customers to run a dedicated cloud instance of the Auth0 Platform. Our Private Cloud capability supports multiple cloud providers.
- **Organizations.** Enables our customers to support a large number of partners or customers of their own with independent configurations, login experiences and security options.
- **Extensibility.** A suite of products—including Actions, Forms, Event Streams and the Auth0 Marketplace—that enables customers to build customized identity flows using no-code to pro-code tools, extending beyond the out-of-the-box experience.
- **Enterprise Connections.** Enables Enterprise Federation using pre-built integrations with commonly used enterprise identity systems.
- **Fine Grained Authorization.** Allows developers to manage complex authorization scenarios efficiently, and reduces latency and downtime as their systems and user bases grow.
- **Auth0 for AI Agents.** Enables developers to leverage the Auth0 Platform to secure and scale agentic applications from pilot to production.

Through our broad and deep product offerings that support a wide range of workforce and customer identity use cases, we deliver multiple critical business outcomes for our customers. These include boosting their cybersecurity posture, reducing IT spending, addressing regulations, reducing fraud, increasing new customer conversions, creating frictionless customer experiences and helping technical teams deliver products to market faster.

Our Technology

We focus on engineering an intuitive and comprehensive platform to solve complex identity management and security challenges. Our cloud architecture is multi-tenant, encrypted and third-party validated. Our service also allows us to integrate into our customers' on-premises components and hybrid configurations.

Differentiated Administration, User and Developer Experience

The Okta Platform and Auth0 Platform offer administrators and users a consistent, easy-to-use, consumer-like experience across our product offerings. Our technology integrates with industry-leading browsers and mobile applications to provide seamless access to nearly any web or native mobile application. We also heavily leverage operating system management and security technologies across desktops, laptops and mobile devices to provide a transparent, yet secure experience for users across a range of devices. These integrations allow us to seamlessly deliver identity, access, security and management use cases that previously required significant custom development to achieve.

Robust Security

Security is essential for us and for our customers. Our approach to security spans day-to-day operational practices, from the design and development of our software to how customer data is segmented and secured within our multi-tenant platform. The Okta Platform and its features are updated regularly, and along with continuous security testing, there are periodic security reviews that provide audited and verifiable security checkpoints to ensure the quality of our source code. A number of our Okta Platform product offerings have attained multiple certifications, including SOC 2 Type II Attestations, CSA Star Level 2 Certification, ISO/IEC 27001:2022, ISO/IEC

27017:2015, ISO/IEC 27018:2019 and comply with many other international security frameworks. Certain Okta Platform offerings maintain multiple agency Federal Risk and Authorization Management Program (“FedRAMP”) Authorities to Operate and are compliant to operate at Department of Defense Impact Level 4. Certain Okta Platform offerings maintain minimum security requirements in alignment with the Security Rule of the Health Insurance Portability and Accountability Act (“HIPAA”). The Okta Platform also supports FIPS 140-2 encryption requirements.

Additional information regarding our cybersecurity risk management strategy and governance is included in “[Cybersecurity](#)” under Part I, Item 1C of this Annual Report on Form 10-K. For additional information regarding the cybersecurity risks that we face, see “[Risk Factors](#)” included under Part I, Item 1A of this Annual Report on Form 10-K.

Scalability and Uptime

Our technical operations and engineering models are designed around the concept of an always-on, highly redundant and available platform that we seek to upgrade without customer disruption. Our product offerings and architecture were built entirely in and for the cloud with availability, resiliency and scalability at the center of the design. We have zero planned downtime, including during our maintenance windows.

Our proprietary architecture includes redundant, active-active-active availability zones with cross-continental disaster recovery regions, real-time database replication and geo-distributed storage. If one of our systems goes down, another is quickly promoted. Our architecture is designed to scale both vertically by increasing the size of the application tiers and horizontally by adding new geo-distributed cells.

The Okta Platform and Auth0 Platform are monitored not only at the infrastructure level, but also at the application and third-party integration level. Synthetic transaction monitoring allows our technical operations team to detect and resolve issues proactively.

Okta Integration Network and Auth0 Marketplace

The Okta Integration Network contains over 7,000 integrations with cloud, mobile and web applications, IoT devices and IT infrastructure providers, including AWS, Atlassian, DocuSign, Google, Microsoft 365, NetSuite, Oracle, Palo Alto Networks, Proofpoint, Salesforce, SAP, ServiceNow, Slack, Splunk, VMware, Workday, Zendesk and Zoom. Our patented technology allows our customers to seamlessly connect to any application or type of device that is already integrated into our network. In addition, customers can extend the benefits of the Okta Integration Network by creating their own integrations to both cloud and on-premises proprietary applications.

Similarly, the Auth0 Marketplace is a trusted catalog of integrations that enables application teams to easily assemble complete identity solutions. The Auth0 Marketplace connects customers with service providers and builders who solve integration use cases and implement integrations with the Auth0 Platform.

Commitment to Open Standards

We lead and contribute to several standards initiatives, including the Interoperability Profile for Secure Identity in the Enterprise (“IPSIE”) standard, which standardizes identity security functions like risk signal sharing and session termination across the SaaS ecosystem; XAA, which shifts authorization decisions from individual applications to an organization’s identity provider; and MCP, which we have extended with XAA capabilities. We believe these efforts support an open ecosystem that enables customer choice, interoperability and an improved security posture for the industry.

Our Customers

As of January 31, 2026, we had more than 20,000 customers, including 5,100 customers with an annual contract value greater than \$100,000. Our customers span nearly all industry verticals and range from small organizations with fewer than 100 employees to companies in the Fortune 50, with up to hundreds of thousands of employees, some of which use our platforms to manage millions of their customers’ identities.

Sales and Marketing

Sales

We sell directly to customers through our direct inside and field sales force and also indirectly through our extensive ecosystem of channel partners. We also offer a self-service approach for developers to sign up for free trials, free plans, paid developer plans of our Auth0 Platform, which may transition to paid enterprise plans that include more fulsome offerings. We often leverage our expansion sales model to generate incremental revenue, often within the term of the initial agreement, through the addition of new users and the sale of additional product offerings. In many instances, we find that initial customer success with our platforms results in key internal decision-makers expanding their deployments, for example, from workforce identity to customer identity needs, or vice-versa. Furthermore, as our customers are successful in their businesses and increase headcount, the number of their customers or their monthly active users, we have the opportunity to share in their growth as the number of identities that we manage increases. Conversely, if our customers reduce the size of their workforce, then the number of identities that we manage, and therefore our revenue may potentially decrease.

Our sales organization operates under a unified leadership team and is structured to address the specific needs of our target markets. It is divided by geography and customer size, and in some cases by industry vertical. Our global go-to-market specialization strategy is intended to better align our sales team with the distinct needs of IT security buyers and application developers. We also employ other forms of specialization in our sales team when appropriate, such as our “hunter-farmer” sales model for certain regions and segments. Our direct sales force is supported by our sales engineers, security team, cloud architects, professional services team and other technical resources.

We benefit from an expansive partner ecosystem that helps drive additional sales. Nearly all of the leading cloud application providers are our partners, and many of them drive further customer acquisition for us through co-selling arrangements, building our offerings directly into their products and product demonstrations running on our technology. We also partner with several of the large technology companies that are driving the movement to the cloud. In addition to these technology partners, we leverage our channel partners, including system integrators, traditional value-added resellers (“VARs”) and Government VARs, to broaden the range of customers we reach.

Marketing

Our most valuable marketing features our customers and their successes and is informed by a deeply data-driven approach, giving us insights into the efficacy of our efforts. Our marketing efforts focus on promoting our industry-leading product lines, establishing our brand, generating awareness, creating sales leads and cultivating the Okta Community.

A centerpiece of our marketing strategy is our annual customer conference, Oktane, which features customers sharing their success stories, new product and feature announcements and hands-on product labs. We also host a number of other events where we engage with both existing customers and new prospects, as well as deliver product training.

Research and Development

Our research and development organization is responsible for the design, architecture, creation and quality of our platforms. The research and development organization also works closely with our technical operations team to ensure the successful deployment and monitoring of our platforms. We use test automation and application monitoring to support high availability and minimize service disruptions.

Customer Support and Professional Services

Our product offerings are designed for ease of use and fast deployments. As part of our customer-first strategy, we are focused on customer success and offer several programs to help our customers maximize their success with our product offerings. These programs leverage the expertise and best practices that we have built while helping thousands of customers adopt and deploy our product offerings.

Customer Support and Training Services

We offer three tiers of support, each of which builds upon the previous tier. We provide 24/7 support for the highest support tiers as well as access to Customer Success and Technical Account Managers. We also provide on-

demand access to a robust online digital community and customer success hub, where our customers can find answers to common use cases, information about product features, and interact with our experts and industry peers.

Professional Services

Our professional services team provides assistance to customers in the deployment of our Okta Platform and Auth0 Platform and includes identity and security experts, customized deployment plans, SmartStart, which provides a quick path to implementation, and Okta Expert Assist, in which we provide our customers with recommendations and best practices designed to improve their security posture.

Okta Community

We have created the Okta Community, an online community available to all of our customers that enables them to connect with other customers and partners to ask questions and find answers.

Intellectual Property

We protect our intellectual property through a combination of trademarks, domain names, copyrights, trade secrets and patents, as well as contractual provisions and restrictions on access to our proprietary technology.

As of January 31, 2026, we had 100 issued patents in the United States and 85 issued patents granted outside of the United States that expire between 2030 and 2044 and cover various aspects of our product offerings.

We have registered “Okta” and “Auth0” as trademarks in many jurisdictions throughout the world to protect our brands. We also have filed other trademark applications pending in various jurisdictions throughout the world. We also have registered other trademarks in the United States including “The World’s Identity Company” and “Oktane.”

We are the registered holder of a variety of domestic and international domain names that include “Okta,” “Auth0” and similar variations.

In addition to the protection provided by our intellectual property rights, we enter into confidentiality and proprietary rights or similar agreements with our employees, consultants and contractors. Our employees, consultants and contractors are also subject to invention assignment agreements. We further control the use of our proprietary technology and intellectual property through provisions in both general and product-specific terms of use.

Additional information regarding certain risks related to our intellectual property is included in [“Risk Factors”](#) under Part I, Item 1A of this Annual Report on Form 10-K.

Our Competitors

The markets for our product offerings are rapidly evolving, highly competitive and subject to shifting customer needs and frequent introductions of new competing technologies. As the markets in which we operate continue to mature and new technologies and competitors enter those markets, we expect competition to intensify. Our competitor categories include:

- Authentication providers;
- Identity governance providers;
- Multi-factor authentication providers;
- Infrastructure-as-a-service providers;
- Other customer identity and access management providers; and
- Solutions developed in-house by our potential customers.

We compete with both cloud-based and on-premises enterprise application software providers. We also compete against open-source technologies that customers can use to build their own identity solutions. Our competitors vary in size and in the breadth and scope of the products and services offered. However, certain of our

competitors have substantial competitive advantages, such as significantly greater financial, technical, sales and marketing, distribution, customer support or other resources, longer operating histories, greater resources to make strategic acquisitions, and greater name recognition than we have. Our principal competitor is Microsoft.

Due to the flexibility and breadth of our platforms, we can and often do co-exist alongside our competitors' products within our customer base.

Principal competitive factors in our markets include flexibility, independence, product capabilities, total cost of ownership, time to value, scalability, user experience, number of pre-built integrations, customer satisfaction, global reach and ease of integration, management and use. We believe our product strategy, platform architecture, technology and independence as well as our company culture allow us to compete favorably on each of these factors.

We expect competition to increase as other established and emerging companies enter our markets, as customer requirements evolve, and as new products and technologies are introduced. We expect this to be particularly true as we are a cloud-based offering, and our competitors may also seek to acquire new offerings or repurpose their existing offerings to provide identity management solutions with subscription models. The ongoing trend of merger and acquisition activity in the technology industry, particularly transactions involving security or identity and access management technologies, may result in an environment where we increasingly compete with other large technology companies in the future in both the workforce identity and customer identity markets.

Additional information regarding our competition is included in ["Risk Factors"](#) under Part I, Item 1A of this Annual Report on Form 10-K.

Human Capital Resources

Our core values—love our customers, always secure and always on, build and own it, and drive what's next—inform and guide our human capital initiatives and objectives. In order to continue to innovate and drive customer success, it is crucial that we continue to attract, develop and retain exceptional talent. To that end, we strive to make our workplace one in which employees feel like they have opportunities to grow and develop in their careers. We support our employees with fair and competitive compensation, benefits and wellness programs, and initiatives that foster connections between and among our employees and their communities.

As of January 31, 2026, we had 6,366 employees, of which approximately 56% were in the United States and 44% were in our international locations. We have not experienced any work stoppages, and we consider our relations with our employees to be good. Our employee engagement program helps us understand employee sentiment on a wide range of topics throughout the employee lifecycle, providing insights that inform our decisions about company initiatives, employee programs, talent risks, management opportunities and more. In fiscal 2026, 86% of our eligible employees participated in our annual employee engagement survey.

Builder and Owner Culture

"Build and own it" is one of our core values. Our goal is to create a shared sense of ownership in achieving our company vision where career growth, competitive rewards, and purpose empower our employees to do great work. We want every employee to feel ownership of Okta.

Growth and Development

We invest significant resources to develop talent and actively foster a learning culture where employees are empowered to drive their personal and professional growth. We provide our employees with a wide range of learning and development opportunities, including in-person, virtual, social and self-directed learning, mentoring, coaching and external development. Our extensive onboarding and training programs prepare our employees at all levels for career progression and individual development. Our employee onboarding program helps our new hires get off to the right start, our manager development program helps to build a solid foundation for our people managers, and our technical training program brings our new technical employees up to speed on our product offerings.

Compensation, Benefits and Wellness

We provide robust compensation, benefits and wellness programs that help support the varying needs of our employees. In addition to market-competitive base pay, short-term bonus incentives and long-term equity

incentives, our total rewards program offers comprehensive employee benefits that may vary by country or region, including an employee stock purchase plan, a 401(k) plan in the United States with company matching contributions, comprehensive medical, dental and vision insurance, life and disability insurance, health savings accounts, charitable donation matching, flexible time off, volunteer time off, gender-neutral paid parental leave, fertility and adoption support, family care resources, mobile and internet reimbursement, mental health and lifestyle support programs and a variety of other health and wellness resources.

We are committed to fair compensation and opportunity in our workplace. We conduct regular equal pay assessments to attempt to promote pay equity among all of our employees.

Community and Social Impact

The mission of our social impact arm, Okta for Good, is to build a safely connected world where everyone can belong and thrive. We mobilize our people, products and financial resources in service of our communities.

Our employees are passionate about many causes and Okta for Good connects them with numerous giving and volunteering opportunities in service of our communities. We believe this fosters a more meaningful, fulfilling and enjoyable workplace. In addition, through Okta for Good we donate and discount access to our service for non-profit organizations. These organizations use Okta to make their teams more efficient and secure, allowing them to focus on their important missions. We also engage in philanthropic grantmaking via the Okta for Good Fund, a donor-advised fund held at Tides Foundation.

We fund and support the operations of Okta for Good. Okta for Good is a part of our company and not a separate legal entity. Additional information can be found on the “Okta for Good” page of our website at www.okta.com.

Financial Information

The financial information required under this Item 1 is incorporated herein by reference to “[Financial Statements and Supplementary Data](#)” included in Part II, Item 8 of this Annual Report on Form 10-K. For financial information regarding our business, see “[Management’s Discussion and Analysis of Financial Condition and Results of Operations](#)” included in Part II, Item 7 of this Annual Report on Form 10-K and our consolidated audited financial statements and related notes included elsewhere in this Annual Report on Form 10-K.

Corporate Information

We incorporated in 2009 as Saasure Inc., a California corporation. In 2010, we reincorporated as Okta, Inc., a Delaware corporation. Our principal executive offices are located at 100 First Street, Suite 600, San Francisco, California 94105, and our telephone number is (888) 722-7871. Our website address is www.okta.com.

Additional Information

Our investor relations website address is investor.okta.com. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and Proxy Statements for our annual meetings of stockholders, including any exhibits and amendments to these filings, are available, free of charge, on our investor relations website after we file or furnish them with the SEC, and they are available on the SEC’s website at www.sec.gov.

We webcast our earnings calls and certain events we participate in or host with members of the investment community on our investor relations website. Supplemental financial and other information can be accessed through our investor relations website. We also use our investor.okta.com website and okta.com/blog websites (including the Security Blog, Okta Developer Blog and Auth0 Developer Blog) as a means of disclosing material non-public information, announcing upcoming investor conferences and complying with our disclosure obligations under Regulation FD. Accordingly, you should monitor our investor relations and okta.com/blog websites in addition to following our press releases, SEC filings and public conference calls and webcasts. Further corporate governance information, including our corporate governance guidelines and code of conduct, is also available on our investor relations website under the heading “Responsibility and Governance.” Information contained on, or that can be accessed through, our websites is not incorporated by reference into this Annual Report on Form 10-K or in any other report or document we file with the SEC, and any references to our websites are intended to be inactive textual references only.

Item 1A. Risk Factors

A description of the risks and uncertainties associated with our business is set forth below. You should carefully consider the risks and uncertainties described below, as well as the other information in this Annual Report on Form 10-K, including our consolidated financial statements and the related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations." The occurrence of any of the events or developments described below, or of additional risks and uncertainties not presently known to us or that we currently deem immaterial, could materially and adversely affect our business, results of operations, financial condition and growth prospects. In such an event, the market price of our Class A common stock could decline, and you could lose all or part of your investment.

Risk Factor Summary

This risk factor summary contains a high-level summary of risks associated with our business. It does not contain all of the information that may be important to you, and you should read this risk factor summary together with the more detailed discussion of risks and uncertainties set forth following this summary. A summary of our risks includes, but is not limited to, the following:

- Adverse general economic, market and industry conditions and reductions in workforce identity and customer identity spending have, in the past and may, in the future, reduce demand for our solutions, which could harm our revenue, results of operations and cash flows.
- Our business depends on our ability to retain existing customers, and our revenues and results of operations could be adversely impacted if they do not renew their subscriptions or purchase additional licenses or subscriptions with us.
- If we are unable to grow our customer base, our revenue growth and profitability could be harmed.
- We face intense competition, especially from larger, well-established companies, and we may lack sufficient financial or other resources to maintain or improve our competitive position.
- We may experience quarterly fluctuations in our results of operations due to a number of factors that make our future results difficult to predict and could cause our results of operations to fall below analyst or investor expectations.
- Interruptions or performance problems that impact the functionality of our technology, systems or infrastructure could result in delays in the deployment of our platforms.
- In the past, we have experienced cybersecurity incidents that allowed unauthorized access to our systems or data or our customers' data, harmed our reputation, created additional liability and adversely impacted our financial results. We and our third-party service providers may experience similar incidents in the future which may also include disabling access to our service.
- Any actual or perceived failure by us, our third-party service providers or our customers to comply with new or existing laws, regulations or other requirements relating to the privacy, security and processing of personal information could adversely affect our business, results of operations or financial condition.
- If we are unable to ensure that our solutions integrate or interoperate with a variety of operating systems, platforms, services, software applications devices, mobile phones and other hardware form factors that are developed by others, our platforms may become less competitive and our results of operations may be harmed.
- Real or perceived errors, failures, vulnerabilities or bugs in our solutions, including deployment complexity, have in the past and could, in the future, harm our business and results of operations.
- Issues with our use, development, adoption, deployment and maintenance of AI and machine learning technologies, combined with an uncertain regulatory environment, may result in reputational harm, liability or other adverse consequences to our business operations.
- Because we generally recognize revenue from our subscriptions and support services over the term of the relevant service period, a decrease in sales during a reporting period may not be immediately reflected in our results of operations for that period.

- The stock price of our Class A common stock may be volatile or may decline.
- The dual class structure of our common stock has the effect of concentrating voting control with those stockholders who held our capital stock prior to the completion of our IPO, including our directors, executive officers, and their affiliates, who held in the aggregate 32% of the voting power of our capital stock as of January 31, 2026. This will limit or preclude your ability to influence corporate matters, including the election of directors, amendments of our organizational documents, and any merger, consolidation, sale of all or substantially all of our assets or other major corporate transaction requiring stockholder approval.
- Transactions relating to our convertible notes may affect the value of our Class A common stock.
- We depend on our executive officers and other key employees, and the loss of one or more of these employees or an inability to attract and retain other highly skilled employees could harm our business.

Risks Related to Our Business and Industry

Adverse general economic, market and industry conditions and reductions in workforce identity and customer identity spending have, in the past and may, in the future, reduce demand for our solutions, which could harm our revenue, results of operations and cash flows.

Our revenue, results of operations and cash flows depend on the overall demand for our solutions. International and regional economic conditions, including instability or security concerns abroad, such as widespread downturns and recessions; geopolitical events; changes in trade policies, trade restrictions, economic sanctions or the threat of such actions; the instability of financial institutions; the availability and cost of credit; fluctuations in the inflation and interest rate environment; health epidemics; or energy costs have and could continue to lead to increased market volatility, decreased consumer confidence and diminished growth expectations in the U.S. economy and abroad, which in turn could result in reductions in spending on our platforms by our existing and prospective customers. These economic conditions can occur abruptly. Prolonged economic slowdowns may result in customers requesting us to renegotiate existing contracts on less advantageous terms to us than those currently in place or defaulting on payments due on existing contracts or not renewing at the end of the contract term. To the extent there is a sustained general economic downturn, and our platforms and services are perceived by customers or potential customers as costly, or too difficult to deploy or migrate to, our revenue may be disproportionately affected by delays or reductions in spending.

Our business depends on our ability to retain existing customers, and our revenues and results of operations could be adversely impacted if they do not renew their subscriptions or purchase additional licenses or subscriptions with us.

Our ability to increase and maintain revenue growth depends, in part, on our ability to retain and expand our commercial relationships with our existing customers. This requires that our existing customers continue to use our platforms, either by purchasing additional subscriptions or by renewing their subscriptions when existing contract terms expire. Our customers have no obligation to renew their subscriptions after the expiration of their subscription period. They may decide not to renew their subscriptions with a similar contract period, at the same prices and terms or with the same or a greater number of users. In the past, some of our customers have elected not to renew their agreements with us, and it is difficult to accurately predict long-term customer retention and expansion rates. Customer retention and expansion has, in the past and may, in the future, decline or fluctuate as a result of a number of factors, such as customers' satisfaction with our solutions; our prices and pricing plans, including as compared to those of competing software solutions; unfavorable macroeconomic and geopolitical conditions; reductions in customer spending levels; negative sentiment stemming from cybersecurity incidents; customer utilization rates; new offerings; and changes to the packaging of our product offerings. If existing customers do not purchase additional subscriptions or renew their subscriptions, renew on less favorable terms or fail to add more users, our revenue may decline or grow less quickly than anticipated, which would harm our future results of operations.

If we are unable to grow our customer base, our revenue growth and profitability could be harmed.

We aim to increase our revenue and achieve and maintain profitability by growing our customer base, particularly through sales to larger organizations. As our market matures and product offerings evolve, we believe that competitors will introduce lower cost or differentiated solutions that compete, or are perceived to compete, with our solutions. If prospective customers view the cost or features of competitors' solutions as preferable to ours, or do not perceive our solutions to be of sufficiently high value and quality, we could fail to attract the number and

types of new customers we are seeking. Prospective customers' decisions to purchase our solutions depends on a variety of other factors, including those specified under the risk factor titled "*Our business depends on our ability to retain existing customers, and our revenues and results of operations could be adversely impacted if they do not renew their subscriptions or purchase additional licenses or subscriptions with us,*" and described elsewhere in these risk factors. Any failure to attract new customers could impede our success in selling new subscriptions and adversely impact our business, financial condition and results of operations.

We face intense competition, especially from larger, well-established companies, and we may lack sufficient financial or other resources to maintain or improve our competitive position.

The markets for our solutions are rapidly evolving, highly competitive and subject to shifting customer needs and frequent introductions of new technologies. As the markets in which we operate continue to mature and new technologies and competitors enter such markets, we expect competition to intensify. We compete with both cloud-based and on-premise enterprise application software providers including, but not limited to: authentication providers; identity governance providers; multi-factor authentication providers; infrastructure-as-a-service providers; other customer identity and access management providers; and solutions developed in-house by our potential customers. Our principal competitor is Microsoft.

Many of our competitors have significantly greater financial, technical, sales and marketing, distribution, customer support or other resources, larger intellectual property portfolios, longer operating histories, greater resources to make strategic acquisitions, more established relationships with third-party service providers and greater name recognition than we do. They may also have a larger customer base, many of which may prefer to purchase from the same competitor rather than replace their existing infrastructure with our solutions.

Some of our larger competitors have substantially broader product offerings, or greater resources to acquire new offerings or repurpose existing offerings to provide identity solutions with subscription models. As a result, they can leverage their relationships based on other solutions, or incorporate functionality into existing solutions, to gain business in a manner that discourages users from purchasing our solutions, including selling at zero or negative margins, bundling products or maintaining closed technology platforms. In addition, larger competitors, as well as new start-up companies that innovate, make significant investments in research and development and may invent similar or superior solutions that compete with our solutions. It is also possible that products and services developed by others, including, but not limited to, new technologies and offerings integrating AI, or products and services developed by competitors, could put us at a competitive disadvantage. These competitive pressures or our failure to compete effectively may result in price reductions, fewer orders, reduced revenue and gross margins, increased net losses and loss of market share, which could harm our business, results of operations and financial condition.

If we fail to adapt to rapid technological change, our ability to remain competitive could be impaired.

The industry in which we compete is characterized by rapid technological change, frequent introductions of new solutions and evolving industry standards. Our ability to attract new customers and increase revenue from existing customers will depend in significant part on our ability to anticipate industry standards and trends. We must continue to enhance existing solutions or introduce or acquire new solutions on a timely basis to keep pace with technological developments. The success of any enhancement or new solution depends on several factors, including the timely completion and market acceptance of the enhancement or new solution. Any new solution we develop or acquire might not be introduced in a timely or cost-effective manner and might not achieve the broad market acceptance necessary to generate significant revenue. If any of our competitors implements new technologies before we are able to implement them, those competitors may be able to provide more effective solutions than ours at lower prices. Any delay or failure in the introduction of new or enhanced solutions that gain market acceptance and meet customer requirements could harm our business, results of operations and financial condition.

Our ability to introduce new solutions is dependent on adequate research and development resources and, in part, on our ability to successfully complete acquisitions. If we do not adequately fund our research and development efforts or complete acquisitions successfully, we may not be able to compete effectively and our business and results of operations may be harmed.

To remain competitive, we must continue to develop new solutions, applications and enhancements to our existing portfolio. This is particularly true as we further expand and diversify our capabilities. Maintaining adequate research and development resources, such as the appropriate personnel and development technology, to meet the demands of the market is essential. If we elect not to or are unable to develop solutions internally, we may choose to expand into a certain market or strategy via an acquisition for which we could potentially pay too much or fail to

successfully integrate into our operations. Further, many of our competitors expend a considerably greater amount of funds on their respective research and development programs, and those that do not have, in some cases, been acquired by larger companies that allocate greater resources to our competitors' research and development programs. Our failure to maintain adequate research and development resources or to compete effectively with the research and development programs of our competitors would give an advantage to such competitors and may harm our business, results of operations and financial condition.

Even if we maintain adequate research and development resources, we may be unable to monetize newly developed solutions or features such that we can recoup our research and development expenditures. For example, if we develop a new feature but our competitors give an equivalent feature away for free, we may need to also include our newly developed feature for free as part of an existing product offering to remain competitive in the marketplace. Such a loss of anticipated revenue to offset our research and development expenditures may harm our business, results of operations and financial condition.

We may experience quarterly fluctuations in our results of operations due to a number of factors that make our future results difficult to predict and could cause our results of operations to fall below analyst or investor expectations.

Our results of operations fluctuate from quarter to quarter as a result of a number of factors, many of which are outside of our control and may be difficult to predict, including, but not limited to:

- fluctuations in demand for, or pricing of, our platforms, including as a result of macroeconomic conditions or competition;
- our ability to retain and increase sales to existing customers, attract new customers or otherwise increase the use of our platforms;
- the timing and success of introductions of new solutions by us or our competitors, or any other change in the competitive landscape of our market;
- security breaches of, technical difficulties with, or interruptions to, the delivery and use of our solutions, and any negative market perception or customer reactions related to, or arising from the disclosure of, such breaches, difficulties or interruptions;
- seasonal buying patterns for IT spending;
- the mix of revenue attributable to larger transactions as opposed to smaller transactions, and the associated volatility and timing of our transactions;
- changes in remaining performance obligations due to seasonality, the timing of and compounding effects of renewals, invoice duration, size and timing, new business linearity between quarters and within a quarter, average contract term or fluctuations due to foreign currency movements, all of which may impact implied growth rates;
- errors in our forecasting of the demand for our solutions, which could lead to lower revenue, increased costs or both;
- increases in and timing of sales and marketing and other operating expenses that we may incur to grow our brand, expand our operations and remain competitive;
- our ability to comply with applicable laws and requirements, including data privacy and cybersecurity regimes;
- costs related to the acquisition of businesses, talent, technologies or intellectual property, including potentially significant amortization costs and possible write-downs;
- credit or other difficulties confronting our third-party service providers, including channel partners;
- costs related to litigation, including adverse judgments, settlements and other disputes;
- the impact of new accounting pronouncements and associated system implementations;
- changes in the legislative or regulatory environment;

- fluctuations in foreign currency exchange rates;
- expenses related to real estate, including our office leases and other fixed expenses;
- changes in government spending and budgetary priorities, workforce reduction and other policy shifts;
- general economic, market and industry conditions in domestic or international markets, including the inflation and interest rate environment, geopolitical uncertainty and instability; and
- changes in trade policies, trade restrictions or the threat of such actions.

Any one or more of the factors above may result in significant fluctuations in our results of operations. You should not rely on our past results as an indicator of our future performance.

The variability and unpredictability of our quarterly results of operations or other operating metrics could result in our failure to meet our expectations or those of analysts that cover us or investors with respect to revenue or other metrics for a particular period. If we fail to meet or exceed such expectations for these or any other reasons, the market price of our Class A common stock could fall substantially, and we could face costly lawsuits, including securities class action suits.

Our prior revenue growth rates may not be indicative of our future growth or performance.

Our revenue growth depends on several factors, including pricing our platforms to attract new and retain existing customers; managing demand for our solutions; competing against larger companies and new market entrants; capitalizing on new acquisitions, technologies or growth opportunities; and other conditions described in these risk factors. If we are unable to grow our revenue, it will be difficult to maintain our profitability, or maintain or increase our cash flow on a consistent basis. We expect our operating expenses to increase in future periods as we continue to expand our business. If our revenue growth does not increase to offset these anticipated increases in our operating expenses, our business, financial position and results of operations will be harmed, and we may not be able to consistently maintain profitability.

Our growth depends, in part, on the success of our strategic relationships with third parties.

To grow our business, we expect to continue to depend on relationships with third parties, such as channel partners. Identifying partners, negotiating and maintaining relationships with them requires significant time and resources.

Our ability to compete in the marketplace depends, in part, on whether third parties successfully market, resell, implement or support our solutions for their customers. For example, some of our channel partners sell or provide integration and administration services for our competitors' solutions. They may choose to devote greater resources to our competitors that are more effective in incentivizing them to favor their solutions over ours. In addition, acquisitions of such partners by our competitors could result in a decrease in the number of our current and potential customers, as these partners may no longer facilitate the adoption of our applications by potential customers. Some of our partners compete with certain of our solutions and may elect to no longer integrate with our platforms or sell our solutions.

Our growth also depends on our ability to incentivize third-party developers to adopt and build their applications using our APIs and solutions. We believe that these applications facilitate greater usage and customization of our solutions. If these third-party developers stop developing on or supporting our platforms, we will lose the benefit of network effects that have contributed to the growth in our number of customers.

If we are unsuccessful in establishing or maintaining our relationships with third parties, our ability to grow our revenue could be impaired, and our results of operations may suffer. Even if we are successful, we cannot ensure that these relationships will result in increased customer usage of our applications or increased revenue.

Because our long-term success depends, in part, on our ability to expand the sales of our solutions to customers located outside of the United States, our business will be susceptible to risks associated with international operations.

We currently have sales personnel outside the United States and maintain offices outside the United States in the Americas, Asia-Pacific and Europe, and our international revenue was 21% and 20% of our total revenue in fiscal 2025 and fiscal 2026, respectively. Any international expansion efforts that we may undertake may not be successful. We may face challenges, including those not generally faced in the United States, such as managing and staffing international operations, and becoming familiar with varying technology standards, local laws and business practices. Conducting international operations also subjects us to, among other risks described in these risk factors:

- general political, economic and social uncertainties, including macroeconomic and geopolitical conditions and financial market conditions;
- unexpected changes in, or costs and liabilities related to, compliance with foreign legal and regulatory requirements, such as data privacy and cybersecurity regimes; intellectual property rights protections; and requirements relating to the localization of our solutions;
- restrictive governmental actions focusing on cross-border trade, including taxes, changes in trade policies, trade restrictions, import and export restrictions or quotas, barriers, sanctions, custom duties or the threat of such actions; and
- difficulties in managing systems integrators and technology partners.

Establishing operations in international markets also requires significant management attention and financial resources and we cannot guarantee that these investments will produce desired levels of revenue or profitability. If we fail to expand our operations successfully and in a timely manner, our business and results of operations will suffer.

Future acquisitions, investments, partnerships or alliances could be difficult to identify and integrate, divert the attention of management personnel, disrupt our business, dilute stockholder value and harm our results of operations and financial condition.

We have in the past acquired and we may, in the future, seek to acquire or invest in, businesses, products, teams or technologies that we believe could complement or expand our current platforms, enhance our technical capabilities or otherwise offer growth opportunities. The pursuit of potential acquisitions may divert the attention of management and cause us to incur various expenses in identifying, investigating and pursuing suitable acquisitions, whether or not they are consummated. If we acquire additional businesses, we may not be able to successfully integrate and retain the acquired personnel; integrate the acquired operations and technologies; adequately test and assimilate the internal control processes of the acquired business in accordance with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"); or effectively manage the combined business. We may also be required to assume liabilities or incur unforeseen costs, such as those arising from the acquired company's failure to comply with legal or regulatory requirements and litigation matters.

Any acquisition or strategic transaction we do consummate could fail to produce the benefits we hope to achieve, which could disrupt our own business or those of our partners and customers or result in future impairment charges. In particular, from time to time we invest in private growth stage companies for strategic reasons and to support key business initiatives. All of our venture investments are subject to a risk of partial or total loss of investment capital, and we may not realize a return on these investments.

In addition, we have limited experience in acquiring other businesses. We may not be able to identify desirable acquisition targets, or we may not be successful in entering into an agreement with any particular target. Acquisitions could also result in dilutive issuances of equity securities, use of our available cash or the incurrence of debt, or in adverse tax consequences or unfavorable accounting treatment. If an acquired business fails to meet our expectations, our business, results of operations and financial condition could suffer.

Our financial results may fluctuate due to increasing variability in our sales cycles.

We plan our expenses based on certain assumptions about the length and variability of our sales cycle. These assumptions are based upon historical trends for sales cycles and conversion rates associated with our existing customers. We are increasingly focused on sales to larger organizations, which often involve lengthy

purchasing approval processes and less predictable sales cycles. The length of sales cycles may be further impacted by the current macroeconomic and geopolitical environment and by the discretionary nature of customer spending. Customers may also take prolonged evaluation periods of our platforms, or their features or functionality, as well as those of our competitors. As a result, it is difficult to predict exactly when, or even if, we will make a sale. If we are unable to close one or more of expected significant transactions in a particular period, or if such an expected transaction is delayed until a subsequent period, our results of operations for that period and for any future periods in which revenue from such transaction would otherwise have been recognized, may be harmed.

Various factors may cause implementation of our solutions to be delayed, inefficient or otherwise unsuccessful.

Our business depends upon the successful implementation of our solutions by our customers. Increasingly, we, as well as our customers, rely on our network of partners to deliver implementation services, and there may not be enough qualified implementation partners available to meet customer demand. Various other factors may cause implementations to be delayed, inefficient or otherwise unsuccessful, including significant costs to purchase, implement and enable our solutions; changes in our customers' functional requirements; timeline delays; or deviation from recommended best practices. These and other circumstances may delay our ability to sell additional solutions or result in customers canceling or failing to renew their subscriptions before our solutions have been fully implemented. Unsuccessful, lengthy or costly customer implementation and integration projects could result in claims from customers, harm to our reputation and opportunities for competitors to displace our solutions, each of which could have an adverse effect on our business and results of operations.

A portion of our revenues are generated by sales to public sector entities, which are subject to a number of challenges and risks.

We rely on partners to resell our services to public sector entities, and we have made and plan to continue to make investments to support future sales opportunities in the public sector. The sale of our services to public sector entities is tied to budget cycles and there are government requirements and authorizations that we may be required to meet. Changes in fiscal or contracting policies or reductions in government spending or workforce could adversely affect the funding for and purchases of our platforms and, in turn, could negatively impact our revenue and future growth. Further, we may be subject to audits and investigations regarding our role as a subcontractor in government contracts, and violations could result in penalties and sanctions, including contract termination, refunding or forfeiting payments, fines and suspension or debarment from future government business. Selling to these entities can be highly competitive, expensive and time consuming, often requiring significant upfront time and expense. Public sector entities often require contract terms that differ from our standard arrangements and impose additional compliance requirements, require increased attention to pricing practices or are otherwise time consuming and expensive to satisfy. For example, some of our public sector customers contract with us on the basis of our authorization under FedRAMP, which requires us to undertake additional actions and expenses to ensure compliance. Public sector entities may also have statutory, contractual or other legal rights to terminate contracts with our partners for convenience, for lack of funding or due to a default, and any such termination may adversely impact our future results of operations. If we represent that we meet certain standards, authorizations (such as FedRAMP) or requirements and do not meet them, or if such authorizations are suspended or revoked, we could be subject to increased liability from our customers, investigation by regulators or termination rights. Even if we do meet them, the additional costs associated with providing our service to public sector entities could harm our margins. Moreover, changes in underlying regulatory requirements could be an impediment to our ability to efficiently provide our service to government customers and to grow or maintain our customer base. Any of these risks related to contracting with, or as a subcontractor supporting, public sector entities could adversely impact our future sales and results of operations or make them more difficult to predict.

If we fail to enhance our brand cost-effectively, our ability to expand our customer base will be impaired and our business, results of operations and financial condition may suffer.

We believe that developing and maintaining awareness of our brand in a cost-effective manner is critical to achieving widespread acceptance of our existing and future solutions, and is an important element in attracting new customers and retaining existing customers. Furthermore, we believe that the importance of brand recognition is likely to increase as competition in our market increases. Successful promotion of our brand will depend largely on the effectiveness of our marketing and sales efforts and on our ability to provide reliable and useful solutions at competitive prices and that align with our customers' needs. In the past, our efforts to build our brand have involved significant expenses and have not always attracted a sufficient number of new customers to be cost-effective.

In February 2025, we began further specializing our sales force to better align with our customers and evolving market demands, which has required us to invest significant financial and other resources. We may not achieve anticipated revenue growth if we are unable to hire and develop talented sales personnel or retain our existing sales personnel, or if our new sales personnel are unable to achieve desired productivity levels in a reasonable period of time. If our marketing and sales efforts are unsuccessful and we fail to enhance our brand we may fail to attract new customers or retain our existing customers to the extent necessary to realize a sufficient return on our brand-building efforts. As a result, our business, results of operations and financial condition could suffer.

We may not set optimal prices for our solutions.

In the past, we have at times adjusted our prices either for individual customers in connection with long-term agreements or for a particular solution. We expect that we may need to change our pricing in future periods and potentially in response to increased costs, including as a result of the inflation and interest rate environment, geopolitical considerations, as well as changes in trade policies, trade restrictions or the threat of such actions. Further, as competitors introduce new solutions that compete with ours, or if they reduce their prices or adopt preferable pricing models for evolving technologies, such as AI agents, we may be unable to attract new customers or retain existing customers based on our historical pricing. As we further expand internationally and into additional verticals, we also must determine the appropriate price to enable us to compete effectively. In addition, if our mix of solutions sold changes, then we may need to, or choose to, revise our pricing. As a result, we may be required or choose to reduce our prices or change our pricing model, which could harm our business, results of operations and financial condition.

If we are not able to consistently generate cash flows or raise additional capital necessary to expand our operations and invest in new technologies in the future could reduce our ability to compete successfully and harm our results of operations.

We may need to raise additional funds, and we may not be able to obtain additional debt or equity financing on favorable terms, if at all. If we raise additional equity or convertible debt financing, our security holders may experience significant dilution of their ownership interests. If we engage in additional debt financing, we may be required to accept terms that restrict our ability to incur additional indebtedness, force us to maintain specified liquidity or other ratios or restrict our ability to pay dividends or make acquisitions. If we need additional capital and cannot raise it on acceptable terms or at all, we may not be able to effectively grow our business or respond to competitive pressures, which could harm our business, results of operations and financial condition.

We may be subject to liability claims if we breach our contracts and our insurance may be inadequate to cover our losses.

We are subject to numerous obligations in our contracts with our customers and partners. Despite the procedures, systems and internal controls we have implemented to comply with our contracts, we may breach these commitments, whether through a weakness in these procedures, systems and internal controls, negligence or the willful act of an employee or contractor. Our insurance policies, including our errors and omissions insurance, may be inadequate to compensate us for the potentially significant losses that may result from claims arising from breaches of our contracts, disruptions in our service, including those caused by cybersecurity incidents, failures or disruptions to our infrastructure, catastrophic events and disasters or otherwise. In addition, such insurance may not be available to us in the future on economically reasonable terms or at all. Further, our insurance may not cover all claims made against us and defending a suit, regardless of its merit, could be costly and divert management's attention.

Evolving and complex scrutiny of sustainability matters may require us to incur additional costs or otherwise adversely impact our reputation or business.

Investors, regulators, customers and other stakeholders, both in the United States and internationally, are increasingly attentive to, and have evolving expectations about, sustainability and social issues, initiatives and disclosures. We have undertaken certain sustainability-related initiatives, goals and commitments, which we have communicated on our website, in our SEC filings and elsewhere, and may undertake additional actions in the future. These actions, including establishing certain sustainability goals or targets to respond to stakeholder demands or requirements, may result in increased costs (including, but not limited to, increased costs related to compliance, stakeholder engagement and meeting our contractual commitments). Our ability to perform or carry out such actions may be subject to numerous conditions that are outside our control, and we cannot guarantee that any actions or

outcomes will have the desired effect. Our actual or perceived failure to achieve such goals or targets could negatively impact our reputation and otherwise affect our business performance.

Risks Related to Intellectual Property, Infrastructure Technology, Data Privacy and Security

Interruptions or performance problems that impact the functionality of our technology, systems or infrastructure could result in delays in the deployment of our platforms.

Our continued growth depends, in part, on the ability of our existing and potential customers to access our platforms 24 hours a day, seven days a week, without interruption or degradation of performance. System interruption and a lack of integration and redundancy in our information systems and infrastructure may adversely affect our ability to operate websites, process and fulfill transactions, respond to customer inquiries and generally maintain cost-efficient operations. We have experienced in the past and may experience in the future, disruptions, data loss or corruption, outages and other performance problems with our infrastructure or service due to a variety of factors. These factors include, for example, infrastructure and functionality changes, human or software errors, capacity constraints, ransomware attacks that encrypt our data and render it inaccessible or security-related incidents. In some instances, we may not be able to identify the cause or causes of these performance problems immediately, and it could take months, or even years, for such problems to become pronounced enough for us to detect or for our customers to detect and inform us. We may not be able to maintain the level of service uptime and performance required by our customers, especially during peak usage times and as our solutions become more complex and our user traffic increases. If our platforms are unavailable or if our customers are unable to access our solutions or deploy them within a reasonable amount of time, or at all, our business would be harmed. Since our customers rely on our service to access and complete their work, any outage on our platforms would impair the ability of our customers to perform their work, which would negatively impact our brand, reputation and customer satisfaction.

Our platforms are accessed by a large number of customers, often at the same time, and we continue to expand the number of our customers and solutions available to our customers. While we rely on third-party information technology systems, broadband and other communications systems and service providers to assist in providing access to our platforms, maintaining our infrastructure and distributing our solutions via the internet, we may not be able to scale our technology to accommodate increased capacity requirements, which may result in interruptions or delays in service. If a service provider fails to provide sufficient capacity to support our platforms or otherwise experiences service outages, including intentionally blocking our internet traffic or all internet traffic, for example at the request of a national government intending to isolate its country's network, such failure could interrupt our customers' access to our service, which could adversely affect their perception of our platforms' reliability and our revenues. Any disruptions in these services, including as a result of actions outside of our control, would significantly impact the continued performance of our solutions. In the future, these services may not be available to us on commercially reasonable terms or at all. Any loss of the right to use any of these services could result in decreased functionality of our solutions until equivalent technology is either developed by us or, if available from another provider, is identified, obtained and integrated into our infrastructure. If we do not accurately predict our infrastructure capacity requirements, our customers could experience service shortfalls. We may also be unable to effectively address capacity constraints, upgrade our systems as needed and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology.

Any of the above circumstances or events may harm our reputation, cause customers to terminate their agreements with us, impair our ability to obtain subscription renewals from existing customers, impair our ability to grow our customer base, result in the expenditure of significant financial, technical and engineering resources, subject us to financial penalties and liabilities under our service level agreements, and otherwise harm our business, results of operations and financial condition.

In the past, we have experienced cybersecurity incidents that allowed unauthorized access to our systems or data or our customers' data, harmed our reputation, created additional liability and adversely impacted our financial results. We and our third-party service providers may experience similar incidents in the future which may also include disabling access to our service.

Our business relies on computer systems, hardware, software, technology infrastructure, and online sites and networks for operations that are critical to our business. Increasingly, we and other companies are subject to a wide variety of attacks on their systems and networks on an ongoing basis. In addition to threats from traditional computer "hackers," malicious code (such as malware, viruses, worms and ransomware), employee or contractor

theft or misuse, password spraying, phishing and denial-of-service attacks, we and our third-party service providers now also face threats from sophisticated nation-state actors and organized crime groups who engage in attacks (including advanced persistent threat intrusions) that add to the risks to our systems (including those hosted on AWS' or other cloud services providers' systems), internal networks, our customers' systems and the information that we and they store and process. For example, like other companies, we have experienced an increase in cybersecurity attacks and have had to expend increasing amounts of human and financial capital to respond. We expect that these cybersecurity attacks will continue and that the scope and sophistication of these efforts will increase in future periods. In particular, the use of AI, AI agents and NHIs to develop, conduct and/or enhance cyberattacks is expected to increase the frequency, severity and volume of such attacks. Despite significant efforts to create security barriers to such threats, it is virtually impossible for us to entirely mitigate these risks. As a provider of independent and neutral cloud-based identity solutions that form a part of our customers' security software supply chain, we pose an attractive target for such attacks. The security measures we have integrated into our internal systems and platforms, which are designed to detect unauthorized activity and prevent or minimize security breaches, may not function as expected and have not in the past been, and may not in the future be, sufficient to protect our internal networks and platforms against certain attacks. Further, because we do not control our third-party service providers or the processing of data by our third-party service providers, we cannot ensure the integrity or security of the measures they take to protect customer information and prevent data loss. In addition, techniques used to sabotage or to obtain unauthorized access to networks in which data is stored or through which data is transmitted change frequently and become more complex over time. As a result, we and our third-party service providers have in the past been, and may in the future be, unable to anticipate these techniques or implement adequate preventative measures quickly enough to prevent either an electronic intrusion into our systems or services or a compromise of customer data, employee data or other protected information.

Our customers' use of our technology to access business systems and store data concerning, among others, their employees, contractors, partners and customers is essential to their use of our platforms. As our platforms store, transmit and process customers' proprietary information and users' personal data, they have experienced and likely will in the future experience attacks targeting such customer data. When such breaches occur, and if the confidentiality, integrity or availability of our customers' data or systems is disrupted, we could incur significant liability to our customers and to individuals or businesses whose information was being stored by our customers, and our platforms may be perceived as less desirable, which could negatively affect our business and damage our reputation.

In addition, security breaches impacting our platforms have in certain cases resulted in and could in the future result in a risk of loss or unauthorized disclosure or theft of this information, or the denial of access to this information, which, in turn, could lead to enforcement actions, litigation, regulatory or governmental audits, investigations and possible liability and increased requests by individuals regarding their personal data. Security breaches could also damage our relationships with and ability to attract customers and partners, as well as trigger service availability, indemnification and other contractual obligations. For example, our customers have in the past published public criticisms of our security practices in connection with security incidents, and these postings harm our reputation and brand. Security incidents may also cause us to incur significant investigation, mitigation, remediation, notification and other expenses. Furthermore, as a well-known provider of identity and security solutions that form a part of our customers' security software supply chain, any such breach, including a breach of our customers' systems, could compromise systems secured by our solutions, creating system disruptions or slowdowns and exploiting security vulnerabilities of our or our customers' systems, and the information stored on our or our customers' systems could be accessed, publicly disclosed, altered, lost or stolen, which could subject us to liability and cause us financial harm. While we have taken a number of remediation steps, there is no guarantee that our preventative and mitigation actions with respect to this incident and others like it will fully eliminate the risk of a malicious compromise of our or our customers' systems.

We have experienced cybersecurity incidents resulting from our use of and oversight over third-party service providers and could experience such incidents in the future. These incidents have, in the past and may, in the future, result from our configuration of such providers' products or from cybersecurity attacks on such providers of the same type that could affect our own systems. While we have implemented security measures and configuration policies that seek to protect data stored with our third-party service providers, such measures and policies have not in the past been and may not in the future be sufficient to protect our data or our customers' data. For example, the January 2022 compromise of one of our third-party service providers by a threat actor, even though not material and not a breach of our platforms, nonetheless was widely publicized and focused attention on the security of our systems and the systems of our third-party service providers. In addition, in October 2023, a threat actor gained

unauthorized access to and stole information from inside our customer support system, which was hosted by a third-party service provider.

While we maintain cybersecurity insurance, our insurance may be insufficient to cover all liabilities incurred in these incidents and any incidents may result in loss of, or increased costs of, our cybersecurity insurance. These breaches, or any perceived breach, of our systems, our customers' systems, our service providers' systems or other systems or networks secured by our platforms, whether or not any such breach is due to a vulnerability in our platforms, may also undermine confidence in our platforms or our industry and result in damage to our reputation and brand, negative publicity, loss of ISVs and other channel partners, customers and sales, increased costs to remedy any problem, costly litigation and other liability. In addition, a breach of the security measures of one of our key ISVs or other channel partners or a security software supply chain attack even many levels removed could result in the exfiltration of confidential corporate information or other data that may provide additional avenues of attack. For example, an exploitation in an open source library that is imported and used in another framework that is used by a software product used by us could introduce an avenue of attack into our platforms. If a high profile security breach occurs with respect to a comparable cloud technology provider, our customers and potential customers may lose trust in the security of the cloud business model generally, which could adversely impact our ability to retain existing customers or attract new ones, potentially causing a negative impact on our business. Any of these negative outcomes could adversely impact market acceptance of our solutions and could harm our business, results of operations and financial condition.

Any actual or perceived failure by us, our third-party service providers or our customers to comply with new or existing laws, regulations or other requirements relating to the privacy, security and processing of personal information could adversely affect our business, results of operations or financial condition.

In connection with running our business, we receive, store, use and otherwise process personal data, including on behalf of our customers. Our customers' storage and use of personal data concerning, among others, their employees, contractors, partners and customers is essential to their use of our platforms. We and our customers are therefore subject to global data protection laws and regulations, as well as other privacy-related requirements. For example, data protection laws, such as those applicable in the European Union, Canada and certain of its provinces, United Kingdom, Asia and certain states in the United States, have enhanced data protection obligations for companies that handle personal data. Obligations include, for example, expanded disclosures about how personal data is to be used, individual rights in relation to personal data, limitations on retention of personal data, mandatory data breach notification requirements and strict obligations on service providers, and restrictions on online marketing and the use of cookies and tracking technologies.

The costs of compliance with, and other burdens imposed by, such laws and regulations that are applicable to our business and the operations of our customers may limit the use and adoption of our service and reduce overall demand for it. These privacy and data security related laws and regulations are evolving and may result in increasing regulatory and public scrutiny and escalating levels of enforcement and sanctions. In addition, we are subject to certain contractual obligations regarding the collection, use, storage, transfer, disclosure and/or processing of personal data. Although we are working to comply with those federal, state and foreign laws and regulations, industry standards, contractual obligations and other legal obligations that apply to us, those laws, regulations, standards and obligations are evolving and may be modified, interpreted and applied in an inconsistent manner from one jurisdiction to another and may conflict with one another, other requirements or legal obligations, our practices or the features of our platforms. Additionally, while we have implemented various features intended to enable our customers to better comply with applicable privacy and security requirements in their collection and use of data within our platforms, these features have, in the past, not ensured and may, in the future, not ensure our customers' compliance and may not be effective against all potential privacy or related regulatory concerns.

We also expect that there will continue to be new proposed laws, regulations, self-regulatory and industry standards concerning privacy, data protection, digital services and information security in the United States, the European Union and other jurisdictions, and we cannot yet determine the impact such future laws, regulations and standards may have on our business. In the United States, the Federal Trade Commission and state regulators enforce a variety of data privacy issues, such as promises made in privacy policies or failures to appropriately protect information about individuals, as unfair or deceptive acts or practices in or affecting commerce in violation of the Federal Trade Commission Act or similar state laws. Many U.S. states have also adopted new or modified privacy and security laws. These laws create a patchwork of legislation and regulation that impose heightened transparency obligations about data collection, use and sharing practices; add restrictions on the "sale" or "sharing" or transfer of personal information to third parties for purposes such as advertising or analytics; create new data privacy rights for consumers including the ability to limit the use of personal information for advertising; and carry

significant enforcement penalties for non-compliance, including monetary and injunctive relief. This patchwork may also give rise to conflicts or differing views of personal privacy rights. For example, certain state laws may be more stringent or broader in scope, or offer greater individual rights, with respect to personal data than federal, international or other state laws, and such laws may differ from each other, all of which may complicate compliance efforts. We may expend significant resources attempting to comply with conflicting and overlapping state privacy regulations, and the cost and complexity of complying with such regulations could adversely affect our business or increase our potential liability if we fail to comply. This influx of state privacy regimes indicates a trend toward more stringent privacy legislation in the United States, including a potential federal privacy law, which could also increase our potential liability and adversely affect our business. In Europe, the General Data Protection Regulation 2016/679 (the "GDPR") imposes a strict data protection compliance regime in relation to the collection and processing of personal data, and various European and other foreign laws also restrict the use of cookies, tracking technologies and certain marketing activities.

Future laws, regulations, standards and other obligations and changes in the interpretation of existing laws, regulations, standards and other obligations could impair our or our customers' ability to collect, use or disclose information relating to consumers, which could decrease demand for our applications, restrict our business operations, or increase our costs and impair our ability to maintain and grow our customer base and increase our revenue. Such laws and regulations may require companies to implement privacy and security policies, permit users to exercise various data rights, inform individuals of security breaches that affect their personal data and, in some cases, obtain individuals' consent to use personal data for certain purposes.

Any failure or perceived failure by us or our third-party service providers to comply with federal, state or foreign laws or regulations, industry standards, contractual obligations or other legal obligations, compliance frameworks with which we have contractually committed to comply, or any actual or suspected privacy or security incident, even if unfounded, whether or not resulting in unauthorized access to, or acquisition, release or transfer of personal data or other data, may result in investigations and enforcement actions and prosecutions, private litigation (including class action lawsuits), fines, penalties and censure, claims for damages by customers and other affected individuals or adverse publicity and could cause our customers to lose trust in us, which could have an adverse effect on our reputation and business. Additionally, plaintiffs have become increasingly active in bringing privacy-related claims against companies. Some of these claims allow for the recovery of statutory damages on a per violation basis and, if viable, carry the potential for significant statutory damages, depending on the volume of data and the number of violations.

We also publicly post our privacy policies and practices concerning our processing, use and disclosure of the personal data provided to us by our website visitors and by our customers and other individuals with whom we interact. Our publication of our privacy policies and other statements we publish that provide promises and assurances about privacy and security can subject us to potential state and federal action if they are found to be unfair, deceptive or misrepresentative of our practices.

Moreover, if our platforms are perceived to cause, or are otherwise unfavorably associated with, violations of privacy or data security requirements, it may subject us or our customers to public criticism and potential legal liability. Existing and potential privacy laws and regulations concerning privacy and data security and increasing sensitivity of consumers to unauthorized processing of personal data may create negative public reactions to technologies, solutions and services such as ours. Public concerns regarding personal data processing, privacy and security may cause some of our customers' end users to be less likely to visit their websites or otherwise interact with them. If enough end users choose not to visit our customers' websites or otherwise interact with them, our customers could stop using our platforms. This, in turn, may reduce the value of our service, slow or eliminate the growth of our business or cause our business to contract.

Privacy is a key issue for us and for our customers. We have attained multiple privacy certifications, such as the Data Privacy Network, Privacy Recognition for Processors and the European Union Cloud Code of Conduct, Level 2. If we fail to maintain our privacy certifications, or if we fail to seek expansion of their applicability to acquired and/or newly-developed solutions, we may fail to meet our contractual commitments and we may fail to retain our existing customers or attract new customers, and our business, results of operations and financial condition could suffer.

If we fail to maintain our security attestations and certifications, our business, results of operations and financial condition may suffer.

Security is essential for us and for our customers. A number of our Okta Platform product offerings have attained multiple certifications, including SOC 2 Type II Attestations, CSA Star Level 2 Certification, ISO/IEC 27001:2022, ISO/IEC 27017:2015, ISO/IEC 27018:2019 and comply with many other international frameworks. Certain Okta Platform offerings maintain multiple agency FedRAMP Authorities to Operate and are compliant to operate at Department of Defense Impact Level 4. Certain Okta Platform offerings maintain minimum security requirements in alignment with the Security Rule of HIPAA. The Okta Platform also supports FIPS 140-2 encryption requirements. If we fail to maintain our security attestations and certifications, or if we fail to seek expansion of their applicability to acquired and/or newly-developed products, we may fail to meet our contractual commitments and we may fail to retain our existing customers or attract new customers, and our business, results of operations and financial condition could suffer.

We provide service level commitments under our customer contracts. If we fail to meet these contractual commitments, we could be obligated to provide credits for future service, which could harm our business, results of operations and financial condition.

Our customer agreements contain service level commitments, under which we guarantee specified availability of our platforms. Any failure of or disruption to our infrastructure could make our platforms unavailable to our customers. If we are unable to meet the stated service level commitments to our customers or suffer extended periods of unavailability of our platforms, we have been, and could in the future be, contractually obligated to provide affected customers with service credits for future subscriptions. Our revenue, other results of operations and financial condition could be harmed if we suffer unscheduled downtime that exceeds the service level commitments under our agreements with our customers, and any extended service outages could adversely affect our business and reputation as customers may elect not to renew and we could lose future sales.

If we are unable to ensure that our solutions integrate or interoperate with a variety of operating systems, platforms, services, software applications devices, mobile phones and other hardware form factors that are developed by others, our platforms may become less competitive and our results of operations may be harmed.

The number of people who access the internet through mobile devices and access cloud-based software applications through mobile devices, including smartphones and handheld tablets or laptop computers, has increased significantly in the past several years and is expected to continue to increase. While we have created mobile applications and mobile versions of our solutions that are accessible on third-party application stores, if these mobile applications and solutions do not perform well, our business may suffer. Third-party application stores may also impose new requirements, including, for example, updates to their terms of access or policies on how we or our channel partners must collect, use and share data. Compliance with any such requirements could be costly or burdensome, and could prevent us from timely updating our current mobile applications or distributing new mobile applications. If we fail to comply with these requirements, we could lose access to, or be required to remove our mobile applications from, third-party application stores.

In addition, our solutions interoperate with servers, mobile devices and software applications predominantly through the use of protocols, many of which are created and maintained by third parties. As a result, we depend on the interoperability of our solutions with such third-party services, mobile devices and mobile operating systems, as well as cloud-enabled hardware, software, networking, browsers, database technologies and protocols that we do not control. Past and future changes in such technologies that degrade the functionality of our solutions or give preferential treatment to competitive services have, in the past and could, in the future, adversely affect adoption and usage of our platforms. Any change in our customers' preference for cloud-based identity management or any shift towards on-premises systems could also adversely affect adoption and usage of our platforms. Also, we may not be successful in developing or maintaining relationships with key participants in the mobile industry or in developing solutions that operate effectively with a range of operating systems, networks, devices, browsers, protocols and standards. In addition, we may face different fraud, security and regulatory risks from transactions sent from mobile devices than we do from personal computers. If we are unable to effectively anticipate and manage these risks, or if it is difficult for our customers to access and use our platforms, our business, results of operations and financial condition may be harmed.

Our success also depends on the willingness of third-party developers and technology providers to build applications and provide integrations that are complementary to our service. Without the development of these

applications and integrations, both current and potential customers may not find our service sufficiently attractive and our business, results of operations and financial condition could suffer.

Interruptions or delays in the services provided by third-party data centers or internet service providers have, in the past and could, in the future, impair the delivery of our platforms and our business could suffer.

We rely on a number of third-party service providers to operate our services. For example, we host our platforms using AWS data centers and other third-party cloud infrastructure services. Our operations depend on protecting the virtual cloud infrastructure hosted in AWS or other cloud services by maintaining its configuration, architecture and interconnection specifications, as well as the information stored in these virtual data centers and which third-party internet service providers transmit. Service interruptions from such infrastructure providers have caused and could in the future cause outages on our platforms. Our solutions use resources operated by us in these locations. Although we have disaster recovery plans that use multiple virtual data center locations, any incident affecting their infrastructure, including events beyond our control, could negatively affect our platforms, harm our reputation and expose us to liability. We may also incur significant costs for using alternative equipment or taking other actions in preparation for, or in reaction to, events that damage the third-party services we use.

We rely on software and services from other parties. Defects in or the loss of access to software or services from third parties could increase our costs and adversely affect the quality of our solutions.

We rely on technologies from third parties to operate critical functions of our business, including cloud infrastructure services and customer relationship management services. Our business would be disrupted if any of the third-party software or services we use, or functional equivalents, were unavailable due to defects in the software or services from those third parties, or because they are no longer available on commercially reasonable terms or prices. In each case, we would be required to either seek licenses to software or services from other parties and redesign our solutions to function with such software or services or develop substitutes ourselves, which would result in increased costs and could result in delays in launches or releases of new solutions until equivalent technology can be identified, licensed or developed and integrated into our solutions. Furthermore, we might be forced to limit the features available in our current or future solutions. These delays and feature limitations, if they occur, could harm our business, results of operations and financial condition.

Real or perceived errors, failures, vulnerabilities or bugs in our solutions, including deployment complexity, have in the past and could, in the future, harm our business and results of operations.

Errors, failures, vulnerabilities or bugs have, in the past and may, in the future, occur in our solutions, especially when updates are deployed or new solutions are rolled out, maintenance patches are applied or infrastructure, architectural or configuration changes are made. In the past, such issues have caused outages for our customers. Our platforms are often used in connection with large-scale computing environments with different operating systems, system management software, equipment and networking configurations, which may cause errors or failures of our solutions, or other aspects of the computing environment into which our solutions are deployed. In addition, deployment of our solutions into complicated, large-scale computing environments may expose errors, failures, vulnerabilities or bugs in our solutions. Any such errors, failures, vulnerabilities or bugs may not be found until after they are deployed to our customers.

We are committed to increasing our transparency with our customers and the public about our solutions and technology. This transparency, which may be more than is expected of companies in our industry, could lead to us publicly disclosing information that we would not otherwise be legally required to disclose, such as errors, failures, vulnerabilities or bugs in our solutions and technology. As a result, we could experience negative publicity that could harm our business. Any real or perceived errors, failures, vulnerabilities or bugs in our solutions or delays in or difficulties implementing our solutions, could also result in: loss, compromise, corruption or other unavailability of customer data; disruptions to our solutions or our customers' products, systems, networks and operations; loss of business and new customers; loss of or delay in market acceptance of our solutions; a decrease in customer satisfaction or adoption rates; loss of competitive position; or claims by customers for losses sustained by them, all of which could harm our business, results of operations and financial condition.

Issues with our use, development, adoption, deployment and maintenance of AI Technologies, combined with an uncertain regulatory environment, may result in reputational harm, liability or other adverse consequences to our business operations.

We use internally developed and third-party developed machine learning and AI technologies (collectively, “AI Technologies”) in our offerings and business, and we are making investments in expanding our AI capabilities in our portfolio, including ongoing deployment and improvement of existing AI Technologies, as well as developing new product features using AI Technologies. We expect to rely on AI Technologies to help drive future growth and efficiency in our business. While our use of AI Technologies may become more important to our operations or to our future growth over time, we may not be able to realize the desired or anticipated benefits from AI in a timely or cost-effective manner.

AI Technologies are complex and rapidly evolving, and we face significant competition from other companies as well as an evolving regulatory landscape. For example, in the European Union, the EU Artificial Intelligence Act now establishes obligations on the use of AI based on the type of AI and its potential risks to society. Additionally, in the United States, legislation related to AI Technologies has been introduced at the federal level and is advancing at the state level. It is possible that further new laws and regulations will be adopted in the United States and in other non-U.S. jurisdictions, or that existing laws and regulations, including competition and antitrust laws, may be interpreted or challenged in ways that would limit our ability to use AI Technologies for our business, or require us to change the way we use AI Technologies in a manner that negatively affects the performance of our products, services, and business. We may need to expend resources to adjust our products or services in certain jurisdictions if the laws, regulations, or decisions are not consistent across jurisdictions. Further, the introduction of AI Technologies into new or existing solutions may result in new or enhanced governmental or regulatory scrutiny, litigation, confidentiality or security risks, ethical concerns or other complications that could adversely affect our business, reputation or financial results. For example, even if permitted by our privacy policy and contractual rights, our use of data in novel AI applications may, in time, expand beyond customer expectations. The intellectual property ownership and license rights, including copyright, surrounding AI Technologies has not been fully addressed by courts or national or local laws or regulations, and the use or adoption of third-party AI Technologies into our solutions may result in exposure to claims of copyright infringement or other intellectual property misappropriation.

In addition, we are working to incorporate generative AI Technologies (i.e., those that can produce and output new content, software code, data and information) into our offerings and internal business practices. Uncertainty around new and emerging AI Technologies, such as generative AI Technologies, may require additional investment in the development and maintenance of proprietary and third-party datasets and machine learning models, development of new approaches and processes to provide attribution or remuneration to creators of training data, and development of appropriate protections and safeguards for handling the use of customer data with AI Technologies, which may be costly and could impact our expenses as we continue to expand generative AI Technologies into our product offerings. If such investments do not deliver anticipated benefits or are not otherwise successful, our business and results of operations may be harmed. Furthermore, there is a risk that generative AI Technologies may create content that appears correct but is factually inaccurate or misleading, or that creates other discriminatory content or unexpected results or behaviors. Our customers or others may rely on or use this misleading content to their detriment, which may expose us to brand or reputational harm, competitive harm and/or legal liability. The use of AI Technologies presents emerging ethical and social issues, and if we enable or offer solutions that draw scrutiny or controversy due to their perceived or actual impact on customers or on society as a whole, we may experience brand or reputational harm, competitive harm and/or legal liability.

If we fail to adequately protect our proprietary rights, our competitive position could be impaired and we may lose valuable assets, generate less revenue and incur costly litigation to protect our rights.

Our success is dependent, in part, upon protecting our proprietary information and technology. We rely on a combination of patents, copyrights, trademarks, service marks, trade secret laws and contractual restrictions to establish and protect our proprietary rights. However, the steps we take to protect our intellectual property may be inadequate. We will not be able to protect our intellectual property if we are unable to enforce our rights or if we do not detect unauthorized use of our intellectual property. Despite our precautions, it may be possible for unauthorized third parties to copy our solutions and use information that we regard as proprietary to create solutions that compete with ours. Some contract provisions protecting against unauthorized use, copying, transfer and disclosure of our solutions may be unenforceable under the laws of certain jurisdictions and foreign countries. Further, the laws of some countries do not protect proprietary rights to the same extent as the laws of the United States, and mechanisms for enforcement of intellectual property rights in some foreign countries may be inadequate. To the

extent we expand our international activities, our exposure to unauthorized copying and use of our solutions and proprietary information may increase. Accordingly, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our technology and intellectual property.

We rely in part on trade secrets, proprietary know-how and other confidential information to maintain our competitive position. Although we enter into confidentiality and invention assignment agreements with our employees and consultants and enter into confidentiality agreements with the parties with whom we have strategic relationships and business alliances, no assurance can be given that these agreements will be effective in controlling access to and distribution of our solutions and proprietary information. Further, these agreements do not prevent our competitors from independently developing technologies that are substantially equivalent or superior to our solutions.

To protect our intellectual property rights, we may be required to spend significant resources to monitor and protect these rights. Litigation may be necessary in the future to enforce our intellectual property rights and to protect our trade secrets. Such litigation could be costly, time consuming and distracting to management and could result in the impairment or loss of portions of our intellectual property. Furthermore, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights. Our inability to protect our proprietary technology against unauthorized copying or use, as well as any costly litigation or diversion of our management's attention and resources, could delay further sales or the implementation of our solutions, impair the functionality of our solutions, delay introductions of new solutions, result in our substituting inferior or more costly technologies into our solutions or injure our reputation. In addition, we may be required to license additional technology from third parties to develop and market new solutions, and we cannot ensure that we can license that technology on commercially reasonable terms or at all, and our inability to license this technology could harm our ability to compete.

We have in the past and may, in the future, be subject to infringement claims, which could result in significant damage awards that could harm our results of operations.

There is considerable patent and other intellectual property development activity in our industry, and we expect that software companies will increasingly be subject to infringement claims as the number of solutions and competitors grows, and the functionality of solutions in different industry segments overlaps. In addition, the patent portfolios of many of our competitors are larger than ours, and this disparity may increase the risk that our competitors may sue us for patent infringement and may limit our ability to counterclaim for patent infringement or settle through patent cross-licenses. Other companies have claimed in the past and may claim in the future, that we infringe upon their intellectual property rights. A claim may also be made relating to technology that we acquire or license from third parties. Further, we may be unaware of the intellectual property rights of others that may cover some or all of our technology.

Any claim of infringement, regardless of its merit or our defenses, could subject us to a number of risks described elsewhere in these risk factors, including those discussed under the title, *"If we fail to adequately protect our proprietary rights, our competitive position could be impaired and we may lose valuable assets, generate less revenue and incur costly litigation to protect our rights."*

We use open source software in our platforms, which could negatively affect our ability to offer our solutions and subject us to litigation or other actions.

We use open source software in our solutions and expect to use more open source software in the future. From time to time, there have been claims challenging the ownership of open source software against companies that incorporate open source software into their products. However, the terms of many open source licenses have not been interpreted by U.S. courts, and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our solutions. As a result, we could be subject to lawsuits by parties claiming ownership of what we believe to be open source software. Litigation could be costly for us to defend, have a negative effect on our results of operations and financial condition or require us to devote additional research and development resources to change our solutions. In addition, if we were to combine our proprietary software with open source software in a certain manner, we could, under certain of the open source licenses, be required to release the source code of our proprietary software to the public, which could open security risks as well as risks to exposing some of our trade secrets. This would allow our competitors to create similar solutions with less development effort and time. If we inappropriately use open source software, or if the license terms for open source software that we use change, we may be required to re-engineer our solutions, incur additional costs, discontinue the sale of some or all of our solutions or take other remedial actions. Some open

source software may include generative AI software or other software that incorporates or relies on generative AI or other AI technologies. The use of such software may expose us to risks as the intellectual property ownership and license rights, including copyright, of generative AI software and tools, has not been fully interpreted by U.S. courts or been fully addressed by federal or state regulation.

In addition to risks related to license requirements, usage of open source software can lead to greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or assurance of title or controls on origin of the software. In addition, many of the risks associated with usage of open source software, such as security issues, potential loss of trade secret protection and the lack of warranties or assurances of title, cannot be eliminated, and could, if not properly addressed, negatively affect our business. We have established processes to help alleviate these risks, including a review process for screening requests from our development organizations for the use of open source software, but we cannot be sure that all of our use of open source software is in a manner that is consistent with our current policies and procedures, or will not subject us to liability.

Indemnity provisions in various agreements potentially expose us to substantial liability for intellectual property infringement and other losses.

Our agreements with customers and other third parties include provisions under which we agree to indemnify or otherwise be liable to them for losses suffered or incurred as a result of claims of intellectual property infringement, damages caused by us to property or persons, or other liabilities relating to or arising from the use of our platforms or other acts or omissions. From time to time, customers also require us to indemnify or otherwise be liable to them for breach of confidentiality, violation of applicable law, or failure to implement adequate security measures with respect to their data stored, transmitted or accessed using our platforms. The term of these contractual provisions often survives termination or expiration of the applicable agreement. Although we normally contractually limit our liability with respect to such obligations, the existence of such a dispute may have adverse effects on our customer relationship and reputation and we may still incur substantial liability or large indemnity payments. This could significantly increase our operating expenses, require us to restrict our business activities and limit our ability to deliver certain solutions, all of which could require significant time, effort and expense, harm our reputation and customer relationships and negatively affect our business.

Risks Related to Legal, Accounting and Tax Matters

Because we generally recognize revenue from our subscriptions and support services over the term of the relevant service period, a decrease in sales during a reporting period may not be immediately reflected in our results of operations for that period.

We generally recognize revenue from subscriptions and related support services revenue ratably over the relevant service period. Net new revenue from new subscriptions, upsells and renewals entered into during a period can generally be expected to generate revenue for the duration of the service period. As a result, most of the revenue we report in each period is derived from the recognition of deferred revenue relating to subscriptions and support services contracts entered into during previous periods. Consequently, a decrease in new or renewed subscriptions in any single reporting period will have a limited impact on our revenue for that period, but will negatively affect our revenue in future periods. In addition, our ability to adjust our cost structure in the event of a decrease in new or renewed subscriptions may be limited.

Our subscription model also makes it difficult for us to rapidly increase our revenue through additional sales in any period, as revenue from customers is generally recognized over the applicable service period. Additionally, due to the complexity of certain of our customer contracts, the actual revenue recognition treatment required under relevant accounting principles generally accepted in the United States ("GAAP") will depend on contract-specific terms and may result in greater variability in revenue from period to period.

In addition, a decrease in new subscriptions or renewals in a reporting period may not have an immediate impact on billings for that period.

We face exposure to foreign currency exchange rate fluctuations.

Today, a vast majority of our customer contracts are denominated in U.S. dollars. Over time, however, an increasing portion of our international customer contracts may be denominated in local currencies. In addition, the majority of our international costs are denominated in local currencies. As a result, fluctuations in the value of the

U.S. dollar and foreign currencies, including as a result of, for example, geopolitical events, changes in trade policies, trade restrictions and economic sanctions, or the threat of such actions, and market volatility, may affect our results of operations when translated into U.S. dollars. We do not currently engage in currency hedging activities to limit the risk of exchange rate fluctuations. However, in the future, we may use derivative instruments, such as foreign currency forward and option contracts, to hedge certain exposures to fluctuations in foreign currency exchange rates. The use of such hedging activities may not offset any or more than a portion of the adverse financial effects of unfavorable movements in foreign exchange rates over the limited time the hedges are in place. Moreover, the use of hedging instruments may introduce additional risks if we are unable to structure effective hedges with such instruments.

We are subject to anti-corruption, anti-bribery and similar laws, and non-compliance with such laws can subject us to criminal penalties or significant fines and harm our business and reputation.

We are subject to anti-corruption and anti-bribery and similar laws, such as the U.S. Foreign Corrupt Practices Act of 1977, as amended (the "FCPA"), the U.S. domestic bribery statute contained in 18 U.S.C. § 201, U.S. Travel Act, the USA PATRIOT Act, the U.K. Bribery Act 2010 and other anti-corruption, anti-bribery and anti-money laundering laws in countries in which we conduct activities. Anti-corruption and anti-bribery laws have been enforced aggressively in recent years and are interpreted broadly and prohibit companies and their employees and agents from promising, authorizing, making or offering improper payments or other benefits to government officials and others in the private sector. As we increase our international sales and business, our risks under these laws may increase.

In addition, we use channel partners to sell our solutions and conduct business on our behalf. We or such partners may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities and under certain circumstances we could be held liable for the corrupt or other illegal activities of such partners and our employees, representatives, contractors, partners and agents, even if we do not explicitly authorize such activities.

Noncompliance with the FCPA, other applicable anti-corruption laws or anti-money laundering laws could subject us to investigations, whistleblower complaints, sanctions, settlements, prosecution and other enforcement actions within the U.S. and internationally, which could have a material adverse effect on our reputation, business, results of operations and financial condition.

We are subject to governmental export controls and economic sanctions laws that could impair our ability to compete in international markets and subject us to liability if we are not in full compliance with applicable laws.

Our business activities are subject to various restrictions under U.S. export controls and trade and economic sanctions laws, which include prohibitions on the sale or supply of certain products and services to U.S. embargoed or sanctioned countries, governments, persons and entities and also require authorization for the export of encryption items. In addition, various countries regulate the import of certain encryption technology, including through import and licensing requirements, and have enacted laws that could limit our ability to distribute our service or could limit our customers' ability to implement our service in those countries. If we fail to comply with these laws and regulations, we and certain of our employees could be subject to civil or criminal penalties, including the possible loss of export privileges and monetary penalties. Obtaining the necessary authorizations, including any required license, for a particular transaction may be time-consuming, is not guaranteed and may result in the delay or loss of sales opportunities. Although we take precautions to prevent our solutions from being provided in violation of such laws, these laws are subject to change and interpretation over time. Our solutions may have been in the past, and could in the future be, provided inadvertently in violation of such laws, despite the precautions we take. This could result in negative consequences to us, including government investigations, penalties and harm to our reputation.

Our international operations may give rise to potentially adverse tax consequences.

We are expanding our international operations and staff to better support our growth into certain international markets. Our corporate structure and associated transfer pricing policies anticipate future growth into certain international markets. The amount of taxes we pay in different jurisdictions may depend on the application of the tax laws of the various jurisdictions, including the United States, to our international business activities, changes in tax rates, new or revised tax laws or interpretations of existing tax laws and policies and our ability to operate our business in a manner consistent with our corporate structure and intercompany arrangements. The taxing authorities of the jurisdictions in which we operate may challenge our methodologies for pricing intercompany

transactions, which are generally required to be computed on an arm's-length basis pursuant to intercompany arrangements or disagree with our determinations as to the income and expenses attributable to specific jurisdictions. If such a challenge or disagreement were to occur and our position was not sustained, we could be required to pay additional taxes, interest and penalties, which could result in one-time tax charges, higher effective tax rates, reduced net cash flows and lower overall profitability of our operations. Our financial statements could fail to reflect adequate reserves to cover such a contingency.

Changes in tax laws or regulations in the various tax jurisdictions we are subject to that are applied adversely to us or our customers could increase the costs of our solutions and harm our business.

New income, sales, use, value-added or other transaction level taxes (including digital services taxes), tax laws, statutes, rules, regulations or ordinances could be enacted at any time. Those enactments could adversely impact our domestic and international business operations and our business and financial performance. Further, existing tax laws, statutes, rules, regulations or ordinances could be interpreted, changed, modified or applied adversely to us. These events could require us or our customers to pay additional tax amounts on a prospective or retroactive basis, as well as require us or our customers to pay fines and/or penalties and interest for past amounts deemed to be due. If we raise our prices to offset the costs of these additional taxes, existing and potential future customers may elect not to purchase our solutions in the future. Additionally, new, changed, modified or newly interpreted or applied tax laws could increase our compliance, operating and other costs, as well as the costs of our solutions to our customers. Further, these events could decrease the capital we have available to operate our business. Any or all of these events could harm our business and financial performance. For example, various legislative and regulatory actions and proposals, such as in the United States, the Organisation for Economic Co-operation and Development and the EU, have increasingly focused on future tax reform and contemplate changes to long-standing tax principles, which could adversely affect our liquidity and results of operations.

As a multinational organization, we may be subject to taxation in certain jurisdictions around the world with increasingly complex tax laws, the application of which can be uncertain. The amount of taxes we pay in these jurisdictions could increase substantially as a result of changes in the applicable tax principles, including increased tax rates, new tax laws or revised interpretations of existing tax laws and precedents, which could harm our liquidity and results of operations. In addition, the authorities in these jurisdictions could review our tax returns and impose additional tax, interest and penalties, and the authorities could claim that various withholding requirements apply to us or our subsidiaries or assert that benefits of tax treaties are not available to us or our subsidiaries, any of which could harm us and our results of operations.

Our business may be subject to additional obligations to collect and remit sales tax and other taxes, and we may be subject to tax liability for past sales. Any successful action by state, foreign or other authorities to collect additional or past sales tax could harm our business.

State, foreign and local taxing jurisdictions have differing rules and regulations governing sales, use and other indirect taxes (including digital services taxes), and these rules and regulations are subject to varying interpretations that may change over time. In particular, the applicability of certain sales, value-added and digital services taxes to our platforms in various jurisdictions is unclear. It is possible that we could face tax audits and that our liability for these taxes could exceed our estimates as tax authorities could still assert that we are obligated to collect additional amounts as taxes from our customers and remit those taxes to those authorities. We could also be subject to audits in states and international jurisdictions for which we have not accrued tax liabilities. A successful assertion that we should be collecting additional sales or other taxes on our solutions and services in jurisdictions where we have not historically done so and do not accrue for such taxes could result in substantial tax liabilities for past sales, discourage customers from purchasing our solutions or otherwise harm our business, results of operations and financial condition.

We file sales tax returns in certain state and local jurisdictions within the United States as required by law and certain customer contracts for a portion of the solutions that we provide. We do not collect sales or other similar taxes in other state and local jurisdictions and many of such jurisdictions do not apply sales or similar taxes to the vast majority of the solutions that we provide. However, one or more state, local or foreign authorities could seek to impose additional sales, use or other tax collection and record-keeping obligations on us or may determine that such taxes should have, but have not been, paid by us. Liability for past taxes may also include substantial interest and penalty charges. Any successful action by state, foreign or other authorities to compel us to collect and remit sales tax, use tax or other taxes, either retroactively, prospectively or both, could harm our business, results of operations and financial condition.

Our ability to use our U.S. net operating loss carry-forwards and certain other tax attributes may be limited.

Under Section 382 of the Internal Revenue Code of 1986, as amended, if a corporation undergoes an “ownership change,” generally defined as a greater than 50% change (by value) in its equity ownership over a three-year period, the corporation’s ability to use its pre-change net operating loss carry-forwards and other pre-change tax attributes, such as research tax credits and distributed interest deduction carryover, to offset its post-change income may be limited. We have experienced ownership changes in the past and any such ownership change in the future could result in increased future tax liability. In addition, we may experience ownership changes in the future as a result of subsequent shifts in our stock ownership. As a result, if we earn net taxable income, our ability to use our pre-change net operating loss carry-forwards to offset U.S. federal taxable income may be subject to limitations, which could potentially result in increased future tax liability to us.

If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. To satisfy this obligation, we expend significant resources, including accounting-related costs and significant management oversight. If any of these controls and systems do not perform as expected, we may experience material weaknesses or significant deficiencies in our controls. Our controls may also become inadequate because of changes in conditions in our business. We may discover any such weaknesses or deficiencies in the future and be required to restate our financial statements for prior periods.

Ineffective internal controls over financial reporting could adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that we are required to include in our periodic reports that are filed with the SEC. For example, investors could lose confidence in our reported financial and other information; we could fail to satisfy our SEC, Nasdaq or other reporting obligations, or become subject to sanctions or investigations by regulators; and the price of our Class A common stock could decline.

Changes in existing financial accounting standards or practices, or taxation rules or practices, may harm our results of operations.

Changes in existing accounting or taxation rules or practices, new accounting pronouncements or taxation rules, or varying interpretations of current accounting pronouncements or taxation practice could harm our results of operations or the manner in which we conduct our business. Further, such changes could potentially affect our reporting of transactions completed before such changes are effective.

GAAP are subject to interpretation by the Financial Accounting Standards Board (“FASB”), the SEC and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results and could affect the reporting of transactions completed before the announcement of a change. Adoption of such new standards and any difficulties in implementation of changes in accounting principles, including the ability to modify our accounting systems, could cause us to fail to meet our financial reporting obligations, which could result in regulatory discipline and harm investors’ confidence in us.

If our estimates or judgments relating to our critical accounting policies prove to be incorrect, our results of operations could be adversely affected.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities and equity and the amount of revenue and expenses that are not readily apparent from other sources. Significant assumptions and estimates used in preparing our consolidated financial statements include, but are not limited to those referenced in the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our

results of operations to fall below the expectations of securities analysts and investors, resulting in a decline in the trading price of our Class A common stock.

Risks Related to Ownership of Our Class A Common Stock

The stock price of our Class A common stock may be volatile or may decline.

The trading price of our Class A common stock has been, and in the future may be, subject to substantial volatility and wide fluctuations. For example, from February 1, 2025 through January 31, 2026, the trading price of our Class A common stock has ranged from \$75.05 per share to \$127.57 per share. The market price of our Class A common stock fluctuates significantly in response to numerous factors, many of which are beyond our control, including, but not limited to, the factors described elsewhere in these risk factors as well as:

- overall performance of the equity markets and/or publicly-listed technology companies;
- volatility in the market prices and trading volumes of technology and high-growth companies generally, or those in our industry in particular;
- actual or anticipated fluctuations in our revenue or other financial or operating metrics;
- our ability to meet or exceed forward-looking guidance we have given, our ability to give forward-looking guidance consistent with past practices, and changes to or withdrawal of previous guidance or long-range targets;
- our inability to execute on our publicly announced stock repurchase program as planned, including failure to meet internal or external expectations around the timing or price of share repurchases, and any reductions or discontinuances of repurchases thereunder;
- failure of securities analysts to initiate or maintain coverage of us, changes in financial estimates and/or recommendations by any securities analysts who follow our company;
- our failure to meet the estimates or the expectations of securities analysts or investors;
- actions and investment positions taken by institutional and other stockholders, including activist investors;
- recruitment or departure of key personnel;
- rumors and market speculation involving us or other companies in our industry;
- announcements by us or our competitors of significant innovations, acquisitions, strategic partnerships, joint ventures or capital commitments; and
- sales of additional shares of our Class A common stock by us, our directors, our officers or our stockholders.

In addition, stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. Stock prices of many companies, including technology companies and high-growth, unprofitable companies in particular, have fluctuated in a manner unrelated or disproportionate to the operating performance of those companies. In the past, stockholders have instituted securities class action litigation following periods of market volatility. Our involvement in securities litigation has, in the past and could, in the future, subject us to substantial costs, divert resources and the attention of management from our business and harm our business.

The dual class structure of our common stock has the effect of concentrating voting control with those stockholders who held our capital stock prior to the completion of our IPO, including our directors, executive officers, and their affiliates, who held in the aggregate 32% of the voting power of our capital stock as of January 31, 2026. This will limit or preclude your ability to influence corporate matters, including the election of directors, amendments of our organizational documents, and any merger, consolidation, sale of all or substantially all of our assets or other major corporate transaction requiring stockholder approval.

Our Class B common stock has ten votes per share and our Class A common stock has one vote per share. As of January 31, 2026, our directors, executive officers and their affiliates held in the aggregate 32% of the voting

power of our capital stock, taking into account shares of our common stock subject to options that are currently exercisable or exercisable within 60 days of January 31, 2026 and restricted stock units (“RSUs”) that are releasable within 60 days of January 31, 2026. Because of the ten-to-one voting ratio between our Class B and Class A common stock, the holders of our Class B common stock collectively could continue to control nearly a majority of the combined voting power of our common stock and be able to effectively control all matters submitted to our stockholders for approval until April 12, 2027, the date that is the ten-year anniversary of the closing of our IPO. This concentrated control may limit or preclude your ability to influence corporate matters for the foreseeable future, including the election of directors, amendments of our organizational documents, and any merger, consolidation, sale of all or substantially all of our assets or other major corporate transaction requiring stockholder approval. In addition, this may prevent or discourage unsolicited acquisition proposals or offers for our capital stock that you may feel are in your best interest as one of our stockholders.

Future transfers by holders of Class B common stock will generally result in those shares converting to Class A common stock, subject to limited exceptions, such as certain transfers effected for estate planning purposes. The conversion of Class B common stock to Class A common stock will have the effect, over time, of increasing the relative voting power of those holders of Class B common stock who have retained their shares.

Sales of a substantial number of shares of our Class A common stock in the public markets, or the perception that sales might occur, could cause the market price of our Class A common stock to decline.

Sales of a substantial number of shares of our Class A common stock into the public market, particularly sales by our directors, executive officers and principal stockholders, or the perception that these sales might occur, could cause the market price of our Class A common stock to decline.

In addition, we have options outstanding that, if fully exercised, would result in the issuance of shares of our Class A and Class B common stock. We also have RSUs outstanding that, if vested and settled, would result in the issuance of shares of Class A common stock. All of the shares of Class A and Class B common stock issuable upon the exercise of stock options and vesting of RSUs and the shares reserved for future issuance under our equity incentive plans, are registered for public resale under the Securities Act of 1933, as amended (“Securities Act”). Accordingly, these shares will be able to be freely sold in the public market upon issuance, subject to applicable vesting requirements.

Furthermore, a substantial number of shares of our Class A common stock is reserved for issuance upon the exercise of the 2026 Notes (as defined below). If we elect to satisfy our conversion obligation on the 2026 Notes solely in shares of our Class A common stock upon conversion of the 2026 Notes, we will be required to deliver the shares of our Class A common stock, together with cash for any fractional share, on the second business day following the relevant conversion date.

We cannot guarantee that our Share Repurchase Program will be fully consummated or will enhance long-term stockholder value, and stock repurchases could increase the volatility of the trading price of our Class A common stock and diminish our cash reserves.

On January 5, 2026, we announced that our board of directors (our “board”) approved a stock repurchase program with authorization to purchase up to \$1 billion of our Class A common stock from time to time (the “Share Repurchase Program”). As of January 31, 2026, a total of \$921 million remained available for repurchase under the Share Repurchase Program. Repurchases under the Share Repurchase Program are made in the open market, through privately negotiated transactions or other means, including pursuant to Rule 10b5-1 trading arrangements, and in compliance with applicable securities laws and other requirements. The timing, manner, price, and amount of the Share Repurchase Program is subject to the discretion of our management. The Share Repurchase Program does not obligate us to acquire a specified number of shares, and may be suspended, modified, or terminated at any time, without prior notice. We may not be able to repurchase shares at favorable prices. Further, our share repurchases could affect the trading price of our Class A common stock, increase its volatility, reduce our cash reserves, and may be suspended or terminated at any time, which may result in a lower market valuation of our Class A common stock.

If securities or industry analysts do not publish or cease publishing research, or publish inaccurate or unfavorable research, about our business, the price of our Class A common stock and trading volume could decline.

The trading market for our Class A common stock will depend in part on the research and reports that securities or industry analysts publish about us or our business. If industry analysts do not publish or cease

publishing research on our company, the trading price for our Class A common stock would be negatively affected. If one or more of the analysts who cover us downgrade our Class A common stock or publish inaccurate or unfavorable research about our business, our Class A common stock price would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us on a regular basis, demand for our Class A common stock could decrease, which might cause our Class A common stock price and trading volume to decline.

We do not intend to pay dividends for the foreseeable future.

We have never declared or paid any cash dividends on our common stock and do not intend to pay any cash dividends in the foreseeable future. We anticipate that we will retain all of our future earnings for use in the operation of our business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of our board. Accordingly, investors must rely on sales of their Class A common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.

Provisions in our charter documents and under Delaware law could make an acquisition of our company more difficult, limit attempts by our stockholders to replace or remove our current board and limit the market price of our Class A common stock.

Provisions in our amended and restated certificate of incorporation and amended and restated bylaws may have the effect of delaying or preventing a change of control or changes in our management. Our amended and restated certificate of incorporation and amended and restated bylaws include provisions that:

- provide that our board is classified into three classes of directors with staggered three-year terms;
- permit our board to establish the number of directors and fill any vacancies and newly-created directorships;
- require super-majority voting to amend some provisions in our amended and restated certificate of incorporation and amended and restated bylaws;
- authorize the issuance of “blank check” preferred stock that our board could use to implement a stockholder rights plan;
- provide that only the Chairperson of our board, our Chief Executive Officer or a majority of our board are authorized to call a special meeting of stockholders;
- provide for a dual class common stock structure in which holders of our Class B common stock have the ability to effectively control the outcome of matters requiring stockholder approval, even if they own significantly less than a majority of the outstanding shares of our Class A and Class B common stock, including the election of directors and significant corporate transactions, such as a merger or other sale of our company or its assets;
- prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;
- provide that our board is expressly authorized to make, alter or repeal our bylaws; and
- advance notice requirements for nominations for election to our board or for proposing matters that can be acted upon by stockholders at annual stockholder meetings.

Moreover, Section 203 of the Delaware General Corporation Law may discourage, delay or prevent a change in control of our company. Section 203 imposes certain restrictions on mergers, business combinations and other transactions between us and holders of 15% or more of our common stock.

Our amended and restated bylaws designate a state or federal court located within the State of Delaware as the exclusive forum for certain litigation that may be initiated by our stockholders, which could limit stockholders’ ability to obtain a favorable judicial forum for disputes with us.

Our amended and restated bylaws provide that the Court of Chancery of the State of Delaware will be the exclusive forum for:

- any derivative action or proceeding brought on our behalf;
- any action asserting a breach of fiduciary duty;

- any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws; or
- any action asserting a claim against us that is governed by the internal affairs doctrine.

This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our directors, officers or other employees, which may discourage lawsuits with respect to such claims. Alternatively, if a court were to find the choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, results of operations and financial condition.

Risks Related to our Outstanding Convertible Notes

Servicing our debt may require a significant amount of cash. We may not have sufficient cash flow from our business to pay our indebtedness.

We have issued convertible notes due in 2026 (the "2026 Notes"). Our ability to make scheduled payments of the principal of, to pay interest on or to refinance our indebtedness, including the 2026 Notes, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business may not generate cash flow from operations in the future sufficient to service our debt and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional debt financing or equity capital on terms that may be onerous or highly dilutive. Our ability to refinance or raise any future indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations. In addition, any of our future debt agreements may contain restrictive covenants that may prohibit us from adopting any of these alternatives. Our failure to comply with these covenants could result in an event of default which, if not cured or waived, could result in the acceleration of our debt.

We may not have the ability to raise the funds necessary for cash settlement upon conversion of the 2026 Notes or to repurchase them for cash upon a fundamental change, and our future debt may contain limitations on our ability to pay cash upon conversion of the 2026 Notes or to repurchase the 2026 Notes.

Holders of the 2026 Notes have the right to require us to repurchase their 2026 Notes upon the occurrence of a fundamental change (as defined in the indentures governing their respective Notes) at a repurchase price equal to 100% of the principal amount of the 2026 Notes to be repurchased, plus accrued and unpaid interest, if any. Upon conversion of the 2026 Notes, unless we elect to deliver solely shares of our Class A common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the 2026 Notes being converted. We may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of 2026 Notes surrendered or those being converted. In addition, our ability to repurchase the 2026 Notes or to pay cash upon conversions of the 2026 Notes may be limited by law, by regulatory authority or by agreements governing our future indebtedness. Our failure to repurchase 2026 Notes at a time when the repurchase is required by the indenture governing such notes or to pay any cash payable on future conversions of the 2026 Notes as required by such indenture would constitute a default under such indenture. A default under the indenture governing the 2026 Notes or the fundamental change itself could also lead to a default under agreements governing our future indebtedness. If the repayment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase the 2026 Notes or make cash payments upon conversions.

In addition, our indebtedness, combined with our other financial obligations and contractual commitments, could have other important consequences. For example, it could:

- make us more vulnerable to adverse changes in general U.S. and worldwide economic, industry and competitive conditions and adverse changes in government regulation;
- limit our flexibility in planning for, or reacting to, changes in our business and our industry;
- place us at a disadvantage compared to our competitors who have less debt;

- limit our ability to borrow additional amounts to fund acquisitions, for working capital and for other general corporate purposes; and
- make an acquisition of our company less attractive or more difficult.

Any of these factors could harm our business, results of operations and financial condition. In addition, if we incur additional indebtedness, the risks related to our business and our ability to service or repay our indebtedness would increase.

The conversion features of the 2026 Notes, if triggered, may adversely affect our financial condition and results of operations.

In the event the conditional conversion features of the 2026 Notes are triggered, holders of the 2026 Notes will be entitled to convert them at any time during specified periods at their option. If one or more holders elect to convert their 2026 Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our Class A common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. From the date of issuance through January 31, 2026, the conditions allowing holders of the 2026 Notes to convert were not met. As of January 31, 2026, the 2026 Notes are classified as a current liability due to their upcoming maturity on June 15, 2026.

Transactions relating to the 2026 Notes may affect the value of our Class A common stock.

The conversion of some or all of the 2026 Notes would dilute the ownership interests of existing stockholders to the extent we satisfy our conversion obligation by delivering shares of our Class A common stock upon any conversion of such notes. Our 2026 Notes may become in the future convertible at the option of their holders under certain circumstances. If holders of the 2026 Notes elect to convert their notes, we may settle our conversion obligation by delivering to them a significant number of shares of our Class A common stock, which would cause dilution to our existing stockholders. We have in the past and may in the future, engage in exchanges, repurchase or induce conversions of the 2026 Notes. Holders of the 2026 Notes that participate in any of these exchanges, repurchases or induced conversions may enter into or unwind various derivatives with respect to our Class A common stock or sell shares of our Class A common stock in the open market to hedge their exposure in connection with these transactions. These activities could decrease (or reduce the size of any increase in) the market price of our Class A common stock or the 2026 Notes, or dilute the ownership interests of our stockholders. In addition, the market price of our Class A common stock is likely to be affected by short sales of our Class A common stock or the entry into or unwind of economically equivalent derivative transactions with respect to our Class A common stock by investors that do not participate in the exchange transactions and by the hedging activity of the counterparties to our capped call transactions (“Capped Calls”) or their respective affiliates.

In addition, in connection with the issuance of the 2026 Notes, we entered into Capped Calls with certain financial institutions (the “Option Counterparties”). The Capped Calls are generally expected to reduce potential dilution to our Class A common stock upon any conversion or settlement of the 2026 Notes and/or offset any cash payments we are required to make in excess of the principal amount of converted 2026 Notes, as the case may be, with such reduction and/or offset subject to a cap. If we unwind the Capped Calls in connection with 2026 Notes repurchases or otherwise, we would lose the anti-dilutive impact of any unwound Capped Calls.

From time to time, the Option Counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivative transactions with respect to our Class A common stock and/or purchasing or selling our Class A common stock or other securities of ours in secondary market transactions prior to the maturity of the 2026 Notes. This activity could cause a decrease in the market price of our Class A common stock.

General Risk Factors

We depend on our executive officers and other key employees, and the loss of one or more of these employees or an inability to attract and retain other highly skilled employees could harm our business.

Our success depends largely upon the continued services of our executive officers and other key employees. From time to time, there may be changes in our executive management team resulting from the hiring or departure of executives. We do not have employment agreements with our executive officers or other key personnel that require them to continue to work for us for any specified period and they could terminate their employment with us

at any time. The loss of one or more of our executive officers or key employees, and any failure to have in place and execute an effective succession plan for key executives, could harm our business. In addition, to execute our growth plan, we must attract and retain highly qualified personnel. Competition for these personnel in the San Francisco Bay Area, where our headquarters is located, and in other locations where we maintain offices, is intense, especially for engineers experienced in designing and developing software and SaaS applications and experienced sales professionals. We have from time to time experienced, and we expect to continue to experience, difficulty in hiring and retaining employees with appropriate qualifications, and may not be able to fill positions in the desired regions or at all. Our efforts to attract new personnel may be compounded by intensified restriction on travel, changes to immigration policy or the availability of work visas. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and future growth prospects could be harmed.

Catastrophic events may disrupt our business.

Natural disasters or other catastrophic events may cause damage or disruption to our operations, international commerce and the global economy, and thus could harm our business. We have a large employee presence in San Francisco, California, and the west coast of the United States contains active earthquake and wildfire zones which have the potential to disrupt our business. Communications systems and infrastructure could be damaged or interrupted at any time due to a major catastrophic event such as an earthquake, hurricane, fire or flood; power loss or a telecommunications failure; an unauthorized or malicious act such as a cyber-attack, war or terrorist attack; a health epidemic; or similar events or disruptions. Such events could result in reputational harm, delays in our application development, breaches of data security and loss of critical data. While we have backup systems for certain aspects of our operations, disaster recovery planning by its nature cannot be sufficient for all eventualities. In addition, the insurance we maintain may be insufficient to compensate for losses from a major interruption.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Cybersecurity risk management is an important part of our overall risk management efforts. We have an established cybersecurity risk management program intended to protect the confidentiality, integrity and availability of our systems, internal networks and information. This program implements policies, processes and controls to prevent, detect and respond to cybersecurity threats and mitigate business impacts. Our board has delegated to the cybersecurity risk committee of the board (the “cybersecurity risk committee”) oversight responsibility of the cybersecurity risk management program, which includes a cybersecurity incident response plan.

We devote significant resources, including human and financial capital, to create and maintain security measures, configuration policies and response plans to address cybersecurity risks. However, as a well-known provider of identity and security solutions, we are a particularly attractive target to threat actors. For additional information related to these risks, see “[Risk Factors](#)” included under Part I, Item 1A of this Annual Report on Form 10-K. In the past we have experienced cybersecurity incidents, and cannot anticipate when or the extent to which cybersecurity incidents will materially affect us or our customers’ use of our platforms in the future. To date we have not identified any prior cybersecurity incidents that have materially adversely affected or are reasonably likely to materially adversely affect us, including our operations, business strategy, results of operations, or financial condition. Despite our efforts, we cannot eliminate all risks related to cybersecurity threats or incidents. There can be no assurance that our cybersecurity risk management program and processes will be fully implemented. Even if implemented, they may not be complied with and may not effectively protect our systems and information or those of our customers.

Cybersecurity Risk Management and Strategy

Cybersecurity is a top priority for us. Our cybersecurity strategy is to develop a consistent framework of security controls that can apply to all business functions. To execute on this strategy, we integrate cybersecurity risk management into our broader enterprise risk management program. We also take a cross-functional approach to cybersecurity risk management by engaging teams across the business, including security, technical operations, engineering, IT, customer support, legal and communications, to implement shared processes for identifying, assessing and managing key cybersecurity risks.

We design and assess our cybersecurity risk management program against the National Institute of Standards and Technology Cybersecurity Framework (the “NIST Framework”). This does not imply that our cybersecurity risk management program satisfies any particular specifications or requirements, only that we use the NIST Framework to guide our efforts to improve our security posture. Certain of our Okta Platform product offerings have attained multiple security certifications, the details of which are described in “Our Technology” under Part I, Item I of this Annual Report on Form 10-K.

Our cybersecurity risk management program consists of technical and organizational safeguards aimed at protecting the confidentiality, integrity and availability of our systems and platforms. From time to time, management will engage external consultants and advisors to perform independent assessments and testing of the cybersecurity risk management program, or otherwise assist with aspects of the program and security controls.

Key features of our cybersecurity risk management program include:

- **Designated security governance, risk and compliance team.** Our security governance, risk and compliance team is responsible for maintaining our cybersecurity risk management framework and risk assessments, and for tracking risk mitigation efforts. This team, together with our enterprise risk management team, monitors and regularly reports on our cybersecurity risk profile. Our internal audit team partners with these teams to provide input on the overall effectiveness of our security risk governance and management processes.
- **Risk assessments.** We periodically perform security risk assessments to stay informed about relevant security risks. Functional teams across the business assess risks associated with their specific activities, following an established framework with supervision by the security governance, risk and compliance team. We have a management-level risk oversight committee, led by internal audit and security risk management personnel, that meets quarterly with other internal business leaders to review the results of these security risk assessments and evaluate the adequacy of any proposed mitigation plans.
- **Incident response planning.** Our cybersecurity incident response plan outlines the processes and procedures for responding to, remediating and resolving a cybersecurity incident, and defines the roles and responsibilities of company personnel and third-party service providers who may assist in responding to such incidents. In fiscal 2026, we conducted tabletop exercises involving multiple operational teams to educate personnel on their roles in response scenarios.
- **Security awareness training.** We require our employees and contractors to complete general cybersecurity awareness training at least annually. These training sessions advise on employee responsibilities and relevant policies designed to protect us, our information systems and data, as well as our customers’ systems and data. From time to time we may also require supplemental cybersecurity training for certain members of our workforce depending on their job responsibilities.
- **Third-party risk management.** Using a risk-based approach, we require third-party vendors, suppliers and service providers to undergo a cybersecurity risk assessment prior to contracting with us. Certain third parties are monitored and reassessed on an ongoing basis, depending on their level of risk or in the event of changes to their products or services.

Cybersecurity Governance

Our board oversees our enterprise risk management program, of which cybersecurity is an important component. To facilitate the board’s supervision of cybersecurity matters, the board formed the cybersecurity risk committee. Among other responsibilities, the cybersecurity risk committee provides oversight over the effectiveness of our cybersecurity program.

The cybersecurity risk committee receives regular updates on our cybersecurity program from our chief security officer (the “CSO”). In addition, management updates the cybersecurity risk committee, as appropriate, regarding cybersecurity incidents. Our cybersecurity risk committee reports to the board on its activities. In addition to receiving reports from the cybersecurity risk committee, our board periodically receives cyber risk management program briefings directly from the CSO. Additionally, the audit committee of the board (the “audit committee”) receives regular cybersecurity updates as part of the audit committee’s oversight over our enterprise risk management program.

Our management team, including the CSO, is responsible for assessing and managing our risks from cybersecurity threats. The CSO partners with the security, technical operations, legal, internal audit, engineering and product development teams to supervise both our cybersecurity program and our retained third-party cybersecurity consultants, and to stay informed on security at Okta and the overall security landscape. Our current CSO brings over 20 years of cybersecurity and risk management experience to his work at Okta, having held numerous security leadership positions in highly-regulated industries such as finance. His experience delivering cybersecurity at scale extends internationally and includes security and risk management roles at companies in Australia, the United Kingdom and the United States. Our security team includes individuals with experience across a broad range of cybersecurity areas, including product security; cloud security; infrastructure security; threat intelligence; insider threat management; security monitoring and incident response; identity and access management; vulnerability management; and governance, risk and compliance.

Our management team supervises efforts to prevent, detect, mitigate, and remediate cybersecurity risks and incidents through various means, which may include briefings from internal security and technical personnel; threat intelligence and other information obtained from governmental, public or private sources, including third-party consultants engaged by us; and alerts and reports produced by security tools deployed in our technical environment.

Item 2. Properties

Our corporate headquarters is located in San Francisco, California, where we currently lease approximately 285,996 square feet under a lease, as amended, that expires in October 2028. We are entitled to two five-year options to extend this lease, subject to certain requirements. We sublease approximately 99,807 square feet of space under this lease to third parties.

We also lease space in various locations in the Americas, Europe and Asia-Pacific.

We believe that our facilities are suitable to meet our current needs. We intend to add new facilities, as necessary, as we add employees and enter new geographic markets, and we believe that suitable additional or alternative space will be available as needed to accommodate any such growth.

Item 3. Legal Proceedings

The information set forth under “Legal Matters” in [Note 10](#) to our consolidated financial statements “Commitments and Contingencies” is incorporated by reference herein.

Item 4. Mine Safety Disclosures

Not Applicable.

Part II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information and Holders

Our Class A common stock has been listed on the Nasdaq Global Select Market under the symbol “OKTA” since April 7, 2017. Prior to that date, there was no public trading market for our Class A common stock. Our Class B common stock is not listed or traded on any stock exchange.

As of February 27, 2026, we had 46 holders of record of our Class A common stock and 15 holders of record of our Class B common stock. The actual number of Class A beneficial stockholders is substantially greater than the number of holders of record because a large portion of our Class A common stock is held in street name by brokers and other nominees.

Dividend Policy

We have never declared or paid cash dividends on our capital stock. We currently intend to retain any future earnings for use in the operation of our business and do not intend to declare or pay any cash dividends in the foreseeable future. Any further determination to pay dividends on our capital stock will be at the discretion of our board of directors (our “board”), subject to applicable laws, and will depend on our financial condition, results of operations, capital requirements, general business conditions and other factors that our board considers relevant.

Issuer Purchases of Equity Securities

Share repurchases of our Class A common stock for the three months ended January 31, 2026 were as follows:

<i>Period</i>	<i>Total Number of Shares Purchased (in thousands)</i>	<i>Average Price Paid Per Share⁽¹⁾</i>	<i>Total Number of Shares Purchased as Part of Publicly Announced Program (in thousands)</i>	<i>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program⁽²⁾ (in millions)</i>
November 1 - 30	—	\$ 0.00	—	\$ —
December 1 - 31	—	0.00	—	—
January 1 - 31	875	90.64	875	921
Fourth Quarter 2026	875	\$ 90.64	875	\$ 921

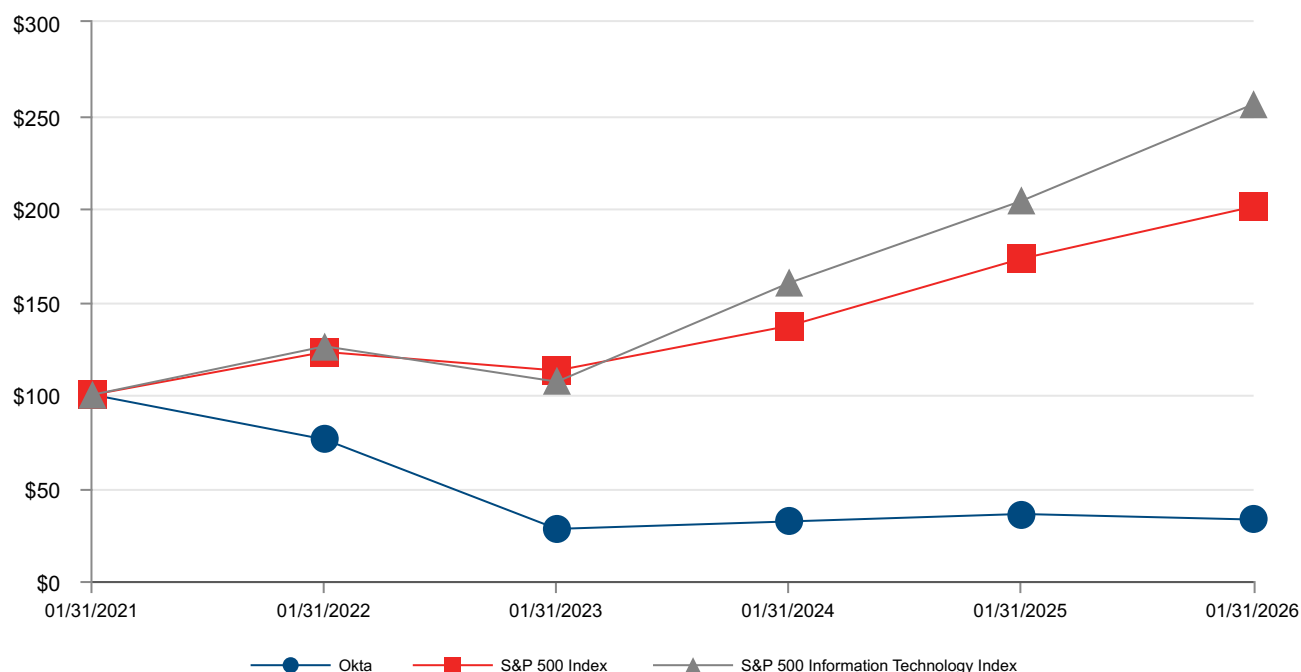
⁽¹⁾ Includes related commissions.

⁽²⁾ On January 5, 2026, our board authorized a program to repurchase up to \$1 billion of our common stock. See [Note 11](#) to our consolidated financial statements “Stockholders’ Equity” for additional information.

Stock Performance Graph

This performance graph shall not be deemed “soliciting material” or to be “filed” with the Securities and Exchange Commission (“SEC”) for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of Okta, Inc. under the Securities Act of 1933, as amended (“Securities Act”) or the Exchange Act.

The following graph shows a five-year comparison of cumulative total return (equal to dividends plus stock appreciation) for our Class A common stock, the Standard & Poor’s 500 Index (“S&P 500 Index”) and Standard & Poor’s Information Technology Index (“S&P 500 Information Technology Index”). All values assume a \$100 initial investment, and data for the S&P 500 Index and S&P 500 Information Technology Index assume reinvestment of dividends. The comparisons are based on historical data and are not indicative of, nor intended to forecast, the future performance of our Class A common stock.



Company/Index	1/31/2021	1/31/2022	1/31/2023	1/31/2024	1/31/2025	1/31/2026
Okta	\$ 100	\$ 76	\$ 28	\$ 32	\$ 36	\$ 33
S&P 500 Index	100	123	113	137	173	201
S&P 500 Information Technology Index	100	126	107	160	204	256

Securities Authorized for Issuance under Equity Compensation Plans

The information required by this item with respect to our equity compensation plans is incorporated by reference to our 2026 Annual Report to Stockholders, which includes our Proxy Statement for the 2026 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the fiscal year ended January 31, 2026.

Unregistered Sales of Equity Securities

None.

Item 6. [Reserved]

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF
OPERATIONS**

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes appearing elsewhere in this Annual Report on Form 10-K. Amounts reported in millions are rounded based on the amounts in thousands. As a result, the sum of the components reported in millions may not equal the total amount reported in millions due to rounding. In addition, percentages presented may not add to their respective totals or recalculate due to rounding. In addition to historical financial information, the following discussion contains forward-looking statements that are based upon current plans, expectations and beliefs that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under the section titled "Risk Factors" under Part I, Item 1A of this Annual Report on Form 10-K. Our fiscal year ends January 31. References to fiscal 2026, for example, refer to the fiscal year ended January 31, 2026.

Overview

We are the leading independent identity partner. Our Okta Platform and Auth0 Platform enable our customers to securely connect the right people to the right technologies and services at the right time. Every day, thousands of organizations and millions of people use our platforms to securely access a wide range of cloud, mobile, web and Software-as-a-Service ("SaaS") applications, on-premises servers, application programming interfaces ("APIs"), IT infrastructure providers, and services from a multitude of devices. For IT and security leaders, the Okta Platform governs the seamless and secure access by human users and non-human identities ("NHIs") to the applications they need to do their most important work. We are expanding these capabilities to include AI agents with the introduction of new product offerings currently in development and early access. Developers leverage our Okta Platform and Auth0 Platform to securely and efficiently embed identity for both human users and, increasingly, AI agents into the software they build, allowing them to innovate and focus on their core mission.

Our customers consist of leading global organizations ranging from the largest enterprises to small- and medium-sized businesses, universities, nonprofits and government agencies. We partner with a broad range of application, IT infrastructure and security vendors through our Okta Integration Network. As of January 31, 2026, we had over 7,000 integrations with these cloud, mobile and web applications, and IT infrastructure and security vendors.

We employ a SaaS business model and generate revenue primarily by selling multi-year subscriptions to our cloud-based offerings. We focus on attracting and retaining our customers by building on and increasing the value we provide to them over time. This commitment to our customers' success helps drive increased customer investment in the number of users of our Okta Platform and Auth0 Platform and adoption of our additional product offerings. We sell our product offerings directly through our field and inside sales teams, as well as indirectly through our network of channel partners, including cloud marketplaces, resellers, system integrators and other distribution partners. Our subscription fees include the use of our service and our technical support and management of our platforms. We base subscription fees primarily on the solutions used and the number of users on our platforms. We typically invoice customers in advance in annual installments for subscriptions to our platforms.

Our revenue is relatively predictable as a result of our subscription-based business model, which constituted approximately 98% of total revenue for fiscal 2026. Future growth may be impacted by longer sales cycles, which we have experienced, which in turn, could result in delays in deals closing, creating near-term headwinds for cash flow, remaining performance obligations ("RPO") and billings growth as well as potential future impacts on revenue growth and other key metrics on a trailing basis.

Impact of Cybersecurity Incidents

In the past we have experienced cybersecurity incidents, such as the January 2022 incident involving one of our third-party service providers and the October 2023 incident where a threat actor gained unauthorized access to and stole information from our third-party customer support system, that harmed our reputation and customer relations and adversely impacted our financial results. While we expect the impact of these security incidents to adversely affect our future financial performance, we cannot predict the extent of such impact with certainty. Due to

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

the nature of our business, the announcement of any security incidents, even if not significant, could have these impacts.

Impact of Current Economic Conditions

Worldwide economic and political uncertainties and negative trends, including financial and credit market fluctuations, tariffs and increasing trade protectionism, changes in government spending levels, uncertainty in the banking sector, changing interest rates, inflation and other impacts from the macroeconomic environment have, and could continue to, adversely affect our business operations or financial results. As we continue to monitor the direct and indirect impacts of these circumstances, the broader implications of these macroeconomic and political events on our business, results of operations and overall financial position remain uncertain. See the section titled "[Risk Factors](#)" included under Part I, Item 1A above for further discussion of the possible impact of these factors and other risks on our business.

Financial Information and Segments

We operate our business as one reportable segment. For fiscal 2026, 2025 and 2024, our revenue was \$2,919 million, \$2,610 million and \$2,263 million, respectively, representing a growth rate of 12% and 15% in fiscal 2026 and 2025, respectively. For fiscal 2026 and 2025, we generated net income of \$235 million and \$28 million, respectively, and for fiscal 2024, we generated a net loss of \$355 million. Our accumulated deficit as of January 31, 2026 was \$2,567 million.

Key Business Metrics

We review a number of operating and financial metrics, including the following key metrics, to evaluate our business, measure our performance, identify trends affecting our business, formulate business plans, and make strategic decisions.

	As of January 31,		
	2026	2025	2024
	(dollars in millions)		
Customers with annual contract value ("ACV") above \$100,000	5,100	4,800	4,485
Dollar-based net retention rate for the trailing 12 months ended	106 %	107 %	111 %
Current remaining performance obligations	\$ 2,513	\$ 2,248	\$ 1,952
Remaining performance obligations	\$ 4,827	\$ 4,215	\$ 3,385

Number of Customers with Annual Contract Value Above \$100,000

The number of customers who have greater than \$100,000 in ACV with us was 5,100, 4,800 and 4,485 as of January 31, 2026, 2025 and 2024, respectively. We expect this trend to continue as larger enterprises recognize the value of our platforms and replace their legacy identity access management infrastructure. We define a customer as a separate and distinct buying entity, such as a company, an educational or government institution, or a distinct business unit of a large company that has an active contract with us or one of our partners to access our platforms. For purposes of determining our customer count, we do not include customers that use our platforms under self-service arrangements only.

Dollar-Based Net Retention Rate

Part of our ability to generate revenue is dependent upon our ability to maintain our relationships with our customers and to increase their utilization of our platforms. We believe we can achieve these goals by focusing on delivering value and functionality that enables us to both retain our existing customers and expand the number of users and solutions used within an existing customer. One way that we assess our performance in this area by measuring our Dollar-Based Net Retention Rate. Our Dollar-Based Net Retention Rate measures our ability to increase revenue across our existing customer base through expansion of users and solutions associated with a customer as offset by churn and contraction in the number of users and/or solutions associated with a customer.

Our Dollar-Based Net Retention Rate is based upon our ACV which is calculated based on the terms of that customer's contract and represents the total contracted annual subscription amount as of that period end. We

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

calculate our Dollar-Based Net Retention Rate as of a period end by starting with the ACV from all customers as of twelve months prior to such period end ("Prior Period ACV"). We then calculate the ACV from these same customers as of the current period end ("Current Period ACV"). Current Period ACV includes any upsells and is net of contraction or churn over the trailing twelve months but excludes ACV from new customers in the current period. We then divide the Current Period ACV by the Prior Period ACV to arrive at our Dollar-Based Net Retention Rate. Our Dollar-Based Net Retention Rate is inclusive of ACV from self-service customers.

Our Dollar-Based Net Retention Rate is primarily attributable to our healthy gross retention, an expansion of users and upselling additional solutions within our existing customers. Larger enterprises often implement a limited initial deployment of our platforms before increasing their deployment on a broader scale. The decrease in our Dollar-Based Net Retention Rate as of January 31, 2026, compared to January 31, 2025, was primarily a result of the macroeconomic environment, with overall ACV from existing customers increasing at a slower rate in the current period.

Remaining Performance Obligations ("RPO")

RPO represent all future, non-cancelable, contracted revenue under our subscription contracts with customers that has not yet been recognized, inclusive of deferred revenue that has been invoiced and non-cancelable amounts that will be invoiced and recognized as revenue in future periods. Current RPO represents the portion of RPO expected to be recognized during the next 12 months. RPO fluctuates due to a number of factors, including the timing, duration and dollar amount of customer contracts and fluctuations in foreign currency exchange rates.

Components of Results of Operations

Revenue

Subscription Revenue. Subscription revenue primarily consists of fees for access to and usage of our cloud-based platforms and related support. Subscription revenue is driven primarily by the number of customers, the number of users per customer and the solutions used. We typically invoice customers in advance in annual installments for subscriptions to our platforms.

Professional Services and Other. Professional services revenue includes fees from assisting customers in implementing and optimizing the use of our solutions. These services include application configuration, system integration and training services.

We generally invoice customers as the work is performed for time-and-materials arrangements, and up front for fixed fee arrangements. Professional services revenue is recognized as the services are performed.

Overhead Allocation and Employee Compensation Costs

We allocate shared costs, such as facilities costs (including rent, utilities and depreciation on assets shared by all departments), certain information technology costs, security costs and recruiting costs to all departments based on headcount. As such, allocated shared costs are reflected in each of the cost of revenue and operating expense categories. Employee compensation costs reflected in each of the cost of revenue and operating expense categories include salaries, bonuses, compensation related taxes, benefits and stock-based compensation. Additionally included in the sales and marketing expense category are sales commissions and related taxes.

Cost of Revenue and Gross Margin

Cost of Subscription. Cost of subscription primarily consists of expenses related to hosting our services and providing support. These expenses include employee-related costs associated with our cloud-based infrastructure, our product security organization and our customer support organization, third-party hosting fees, software and maintenance costs, outside services associated with the delivery of our subscription services, amortization expense associated with capitalized internal-use software and acquired developed technology and allocated overhead.

We intend to continue to invest additional resources in our platform infrastructure, our platforms' support organizations and security posture. We will continue to invest in technology innovation and we anticipate that costs qualifying for capitalization of internal-use software costs and related amortization may fluctuate over time. We

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

expect our investment in technology to expand the capability of our platforms, enabling us to improve our gross margin over time. The level and timing of investment in these areas could affect our cost of subscription revenue in the future.

Cost of Professional Services and Other. Cost of professional services consists primarily of employee-related costs for our professional services delivery team, travel-related costs, allocated overhead and costs of outside services associated with supplementing our professional services delivery team. The cost of providing professional services has historically been higher than the associated revenue we generate.

Gross Margin. Gross margin is gross profit expressed as a percentage of total revenue. Our gross margin may fluctuate from period to period as a result of the timing and amount of investments to expand our hosting capacity and our continued efforts to build platform support and professional services teams.

Operating Expenses

Research and Development. Research and development expenses consist primarily of employee compensation costs and allocated overhead. We believe that continued investment in our platforms is important for our growth.

Sales and Marketing. Sales and marketing expenses consist primarily of employee compensation costs, costs of general marketing and promotional activities, travel-related expenses, amortization expense associated with acquired customer relationships and trade names and allocated overhead. Commissions earned by our sales force that are considered incremental and recoverable costs of obtaining a contract with a customer are deferred and then amortized on a straight-line basis over a period of benefit that we have determined to be generally five years.

General and Administrative. General and administrative expenses consist primarily of employee compensation costs for finance, accounting, legal, information technology and human resources personnel. In addition, general and administrative expenses include acquisition and integration-related costs, non-personnel costs, such as legal, accounting and other professional fees, charitable contributions, allocated overhead and all other supporting corporate expenses.

Restructuring and Other Charges. Restructuring and other charges consist primarily of personnel costs, such as notice period, employee severance payments and termination benefits. In addition, restructuring and other charges include certain lease impairment charges.

Interest and Other, Net

Interest and other, net consists of interest expense, which primarily includes amortization of debt issuance costs and contractual interest expense for our convertible senior notes, interest income from our investment holdings, gains on early extinguishment of debt and gains and losses from our strategic investments.

Provision for Income Taxes

Our provision for income taxes consists of federal and state income taxes in the United States and income taxes in certain foreign jurisdictions where we operate.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

Results of Operations

The following table sets forth our results of operations for the periods presented:

	Year Ended January 31,		
	2026	2025	2024
	(dollars in millions)		
Revenue			
Subscription	\$ 2,855	\$ 2,556	\$ 2,205
Professional services and other	64	54	58
Total revenue	2,919	2,610	2,263
Cost of revenue			
Subscription ⁽¹⁾	578	549	502
Professional services and other ⁽¹⁾	83	69	79
Total cost of revenue	661	618	581
Gross profit	2,258	1,992	1,682
Operating expenses			
Research and development ⁽¹⁾	639	642	656
Sales and marketing ⁽¹⁾	1,018	965	1,036
General and administrative ⁽¹⁾	448	448	450
Restructuring and other charges	4	11	56
Total operating expenses	2,109	2,066	2,198
Operating income (loss)	149	(74)	(516)
Interest expense	(4)	(5)	(8)
Interest income and other, net	110	106	81
Gain on early extinguishment of debt	—	19	106
Interest and other, net	106	120	179
Income (loss) before provision for income taxes	255	46	(337)
Provision for income taxes	20	18	18
Net income (loss)	\$ 235	\$ 28	\$ (355)

⁽¹⁾ Includes stock-based compensation expense as follows:

	Year Ended January 31,		
	2026	2025	2024
	(dollars in millions)		
Cost of subscription revenue	\$ 74	\$ 82	\$ 75
Cost of professional services and other revenue	10	12	15
Research and development	196	216	277
Sales and marketing	132	131	156
General and administrative	132	124	161
Total stock-based compensation expense	\$ 544	\$ 565	\$ 684

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

The following table sets forth our results of operations for the periods presented as a percentage of our total revenue:

	Year Ended January 31,		
	2026	2025	2024
Revenue			
Subscription	98 %	98 %	97 %
Professional services and other	2	2	3
Total revenue	100	100	100
Cost of revenue			
Subscription	20	21	22
Professional services and other	3	3	4
Total cost of revenue	23	24	26
Gross profit	77	76	74
Operating expenses			
Research and development	22	25	29
Sales and marketing	35	37	46
General and administrative	15	17	20
Restructuring and other charges	—	—	2
Total operating expenses	72	79	97
Operating income (loss)	5	(3)	(23)
Interest expense	—	—	—
Interest income and other, net	4	4	4
Gain on early extinguishment of debt	—	1	4
Interest and other, net	4	5	8
Income (loss) before provision for income taxes	9	2	(15)
Provision for income taxes	1	1	1
Net income (loss)	8 %	1 %	(16)%

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

A discussion regarding our financial condition and results of operations for fiscal 2026 compared to fiscal 2025 is presented below. A discussion regarding our financial condition and results of operations for fiscal 2025 compared to fiscal 2024 can be found under Item 7 in our Annual Report on Form 10-K for fiscal 2025, filed with the SEC on March 5, 2025, which is available free of charge on the SEC's website at www.sec.gov and our Investor Relations website at investor.okta.com.

Comparison of the Years Ended January 31, 2026 and 2025

Revenue

	Year Ended January 31,		\$ Change	% Change
	2026	2025		
	(dollars in millions)			
Revenue:				
Subscription	\$ 2,855	\$ 2,556	\$ 299	12 %
Professional services and other	64	54	10	18
Total revenue	<u>\$ 2,919</u>	<u>\$ 2,610</u>	<u>\$ 309</u>	12 %
Percentage of revenue:				
Subscription	98 %	98 %		
Professional services and other	2	2		
Total	<u>100 %</u>	<u>100 %</u>		

For fiscal 2026, the increase in subscription revenue was primarily due to an increase in users and sales of additional solutions to existing customers and the addition of new customers. The increase in revenue was attributable to increased revenue from existing customers as reflected in our Dollar-Based Net Retention Rate of 106% as of January 31, 2026 and an increase in the number of customers as detailed in our Key Business Metrics.

For fiscal 2026, the increase in professional services and other revenue was due to higher bookings associated with professional services. Beginning in fiscal 2027, we expect professional services and other revenue to decline as we shift more engagements to our partner ecosystem.

Cost of Revenue, Gross Profit and Gross Margin

	Year Ended January 31,		\$ Change	% Change
	2026	2025		
	(dollars in millions)			
Cost of revenue:				
Subscription	\$ 578	\$ 549	\$ 29	5 %
Professional services and other	83	69	14	19
Total cost of revenue	<u>\$ 661</u>	<u>\$ 618</u>	<u>\$ 43</u>	7 %
Gross profit	<u>\$ 2,258</u>	<u>\$ 1,992</u>	<u>\$ 266</u>	13 %
Gross margin:				
Subscription	80 %	79 %		
Professional services and other	(29)	(29)		
Total gross margin	<u>77 %</u>	<u>76 %</u>		

For fiscal 2026, cost of subscription revenue increased primarily due to an increase of \$20 million in labor costs, third-party hosting costs of \$15 million, and software costs of \$9 million. This was offset by decreases in consulting costs of \$10 million and stock-based compensation of \$8 million.

Our gross margin for subscription revenue improved from 79% to 80% during fiscal 2026. The increase was primarily driven by improved spend efficiency resulting in lower relative cost of subscription revenue.

For fiscal 2026, cost of professional services and other revenue increased due to an increase in labor costs of \$15 million offset by a decrease in stock-based compensation of \$2 million.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

Our gross margin for professional services and other revenue remained relatively flat.

Operating Expenses

Research and Development Expenses

	Year Ended January 31,		\$ Change	% Change
	2026	2025		
	(dollars in millions)			
Research and development	\$ 639	\$ 642	\$ (3)	(1)%
Percentage of revenue	22 %	25 %		

For fiscal 2026, research and development expenses decreased due to a reduction in stock-based compensation expense of \$20 million, offset by increases in labor costs of \$15 million and hosting fees of \$2 million. The decrease in research and development as a percentage of total revenue was primarily driven by improved spend efficiency.

Sales and Marketing Expenses

	Year Ended January 31,		\$ Change	% Change
	2026	2025		
	(dollars in millions)			
Sales and marketing	\$ 1,018	\$ 965	\$ 53	5 %
Percentage of revenue	35 %	37 %		

For fiscal 2026, sales and marketing expenses increased primarily due to an increase in labor costs of \$23 million, marketing costs of \$12 million, travel and entertainment of \$8 million, software costs of \$2 million and stock-based compensation expense of \$1 million. The decrease in sales and marketing as a percentage of total revenue was primarily driven by improved spend efficiency.

We expect our sales and marketing expenses will continue to be our largest operating expense category for the foreseeable future. We expect sales and marketing expenses as a percentage of total revenue to decrease as our total revenue grows.

General and Administrative Expenses

	Year Ended January 31,		\$ Change	% Change
	2026	2025		
	(dollars in millions)			
General and administrative	\$ 448	\$ 448	\$ —	— %
Percentage of revenue	15 %	17 %		

For fiscal 2026, general and administrative expenses remained flat. Increases in labor costs of \$13 million and stock-based compensation expense of \$8 million were partially offset by decreases in legal and professional fees of \$10 million and consulting costs of \$8 million. The decrease in general and administrative as a percentage of total revenue was primarily driven by improved spend efficiency. We expect general and administrative expenses as a percentage of total revenue to decrease as our total revenue grows.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

Restructuring and Other Charges

	Year Ended January 31,		\$ Change	% Change
	2026	2025		
	(dollars in millions)			
Restructuring and other charges	\$ 4	\$ 11	\$ (7)	(65)%
Percentage of revenue	— %	— %		

Restructuring and other charges decreased in fiscal 2026 due to a reduction in the scale of restructuring initiatives compared to fiscal 2025.

Interest and Other, Net

	Year Ended January 31,		\$ Change	% Change
	2026	2025		
	(dollars in millions)			
Interest expense	\$ (4)	\$ (5)	\$ 1	(34)%
Interest income and other, net	110	106	4	4
Gain on early extinguishment of debt	—	19	(19)	(100)
Interest and other, net	<u>\$ 106</u>	<u>\$ 120</u>	<u>\$ (14)</u>	(11)%

For fiscal 2026, interest and other, net decreased primarily due to a decrease in gains on early extinguishment of debt related to repurchases of the convertible senior notes offset by an increase in interest income from our short-term investments. We expect interest income to decrease in fiscal 2027 as we deploy investable cash to fund our Share Repurchase Program, settle our 2026 Convertible Senior Notes obligation, and due to changes in the interest rate environment.

Provision for Income Taxes

	Year Ended January 31,		\$ Change	% Change
	2026	2025		
	(dollars in millions)			
Provision for income taxes	\$ 20	\$ 18	\$ 2	14 %

For fiscal 2026, income tax expense resulted primarily from income in profitable foreign jurisdictions and state and local taxes, offset by the favorable impacts of the "One Big Beautiful Bill Act" (the "Act") enacted on July 4, 2025.

For fiscal 2025, income tax expense resulted primarily from income in profitable foreign jurisdictions, federal and state taxes resulting from limitations on tax attribute utilization, offset by the impact of tax windfalls from stock-based compensation in the United States.

The Act, among other provisions, maintains the U.S. federal 21% corporate tax rate, makes permanent the immediate expensing of domestic research and development expenditures, allows for 100% bonus depreciation for qualified assets, and modifies the U.S. taxation of profits derived from foreign operations. The provisions of the Act have staggered effective dates beginning in 2025 and continuing through 2027. Our provision for income taxes reported for fiscal 2026 was computed to reflect the effects of the change in the tax law. We expect the immediate expensing of domestic R&D expenditures to be the most significant impact of the Act, resulting in a reduction in federal and state cash tax payments and in our provision for income taxes for future periods.

In addition, certain provisions of the Act, particularly those related to international taxation, are effective beginning in the fiscal period ending January 31, 2027. We are currently evaluating the impact of these provisions on our financial statements and tax positions.

We periodically evaluate the realizability of our deferred tax assets based on all available evidence, both positive and negative. The realization of the net deferred tax assets is dependent on our ability to generate sufficient

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

future taxable income during the periods prior to the expiration of tax attributes to fully utilize these assets. Given our current and anticipated future earnings, we may release a significant portion of our valuation allowance in the foreseeable future if there is sufficient positive evidence that outweighs the negative evidence. The release of the valuation allowance would result in the recognition of certain deferred tax assets and a corresponding decrease to income tax expense for the period the release is recorded. However, the exact timing and amount of any potential valuation allowance release remains uncertain and is subject to change on the basis of the level of profitability that we are able to actually achieve. As of January 31, 2026 we continue to maintain a full valuation allowance on our deferred tax assets in the United States.

Liquidity and Capital Resources

As of January 31, 2026, our principal sources of liquidity were cash, cash equivalents and short-term investments totaling \$2,553 million, which were held for working capital and general corporate purposes, including potential future acquisition activity. Our cash equivalents and investments consisted primarily of U.S. treasury securities, money market funds, corporate debt securities and certificates of deposit.

Recent macroeconomic events, including changes in interest rates, global inflation and bank failures, have led to further economic uncertainty in the global economy. To mitigate risk, our cash and cash equivalents are distributed across large financial institutions. In addition, we have policy restrictions in place on the types of securities that can be purchased as part of our available-for-sale securities portfolio. These restrictions take credit quality, liquidity and diversification into consideration among other criteria. We continue to monitor the impacts of this situation; however, there can be no assurances that conditions in the banking sector and in global financial markets will not worsen and/or adversely affect us.

In January 2026, our board authorized a stock repurchase program of up to \$1 billion of our outstanding shares of Class A common stock (the "Share Repurchase Program"). We have and may repurchase shares of our Class A common stock from time to time through open market purchases, in privately negotiated transactions, or by other means. Open market repurchases may be structured to occur in accordance with the requirements of Rule 10b-18. We may also, from time to time, enter into Rule 10b5-1 trading plans to facilitate repurchases of shares. The timing and the amount of stock repurchases under the Share Repurchase will be based on our evaluation of factors including business and market conditions, corporate and regulatory requirements, and other considerations. The Share Repurchase Program does not obligate us to repurchase any specific number of shares and may be modified, suspended, or terminated at any time. During the year ended January 31, 2026, we repurchased and immediately retired 875,150 shares of our Class A common stock for an aggregate amount, including commissions, of \$79 million under the Share Repurchase Program. As of January 31, 2026, approximately \$921 million of the originally authorized amount under the Share Repurchase Program remained available for future repurchases.

We satisfy employee tax withholding obligations due upon the vesting of share-based awards through net share settlement using available cash. This practice reduces our equity dilution rate and impacts liquidity as our cash requirements for these obligations are primarily driven by the market price of our Class A common stock at the time of vesting. In fiscal 2026 and 2025, cash paid to satisfy these employee tax withholding obligations was \$192 million and \$148 million, respectively.

In September 2019, we completed our private offering of the 2025 convertible senior notes ("2025 Notes") due on September 1, 2025 and we used a portion of the proceeds to enter into capped call transactions ("2025 Capped Calls") with respect to our Class A common stock. The 2025 Notes matured on September 1, 2025, and we settled in full the principal amount then outstanding of \$510 million in cash and the associated then outstanding 2025 Capped Calls expired unexercised.

In June 2020, we completed our private offering of the 2026 convertible senior notes ("2026 Notes") due on June 15, 2026 and received aggregate gross proceeds of \$1,150 million. The interest rate on the 2026 Notes is fixed at 0.375% per year and is payable semi-annually in arrears on June 15 and December 15 of each year, beginning on December 15, 2020. In connection with the 2026 Notes, we used a portion of the proceeds to enter into capped call transactions ("2026 Capped Calls") with respect to our Class A common stock. As of January 31, 2026, the outstanding principal balance of the 2026 Notes of \$350 million is classified as a current liability due to their upcoming maturity on June 15, 2026 and we currently intend to settle the principal amount of the 2026 Notes in cash.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

In the ordinary course of our business, we have and may, at any time and from time to time, seek to extinguish our outstanding 2026 Notes through cash purchases and/or exchanges for equity, in open-market purchases, privately negotiated transactions or otherwise. Such extinguishments, if any, will be conducted on such terms and at such prices as we may determine, and will depend on our evaluation of the prevailing market conditions, trading price of the 2026 Notes, our liquidity requirements, legal and contractual restrictions and other factors. See [Note 8](#) to our consolidated financial statements "Convertible Senior Notes, Net" and the section titled "Transactions relating to the 2026 Notes may affect the value of our Class A common stock" in "[Risk Factors](#)" included under Part I, Item 1A of this Annual Report on Form 10-K for additional information.

On September 4, 2025, we acquired all of the outstanding equity of Axiom Security Ltd ("Axiom"), a privately held company specializing in privileged access management solutions. The acquisition date cash consideration was \$54 million. See [Note 16](#) to our consolidated financial statements "Business Combinations" for additional information.

We believe our existing cash and cash equivalents, our investments and cash provided by sales of our solutions will be sufficient to meet our short-term and long-term projected working capital and capital expenditure needs for the foreseeable future. Our future capital requirements will depend on many factors, including our subscription growth rate, subscription renewal activity, billing frequency, the timing and extent of spending to support development efforts, the expansion of sales and marketing activities, the expansion of our international operations, the introduction of new and enhanced product offerings, and the continuing market adoption of our platforms. We continue to assess our capital structure and evaluate the merits of deploying available cash. We may in the future enter into arrangements to acquire or invest in complementary businesses, services and technologies, including intellectual property rights; additionally, we have, and may in the future, repurchase shares of our Class A common stock from time to time under our Share Repurchase Program. We may be required to seek additional equity or debt financing. In the event that additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital or generate cash flows necessary to expand our operations and invest in new technologies this could reduce our ability to compete successfully and harm our results of operations.

A significant majority of our customers pay in advance for annual subscriptions. Therefore, a substantial source of our cash is from our deferred revenue, which is included on our consolidated balance sheet as a liability. Deferred revenue consists of the unearned portion of billed fees for our subscriptions, which is recognized as revenue in accordance with our revenue recognition policy. As of January 31, 2026, we had deferred revenue of \$1,905 million, of which \$1,875 million was recorded as a current liability and is expected to be recorded as revenue in the next 12 months, provided all other revenue recognition criteria have been met.

Cash Flows

The following table summarizes our cash flows for the periods indicated:

	Year Ended January 31,		
	2026	2025	2024
	(dollars in millions)		
Net cash provided by operating activities	\$ 884	\$ 750	\$ 512
Net cash provided by (used in) investing activities	271	(314)	441
Net cash used in financing activities	(720)	(359)	(883)
Effects of changes in foreign currency exchange rates on cash, cash equivalents and restricted cash	14	(4)	1
Net increase in cash, cash equivalents and restricted cash	<u>\$ 449</u>	<u>\$ 73</u>	<u>\$ 71</u>

Operating Activities

Our largest source of operating cash is cash collections from our customers for subscription and professional services. Our primary uses of cash from operating activities are for employee-related expenditures, marketing expenses and third-party hosting costs.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

During fiscal 2026, cash provided by operating activities was \$884 million, an increase of \$134 million compared to fiscal 2025. The increase was primarily attributable to an increase in cash received from customers and improved spend efficiency.

Investing Activities

During fiscal 2026, cash provided by investing activities was \$271 million, compared to cash used in investing activities of \$314 million during fiscal 2025. The change was primarily driven by higher proceeds from maturities and redemption of available-for-sale securities and a decrease in purchases of available-for-sale and other securities.

Financing Activities

During fiscal 2026, cash used in financing activities was \$720 million, an increase of \$361 million compared to fiscal 2025. The increase was primarily attributable to an increase in payments upon maturity and repurchases of convertible senior notes, an increase in taxes paid related to net share settlement of equity awards, and further impacted by common stock repurchases related to the initiation of our share repurchase program in fiscal 2026. The cash outlay for common stock repurchases and taxes paid on net share settlement of equity awards are generally predicated on the closing price of our stock on the respective transaction dates.

Material Cash Requirements

Contractual Obligations

The following table represents our known short-term (i.e., the next twelve months) and long-term (i.e., beyond the next twelve months) obligations as of January 31, 2026:

	<u>Short-term</u>	<u>Long-term</u>	<u>Total</u>
	(dollars in millions)		
Convertible Senior Notes: ⁽¹⁾			
Principal payments	\$ 350	\$ —	\$ 350
Interest payments	1	—	1
Operating leases ⁽²⁾	36	77	113
Purchase obligations ⁽³⁾	306	163	469
Total contractual obligations	<u>\$ 693</u>	<u>\$ 240</u>	<u>\$ 933</u>

⁽¹⁾ See [Note 8](#) to our consolidated financial statements "Convertible Senior Notes, Net" for additional information.

⁽²⁾ See [Note 9](#) to our consolidated financial statements "Leases" for additional information.

⁽³⁾ Purchase obligations primarily relate to data center hosting facilities, and other sales and marketing obligations.

Indemnification Agreements

In the ordinary course of business, we enter into agreements of varying scope and terms pursuant to which we agree to indemnify customers, vendors, lessors, business partners and other parties with respect to certain matters, including, but not limited to, losses arising out of the breach of such agreements, services to be provided by us or from intellectual property infringement claims made by third parties. In addition, we have entered into indemnification agreements with our directors and certain officers and employees that will require us, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors, officers or employees. No material demands have been made upon us to provide indemnification under such agreements and there are no claims that we are aware of that could have a material effect on our consolidated balance sheets, consolidated statements of operations and comprehensive income (loss), or consolidated statements of cash flows.

Critical Accounting Estimates

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. In the preparation of these consolidated financial statements, we are required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

and expenses, and related disclosures. To the extent that there are material differences between these estimates and actual results, our financial condition or results of operations would be affected. We base our estimates on past experience and other assumptions that we believe are reasonable under the circumstances, and we evaluate these estimates on an ongoing basis. We refer to accounting estimates of this type as critical accounting estimates, which we discuss below.

Income Taxes

Income taxes are accounted for using the liability method. Under this method, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax basis of assets and liabilities, as well as for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates that are expected to apply to taxable income for the years in which those tax assets and liabilities are expected to be realized or settled.

Valuation allowances are established when necessary to reduce deferred tax assets to the amounts that are more likely than not expected to be realized based on the weighting of positive and negative evidence. Future realization of deferred tax assets ultimately depends on the existence of sufficient taxable income of the appropriate character, within the carry-back or carry-forward periods available under the applicable tax law. In assessing the need for a valuation allowance, we consider available evidence, including past operating results, estimates of future taxable income, and the feasibility of tax planning strategies. Our judgment regarding future estimates may change due to many factors, including future market conditions and the ability to successfully execute our business plans and tax planning strategies. Should there be a change in the ability to recover deferred tax assets, our provision for income taxes would increase or decrease in the period in which the assessment is changed.

Our tax positions are subject to income tax audits by multiple tax jurisdictions throughout the world. We recognize the tax benefit of an uncertain tax position only if it is more likely than not that the position is sustainable upon examination by the taxing authority, based on the technical merits. Significant judgment is required in determining the technical merits of an uncertain tax position, such as taking into account current tax laws, our interpretation of current tax laws and possible outcomes of current and future audits conducted by foreign and domestic tax authorities. We adjust these reserves in light of changing facts and circumstances, such as the closing of a tax audit or the refinement of an estimate. To the extent the final tax outcome of these matters is different than the amounts recorded, such differences may impact the provision for income taxes in the period in which such determination is made.

Business Combinations

When we acquire a business, the purchase price is allocated to the acquired assets, including separately identifiable intangible assets, and assumed liabilities at their respective estimated fair values. Any residual purchase price is recorded as goodwill. The allocation of the purchase price requires management to make significant estimates in determining the fair values of assets acquired and liabilities assumed, especially with respect to intangible assets. These estimates can include, but are not limited to:

- future expected cash flows from subscription contracts, professional services contracts, other customer contracts and acquired developed technologies;
- person hours required in recreating certain acquired technologies;
- historical and expected customer attrition rates and anticipated growth in revenue from acquired customers;
- royalty rates applied to acquired developed technology platforms and other intangible assets;
- obsolescence curves and other useful life assumptions, such as the period of time and intended use of acquired intangible assets in our product offerings;
- discount rates;
- uncertain tax positions and tax-related valuation allowances; and

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

- fair value of assumed equity awards.

These estimates are inherently uncertain and unpredictable, and unanticipated events and circumstances may occur that may affect the accuracy or validity of such assumptions, estimates or actual results.

If the initial accounting for a business combination is not complete following the acquisition date, we report provisional amounts for the known assets, liabilities, equity interests, or items of consideration for which the accounting is incomplete at the end of the financial reporting period. Provisional accounting is inherently subjective and judgmental. The objective of the measurement period is to provide a reasonable period of time to obtain the information necessary to complete all aspects of business combination accounting with a high level of confidence. During the measurement period, which may be up to one year from the acquisition date, adjustments to the reported provisional amounts may be recorded for which the accounting was incomplete, with the corresponding offset to goodwill. Should the accounting for a business combination be incomplete by the end of a reporting period that falls within the measurement period, we report provisional amounts in our financial statements, disclosing them as provisional, and any material measurement period adjustments are identified as such. Additional assets acquired or liabilities assumed in an acquisition that were not recognized at the acquisition date might be identified during the measurement period. Upon the conclusion of the measurement period or final determination of the fair value of assets acquired or liabilities assumed, whichever comes first, no further adjustments are made.

Loss Contingencies

We evaluate contingent liabilities, including threatened or pending litigation, and make provisions for such liabilities when it is both probable that a loss has been incurred and its amount can be reasonably estimated. Because of uncertainties inherent in litigation, we base our estimate and accrue the liabilities, if any, on the information available at the time of our assessment. Significant judgment is required to determine both the probability and the estimated amount of loss given such legal proceedings are inherently unpredictable and subject to significant uncertainties, some of which are beyond our control. Developments in these matters could affect the amount of any liability we may accrue. As additional information becomes available, we may revise our estimates. Any revisions in the estimates of potential liabilities could have a material impact on our operating results and financial position. Further, until the final resolution of any such matter, there may be a loss exposure in excess of the liability recognized and such amount could be significant.

Revenue Recognition

We primarily derive our revenues from subscription fees. A description of our revenue recognition policies is included in [Note 2](#) to our consolidated financial statements "Summary of Significant Accounting Policies."

Our contracts with customers often contain multiple performance obligations. For these contracts, we account for individual performance obligations separately if they are distinct. The transaction price of the contract is allocated to the separate performance obligations on a relative standalone selling price ("SSP") basis. Evaluating customer contracts with multiple performance obligations and complex terms may require significant judgment in identifying the distinct performance obligations.

Recent Accounting Pronouncements

See [Note 2](#) to our consolidated financial statements "Summary of Significant Accounting Policies — Accounting Pronouncements Recently Adopted and Recent Accounting Pronouncements Not Yet Adopted" for more information.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Foreign Currency Exchange Risk

The functional currencies of our foreign subsidiaries are the respective local currencies. Most of our sales are denominated in U.S. dollars, and therefore our revenue is not currently subject to significant foreign currency risk. Our operating expenses are denominated in the currencies of the countries in which our operations are located, which are primarily in the United States, United Kingdom, Canada, and Australia. Our consolidated results of operations and cash flows are, therefore, subject to fluctuations due to changes in foreign currency exchange rates and may be adversely affected in the future due to changes in foreign exchange rates. To date, we have not entered into any hedging arrangements with respect to foreign currency risk or other derivative financial instruments. During fiscal 2026, 2025 and 2024, a hypothetical 10% change in foreign currency exchange rates applicable to our business would not have had a material impact on our consolidated financial statements.

Interest Rate Risk

We had cash, cash equivalents and short-term investments totaling \$2,553 million as of January 31, 2026, of which \$2,365 million was invested in U.S. treasury securities, money market funds, corporate debt securities and certificates of deposit. Our cash and cash equivalents are held for working capital and general corporate purposes, including potential future acquisition activity. Our short-term investments are made for capital preservation purposes. We do not enter into investments for trading or speculative purposes.

Our cash equivalents and our investment portfolio are subject to market risk due to changes in interest rates. Fixed rate securities may have their market value adversely affected due to a rise in interest rates. Due in part to these factors, our future investment income may fall short of our expectations due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that decline in market value due to changes in interest rates. However, because we classify our short-term investments as “available-for-sale,” no gains are recognized due to changes in interest rates. As losses due to changes in interest rates are generally not considered to be credit related changes, no losses in such securities are recognized due to changes in interest rates unless we intend to sell, it is more likely than not that we will be required to sell, we sell prior to maturity, or we otherwise determine that all or a portion of the decline in fair value are due to credit related factors.

As of January 31, 2026, a hypothetical 10% relative change in interest rates would not have had a material impact on the value of our cash equivalents or investment portfolio. Fluctuations in the value of our cash equivalents and investment portfolio caused by a change in interest rates (gains or losses on the carrying value) are recorded in other comprehensive income (loss), and are realized only if we sell the underlying securities prior to maturity.

Convertible Senior Notes

In June 2020, we issued the 2026 Notes due June 15, 2026 with a principal amount of \$1,150 million. Concurrently with the issuance of the 2026 Notes, we entered into separate capped call transactions. The 2026 Capped Calls were completed to reduce the potential dilution from the conversion of the 2026 Notes. As of January 31, 2026, the outstanding principal balance of the 2026 Notes of \$350 million is classified as a current liability due to their upcoming maturity on June 15, 2026.

The 2026 Notes have a fixed annual interest rate of 0.375%; accordingly, we do not have economic interest rate exposure on the 2026 Notes. However, the fair value of the 2026 Notes is exposed to interest rate risk. Generally, the fair market value of the 2026 Notes will increase as interest rates fall and decrease as interest rates rise. In addition, the fair value of the 2026 Notes fluctuates when the market price of our common stock fluctuates. The fair value was determined based on the quoted bid price of the 2026 Notes in an over-the-counter market on the last available trading day of the reporting period. See [Note 8](#) to our consolidated financial statements “Convertible Senior Notes, Net” for additional information. Changes in the interest rate environment upon maturity of this fixed rate debt could have an effect on our future cash flows and earnings, depending on whether the debt is replaced with other fixed rate debt, variable rate debt or equity.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Okta, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Okta, Inc. (the Company) as of January 31, 2026 and 2025, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity and cash flows for each of the three years in the period ended January 31, 2026, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at January 31, 2026 and 2025, and the results of its operations and its cash flows for each of the three years in the period ended January 31, 2026, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of January 31, 2026, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated March 5, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Revenue recognition – Identifying and evaluating terms and conditions in contracts with customers

Description of the Matter

The Company derives the majority of its revenue from subscription fees. As explained in Note 2 to the consolidated financial statements, the Company's arrangements are generally non-cancelable and non-refundable. In addition, the arrangements do not provide customers with the right to take possession of the software and, as a result, are accounted for as service arrangements. Subscription revenue, which includes support, is recognized on a straight-line basis over the non-cancelable contractual term of the arrangement, generally beginning on the date that the Company's service is made available to the customer.

Auditing the Company's accounting for subscription revenue recognition required significant effort in the identification and evaluation of non-standard terms and conditions, including the identification of performance obligations, for significant arrangements that involve negotiation of otherwise standard terms with the customer.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of the Company's internal controls over the identification and evaluation of non-standard terms and conditions in contracts that impact subscription revenue recognition, including the identification of performance obligations. This included testing relevant controls over the information systems that are used in the initiation, billing and recording of subscription revenue transactions.

Among other procedures, on a sample basis, we tested the completeness and accuracy of management's identification and evaluation of the non-standard terms and conditions in subscription revenue contracts. Further, we selected a sample of significant contractual arrangements that may have involved negotiation of standard terms to test that management had properly assessed the impact of any non-standard terms on the identified performance obligations and revenue recognition.

/s/ Ernst & Young LLP
We have served as the Company's auditor since 2013.
San Jose, California
March 5, 2026

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Okta, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Okta, Inc.'s internal control over financial reporting as of January 31, 2026, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Okta, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of January 31, 2026, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of January 31, 2026 and 2025, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity and cash flows for each of the three years in the period ended January 31, 2026, and the related notes and our report dated March 5, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP
San Jose, California
March 5, 2026

OKTA, INC.
CONSOLIDATED BALANCE SHEETS
(dollars in millions, shares in thousands, except per share data)

	As of January 31,	
	2026	2025
Assets		
Current assets:		
Cash and cash equivalents	\$ 858	\$ 409
Short-term investments	1,695	2,114
Accounts receivable, net	687	621
Deferred commissions	171	140
Prepaid expenses and other current assets	233	132
Total current assets	3,644	3,416
Property and equipment, net	38	43
Operating lease right-of-use assets	65	74
Deferred commissions, noncurrent	332	267
Intangible assets, net	91	138
Goodwill	5,487	5,448
Other assets	53	51
Total assets	\$ 9,710	\$ 9,437
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 12	\$ 13
Accrued expenses and other current liabilities	104	103
Accrued compensation	213	207
Convertible senior notes, net	350	509
Deferred revenue	1,875	1,691
Total current liabilities	2,554	2,523
Convertible senior notes, net, noncurrent	—	349
Operating lease liabilities, noncurrent	72	94
Deferred revenue, noncurrent	30	27
Other liabilities, noncurrent	55	39
Total liabilities	2,711	3,032
Commitments and contingencies (Note 10)		
Stockholders' equity:		
Preferred stock, par value \$0.0001 per share; 100,000 shares authorized, no shares issued and outstanding as of January 31, 2026 and 2025.	—	—
Class A common stock, par value \$0.0001 per share; 1,000,000 shares authorized; 169,670 and 165,650 shares issued and outstanding as of January 31, 2026 and 2025, respectively.	—	—
Class B common stock, par value \$0.0001 per share; 120,000 shares authorized; 7,687 and 7,809 shares issued and outstanding as of January 31, 2026 and 2025, respectively.	—	—
Additional paid-in capital	9,553	9,219
Accumulated other comprehensive income (loss)	13	(12)
Accumulated deficit	(2,567)	(2,802)
Total stockholders' equity	6,999	6,405
Total liabilities and stockholders' equity	\$ 9,710	\$ 9,437

See Notes to Consolidated Financial Statements.

OKTA, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(dollars in millions, shares in thousands, except per share data)

	Year Ended January 31,		
	2026	2025	2024
Revenue			
Subscription	\$ 2,855	\$ 2,556	\$ 2,205
Professional services and other	64	54	58
Total revenue	2,919	2,610	2,263
Cost of revenue			
Subscription	578	549	502
Professional services and other	83	69	79
Total cost of revenue	661	618	581
Gross profit	2,258	1,992	1,682
Operating expenses			
Research and development	639	642	656
Sales and marketing	1,018	965	1,036
General and administrative	448	448	450
Restructuring and other charges	4	11	56
Total operating expenses	2,109	2,066	2,198
Operating income (loss)	149	(74)	(516)
Interest expense	(4)	(5)	(8)
Interest income and other, net	110	106	81
Gain on early extinguishment of debt	—	19	106
Interest and other, net	106	120	179
Income (loss) before provision for income taxes	255	46	(337)
Provision for income taxes	20	18	18
Net income (loss)	\$ 235	\$ 28	\$ (355)
Net income (loss) per share, basic	\$ 1.33	\$ 0.16	\$ (2.17)
Net income (loss) per share, diluted	\$ 1.31	\$ 0.06	\$ (2.17)
Weighted-average shares used to compute net income (loss) per share, basic	175,882	169,569	163,634
Weighted-average shares used to compute net income (loss) per share, diluted	179,290	175,086	163,634

See Notes to Consolidated Financial Statements.

OKTA, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(in millions)

	Year Ended January 31,		
	2026	2025	2024
Net income (loss)	\$ 235	\$ 28	\$ (355)
Other comprehensive income (loss):			
Net change in unrealized gains or losses on available-for-sale securities	—	—	26
Foreign currency translation adjustments	25	(6)	1
Other comprehensive income (loss)	25	(6)	27
Comprehensive income (loss)	<u>\$ 260</u>	<u>\$ 22</u>	<u>\$ (328)</u>

See Notes to Consolidated Financial Statements.

OKTA, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(dollars in millions, shares in thousands)

	Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount				
Balances as of January 31, 2023	154,009	\$ —	7,300	\$ —	\$ 7,974	\$ (33)	\$ (2,475)	\$ 5,466
Issuance of common stock, net	5,850	—	—	—	67	—	—	67
Conversion of Class B common stock to Class A common stock	9	—	(9)	—	—	—	—	—
Proceeds from hedges related to convertible senior notes	(33)	—	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	690	—	—	690
Settlement of warrants	—	—	—	—	(7)	—	—	(7)
Other comprehensive income	—	—	—	—	—	27	—	27
Net loss	—	—	—	—	—	—	(355)	(355)
Balances as of January 31, 2024	159,835	\$ —	7,291	\$ —	\$ 8,724	\$ (6)	\$ (2,830)	\$ 5,888
Issuance of common stock, net	5,710	—	623	—	74	—	—	74
Taxes withheld related to net share settlement of equity awards	—	—	—	—	(149)	—	—	(149)
Conversion of Class B common stock to Class A common stock	105	—	(105)	—	—	—	—	—
Stock-based compensation	—	—	—	—	570	—	—	570
Other comprehensive loss	—	—	—	—	—	(6)	—	(6)
Net income	—	—	—	—	—	—	28	28
Balances as of January 31, 2025	165,650	\$ —	7,809	\$ —	\$ 9,219	\$ (12)	\$ (2,802)	\$ 6,405
Issuance of common stock, net	4,543	—	230	—	53	—	—	53
Taxes withheld related to net share settlement of equity awards	—	—	—	—	(191)	—	—	(191)
Common stock repurchased	(875)	—	—	—	(79)	—	—	(79)
Conversion of Class B common stock to Class A common stock	352	—	(352)	—	—	—	—	—
Settlement of capped calls related to convertible senior notes	—	—	—	—	2	—	—	2
Stock-based compensation	—	—	—	—	549	—	—	549
Other comprehensive income	—	—	—	—	—	25	—	25
Net income	—	—	—	—	—	—	235	235
Balances as of January 31, 2026	169,670	\$ —	7,687	\$ —	\$ 9,553	\$ 13	\$ (2,567)	\$ 6,999

See Notes to Consolidated Financial Statements.

OKTA, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions)

	Year Ended January 31,		
	2026	2025	2024
Cash flows from operating activities:			
Net income (loss)	\$ 235	\$ 28	\$ (355)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Stock-based compensation	544	565	684
Depreciation and amortization	96	98	99
Amortization of deferred commissions	161	130	104
Deferred income taxes	13	2	6
Lease impairment charges	—	—	28
Gain on early extinguishment of debt	—	(19)	(106)
Other, net	8	(1)	(2)
Changes in operating assets and liabilities:			
Accounts receivable	(70)	(63)	(79)
Deferred commissions	(245)	(186)	(158)
Prepaid expenses and other assets	(33)	(37)	(32)
Operating lease right-of-use assets	18	20	23
Accounts payable	(2)	1	—
Accrued compensation	1	41	68
Accrued expenses and other liabilities	1	(3)	21
Operating lease liabilities	(30)	(33)	(39)
Deferred revenue	187	207	250
Net cash provided by operating activities	884	750	512
Cash flows from investing activities:			
Capitalized software	(12)	(12)	(15)
Purchases of property and equipment	(9)	(8)	(8)
Purchases of securities available-for-sale and other	(1,505)	(1,812)	(1,709)
Proceeds from maturities and redemption of securities available-for-sale	1,848	1,571	2,134
Proceeds from sales of securities available-for-sale and other	5	3	62
Payments for business acquisitions, net of cash acquired	(56)	(56)	(22)
Purchases of intangible assets	—	—	(1)
Net cash provided by (used in) investing activities	271	(314)	441
Cash flows from financing activities:			
Payments upon maturity and repurchases of convertible senior notes	(510)	(280)	(937)
Taxes paid related to net share settlement of equity awards	(192)	(148)	—
Payments for warrants related to convertible senior notes	—	—	(7)
Proceeds from settlement of capped calls related to convertible senior notes	2	—	—
Repurchases of common stock	(73)	—	—
Proceeds from stock option exercises	12	27	15
Proceeds from shares issued in connection with employee stock purchase plan	41	42	46
Net cash used in financing activities	(720)	(359)	(883)
Effects of changes in foreign currency exchange rates on cash, cash equivalents and restricted cash	14	(4)	1
Net increase in cash, cash equivalents and restricted cash	449	73	71
Cash, cash equivalents and restricted cash at beginning of year	415	342	271
Cash, cash equivalents and restricted cash at end of year	\$ 864	\$ 415	\$ 342

	Year Ended January 31,		
	2026	2025	2024
Supplementary cash flow disclosure:			
Non-cash investing and financing activities:			
Unsettled common stock repurchases	6	—	—
Unsettled maturities of securities available-for-sale	69	—	—
Operating lease right-of-use assets exchanged for lease liabilities	9	9	11
Reconciliation of cash, cash equivalents, and restricted cash within the consolidated balance sheets to the amounts shown in the statements of cash flows above:			
Cash and cash equivalents	\$ 858	\$ 409	\$ 334
Restricted cash, current included in prepaid expenses and other current assets	1	1	2
Restricted cash, noncurrent included in other assets	5	5	6
Total cash, cash equivalents and restricted cash	<u>\$ 864</u>	<u>\$ 415</u>	<u>\$ 342</u>

See Notes to Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Overview and Basis of Presentation***Description of Business***

Okta, Inc. (the “Company”) is the leading independent identity partner. The Company’s Okta Platform and Auth0 Platform enable customers to securely connect the right people to the right technologies and services at the right time. For IT and security leaders, the Okta Platform governs the seamless and secure access by human users and non-human identities (“NHIs”) to the applications they need to do their most important work. Developers leverage the Okta Platform and Auth0 Platform to securely and efficiently embed identity for both human users and, increasingly, AI agents into the software they build, allowing them to innovate and focus on their core mission. The Company is headquartered in San Francisco, California.

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements, which include the accounts of the Company and its wholly owned subsidiaries, have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”). All intercompany balances and transactions have been eliminated in consolidation.

The Company’s fiscal year ends on January 31. References to fiscal 2026, for example, refer to the fiscal year ending January 31, 2026.

Certain prior period amounts have been reclassified to conform to the current period presentation.

Segments

The Company conducts business globally and is managed, operated and organized by major functional departments that operate on a consolidated basis. As a result, the Company operates as one reportable segment. The Company employs a SaaS business model and generates revenue primarily by selling multi-year subscriptions to its cloud-based offerings.

The Company’s chief operating decision maker (“CODM”) is the chief executive officer. The CODM utilizes consolidated GAAP and non-GAAP measures of profit and loss to evaluate the Company’s overall performance and inform resource allocation to support strategic priorities and capital allocation needs. The profit and loss measure most consistent with GAAP used by the CODM is consolidated net income.

The CODM is regularly provided with budgeted expense information and consolidated expense data. Accordingly, significant segment expenses are inherently reflected in the consolidated financial statements and related notes.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Estimates are based on historical experience and on other assumptions that management believes are reasonable under the circumstances. Actual results could vary from those estimates. The Company’s most significant estimates include the valuation of deferred income tax assets, uncertain tax positions, assets and liabilities acquired in business combinations, and loss contingencies related to litigation.

Foreign Currency

The functional currencies of the Company’s foreign subsidiaries are the respective local currencies. Translation adjustments arising from the use of differing exchange rates from period to period are included in accumulated other comprehensive income (loss) within the consolidated statements of stockholders’ equity. Foreign currency transaction gains and losses are included in interest and other, net in the consolidated statements of operations and were not material in fiscal 2026, 2025 or 2024. All assets and liabilities denominated in a foreign currency are translated into U.S. dollars at the exchange rate on the balance sheet date. Revenue and expenses are translated at the average exchange rate during the period.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**2. Summary of Significant Accounting Policies*****Revenue Recognition***

Revenue is derived from subscription fees (which include support fees) and professional services fees. The Company sells subscriptions to its platforms through arrangements that are generally one to five years in length. The arrangements are generally non-cancellable and non-refundable. Furthermore, if a customer reduces the contracted usage or service level, the customer has no right of refund. The subscription arrangements do not provide customers with the right to take possession of the software supporting the platforms and, as a result, are accounted for as service arrangements. This revenue recognition policy is consistent for sales generated directly with customers and sales generated indirectly through channel partners.

Revenue recognition is determined through the following steps:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, the performance obligations are satisfied.

The Company recognizes revenue net of any applicable value added or sales tax.

Subscription Revenue

Subscription revenue, which includes support, is recognized on a straight-line basis over the non-cancellable contractual term of the arrangement, generally beginning on the date that the Company's service is made available to the customer.

Professional Services Revenue

Professional services principally consist of customer-specific requests for application integrations, user interface enhancements and other customer-specific requests. Revenue for professional services is recognized as services are performed in proportion to their pattern of transfer.

Contracts with Multiple Performance Obligations

Some of the Company's contracts with customers contain multiple performance obligations. For these contracts, the Company accounts for individual performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative standalone selling price ("SSP") basis.

The Company determines SSP based on observable, if available, prices for those related services when sold separately. When such observable prices are not available, the Company determines SSP based on overarching pricing objectives and strategies, taking into consideration market conditions and other factors, including customer size, volume purchased, market and industry conditions, product-specific factors and historical sales of the deliverables. Pricing objectives, market conditions or other factors may change in the future resulting in changes to standalone selling prices that could impact the timing or amount of revenue recognition.

Deferred Revenue

Deferred revenue consists primarily of payments received and accounts receivable recorded in advance of revenue recognition under the Company's subscription and support services and professional services arrangements. The Company primarily invoices its customers for its subscription services arrangements annually in advance. The Company's payment terms generally provide that customers pay the invoiced portion of the total arrangement fee within 30 days of the invoice date. Amounts anticipated to be recognized within one year of the balance sheet date are recorded as deferred revenue, current; the remaining portion is recorded as deferred revenue, noncurrent in the consolidated balance sheets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)***Deferred Commissions***

Sales commissions earned by the Company's sales force are generally considered incremental and recoverable costs of obtaining a contract with a customer. Sales commissions for new revenue contracts, including incremental sales to existing customers, are deferred and then amortized on a straight-line basis over a period of benefit, which is determined to be generally five years. The Company determined the period of benefit by taking into consideration the terms of its customer contracts, its technology life and other factors.

Sales commissions for renewal contracts are deferred and then amortized on a straight-line basis over the average contractual term of two years.

Sales commissions capitalized as contract costs totaled \$245 million and \$186 million in fiscal 2026 and 2025, respectively. Amortization of contract costs totaled \$161 million, \$130 million and \$104 million in fiscal 2026, 2025 and 2024, respectively. Amortization expense is included in sales and marketing expenses in the accompanying consolidated statements of operations.

Cost of Revenue

Costs of revenue primarily consist of costs related to providing the Company's cloud-based platforms to its customers, including third-party hosting fees, amortization of capitalized internal-use software and finite-lived purchased developed technology, customer support, other employee-related expenses for security, technical operations and professional services staff, and allocated overhead costs.

Research and Development

Research and development expense incurred in the normal course of business is expensed as incurred.

Software Development Costs

Qualifying internally-developed software development costs, including the associated stock-based compensation expenses, are capitalized during the application development stage, as long as management has authorized and committed to funding the project, it is probable the project will be completed and the software will be used to perform the function intended. Capitalization of such costs ceases once the project is substantially complete and ready for its intended use. Capitalized software development costs are included in Intangible assets, net on the consolidated balance sheets and are amortized on a straight-line basis over an expected useful life of 3 years.

Advertising Expenses

Advertising costs are expensed as incurred. Advertising expense was \$83 million, \$68 million, and \$65 million in fiscal 2026, 2025 and 2024, respectively.

Restructuring and Other Charges

Restructuring generally includes actions involving employee-related severance charges, facilities consolidation and contract termination costs. Employee-related severance charges are largely based upon substantive severance plans, while some are mandated requirements in certain foreign jurisdictions. Severance costs generally include severance payments, outplacement services, health insurance coverage and legal costs. These charges are reflected in the period when both the actions are probable, at the balance sheet date, and the amounts are reasonably estimable. Right-of-use asset impairments are recognized on the date the premises have been vacated or the Company have ceased-use of the leased facilities.

Actual results may differ from the Company's estimates and assumptions. Restructuring liabilities are classified in accrued expenses and other current liabilities in the consolidated balance sheets.

Stock-Based Compensation

The Company's equity incentive plans provide for granting stock options, restricted stock units ("RSUs"), restricted stock awards to employees, consultants, officers and directors and RSUs with market-based vesting conditions to certain executives. In addition, the Company offers an employee stock purchase program ("ESPP") to eligible employees.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Stock-based compensation expense related to stock awards (including stock options, RSUs, market-based RSUs, and ESPP) is measured based on the fair value of the awards granted and recognized as an expense over the requisite service period.

The fair value of each RSU award is based on the fair value of the underlying common stock as of the grant date. Stock-based compensation expense is recognized on a straight-line basis over the requisite service period, generally three to four years.

The fair value of each market-based RSU award is measured using a Monte Carlo simulation valuation model which requires the use of various assumptions, including the stock price volatility and risk-free interest rate as of the valuation date corresponding to the length of time remaining in the performance period. Stock-based compensation expense for awards with market conditions is recognized over the requisite service period using the accelerated attribution method and is not reversed if the market condition is not met.

The fair value of ESPP awards are estimated on the grant date using the Black-Scholes option pricing model which requires the use of various assumptions, including the expected term of the award, the expected volatility of the price of the underlying common stock, risk-free interest rates, and expected dividend yield of the underlying common stock. Stock-based compensation expense is recognized following the straight-line attribution method over the offering period for ESPP awards.

The assumptions used to determine the fair value of the stock awards represent management's best estimates. These estimates involve inherent uncertainties and the application of management's judgment. Forfeitures are accounted for as they occur.

Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective tax basis. Deferred tax assets are also recognized for operating losses and tax credit carry forwards. Valuation allowances are recorded to reduce deferred tax assets when it is more likely than not that a tax benefit will not be realized. Management considers all positive and negative evidence in evaluating the Company's ability to realize its deferred tax assets, for example its historical results and forecasts of future ability to realize its deferred tax assets, including forecasts of future taxable income by jurisdiction. Deferred tax assets and liabilities are measured using enacted tax rates applicable in the years in which they are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax law is recognized in the provision for income taxes in the period that includes the enactment date.

The Company does not provide for income taxes on undistributed earnings of subsidiaries that are intended to be indefinitely reinvested. Where the Company does not intend to indefinitely reinvest subsidiary earnings, income and withholding taxes, as applicable, are provided on such undistributed earnings.

The calculation of tax liabilities involves dealing with uncertainties in the application of complex tax regulations. The Company determines if the weight of available evidence indicates that it is more likely than not that a tax position will be sustained on tax audit, assuming that all issues are audited and resolution of any related appeals or litigation processes are considered. The tax benefit is then measured as the largest amount that is more than 50% likely to be realized upon ultimate settlement. The reserves for uncertain tax positions are adjusted as facts and circumstances change, for example on closing of a tax audit, expiration of statutes of limitation on potential assessments or refinement of an estimate. To the extent that the final outcome of these matters is different than the amounts recorded, such differences will impact the provision for income taxes in the period in which such a determination is made. The provisions for income taxes include the impact of reserves for uncertain tax positions, along with the related interest and penalties.

Cash, Cash Equivalents and Restricted Cash

Cash and cash equivalents consist of cash on hand and highly liquid investments with original maturities of three months or less from the date of purchase. Cash equivalents generally consist of investments in money market funds. The fair market value of cash equivalents approximated their carrying value as of January 31, 2026 and 2025.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

As of January 31, 2026 and 2025, the Company's restricted cash balance was \$6 million, primarily related to letters of credit for its facility lease agreements.

Short-Term Investments

The Company's short-term investments comprise of U.S. treasury securities, corporate debt securities and certificates of deposit. The Company determines the appropriate classification of its short-term investments at the time of purchase and reevaluates such designation at each balance sheet date. The Company has classified and accounted for its short-term investments as available-for-sale securities as the Company may sell these securities at any time for use in its current operations or for other purposes, even prior to maturity. As a result, short-term investments, including securities with stated maturities beyond twelve months, are classified within current assets in the consolidated balance sheets.

Available-for-sale securities are recorded at fair value each reporting period and are periodically evaluated for impairment. For unrealized losses in securities that the Company intends to hold and will not more likely than not be required to sell before recovery, the Company further evaluates whether declines in fair value below amortized cost are due to credit or non-credit related factors.

The Company considers credit related impairments to be changes in value that are driven by a change in the creditor's ability to meet its payment obligations, and records an allowance and recognizes a corresponding loss in interest and other, net when the impairment is incurred. Unrealized non-credit related losses and unrealized gains are reported as a separate component of accumulated other comprehensive income (loss) in the consolidated balance sheets until realized. Realized gains and losses are determined based on the specific identification method and are reported in interest and other, net in the consolidated statements of operations.

Strategic Investments

The Company's strategic investments consist primarily of equity investments in privately held companies and are included in Other assets on the consolidated balance sheets. Investments in privately held companies without readily determinable fair values in which the Company does not own a controlling interest or have significant influence over are measured using the measurement alternative. In applying the measurement alternative, the Company adjusts the carrying values of strategic investments based on observable price changes from orderly transactions for identical or similar investments of the same issuer. Additionally, the Company evaluates its strategic investments at least quarterly for impairment. Adjustments and impairments are recorded in Interest and other, net on the consolidated statements of operations.

In determining the estimated fair value of its strategic investments in privately held companies, the Company uses the most recent and available data. Valuations of privately held securities are inherently complex due to the lack of readily available market data and require the use of judgment. The determination of whether an orderly transaction is for an identical or similar investment requires use of significant judgment. In its evaluation, the Company considers factors such as differences in the rights and preferences of the investments and the extent to which those differences would affect the fair values of those investments. The Company's impairment analysis encompasses an assessment of both qualitative and quantitative factors including the investee's financial metrics, market acceptance of the investee's product or technology, general market conditions and liquidity considerations.

Accounts Receivable and Allowances

Accounts receivable are recorded at the invoiced amount, net of allowances. These allowances are based on the Company's assessment of the collectibility of accounts by considering the age of each outstanding invoice, the collection history of each customer, and an evaluation of current expected risk of credit loss based on current economic conditions and reasonable and supportable forecasts of future economic conditions over the life of the receivable. The Company assesses collectibility by reviewing accounts receivable on an aggregated basis where similar characteristics exist and on an individual basis when specific customers with collectibility issues are identified. Amounts deemed uncollectible are recorded as an allowance in the consolidated balance sheets with an offsetting decrease in deferred revenue or a charge to general and administrative expense in the consolidated statements of operations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)***Property and Equipment***

Property and equipment, net, is stated at cost less accumulated depreciation. Depreciation is recorded using the straight-line method over the estimated useful lives of the respective assets. Repairs and maintenance costs are expensed as incurred.

The useful lives of property and equipment are as follows:

	Useful lives
Furniture and fixtures	Shorter of 7 years or remaining lease term
Leasehold improvements	Shorter of estimated useful life or remaining lease term

Business Combinations

Business combinations are accounted for under the acquisition method of accounting, which requires the acquired assets, including separately identifiable intangible assets, and assumed liabilities to be recorded as of the acquisition date at their respective estimated fair values. Any excess of the purchase price over the fair value of the assets acquired, including separately identifiable intangible assets and liabilities assumed, is recorded as goodwill.

The determination of the fair value of assets acquired and liabilities assumed involves assessments of factors such as the expected future cash flows associated with individual assets and liabilities and appropriate discount rates at the date of the acquisition. Significant management inputs used in the estimation of fair value of assets acquired and liabilities assumed include, but are not limited to, expected future cash flows, future changes in technology, estimated replacement costs, person hours required in recreating certain acquired technologies, discount rates and assumptions about the period of time the brand will continue to be used in the Company's portfolio. Where appropriate, external advisers are consulted to assist in the determination of fair value. For non-observable market values, fair value has been determined using acceptable valuation methods. The Company uses its best estimates and assumptions to assign fair value to the tangible and intangible assets acquired and liabilities assumed at the acquisition date. The Company's estimates are inherently uncertain and subject to refinement. During the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the fair value of these tangible and intangible assets acquired and liabilities assumed, with the corresponding offset to goodwill. The results of operations for businesses acquired are included in the financial statements from the acquisition date. Acquisition-related expenses and post-acquisition restructuring costs are recognized separately from the business combination and are expensed as incurred.

Goodwill and Other Long-Lived Assets

Goodwill represents the excess of the purchase price over the estimated fair value of net assets of businesses acquired in a business combination. Goodwill amounts are not amortized. Goodwill is tested for impairment annually on the first day of the fourth quarter of each fiscal year, or whenever events or changes in circumstances indicate the carrying amount of goodwill may not be recoverable. The Company operates as a single operating segment.

Management has the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of the Company's reporting unit is less than the carrying amount, including goodwill. The Company also has the option, which the Company has elected, to bypass the qualitative assessment, and perform the quantitative assessment. The quantitative assessment involves comparing the fair value of the reporting unit to its carrying value, including goodwill. An impairment charge is recognized for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to that reporting unit. No goodwill impairments were recorded during the years presented based on the assessments performed.

Long-lived assets, such as property and equipment and finite-lived intangible assets subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of assets to be held and used is measured by comparing the carrying amount to the estimated undiscounted future cash flows expected to be generated. If the carrying amount exceeds the undiscounted cash flows, the assets are determined to be impaired and an impairment charge is recognized as the amount by which the carrying amount exceeds its fair value. Intangible assets with finite lives are amortized on a straight-line basis over their estimated useful lives.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)***Operating Leases and Incremental Borrowing Rate***

The Company leases office space under operating leases with expiration dates through 2031. The Company determines whether an arrangement constitutes a lease and records lease liabilities and right-of-use assets on its consolidated balance sheets at lease commencement. Lease liabilities are measured based on the present value of the total lease payments not yet paid, discounted based on the more readily determinable of either the rate implicit in the lease or the incremental borrowing rate, which is the estimated rate the Company would be required to pay for a collateralized borrowing equal to the total lease payments over the term of the lease. The estimation of the incremental borrowing rate is based on an estimate of the Company's unsecured borrowing rate, adjusted for tenor and collateralized security features. Lease liabilities due within twelve months are included within accrued expenses and other current liabilities on the consolidated balance sheet. Right-of-use assets are measured based on the corresponding lease liability adjusted for (i) payments made to the lessor at or before the commencement date, (ii) initial direct costs incurred and (iii) tenant incentives received, incurred or payable under the lease. Recognition of rent expense begins when the lessor makes the underlying asset available to the Company. The Company does not assume renewals or early terminations of its leases unless it is reasonably certain to exercise these options at commencement and does not allocate consideration between lease and non-lease components.

For leases with a lease term of 12 months or less ("short-term leases"), rent expense is recorded in the consolidated statements of operations on a straight-line basis over the lease term and records variable lease payments as incurred.

Loss Contingencies

The Company is periodically involved in various legal claims and proceedings. The Company routinely reviews the status of each significant matter and assesses its potential financial exposure. If the potential loss from any matter is considered probable and the amount can be reasonably estimated, the Company records a liability for the estimated loss. If either or both of the criteria for recording the liability are not met, the Company assesses whether there is at least a reasonable possibility that a loss, or additional losses, may have been incurred. If there is a reasonable possibility that a loss may have been incurred, the Company discloses the estimate of the amount of loss or range of loss, discloses that the amount is immaterial, or discloses that an estimate of loss cannot be made, as applicable. Because of inherent uncertainties related to these legal matters, the Company bases its loss accruals on the best information available at the time. As additional information becomes available, the Company reassesses its potential liability and may review its estimates. Actual outcomes of these legal and regulatory proceedings may differ materially from the Company's estimates.

Share Repurchase Program

Share repurchases are recorded on the trade date and the repurchase price is inclusive of any related fees and commissions. Shares of Class A common stock repurchased by the Company are immediately retired. The par value of the Class A common stock repurchased is deducted from common stock with the excess of repurchase price recorded to additional paid-in capital on the Company's consolidated balance sheets.

Concentrations of Risk

Financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents, short-term investments and accounts receivable. The Company's short-term investments are primarily intended to facilitate liquidity and capital preservation and consist predominately of highly liquid investment-grade fixed-income securities, diversified among industries and individual issuers. The Company's policy is designed to limit exposure from any particular issuer or institution.

Credit risk arising from accounts receivable is mitigated due to the large number of customers and their dispersion across various industries and geographies. For the periods presented, there were no customers that represented more than 10% of the Company's accounts receivable balance or total revenue.

The Company serves customers and users from data center facilities located across various different physical locations, such as the U.S., Europe and Asia-Pacific, most of which are operated by a single third party. The Company has disaster recovery protocols at the third-party service providers. Even with these procedures for disaster recovery in place, access to the Company's service could be significantly interrupted, resulting in an adverse effect on its operating results and financial condition.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Net Income (Loss) per Share

The Company computes basic and diluted net income (loss) per share attributable to common stockholders for Class A and Class B common stock using the two-class method required for participating securities. Under the two-class method, basic net income (loss) per share attributable to common stockholders is computed by dividing the net income (loss) attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period.

Diluted earnings per share attributable to common stockholders is computed by giving effect to all potential shares of common stock, including shares underlying convertible senior notes, unvested RSUs, outstanding stock options, unvested common stock and restricted stock issued in connection with certain business combinations, and ESPP obligations, to the extent they are dilutive. The dilutive effect of potentially dilutive common shares included in diluted earnings per share is determined in accordance with the treasury stock, if-converted, or contingently issuable accounting methods, depending on the nature of the security.

The rights of the holders of the Company's Class A and Class B common stock are identical, except with respect to voting and conversion rights.

Accounting Pronouncements Recently Adopted

In December 2023, the FASB issued guidance to provide disaggregated income tax disclosures on the rate reconciliation and income taxes paid. This guidance is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company adopted this guidance prospectively in fiscal 2026. Refer to [Note 13](#) to the consolidated financial statements "Income Taxes" for the expanded disclosures resulting from the adoption of this guidance.

Recent Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued guidance requiring the disclosure, in the notes to financial statements, of specified disaggregated income statement expense information. This guidance is effective for annual periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of this guidance.

In September 2025, the FASB issued guidance to modernize the accounting for internal-use software costs to current development practices, clarifying when to begin capitalizing costs, and enhancing disclosure requirements. This guidance is effective for annual periods beginning after December 15, 2027, and interim reporting periods within those annual periods, with early adoption permitted. Entities can adopt the new standard using a prospective, modified, or retrospective transition approach. The Company is currently evaluating the impact of adopting this guidance, including the timing of adoption (early or standard) and the selection of an appropriate transition method.

3. Restructuring and Other Charges

The following table summarizes the Company's restructuring and other charges during fiscal 2026, 2025 and 2024:

	Year Ended January 31,		
	2026	2025	2024
	(dollars in millions)		
Severance and termination benefit costs	\$ 4	\$ 11	\$ 28
Lease impairment charges	—	—	28
Total	\$ 4	\$ 11	\$ 56

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following table summarizes the Company's restructuring liability related to severance and termination benefit costs that is included in Accrued expenses and other current liabilities on the consolidated balance sheets:

	Severance and termination benefit costs	
	(dollars in millions)	
Balance as of January 31, 2024	\$	24
Restructuring charges		11
Cash payments		(24)
Balance as of January 31, 2025		11
Restructuring charges		4
Cash payments		(11)
Balance as of January 31, 2026	\$	4

Severance and termination benefits are provided primarily under ongoing arrangements and are accrued when the obligation is probable and the amount can be reasonably estimated.

During fiscal 2026, the Company recognized \$4 million in restructuring costs related to an insignificant workforce reduction that is expected to be substantially complete by the first quarter of fiscal 2027.

During fiscal 2025, the Company recognized \$11 million in restructuring costs that was substantially complete by the first quarter of fiscal 2026.

During fiscal 2024, the Company recognized \$24 million in restructuring costs that was substantially complete by the first quarter of fiscal 2025. Other charges during fiscal 2024 included \$28 million in lease impairments and \$4 million in severance for separate insignificant workforce reductions.

4. Cash Equivalents and Investments***Cash Equivalents and Short-term Investments***

Financial assets are measured at fair value each reporting period using a fair value hierarchy that prioritizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. A financial instrument's classification within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Three levels of inputs may be used to measure as follows:

- **Level 1** — Valuations based on observable inputs that reflect quoted prices for identical assets or liabilities in active markets.
- **Level 2** — Valuations based on other inputs that are directly or indirectly observable in the marketplace.
- **Level 3** — Valuations based on unobservable inputs that are supported by little or no market activity.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following table presents the estimated fair value of cash equivalents and short-term investments:

	As of January 31,	
	2026	2025
(dollars in millions)		
Cash equivalents:		
Money market funds (Level 1)	\$ 654	\$ 225
Certificates of deposit (Level 2)	—	23
U.S. treasury securities (Level 2)	16	—
Total cash equivalents	<u>670</u>	<u>248</u>
Level 2:		
Short-term investments (Available-for-sale):		
U.S. treasury securities	1,459	1,788
Corporate debt securities	180	281
Certificates of deposit	56	45
Total short-term investments	<u>1,695</u>	<u>2,114</u>
Total	<u>\$ 2,365</u>	<u>\$ 2,362</u>

The following table presents the contractual maturities of the Company's short-term investments:

	As of January 31, 2026	
	Estimated Fair Value	
(dollars in millions)		
Due within one year	\$	1,387
Due between one to five years		308
Total	<u>\$</u>	<u>1,695</u>

Interest receivable of \$24 million is included in Prepaid expenses and other current assets on the consolidated balance sheets as of January 31, 2026 and 2025.

There were no material differences between the estimated fair value and amortized cost of cash equivalents and short-term investments as of January 31, 2026 and 2025.

For available-for-sale debt securities that have unrealized losses, there were no material credit or non-credit related impairments for short-term investments as of January 31, 2026 and 2025.

Strategic Investments

Strategic investments primarily include equity investments in privately-held companies, which do not have a readily determinable fair value. Strategic investments are classified as Level 3 in the fair value hierarchy as nonrecurring fair value measurements may include observable and unobservable inputs. As of January 31, 2026 and 2025, the balance of strategic investments was \$33 million and \$30 million, respectively.

5. Goodwill and Intangible Assets, net

Goodwill

As of January 31, 2026 and 2025, goodwill was \$5,487 million and \$5,448 million, respectively. No goodwill impairments were recorded during fiscal 2026, 2025 and 2024.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Intangible Assets, net

Intangible assets consisted of the following:

	As of January 31, 2026		
	Gross	Accumulated Amortization	Net
	(dollars in millions)		
Purchased developed technology	\$ 214	\$ (179)	\$ 35
Customer relationships	116	(106)	10
Capitalized internal-use software costs	72	(32)	40
Trade name	21	(20)	1
Other	7	(2)	5
	<u>\$ 430</u>	<u>\$ (339)</u>	<u>\$ 91</u>

	As of January 31, 2025		
	Gross	Accumulated Amortization	Net
	(dollars in millions)		
Purchased developed technology	\$ 239	\$ (179)	\$ 60
Customer relationships	116	(85)	31
Capitalized internal-use software costs	54	(19)	35
Trade name	21	(16)	5
Other	10	(3)	7
	<u>\$ 440</u>	<u>\$ (302)</u>	<u>\$ 138</u>

The weighted-average remaining useful lives of the Company's acquired intangible assets are as follows:

	Weighted-Average Remaining Useful Life	
	As of January 31,	
	2026	2025
Purchased developed technology	2.1 years	1.9 years
Customer relationships	0.9 years	1.6 years
Trade name	0.3 years	1.3 years

As of January 31, 2026, estimated remaining amortization expense for the intangible assets by fiscal year was as follows:

	Remaining Amortization
	(dollars in millions)
2027	\$ 45
2028	24
2029	17
2030	4
2031	1
Total	<u>\$ 91</u>

Amortization expense of intangible assets was \$83 million, \$85 million and \$87 million in fiscal 2026, 2025 and 2024, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

6. Property and Equipment, net

Property and equipment consisted of the following:

	As of January 31,	
	2026	2025
	(dollars in millions)	
Furniture and fixtures	\$ 18	\$ 15
Leasehold improvements	90	84
Property and equipment, gross	108	99
Less accumulated depreciation	(70)	(56)
Property and equipment, net	<u>\$ 38</u>	<u>\$ 43</u>

Depreciation expense was \$13 million in fiscal 2026 and 2025 and \$12 million in fiscal 2024.

7. Deferred Revenue and Performance Obligations*Deferred Revenue*

Deferred revenue, which is a contract liability, consists primarily of payments received and accounts receivable recorded in advance of revenue recognition under the Company's contracts with customers and is recognized as the revenue recognition criteria are met.

Subscription revenue recognized during fiscal 2026 and 2025 that was included in the deferred revenue balances at the beginning of the respective periods was \$1,674 million and \$1,456 million, respectively.

Transaction Price Allocated to the Remaining Performance Obligations

Transaction price allocated to the remaining performance obligations represents all future, non-cancelable contracted revenue that has not yet been recognized, inclusive of deferred revenue that has been invoiced and non-cancelable amounts that will be invoiced and recognized as revenue in future periods.

Total remaining non-cancelable performance obligations under subscription contracts with customers was approximately \$4,827 million as of January 31, 2026. Of this amount, the Company expects to recognize revenue of approximately \$2,513 million, or 52%, over the next 12 months, with the balance to be recognized as revenue thereafter.

8. Convertible Senior Notes, Net***Convertible Senior Notes***

The 2025 Notes and 2026 Notes are recorded at face value less unamortized debt issuance costs.

During fiscal 2025, the Company repurchased \$42 million principal amount of the 2025 Notes for \$40 million in cash, and \$258 million principal amount of the 2026 Notes for \$240 million in cash, resulting in a gain on early extinguishment of debt of \$19 million.

During fiscal 2024, the Company repurchased \$508 million principal amount of the 2025 Notes for \$462 million in cash, and \$542 million principal amount of the 2026 Notes for \$475 million in cash, resulting in a gain on early extinguishment of debt of \$106 million.

2025 Convertible Senior Notes

The 2025 Notes matured on September 1, 2025, and the Company settled the full then remaining \$510 million principal amount outstanding in cash.

2025 Capped Calls

In connection with the pricing of the 2025 Notes, the Company entered into capped call transactions with respect to its Class A common stock. During fiscal 2026, the Company unwound and settled in cash a portion of the

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

2025 Capped Calls corresponding to the previously repurchased notes and all remaining 2025 Capped Calls expired upon the maturity of the 2025 Notes.

2026 Convertible Senior Notes

The 2026 Notes are senior, unsecured obligations of the Company, and bear interest at a fixed rate of 0.375% per year. Interest is payable in cash semi-annually in arrears on June 15 and December 15 of each year, beginning on December 15, 2020. The 2026 Notes mature on June 15, 2026, unless earlier redeemed, repurchased or converted. As of January 31, 2026, the outstanding principal balance of the 2026 Notes of \$350 million is classified as a current liability due to their upcoming maturity on June 15, 2026.

The terms of the 2026 Notes are governed by an Indenture by and between the Company and Wilmington Trust, National Association, as Trustee (the "2026 Indenture"). Upon conversion, the 2026 Notes may be settled in cash, shares of Class A common stock or a combination of cash and shares of Class A common stock, at the Company's election.

The 2026 Notes are convertible at an initial conversion rate of 4.1912 shares of Class A common stock per \$1,000 principal amount of the 2026 Notes, which is equal to an initial conversion price of approximately \$238.60 per share of Class A common stock, subject to adjustment under certain circumstances in accordance with the terms of the 2026 Indenture. Prior to the close of business on the business day immediately preceding March 15, 2026, holders of the 2026 Notes may convert all or a portion of their 2026 Notes only in multiples of \$1,000 principal amount, under the following circumstances:

- during any fiscal quarter commencing after the fiscal quarter ending on October 31, 2020 (and only during such fiscal quarter), if the last reported sale price of the Company's Class A common stock for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding fiscal quarter is greater than or equal to 130% of the conversion price of the 2026 Notes on each applicable trading day;
- during the five business day period after any five consecutive trading day period in which the trading price per \$1,000 principal amount of the 2026 Notes for each trading day of that five consecutive trading day period was less than 98% of the product of the last reported sale price of the Company's Class A common stock and the conversion rate on such trading day;
- if the Company calls the notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or
- upon the occurrence of specified corporate events, as described in the 2026 Indenture.

On or after March 15, 2026 until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or any portion of their 2026 Notes regardless of the foregoing circumstances. During the three months ended January 31, 2026, the conditions allowing holders of the 2026 Notes to convert prior to March 15, 2026 were not met. As of January 31, 2026, the 2026 Notes are classified as current liabilities due to their upcoming maturity on June 15, 2026.

The Company may redeem for cash all or any portion of the 2026 Notes, at its option, on or after June 20, 2023, if the last reported sale price of the Company's Class A common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive), including the trading day immediately preceding the date on which the Company provides notice of redemption, during any 30 consecutive trading day period ending on and including the trading day preceding the date on which the Company provides notice of redemption price equal to 100% of the principal amount of the notes to be redeemed, plus any accrued and unpaid interest to, but excluding, the redemption date.

Holders of the 2026 Notes who convert their 2026 Notes in connection with certain corporate events that constitute a make-whole fundamental change (as defined in the 2026 Indenture) or in connection with the Company's issuance of a redemption notice are, under certain circumstances, entitled to an increase in the conversion rate. Additionally, in the event of a corporate event that constitutes a fundamental change (as defined in the 2026 Indenture), holders of the 2026 Notes may require the Company to repurchase all or a portion of their 2026 Notes at a price equal to 100% of the principal amount of the 2026 Notes being repurchased, plus any accrued and unpaid interest.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

2026 Capped Calls

In connection with the pricing of the 2026 Notes, the Company entered into capped call transactions with respect to its Class A common stock. The 2026 Capped Calls are purchased call options that give the Company the option to purchase approximately 5 million shares, subject to anti-dilution adjustments substantially identical to those in the 2026 Notes, of its Class A common stock for approximately \$238.60 per share (subject to adjustment), corresponding to the approximate initial conversion price of the 2026 Notes, exercisable upon conversion of the 2026 Notes. The 2026 Capped Calls have initial cap prices of \$360.14 per share (subject to adjustment) and will expire in 2026, if not exercised earlier. The 2026 Capped Calls are intended to offset potential dilution to the Company's Class A common stock and/or offset the potential cash payments that the Company could be required to make in excess of the principal amount upon any conversion of the 2026 Notes under certain circumstances. The 2026 Capped Calls are separate transactions and are not part of the terms of the 2026 Notes. The 2026 Capped Calls meet the criteria for classification as equity and, as such, are not remeasured each reporting period. During fiscal 2026, the Company unwound and settled in cash a portion of the 2026 Capped Calls corresponding to the previously repurchased notes.

Fair Value Measurements

As of January 31, 2026, the estimated fair value of the 2026 Notes, which are not recorded at fair value on the consolidated balance sheets, was \$345 million.

The estimated fair value of the 2026 Notes, which are Level 2 financial instruments, was determined based on the quoted bid prices of the 2026 Notes in an over-the-counter market on the last available trading day of the reporting period.

9. Leases

The Company has entered into various non-cancelable office space operating leases with original lease periods expiring between 2026 and 2031. These leases do not contain material variable rent payments, residual value guarantees, financial covenants or other restrictions. The Company's corporate headquarters lease in San Francisco has a 10-year term, which expires in October 2028. The Company is entitled to two five-year options to extend this lease, subject to certain requirements.

Operating lease costs were as follows:

	Year Ended January 31,		
	2026	2025	2024
	(dollars in millions)		
Operating lease costs ⁽¹⁾	\$ 28	\$ 31	\$ 34

⁽¹⁾ Amounts are presented exclusive of sublease income and include short-term leases, which are immaterial.

The weighted-average remaining term of operating leases was 3.0 years and 3.8 years as of January 31, 2026 and January 31, 2025, respectively, and the weighted-average discount rate used to measure the present value of the operating lease liabilities was 5.6% as of January 31, 2026 and January 31, 2025.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Maturities of operating lease liabilities, which do not include short-term leases, were as follows:

Fiscal Year Ending January 31:	As of January 31, 2026
	(dollars in millions)
2027	\$ 36
2028	39
2029	31
2030	4
2031	2
Thereafter	1
Total lease payments	113
Less imputed interest and other	(12)
Total operating lease liabilities	<u>\$ 101</u>

Cash payments made related to operating lease liabilities were \$37 million and \$41 million in fiscal 2026 and 2025, respectively.

10. Commitments and Contingencies

Letters of Credit

In conjunction with the execution of certain office space operating leases, letters of credit in the aggregate amount of \$5 million and \$6 million were issued and outstanding as of January 31, 2026 and January 31, 2025, respectively. No draws have been made under such letters of credit.

Legal Matters

From time to time in the normal course of business, the Company may be subject to various legal matters such as threatened or pending claims or proceedings.

On May 20, 2022, a purported shareholder filed a putative class action lawsuit in the United States District Court for the Northern District of California against the Company and certain of its executive officers, captioned *In re Okta, Inc. Securities Litigation*, No. 3:22-cv-02990. The lawsuit asserted claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, alleging that the defendants made false or misleading statements or omissions concerning the Company's cybersecurity controls, vulnerability to data breaches, and the Company's integration of Auth0, Inc. ("Auth0"). The lawsuit sought an order certifying the lawsuit as a class action and unspecified damages. The defendants moved to dismiss the amended complaint. On March 31, 2023, the court dismissed in full the claims based on the plaintiff's allegations related to the Company's cybersecurity controls and vulnerability to data breaches, and dismissed in part and denied in part the claims based on allegations related to the Auth0 integration. On May 28, 2024, the parties entered into a stipulation of settlement (the "Stipulation") where, in exchange for the release and dismissal with prejudice of all claims, the Company agreed to pay and/or to cause its insurance carriers to pay a total of \$60 million, which is covered through a combination of the Company's Director & Officer ("D&O") insurance and the balance of the Company's \$10 million retention on the primary D&O policy. The Stipulation does not constitute an admission of fault or wrongdoing by the Company or its executives. On November 19, 2024, the court granted final approval of the Stipulation and dismissed the lawsuit in its entirety, with prejudice.

Additionally, two purported shareholders filed derivative lawsuits on behalf of the Company in the United States District Court for the Northern District of California against certain of its current and former executive officers and directors, captioned *O'Dell v. McKinnon et al.*, No. 3:22-cv-07480 (filed Nov. 28, 2022), and *LR Trust v. McKinnon et al.*, No. 3:22-cv-08627 (filed Dec. 13, 2022) (together, the "California Federal Derivative Actions"). The California Federal Derivative Actions allege, among other things, that the defendants breached their fiduciary duties by making false or misleading statements or omissions concerning the Company's cybersecurity controls, vulnerability to data breaches and the Company's integration of Auth0. The California Federal Derivative Actions seek orders permitting the plaintiffs to maintain the actions derivatively on behalf of the Company, awarding unspecified damages allegedly sustained by the Company, awarding restitution from the individual defendants, and requiring the Company to make certain reforms to its corporate governance and controls. On February 22, 2023, the court entered a stipulated order consolidating the California Federal Derivative Actions, appointing co-lead counsel

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

for plaintiffs, and staying the consolidated California Federal Derivative Actions during the pendency of the motion to dismiss in the securities class action lawsuit. The consolidated California Federal Derivative Actions are captioned *In re Okta, Inc. Stockholder Derivative Litigation*, No. 3:22-cv-07480. On May 9, 2023, the court entered a stipulated order continuing the stay through the close of discovery in the securities class action lawsuit and, on January 27, 2025, the court entered an order continuing the stay.

On April 14, 2023, another shareholder filed a substantially similar derivative lawsuit in the United States District Court for the District of Delaware against certain of the Company's current and former executive officers and directors, captioned *Buono v. McKinnon et al.*, No. 1:23-cv-00413 (the "Buono Action"). On May 31, 2023, the court entered a stipulated order whereby the defendants agreed to accept service and stay the Buono Action through the close of discovery in the securities class action lawsuit.

On January 25, 2024, another shareholder filed a substantially similar derivative lawsuit in the United States District Court for the District of Delaware against certain of the Company's current and former executive officers and directors, captioned *Nasr v. McKinnon, et al.*, No. 1:24-cv-00106 (together with the Buono Action, the "Delaware Federal Derivative Actions"). On March 18, 2024, the court entered a stipulated order whereby the defendants agreed to accept service and stay the derivative action through the close of discovery in the securities class action lawsuit.

On July 1, 2024, another shareholder filed a substantially similar derivative lawsuit in the Court of Chancery for the State of Delaware (the "Delaware Chancery Court") against certain of the Company's current and former executive officers and directors, captioned *Grimaldi v. McKinnon, et al.*, C.A. No. 2024-0685-PAF (the "Grimaldi Action"). On July 19, 2024, the Delaware Chancery Court entered a stipulated order whereby the defendants agreed to accept service and to stay the derivative action through final approval of the settlement in the securities class action lawsuit.

On October 18, 2024, another shareholder filed a substantially similar derivative lawsuit in the Delaware Chancery Court against certain of the Company's current and former executive officers and directors, captioned *Duprat v. McKinnon, et al.*, C.A. No. 2024-1072-PAF (the "Duprat Action"). On November 8, 2024, the Delaware Chancery Court entered a stipulated order where the defendants agreed to accept service in the Duprat Action; the Grimaldi Action and the Duprat Action were consolidated (the "Delaware Chancery Actions"); and the Delaware Chancery Actions were stayed pursuant to the terms previously entered in the Grimaldi Action.

On January 10, 2025, the Company and defendants agreed in principle to the non-monetary terms of a global resolution of the California Federal Derivative Actions, the Delaware Federal Derivative Actions, and the Delaware Chancery Actions (collectively, the "Derivative Actions"), and executed a Memorandum of Understanding in connection therewith containing the agreed-upon material, non-monetary terms of the proposed settlement. The parties in the Derivative Actions subsequently agreed that the Company would not oppose a fee award to plaintiffs' counsel of \$2.25 million, which the Company, as part of the final settlement documentation, agreed to cause its D&O insurers to pay. The parties in the Derivative Actions executed a Stipulation of Settlement on June 26, 2025, and the plaintiffs in the consolidated California Federal Derivative Actions filed a motion for preliminary approval of the proposed settlement on July 1, 2025. On August 18, 2025, the court in the consolidated California Federal Derivative Actions granted preliminary approval of the proposed settlement. On October 22, 2025, the court in the consolidated California Federal Derivative Actions granted final approval of the settlement and entered a judgment dismissing the consolidated California Federal Derivative Actions with prejudice. On November 24, 2025, the court in the Delaware Federal Derivative Actions entered orders dismissing those actions with prejudice pursuant to the terms of the settlement. On December 1, 2025, the court in the Delaware Chancery Actions entered an order dismissing that consolidated action pursuant to the terms of the settlement.

Warranties and Indemnification

The Company's subscription services are generally warranted to perform materially in accordance with the Company's online help documentation under normal use and circumstances. Additionally, the Company's arrangements generally include provisions for indemnifying customers against liabilities if its subscription services infringe a third party's intellectual property rights. Furthermore, the Company may also incur liabilities if it breaches the security or confidentiality obligations in its arrangements. To date, the Company has not incurred significant costs and has not accrued any material liabilities in the accompanying consolidated financial statements as a result of these obligations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The Company has entered into service-level agreements with a majority of its customers defining levels of uptime reliability and performance and permitting certain customers to receive credits for paid amounts related to subscription services when the Company fails to meet the defined levels of uptime. In very limited instances, the Company allows customers to early terminate their agreements in the event that the Company fails to meet those levels as they may constitute a breach of contract. If the customer did terminate, they would receive a refund of prepaid unused subscription fees. To date, the Company has not experienced any significant failures to meet defined levels of uptime reliability and performance as a result of those agreements and, as a result, the Company has not incurred significant costs and has not accrued any material liabilities in the accompanying consolidated financial statements as a result of these warranties.

Agreements with customers and other third parties may include indemnification or other provisions under which the Company agrees to indemnify or otherwise be liable to them for losses suffered or incurred as a result of claims of intellectual property infringement, damages caused by us to property or persons, or other liabilities relating to or arising from the use of the Company's platforms or other acts or omissions. The Company cannot reasonably estimate potential payment obligations as a result of indemnification claims because it cannot predict when and under what circumstances they may be incurred. As a result, no material liabilities have been recognized in the accompanying consolidated financial statements related to these indemnification obligations.

11. Common Stock and Stockholders' Equity***Common Stock***

Holders of Class A and Class B common stock are entitled to one vote per share and ten votes per share, respectively, and the shares of Class A common stock and Class B common stock are identical, except for voting and conversion rights. Shares of Class B common stock may be converted into Class A common stock at any time at the option of the stockholder on a one-for-one basis, and are automatically converted into Class A common stock upon sale or transfer, subject to certain limited exceptions. Shares of Class A common stock are not convertible.

As of January 31, 2026, shares of common stock reserved for future issuance were as follows:

	As of January 31, 2026
	(shares in thousands)
Options and unvested RSUs outstanding	7,828
Available for future stock option and RSU grants	43,612
Available for ESPP	9,892
Total	<u>61,332</u>

Share Repurchase Program

In January 2026, the Company's board authorized a stock repurchase program of up to \$1 billion of the Company's outstanding shares of Class A common stock. The Company may repurchase shares of its Class A common stock from time to time through open market purchases, in privately negotiated transactions, or by other means. Open market repurchases may be structured to occur in accordance with the requirements of Rule 10b-18. The Company may also, from time to time, enter into Rule 10b5-1 trading plans to facilitate repurchases of shares. The timing and the amount of stock repurchases under the Share Repurchase Program will be determined by the Company's management, based on its evaluation of factors including business and market conditions, corporate and regulatory requirements, and other considerations. The Share Repurchase Program does not obligate the Company to repurchase any specific number of shares and may be modified, suspended, or terminated at any time.

During the year ended January 31, 2026, the Company repurchased and immediately retired 875,150 shares of its Class A common stock for an aggregate amount, including commissions, of \$79 million under the Share Repurchase Program. As of January 31, 2026, approximately \$921 million of the originally authorized amount under the Share Repurchase Program remained available for future repurchases.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

12. Employee Incentive Plans

Equity Incentive Plans

The Company has two equity incentive plans: the 2009 Stock Plan (“2009 Plan”) and the 2017 Equity Incentive Plan (“2017 Plan”). All shares that remain available for future grants are under the 2017 Plan. As of January 31, 2026, options to purchase 739,356 shares of Class A common stock and 330,688 shares of Class B common stock remained outstanding.

The Company’s equity incentive plans provide for granting stock options, RSUs, restricted stock awards to employees, consultants, officers and directors and RSUs with market-based vesting conditions to certain executives. In addition, the Company offers an ESPP to eligible employees.

Stock-based compensation expense by award type was as follows:

	Year Ended January 31,		
	2026	2025	2024
	(dollars in millions)		
Stock options	\$ 1	\$ 14	\$ 45
RSUs	476	475	490
Market-based RSUs	44	25	12
ESPP	16	17	26
Restricted stock awards	7	34	111
Total	<u>\$ 544</u>	<u>\$ 565</u>	<u>\$ 684</u>

Stock-based compensation expense was recorded in the following cost and expense categories in the consolidated statements of operations:

	Year Ended January 31,		
	2026	2025	2024
	(dollars in millions)		
Cost of revenue:			
Subscription	\$ 74	\$ 82	\$ 75
Professional services and other	10	12	15
Research and development	196	216	277
Sales and marketing	132	131	156
General and administrative	132	124	161
Total	<u>\$ 544</u>	<u>\$ 565</u>	<u>\$ 684</u>

Stock Options

Options issued under the Plan generally are exercisable for periods not to exceed ten years and generally vest over four years with 25% vesting after one year and with the remainder vesting monthly thereafter in equal installments. Shares offered under the Plan may be: (i) authorized but unissued shares or (ii) treasury shares.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

A summary of stock option activity and related information was as follows:

	Number of Options (in thousands)	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in millions)
Outstanding as of January 31, 2025	2,199	\$ 57.98	2.8	\$ 137
Exercised	(1,128)	10.11		
Expired	(1)	30.56		
Outstanding as of January 31, 2026	<u>1,070</u>	\$ 108.43	3.1	\$ 36
As of January 31, 2026				
Vested and expected to vest	1,070	\$ 108.43	3.1	\$ 36
Vested and exercisable	1,070	\$ 108.43	3.1	\$ 36

No options were granted during fiscal 2026, 2025 and 2024. The total grant-date fair value of stock options vested was \$1 million, \$16 million and \$48 million during fiscal 2026, 2025 and 2024, respectively. The intrinsic value of the options exercised, which represents the difference between the fair market value of the Company's common stock on the date of exercise and the exercise price of each option, was \$109 million, \$213 million and \$57 million during fiscal 2026, 2025 and 2024, respectively. Windfall tax benefits realized upon exercise of stock options were \$24 million and \$47 million during fiscal 2026 and 2025, respectively, while no windfall tax benefits were realized in fiscal year 2024.

Restricted Stock Units

A summary of RSU activity and related information was as follows:

	Number of RSUs (in thousands)	Weighted- Average Grant Date Fair Value Per Share
Outstanding as of January 31, 2025	7,479	\$ 97.15
Granted	4,855	101.12
Vested	(4,761)	103.57
Forfeited	(1,324)	95.67
Outstanding as of January 31, 2026	<u>6,249</u>	\$ 95.66

The Company granted 4,855,252 RSUs with an aggregate fair value of \$491 million during fiscal 2026. As of January 31, 2026, there was a total of \$528 million of unrecognized stock-based compensation expense related to unvested RSUs, which is being recognized over a weighted-average period of 1.8 years, based on vesting under the award service conditions. The total fair value of RSUs vested during fiscal 2026, 2025 and 2024 was \$460 million, \$375 million and \$335 million, respectively.

Market-based Restricted Stock Units

A summary of market-based RSU activity and related information was as follows:

	Number of market-based RSUs (in thousands)	Weighted- Average Grant Date Fair Value Per Share
Outstanding as of January 31, 2025	320	\$ 190.08
Granted	327	199.63
Vested	(138)	120.98
Outstanding as of January 31, 2026	<u>509</u>	\$ 214.94

Market-based RSUs granted in fiscal 2026 vest over each of a one-, two- and three-year performance period, each starting on February 1, 2025. The average grant date fair value per target market-based RSU was estimated

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

based on a Monte Carlo simulation as of the date of grant assuming expected volatility of 58.4%, a risk-free rate of 3.87%, and a dividend yield of 0%.

For each granted market-based RSU award, the number of shares that can be earned ranges from 0% to 200% of the target number of shares based on the relative performance of the per share price of the Company's common stock as compared to the Nasdaq Composite Index over the respective performance periods and subject to continuous employment through the vesting dates.

As of January 31, 2026 there was a total of \$46 million of unrecognized stock-based compensation expense related to unvested market-based RSUs, which is being recognized over a weighted-average period of 0.9 years. The total fair value of market-based RSUs vested during fiscal 2026, 2025 and 2024 was \$16 million, \$7 million and \$0 million, respectively.

Restricted Stock Awards

As of January 31, 2026, there was \$20 million of unrecognized stock-based compensation expense related to unvested restricted stock awards, which is being recognized over a weighted-average period of 1.8 years based on vesting under the award service conditions.

Employee Stock Purchase Plan (ESPP)

The ESPP provides for 12-month offering periods beginning June 21 and December 21 of each year, and each offering period consists of up to two six-month purchase periods. The ESPP contains a reset provision under which the offering period resets if the fair market value of the Company's common stock on the purchase date is less than the fair market value on the offering date.

The Company estimated the fair value of ESPP purchase rights using a Black-Scholes option pricing model with the following assumptions:

	Year Ended January 31,		
	2026	2025	2024
Expected volatility	31% - 58%	42% - 44%	46% - 74%
Expected term (in years)	0.5 - 1.0	0.5 - 1.0	0.5 - 1.0
Risk-free interest rate	3.53% - 4.28%	4.26% - 5.36%	4.84% - 5.41%
Expected dividend yield	—	—	—

During fiscal 2026, the Company's employees purchased 578,230 shares of its Class A common stock under the ESPP. The shares were purchased at a weighted-average purchase price of \$71.34 per share, with proceeds of \$41 million. During fiscal 2025, the Company's employees purchased 586,149 shares of its Class A common stock under the ESPP. The shares were purchased at a weighted-average purchase price of \$71.68 per share, with proceeds of \$42 million.

As of January 31, 2026 there was \$14 million of unrecognized stock-based compensation expense related to the ESPP which is being recognized over a weighted-average vesting period of 0.9 years.

Employee Defined Contribution Plan

The Company has a qualified defined contribution plan under Section 401(k) of the Internal Revenue Code covering eligible employees. A portion of employee contributions are matched up to a fixed maximum dollar amount per year per employee. During fiscal 2026, 2025 and 2024, matching contributions related to the plan were \$17 million, \$18 million and \$19 million, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

13. Income Taxes

The Company is subject to taxation in the U.S. and various other state and foreign jurisdictions. The domestic and foreign components of pre-tax income (loss) for fiscal 2026, 2025 and 2024 were as follows:

	Year Ended January 31,		
	2026	2025	2024
	(dollars in millions)		
Domestic	\$ 211	\$ 28	\$ (360)
Foreign	44	18	23
Income (loss) before provision for income taxes	<u>\$ 255</u>	<u>\$ 46</u>	<u>\$ (337)</u>

The components of the provision for income taxes for fiscal 2026, 2025 and 2024 were as follows:

	Year Ended January 31,		
	2026	2025	2024
	(dollars in millions)		
Current:			
Federal	\$ (1)	\$ 5	\$ 2
State	2	2	3
Foreign	7	9	6
Total current provision for income taxes	<u>8</u>	<u>16</u>	<u>11</u>
Deferred:			
Foreign	12	2	7
Total deferred provision for income taxes	<u>12</u>	<u>2</u>	<u>7</u>
Total provision for income taxes	<u>\$ 20</u>	<u>\$ 18</u>	<u>\$ 18</u>

For fiscal 2026, income tax expense resulted primarily from income tax expense related to profitable foreign tax jurisdictions offset by the favorable tax impact of certain U.S. tax legislation.

For fiscal 2025, income tax expense resulted primarily from profitable foreign jurisdictions, federal and state taxes resulting from limitations on tax attribute utilization, offset by the impact of tax windfalls from stock-based compensation in the United States.

For fiscal 2024, the income tax expense resulted primarily from income tax expense related to profitable foreign jurisdictions, federal and state taxes resulting from limitations on tax attribute utilization, and the tax impact of shortfalls from stock-based compensation in the United Kingdom.

On July 4, 2025, the "One Big Beautiful Bill Act" (the "Act") was enacted. The Act, among other provisions, maintains the U.S. federal 21% corporate tax rate, makes permanent the immediate expensing of domestic research and development expenditures, allows for 100% bonus depreciation for qualified assets, and modifies the U.S. taxation of profits derived from foreign operations. The provisions of the Act have staggered effective dates beginning in 2025 and continuing through 2027. The Company's provision for income tax reflects the impact of the enactment of the Act.

The Company does not provide for income taxes on undistributed earnings of subsidiaries that are intended to be indefinitely reinvested. Where the Company does not intend to indefinitely reinvest subsidiary earnings, income and withholding taxes, as applicable, are provided on such undistributed earnings and are insignificant.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

A reconciliation of the statutory federal income tax rate to the Company's effective tax rate for fiscal 2026 is as follows:

	Year Ended January 31, 2026	
	(dollars in millions)	%
U.S. Federal Statutory Tax Rate	\$ 54	21.0 %
State and Local Income Taxes, Net of Federal (National) Income Tax Effect ⁽¹⁾	1	0.3
Foreign Tax Effects		
Australia		
Share based payment awards	3	1.1
United Kingdom	3	1.3
Other Foreign Jurisdictions	4	1.4
Effect of Cross-Border Tax Laws		
Foreign Derived Intangible Income Deduction	(3)	(1.3)
Tax Credits		
Research and development tax credits	(24)	(9.4)
Changes in Valuation Allowances	(51)	(20.0)
Nontaxable or Nondeductible Items		
Share base payment awards	4	1.8
Nondeductible Officer Compensation	17	6.6
Other	4	1.5
Changes in Unrecognized Tax Benefits	8	3.3
Other Adjustments	—	0.3
Effective Tax Rate	\$ 20	7.9 %

⁽¹⁾ State taxes in NY and NYC made up the majority (greater than 50%) of the tax effect in this category.

The following is a reconciliation of the statutory federal income tax rate to the Company's effective tax rate for fiscal 2025 and 2024:

	Year Ended January 31,	
	2025	2024
Tax at federal statutory rate	21.0 %	21.0 %
State income taxes, net of federal benefit	3.7	3.8
Change in valuation allowance	27.4	(5.6)
Stock-based compensation	14.5	(28.4)
Effect of foreign operations	8.1	(0.7)
Research and development credits	(51.7)	5.3
Non-deductible expenses	19.2	(1.5)
Provision to return true-up	(7.1)	0.2
Unrecognized tax benefits	7.9	—
Other, net	(4.0)	0.6
Effective tax rate	39.0 %	(5.3)%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The tax effects of temporary differences and related deferred tax assets and liabilities as of January 31, 2026 and 2025 were as follows:

	As of January 31,	
	2026	2025
	(dollars in millions)	
Deferred tax assets:		
Net operating loss carryforwards	\$ 720	\$ 702
Capitalized research expenditures	241	335
Stock-based compensation	27	41
Operating lease liabilities	28	31
Other reserves and accruals	27	24
Research and development and other credits	176	146
Total deferred tax assets	1,219	1,279
Valuation allowance	(1,089)	(1,144)
Total deferred tax assets, net	130	135
Deferred tax liabilities:		
Deferred commissions	(124)	(99)
Other deferred tax liabilities	(16)	(15)
Operating lease right-of-use assets	(18)	(20)
Depreciation and amortization	—	(14)
Total deferred tax liabilities	(158)	(148)
Net deferred tax liabilities	\$ (28)	\$ (13)

The Company has determined that it is not more likely than not that it will realize the benefits of its net deferred tax assets in the United States due to negative evidence such as a continued cumulative loss. Therefore, the Company has recorded a valuation allowance to reduce the carrying value of the U.S. deferred tax assets, net of U.S. deferred tax liabilities. The U.S. valuation allowance decreased by \$55 million and increased by \$57 million during fiscal 2026 and 2025, respectively.

As of January 31, 2026, the Company had approximately \$2,781 million of federal and \$2,031 million of state net operating loss carryforwards available to offset future taxable income. If not utilized, the federal and state net operating loss carryforwards will begin to expire in 2035 and 2026, respectively. As of January 31, 2026, the Company had approximately \$30 million of UK net operating losses and \$10 million of Israel net operating losses which do not expire.

As of January 31, 2026, the Company had federal research and development tax credit carryforwards of \$158 million and California research and development tax credit carryforwards of \$100 million. The federal research and development credits will start to expire in 2038 while the California research and development credits do not expire.

The Company's ability to utilize the net operating loss and tax credit carryforwards in the future may be subject to substantial restrictions in the event of future ownership changes as defined in Section 382 of the Internal Revenue Code and similar state tax laws.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

A reconciliation of beginning and ending amount of unrecognized tax benefit was as follows:

	Year Ended January 31,		
	2026	2025	2024
	(dollars in millions)		
Gross amount of unrecognized tax benefits as of the beginning of the year	\$ 65	\$ 49	\$ 43
Additions based on tax positions related to a prior year	4	4	—
Additions based on tax positions related to current year	9	12	7
Reductions based on tax positions taken in a prior year	—	—	(1)
Gross amount of unrecognized tax benefits as of the end of the year	<u>\$ 78</u>	<u>\$ 65</u>	<u>\$ 49</u>

For all periods presented, the Company has an immaterial amount of unrecognized tax benefits that, if recognized, would impact the effective tax rate. The Company's policy is to include interest and penalties related to unrecognized tax benefits within the provision for income taxes. For all years presented, the Company has not accrued a material amount in interest and penalties related to unrecognized tax benefits.

As the Company has net operating loss carryforwards for the U.S. federal and state jurisdictions, the statute of limitations is open for all years. For material foreign jurisdictions, the tax years open to examination include the tax years 2018 and forward.

Cash paid for income taxes, net of refunds received, by jurisdiction for fiscal 2026 was as follows:

	Year Ended January 31, 2026	
	(dollars in millions)	
Federal Taxes	\$	(3)
State Taxes		
New York State		2
Other State Jurisdictions		1
Foreign Taxes		
India		5
Israel		2
Japan		1
Other Foreign Jurisdictions		2
Total income taxes paid (net of refunds)	<u>\$</u>	<u>10</u>

Cash paid for income taxes, net of refunds received during fiscal 2025 and 2024 was \$17 million and \$13 million, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

14. Net Income (Loss) Per Share

The following table presents the calculation of basic and diluted net income (loss) per share. Net income (loss) is reported in millions and rounded from amounts in thousands; as a result, net income (loss) per share may not recalculate exactly due to rounding.

	Year Ended January 31,					
	2026		2025		2024	
	Class A	Class B	Class A	Class B	Class A	Class B
	(dollars in millions, shares in thousands, except per share data)					
Basic net income (loss) per share:						
Numerator:						
Net income (loss), basic	\$ 224	\$ 11	\$ 27	\$ 1	\$ (339)	\$ (16)
Denominator:						
Weighted-average shares outstanding, basic	168,079	7,803	162,082	7,487	156,335	7,299
Net income (loss) per share, basic	<u>\$ 1.33</u>	<u>\$ 1.33</u>	<u>\$ 0.16</u>	<u>\$ 0.16</u>	<u>\$ (2.17)</u>	<u>\$ (2.17)</u>
Diluted net income (loss) per share:						
Numerator:						
Net income (loss)	\$ 224	\$ 11	\$ 27	\$ 1	\$ (339)	\$ (16)
Interest and other ⁽¹⁾	—	—	(17)	(1)	—	—
Reallocation of net income as a result of assumed conversion of Class B to Class A common shares	11	—	—	—	—	—
Net income (loss), diluted	<u>\$ 235</u>	<u>\$ 11</u>	<u>\$ 10</u>	<u>\$ —</u>	<u>\$ (339)</u>	<u>\$ (16)</u>
Denominator:						
Number of shares used in basic calculation	168,079	7,803	162,082	7,487	156,335	7,299
Weighted-average effect of diluted securities related to:						
Employee share-based awards	2,036	476	1,832	2,942	—	—
Convertible senior notes	896	—	743	—	—	—
Assumed conversion of Class B to Class A common shares	8,279	—	10,429	—	—	—
Number of shares used in diluted calculation	<u>179,290</u>	<u>8,279</u>	<u>175,086</u>	<u>10,429</u>	<u>156,335</u>	<u>7,299</u>
Net income (loss) per share, diluted	<u>\$ 1.31</u>	<u>\$ 1.31</u>	<u>\$ 0.06</u>	<u>\$ 0.06</u>	<u>\$ (2.17)</u>	<u>\$ (2.17)</u>

⁽¹⁾ Under the if-converted method, net income (loss) is adjusted to reflect the assumption that the convertible senior notes were converted at the beginning of the period.

Potentially dilutive securities excluded because they would be anti-dilutive were as follows:

	Year Ended January 31,		
	2026	2025	2024
	(shares in thousands)		
Employee share-based awards	3,274	4,503	15,179
Convertible senior notes	1,468	4,170	5,473
Total	<u>4,742</u>	<u>8,673</u>	<u>20,652</u>

The Company entered into capped call transactions in connection with the issuance of the convertible senior notes. The effect of the capped calls was also excluded from the calculation of diluted net income (loss) per share as the effect of the capped calls would have been anti-dilutive.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

15. Geographical Information

Revenue by location is determined by the billing address of the customer. The following table sets forth revenue by geographic area:

	Year Ended January 31,		
	2026	2025	2024
	(dollars in millions)		
United States	\$ 2,321	\$ 2,062	\$ 1,783
International	598	548	480
Total	<u>\$ 2,919</u>	<u>\$ 2,610</u>	<u>\$ 2,263</u>

Other than the United States, no individual country exceeded 10% of total revenue for fiscal 2026, 2025 and 2024.

Long-lived assets by geographic location are based on the location of the legal entity that owns the asset. The following table sets forth the Company's long-lived assets, primarily consisting of property and equipment, net and operating lease right-of-use assets, by geographic area:

	As of January 31,	
	2026	2025
	(dollars in millions)	
United States	\$ 73	\$ 94
Rest of World	30	23
Total	<u>\$ 103</u>	<u>\$ 117</u>

16. Business Combinations

On September 4, 2025, the Company acquired all of the outstanding equity of Axiom Security Ltd ("Axiom"), a privately held company specializing in privileged access management solutions. The acquisition of Axiom is expected to broaden the Company's privileged access management capabilities. The acquisition date fair value of purchase consideration of \$54 million was paid in cash. The Axiom acquisition was accounted for as a business combination.

The Company recorded \$16 million for developed technology intangible assets with an estimated useful life of 3 years and preliminarily recorded \$40 million of goodwill which is primarily attributed to the assembled workforce as well as the integration of Axiom's technology and the Company's technology. None of the goodwill is expected to be deductible for U.S. federal income tax purposes. The Company may continue to adjust the preliminary purchase price allocation after obtaining more information primarily relating to income based taxes and residual goodwill through the measurement period, no more than one year from the date of acquisition.

This acquisition did not have a material impact on the Company's consolidated financial statements; therefore, historical and pro forma disclosures have not been presented.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this Annual Report on Form 10-K.

Based on this evaluation, our management concluded that, as of January 31, 2026, our disclosure controls and procedures are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) of the Exchange Act. Our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("2013 framework"). Our internal control over financial reporting includes policies and procedures that provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of January 31, 2026. Our independent registered public accounting firm, Ernst & Young LLP, has issued an audit report with respect to our internal control over financial reporting, which appears in Part II, Item 8 of this Annual Report on Form 10-K, and is incorporated herein by reference.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the quarter ended January 31, 2026 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

In designing and evaluating the disclosure controls and procedures and internal control over financial reporting, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures and internal control over financial reporting must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Item 9B. Other Information

Rule 10b5-1 Trading Arrangements

During the quarter ended January 31, 2026, the following directors and officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted Rule 10b5-1 trading arrangements that are intended to satisfy the affirmative defense of Rule 10b5-1 of the Exchange Act (each, a “10b5-1 Plan”).

Name and Title	Adoption Date	Expiration Date	Aggregate Shares to be Sold (#)	Aggregate Purchase Price
Shellye Archambeau <i>Director</i>	December 12, 2025	Earlier of when all shares are sold and September 13, 2026	Up to 2,500	N/A
Jon Addison <i>Chief Revenue Officer</i>	December 24, 2025	Earlier of when all shares are sold and June 26, 2026	Indeterminable ⁽¹⁾	N/A
Michael Stankey <i>Director</i>	January 7, 2026	Earlier of when all shares are sold and December 13, 2026	Up to 190,000	N/A
Brett Tighe <i>Chief Financial Officer</i>	January 13, 2026	Earlier of when all shares are sold and July 13, 2026	Up to 65,000	N/A
David Schellhase <i>Director</i>	January 15, 2026	Earlier of when all shares are purchased and July 15, 2026	N/A	Up to \$250,000 of shares

⁽¹⁾ Mr. Addison's 10b5-1 Plan provides for the sale of up to 13,205 shares of our Class A common stock, plus an indeterminable number of shares to be acquired upon the future vesting of RSUs.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not Applicable.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated by reference to our Proxy Statement relating to our 2026 Annual Meeting of Stockholders. The Proxy Statement will be filed with the SEC within 120 days of the fiscal year ended January 31, 2026.

Code of Conduct

Our board of directors has adopted a code of conduct that applies to all of our employees, officers and directors. The full text of our code of conduct is available on our investor relations website at investor.okta.com under "Responsibility and Governance." We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding amendments to, or waiver from, a provision of our code of conduct by posting such information on the website address and location specified above.

Item 11. Executive Compensation

The information required by this item is incorporated by reference to our Proxy Statement relating to our 2026 Annual Meeting of Stockholders. The Proxy Statement will be filed with the SEC within 120 days of the fiscal year ended January 31, 2026.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is incorporated by reference to our Proxy Statement relating to our 2026 Annual Meeting of Stockholders. The Proxy Statement will be filed with the SEC within 120 days of the fiscal year ended January 31, 2026.

Item 13. Certain Relationships and Related Party Transactions, and Director Independence

The information required by this item is incorporated by reference to our Proxy Statement relating to our 2026 Annual Meeting of Stockholders. The Proxy Statement will be filed with the SEC within 120 days of the fiscal year ended January 31, 2026.

Item 14. Principal Accountant Fees and Services

The information required by this item is incorporated by reference to our Proxy Statement relating to our 2026 Annual Meeting of Stockholders. The Proxy Statement will be filed with the SEC within 120 days of the fiscal year ended January 31, 2026.

Part IV

Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this report:

1. Financial Statements

See Index to Financial Statements under Part II, Item 8 of this Annual Report on Form 10-K.

2. Financial Statement Schedules

Schedules not listed above have been omitted because they are not required, not applicable, or the required information is otherwise included.

3. Exhibits

See the Exhibit Index immediately following the signature page of this Annual Report on Form 10-K.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

OKTA, INC.

March 5, 2026

/s/ Brett Tighe

Brett Tighe
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Todd McKinnon and Brett Tighe, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any amendments to this Annual Report on Form 10-K and to file the same, with Exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or substitute or substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

Signature	Title	Date
<u>/s/ Todd McKinnon</u> Todd McKinnon	Chief Executive Officer and Director (Principal Executive Officer)	March 5, 2026
<u>/s/ Brett Tighe</u> Brett Tighe	Chief Financial Officer (Principal Financial Officer)	March 5, 2026
<u>/s/ Shibu Ninan</u> Shibu Ninan	Chief Accounting Officer (Principal Accounting Officer)	March 5, 2026
<u>/s/ Shellye Archambeau</u> Shellye Archambeau	Director	March 5, 2026
<u>/s/ Anthony Bates</u> Anthony Bates	Director	March 5, 2026
<u>/s/ Rob Bernshteyn</u> Rob Bernshteyn	Director	March 5, 2026
<u>/s/ Emilie Choi</u> Emilie Choi	Director	March 5, 2026
<u>/s/ Robert L. Dixon, Jr.</u> Robert L. Dixon, Jr.	Director	March 5, 2026
<u>/s/ Jeff Epstein</u> Jeff Epstein	Director	March 5, 2026
<u>/s/ J. Frederic Kerrest</u> J. Frederic Kerrest	Director	March 5, 2026
<u>/s/ Paul Sagan</u> Paul Sagan	Director	March 5, 2026
<u>/s/ David Schellhase</u> David Schellhase	Director	March 5, 2026
<u>/s/ Michael Stankey</u> Michael Stankey	Director	March 5, 2026

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference from Form
3.1	<u>Amended and Restated Certificate of Incorporation.</u>	Exhibit 3.2 to Form S-1 filed on March 13, 2017
3.2	<u>Amended and Restated Bylaws, as adopted on June 20, 2024.</u>	Exhibit 3.1 to Form 8-K filed on June 24, 2024
4.1	<u>Form of Class A Common Stock Certificate.</u>	Exhibit 4.1 to Form S-1 filed on March 13, 2017
4.2	<u>Indenture, dated as of June 12, 2020, between Okta, Inc. and Wilmington Trust, National Association, as trustee.</u>	Exhibit 4.1 to Form 8-K filed on June 15, 2020
4.3	<u>Form of 0.375% Convertible Senior Notes due 2026.</u>	Exhibit 4.1 to Form 8-K filed on June 15, 2020
4.4	<u>Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934, as amended.</u>	Exhibit 4.6 to Form 10-K filed on March 6, 2020
10.1#	<u>Form of Indemnification Agreement between the Registrant and each of its directors and executive officers.</u>	Exhibit 10.1 to Form S-1 filed on March 13, 2017
10.2#	<u>Amended and Restated 2009 Stock Plan, as amended, and forms of agreements thereunder.</u>	Exhibit 10.2 to Form S-1 filed on March 13, 2017
10.3#	<u>2017 Equity Incentive Plan, and forms of agreements thereunder.</u>	Exhibit 10.3 to Form S-1A filed on March 27, 2017
10.4#	<u>2017 Employee Stock Purchase Plan.</u>	Exhibit 10.4 to Form S-1A filed on March 27, 2017
10.5#	<u>Amended and Restated Senior Executive Incentive Bonus Plan.</u>	Exhibit 99.2 to Form 8-K filed on March 7, 2019
10.6#	<u>Executive Severance Plan.</u>	Exhibit 10.8 to Form S-1 filed on March 13, 2017
10.7#	<u>Amended and Restated Outside Director Compensation Policy, effective as of April 24, 2024.</u>	Exhibit 10.1 to Form 10-Q filed on August 29, 2024
10.8#	<u>Form of Offer Letter between the Registrant and each of its executive officers.</u>	Exhibit 10.10 to Form S-1 filed on March 13, 2017
10.9#	<u>Auth0, Inc. 2014 Equity Incentive Plan.</u>	Exhibit 99.1 to Form S-8 filed on May 10, 2021
10.10#	<u>Auth0, Inc. Phantom Unit Plan.</u>	Exhibit 99.2 to Form S-8 filed on May 10, 2021
10.11	<u>Office Lease Agreement dated December 2, 2017 between the Registrant and KR 100 First Street Owner, LLC.</u>	Exhibit 10.1 to Form 8-K filed on December 6, 2017
10.11.1	<u>Amendment dated August 29, 2019 to Office Lease Agreement dated December 2, 2017 between the Registrant and KR 100 First Street Owner, LLC.</u>	Exhibit 10.2 to Form 10-Q filed on December 6, 2019

Exhibit Number	Exhibit Description	Incorporated by Reference from Form
10.11.2	Second Amendment dated October 14, 2020 to Office Lease Agreement dated December 2, 2017 between the Registrant and KR 100 First Street Owner, LLC.	Exhibit 10.9.2 to Form 10-K filed on March 4, 2021
10.11.3	Third Amendment dated August 17, 2021 to Office Lease Agreement dated December 2, 2017 between the Registrant and KR 100 First Street Owner, LLC.	Exhibit 10.1 to Form 10-Q filed on December 2, 2021
10.12	Form of Capped Call Transaction Confirmation.	Exhibit 10.1 to Form 8-K filed on September 10, 2019
10.13	Form of Capped Call Transaction Confirmation.	Exhibit 10.1 to Form 8-K filed on June 15, 2020
10.14#	Okta Fiscal Year 2026 Sales Incentive Compensation Plan Terms and Conditions.	Exhibit 10.1 to Form 10-Q filed on May 27, 2025
19.1	Insider Trading Policy.	Filed herewith
21.1	Subsidiaries of the Registrant.	Filed herewith
23.1	Consent of Independent Registered Public Accounting Firm.	Filed herewith
31.1	Certification of the Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith
31.2	Certification of the Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith
32.1*	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith
97.1#	Policy Relating to Recovery of Erroneously Awarded Compensation.	Exhibit 97.1 to Form 10-K filed on March 1, 2024
101.INS	XBRL Instance Document	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101.*)	Filed herewith

* The certifications furnished in Exhibit 32.1 hereto are deemed to accompany this Annual Report on Form 10-K and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent that the registrant specifically incorporates it by reference.

Indicates management contract or compensatory plan, contract or agreement.

Okta, Inc. Corporate Information

Board of Directors

Todd McKinnon

CHAIRPERSON

Chief Executive Officer, Okta, Inc.

J. Frederic Kerrest

VICE CHAIRPERSON

Former Chief Operating Officer, Okta, Inc.

David Schellhase

LEAD INDEPENDENT DIRECTOR

Entrepreneur-in-Residence, Ballistic Ventures

Shellye Archambeau*

Former Chief Executive Officer,
MetricStream, Inc.

Anthony Bates

Chairman and Chief Executive Officer,
Genesys Cloud Services. Inc.

Rob Bernshteyn

General Partner
ICONIQ Capital

Emilie Choi

President and Chief Operating Officer,
Coinbase Global, Inc.

Robert Dixon, Jr.*

Former Global Chief Information Officer and
Senior Vice President, PepsiCo, Inc.

Jeff Epstein^

Operating Partner,
Bessemer Venture Partners

Paul Sagan

Catalyst Advisor,
General Catalyst

* Ms. Archambeau and Mr. Dixon were not
nominated for re-election at the 2026 Annual
Meeting.

^ Mr. Epstein will depart our board effective as of
the 2026 Annual Meeting.

Executive Officers

Todd McKinnon

CHAIRPERSON

Chief Executive Officer

Brett Tighe

Chief Financial Officer

Jon Addison

Chief Revenue Officer

Eric Kelleher

President and Chief Operating Officer

Shibu Ninan

Chief Accounting Officer

Larissa Schwartz

Chief Legal Officer and Corporate Secretary

Corporate Headquarters

Okta, Inc.

100 First Street, Suite 600
San Francisco, California 94105

Stock Transfer Agent

Computershare

C/O: Shareholder Services

BY REGULAR MAIL:

P.O. Box 43006
Providence, Rhode Island 02940

BY OVERNIGHT DELIVERY:

150 Royall Street, Suite 101
Canton, Massachusetts 02021

Toll Free: (800) 736-3001
International: +1 (781) 575-3100

Investor Relations:

Website: investor.okta.com
Email: investor@okta.com

Stock Exchange Listing

Nasdaq Symbol: OKTA



Proxy Statement and Annual Report 2026

okta

Okta Inc.
100 First Street
San Francisco, CA 94105
info@okta.com
1-888-722-7871