



Your World, Secured

2024 Proxy Statement



Your Access

Your Workforce

Your Future

Your World

Your Cloud

Your Enterprise Secured

Your Enterprise

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Your Future

Your World

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Your Workforce

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Your Enterprise





120 Holger Way, San Jose, CA 95134

Dear Stockholder:

I am pleased to invite you to attend the 2024 Annual Meeting of Stockholders, or the Annual Meeting, of Zscaler, Inc., or Zscaler or the Company, to be held on Friday, January 10, 2025 at 1:00 p.m. Pacific Time. The Annual Meeting will be conducted virtually via live webcast. You will be able to vote and submit your questions during the meeting by visiting www.virtualshareholdermeeting.com/ZS2024 (please have your notice or proxy card in hand when you visit the website).

The attached Notice of Annual Meeting of Stockholders and Proxy Statement contain details of the business to be conducted at the Annual Meeting.

Whether or not you attend the virtual Annual Meeting, it is important that your shares be represented and voted at the meeting. Therefore, I urge you to promptly vote and submit your proxy via the internet, by phone or by mail.

On behalf of the Board of Directors, I would like to express our appreciation for your support of, and interest in, Zscaler.

Sincerely,

A handwritten signature in black ink, appearing to read "Jay Chaudhry", written in a cursive style.

Jay Chaudhry

Chief Executive Officer and
Chairman of the Board

INTENTIONALLY LEFT BLANK



Notice of Annual Meeting of Stockholders

Date and Time

January 10, 2025
1:00 p.m. Pacific Time

Record Date and Who Can Vote

November 13, 2024, or the Record Date. Only stockholders of record at the close of business on the Record Date are entitled to receive notice of, and to vote at, the Annual Meeting.

Virtual Meeting Site

The Annual Meeting will be a completely virtual meeting of stockholders, to be conducted via live audio webcast. You will be able to attend the virtual Annual Meeting and submit your questions during the meeting by visiting www.virtualshareholdermeeting.com/ZS2024.

Items of Business

- 1 To elect three Class I directors from the nominees described in this Proxy Statement to hold office until the 2027 annual meeting of stockholders or until their successors are elected and qualified, subject to their earlier death, resignation or removal.
- 2 To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending July 31, 2025.
- 3 To approve, on a non-binding advisory basis, the compensation of our Named Executive Officers.
- 4 To approve the amendment and restatement of the Zscaler, Inc. FY2018 Equity Incentive Plan.
- 5 To transact other business that may properly come before the Annual Meeting.

Your vote is important.

To vote your shares, please follow the instructions in the Notice of Internet Availability of Proxy Materials, which is being mailed to you on or about November 22, 2024.

Your vote is important.

Whether or not you plan to attend the virtual Annual Meeting, we urge you to submit your vote via the internet, telephone or mail as soon as possible to ensure your shares are represented. For additional instructions for each of these voting options, please refer to the proxy card. Returning the proxy does not deprive you of your right to attend the virtual Annual Meeting and to vote your shares at the virtual Annual Meeting. The Proxy Statement explains proxy voting and the matters to be voted on in more detail.

Important Notice Regarding the Availability of Proxy Materials for the Virtual Annual Meeting to be Held on January 10, 2025. Our proxy materials, including the Proxy Statement and Annual Report to Stockholders, are being made available on or about November 22, 2024 at the following website: www.proxyvote.com, as well as on our website at <http://ir.zscaler.com> in the Financials section of our Investor Relations webpage. We are providing access to our proxy materials over the internet under the rules adopted by the U.S. Securities and Exchange Commission.

By Order of the Board of Directors,

Robert Schlossman
Chief Legal Officer and Secretary
San Jose, CA
November 22, 2024

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Proxy Summary

This Proxy Statement and form of proxy are furnished in connection with the solicitation of proxies by our board of directors for use at our 2024 Annual Meeting of Stockholders, or the Annual Meeting, and any postponements, adjournments or continuations thereof. The Annual Meeting will be held on January 10, 2025 at 1:00 p.m. Pacific Time, via live audio webcast at www.virtualshareholdermeeting.com/ZS2024. The Notice of Internet Availability of Proxy Materials, or the Notice, containing instructions on how to access this Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended July 31, 2024 is first being mailed on or about November 22, 2024 to all stockholders entitled to vote at the Annual Meeting. If you receive a Notice by mail, you will not receive a printed copy of the proxy materials in the mail unless you specifically request these materials.

Ways to Vote

Via the Internet



By Telephone



By Mail



At the Annual Meeting



Voting Matters

- 1** To elect three Class I directors from the nominees described in this Proxy Statement to hold office until the 2027 annual meeting of stockholders or until their successors are elected and qualified, subject to their earlier death, resignation or removal.
- 2** To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending July 31, 2025.
- 3** To approve, on a non-binding advisory basis, the compensation of our Named Executive Officers
- 4** To approve the amendment and restatement of the Zscaler, Inc. FY2018 Equity Incentive Plan
- 5** To transact other business that may properly come before the Annual Meeting.

Voting Recommendations

- Proposal 1**
"FOR" The board of directors recommends a vote **"FOR"** the election of each of the three directors nominated by our board of directors and named in this Proxy Statement as the Class I directors to serve for a three-year term.
- Proposal 2**
"FOR" The board of directors recommends a vote **"FOR"** the ratification of the appointment of PwC as our independent registered public accounting firm for our fiscal year ending July 31, 2025.
- Proposal 3**
"FOR" The board of directors recommends a vote **"FOR"** the approval, on an advisory non-binding basis, of the compensation of our Named Executive Officers, as disclosed in this Proxy Statement.
- Proposal 4**
"FOR" The board of directors recommends a vote **"FOR"** the amendment and restatement of the Zscaler, Inc. FY2018 Equity Incentive Plan.

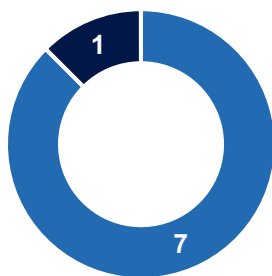


Board of Directors

Director Nominees	Class	Age	Position	Director Since	Current Term Expires	Expiration of Term for Which Nominated
Karen Blasing	I	68	Director	2017	2024	2027
Charles Giancarlo	I	66	Director	2016	2024	2027
Eileen Naughton	I	66	Director	2021	2024	2027
Continuing Directors	Class	Age	Position	Director Since	Current Term Expires	Expiration of Term for Which Nominated
Andrew Brown	II	61	Director	2015	2025	—
Scott Darling	II	68	Director	2016	2025	—
David Schneider	II	56	Director	2019	2025	—
James Beer	III	63	Director	2024	2026	—
Jay Chaudhry	III	66	Chief Executive Officer and Chairman of the Board	2007	2026	—

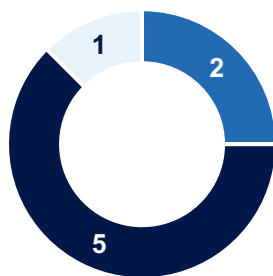
Board Diversity

Independence



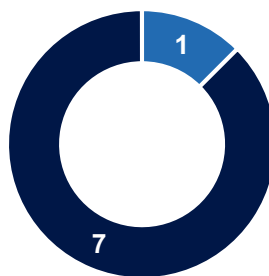
■ Independent
■ Non-Independent

Tenure



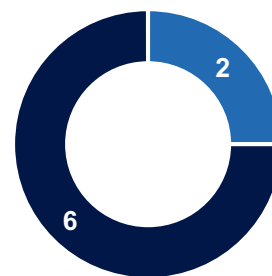
■ <5 years ■ 5-10 years
■ >10 years

Age



■ 50-60 years
■ >60 years

Gender



■ Female
■ Male



Director Skills Matrix

The following table summarizes the key qualifications, skills and attributes of our director nominees and the continuing members of our board of directors. A mark indicates a specific area or focus of expertise on which our board of directors particularly relies. Not having a mark does not mean the director does not possess that qualification or skill. Our directors' biographies describe each director's background and relevant experience in greater detail.

Director Skills	Chaudhry	Beer	Blasing	Brown	Darling	Giancarlo	Naughton	Schneider
Senior Leadership	■	■	■	■	■	■	■	■
Industry Expertise	■	■	■	■	■	■	■	■
Financial Knowledge and Expertise	■	■	■	■	■	■		■
Public Company Board Experience	■	■	■	■	■	■	■	■
Cybersecurity/Information Security	■			■		■		
Global/International Experience and Knowledge	■	■	■	■	■	■	■	■
Governance, Risk Oversight and Compliance	■	■	■	■	■	■	■	■
Sales, Marketing and Brand Management	■	■			■	■	■	■
Human Capital Management	■	■	■	■	■	■	■	■
SaaS Scale	■	■	■		■	■		■
Emerging Technologies and Business Models	■	■	■	■	■	■	■	■
Corporate Responsibility				■	■	■	■	■

Senior Leadership — Experience in senior leadership positions to analyze, advise and oversee management in decision making, operations and policies

Industry Expertise — Insight into the cloud, cybersecurity and software industries to oversee our business and the risks we face related to those industries

Financial Knowledge and Expertise — Knowledge of financial markets, financing and accounting and financial reporting processes

Public Company Board Experience — Experience to understand the dynamics and operation of a public company

Cybersecurity/Information Security — Leadership or significant experience overseeing and managing risks related to the protection and confidentiality of digital systems or data

Global/International Experience and Knowledge — Experience and knowledge of global operations, business conditions and culture to advise and oversee our global business

Governance, Risk Oversight, and Compliance — Experience in public company corporate governance risk oversight and management, compliance, investor relations and creating long term sustainable value

Sales, Marketing and Brand Management — Sales, marketing and brand management experience to provide expertise to grow sales and enhance our brand

Human Capital Management — Experience attracting and retaining top talent to advise and oversee our people and compensation policies

SaaS Scale — Experience building or growing successful SaaS companies, reaching scale and maturity

Emerging Technologies and Business Models — Experience identifying and developing emerging technologies and business models to advise, analyze and strategize regarding emerging technologies, business models and potential acquisitions disrupting our industry, business and company

Corporate Responsibility — Experience addressing governance, people and environmental issues, including climate change

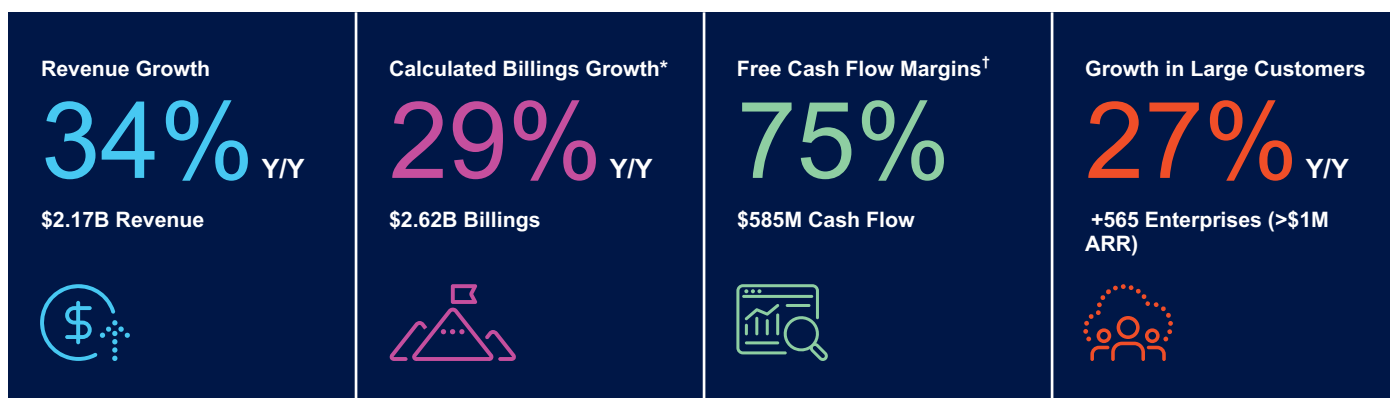


Executive Compensation Highlights

Our pay practices align with our pay-for-performance philosophy and underscore our commitment to sound compensation and governance practices. We believe that as organizations continue to embrace cloud-based business solutions, they are still in the early stages of adopting the security and networking solutions, including our platform, that are necessary to secure and manage cloud-based operations. To be successful in this emerging market, we believe that delivering growth and capturing market share are paramount. Since we strongly believe that establishing and meeting aggressive growth targets in both the short term and the long term is the best way to deliver sustained stockholder value in a highly competitive and emerging market, we focus our performance metrics for our annual executive cash bonuses on achieving growth in each fiscal year but, for our long-term incentive equity compensation, we focus our performance metrics on multi-year annual recurring revenue, or ARR, growth targets. In addition, in fiscal 2024, in response to feedback from stockholders, the compensation committee introduced performance metrics focused on annual operating profitability into our compensation programs.

Fiscal 2024 Financial Performance

Fiscal 2024 was a strong year for us marked by significant achievement and growth across all of our key metrics. Fiscal 2024 highlights were as follows:



* Calculated billings is a non-GAAP financial measure that we believe is a key metric to measure our periodic performance. Calculated billings represents our total revenue plus the change in deferred revenue in a period. See Appendix A for the calculation of calculated billings.

† Free Cash Flow and Free Cash Flow Margins are non-GAAP financial measures that we believe are useful indicators of liquidity and provide information to management and investors about the amount of cash generated from our operations that, after the investments in property, equipment and other assets and capitalized internal-use software, can be used for strategic initiatives, including investing in our business, and strengthening our financial position. Free cash flow is calculated as net cash provided by operating activities less purchases of property, equipment and other assets and capitalized internal-use software. Free cash flow margin is calculated as free cash flow divided by revenue. See Appendix A for the calculation of free cash flow margins.



Corporate Responsibility Approach

From Zscaler's inception, we have recognized the importance of values, ethics and doing the right thing. Our Corporate Responsibility program, with oversight provided by the nominating and corporate governance committee, works to help strengthen practices across the Company so that we can better meet the needs of our customers, investors, employees and communities. We believe thoughtful, robust and deliberate governance, people and environmental initiatives will drive sustained value creation for these stakeholders. While our program continues to evolve and grow, our current priorities include:

- Respecting privacy and protecting our customers' sensitive data;
- Maintaining robust and effective governance and risk oversight practices;
- Reducing environmental impact and lowering greenhouse gas emissions; and
- Hiring and retaining diverse talent to support innovation and growth.

HIGHLIGHTS

Governance

Securing Trust



- All board committees composed entirely of independent directors
- Stock ownership requirements for all directors and Named Executive Officers
- Clawback policy implemented in fiscal 2024

People

Enabling Possibility for People



- Certified a Great Place to Work in 11 countries in 2024
- 94% of responding employees agree that their work contributes to company priorities in our most recent survey

Environment

Embedding Environmental Efficiency



- Cloud-based multitenant solution uses significantly less hardware and energy than legacy security solutions
- 100% renewable energy for global data centers and offices since 2021
- Achieved carbon neutral for relevant categories since 2022 and set a goal to reach net zero for operations by 2025
- Committed to the Science Based Targets initiative



Questions and Answers About the Annual Meeting

The information provided in the “question and answer” format below addresses certain frequently asked questions but is not intended to be a summary of all matters contained in this Proxy Statement. Please read the entire Proxy Statement carefully before voting your shares.

Why am I receiving these materials?

Our board of directors is providing these proxy materials to you in connection with our board of directors’ solicitation of proxies for use at Zscaler’s virtual Annual Meeting, which will take place on January 10, 2025. Stockholders are invited to attend the virtual Annual Meeting and are requested to vote on the proposals described in this Proxy Statement.

All stockholders will have the ability to access the proxy materials via the internet, including this Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended July 31, 2024, or the Annual Report, as filed with the U.S. Securities and Exchange Commission, or the SEC, on September 12, 2024. This Proxy Statement and the Annual Report are available at www.proxyvote.com, as well as on our website at <http://ir.zscaler.com> in the Financials section of our Investor Relations webpage. The Notice of Annual Meeting of Stockholders includes information on how to access the proxy materials, how to submit your vote over the internet, by phone or how to request a paper copy of the proxy materials.

What proposals will be voted on at the Annual Meeting?

There are four proposals scheduled to be voted on at the Annual Meeting:

- The election of three Class I directors to hold office until the 2027 annual meeting of stockholders or until their successors are elected and qualified, subject to their earlier death, resignation or removal;
- The ratification of the appointment of PricewaterhouseCoopers LLP, or PwC, as our independent registered public accounting firm for our fiscal year ending July 31, 2025;
- A proposal to approve, on a non-binding advisory basis, the compensation of our Named Executive Officers; and
- A proposal to approve the amendment and restatement of the Zscaler, Inc. FY2018 Equity Incentive Plan, or the 2018 Plan.

At the time this Proxy Statement was mailed, our management and board of directors were not aware of any other matters to be presented at the Annual Meeting.

How does our board of directors recommend that I vote?

Our board of directors recommends that you vote:

- **FOR** the election of each of the three directors nominated by our board of directors and named in this Proxy Statement as Class I directors to serve for a three-year term;
- **FOR** the ratification of the appointment of PwC as our independent registered public accounting firm for our fiscal year ending July 31, 2025;



- **FOR** the approval, on an advisory non-binding basis, of the compensation of our Named Executive Officers, as disclosed in this Proxy Statement; and
- **FOR** the amendment and restatement of the Zscaler, Inc. FY2018 Equity Incentive Plan.

Who is entitled to vote at the Annual Meeting?

Holders of our common stock at the close of business on November 13, 2024, the Record Date for the Annual Meeting, or the Record Date, are entitled to notice of and to vote at the Annual Meeting. Each stockholder is entitled to one vote for each share of our common stock held as of the Record Date. As of the Record Date, there were 153,426,400 shares of common stock outstanding and entitled to vote. Stockholders are not permitted to cumulate votes with respect to the election of directors. The shares you are entitled to vote include shares that are (1) held of record directly in your name and (2) held for you as the beneficial owner through a stockbroker, bank or other nominee.

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

Stockholder of Record: Shares Registered in Your Name. If, at the close of business on the Record Date, your shares were registered directly in your name with Equiniti Trust Company, LLC, our transfer agent, then you are considered the stockholder of record with respect to those shares. As the stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote on your own behalf at the Annual Meeting.

Beneficial Owners: Shares Registered in the Name of a Broker, Bank or Other Nominee. If, at the close of business on the Record Date, your shares were held, not in your name, but rather in a stock brokerage account or by a bank or other nominee on your behalf, then you are considered the beneficial owner of shares held in “street name.” As the beneficial owner, you have the right to direct your broker, bank or other nominee how to vote your shares by following the voting instructions your broker, bank or other nominee provides. If you do not provide your broker, bank or other nominee with instructions on how to vote your shares, your broker, bank or other nominee may, in its discretion, vote your shares with respect to routine matters but may not vote your shares with respect to any non-routine matters. For additional information, see “*What if I do not specify how my shares are to be voted?*” below.

Do I have to do anything in advance if I plan to attend the Annual Meeting?

The Annual Meeting will be a completely virtual meeting, which will be conducted via live audio webcast. You are entitled to participate in the Annual Meeting only if you were a holder of our common stock as of the close of business on November 13, 2024 or if you hold a valid proxy for the Annual Meeting.

You will be able to attend the Annual Meeting and submit your questions during the Annual Meeting by visiting www.virtualshareholdermeeting.com/ZS2024. You also will be able to vote your shares electronically at the Annual Meeting.

To participate in the Annual Meeting, you will need the control number included on your Notice or proxy card. The live audio webcast will begin promptly at 1:00 p.m. Pacific Time on January 10, 2025. We encourage you to access the meeting prior to the start time. Online check-in will begin at 12:45 p.m. Pacific Time, and you should allow ample time for the check-in procedures.

How can I get help if I have trouble checking in or listening to the meeting online?

If you encounter any difficulties accessing the Annual Meeting during the check-in or meeting time, please call the technical support number that will be posted on the Annual Meeting log-in page.



How do I vote and what are the voting deadlines?

Stockholder of Record: Shares Registered in Your Name. If you are a stockholder of record, you can vote in one of the following ways:

- **You may vote via the internet.** To vote via the internet, go to www.proxyvote.com to complete an electronic proxy card. You will be asked to provide the control number from the proxy card you receive. Your vote must be received by 11:59 p.m. Eastern Time on January 9, 2025 to be counted. If you vote via the internet, you do not need to return a proxy card by mail.
- **You may vote by telephone.** To vote by telephone, dial toll-free 1-800-690-6903 in the United States and Canada or 1-800-454-8683 from countries outside the United States and Canada and follow the recorded instructions. You will be asked to provide the control number from the proxy card. Your vote must be received by 11:59 p.m. Eastern Time on January 9, 2025 to be counted. If you vote by telephone, you do not need to return a proxy card by mail.
- **You may vote by mail.** To vote by mail using the proxy card (if you requested paper copies of the proxy materials to be mailed to you), complete, date and sign the proxy card and return it promptly by mail in the envelope to be provided so that it is received no later than January 9, 2025. The persons named in the proxy card will vote the shares you own in accordance with your instructions on the proxy card you mail. If you return the proxy card, but do not give any instructions on a particular matter to be voted on at the Annual Meeting, the persons named in the proxy card will vote the shares in accordance with the recommendations of our board of directors.
- **You may vote at the Annual Meeting.** To vote at the meeting, following the instructions at www.virtualshareholdermeeting.com/ZS2024 (have your Notice or proxy card in hand when you visit the website).

Beneficial Owners: Shares Registered in the Name of a Broker, Bank or Other Nominee. If you are the beneficial owner of shares held of record by a broker, bank or other nominee, you will receive voting instructions from your broker, bank or other nominee. You must follow the voting instructions provided by your broker, bank or other nominee in order to instruct your broker, bank or other nominee how to vote your shares. The availability of internet and telephone voting options will depend on the voting process of your broker, bank or other nominee.

Can I change my vote or revoke my proxy?

Stockholder of Record: Shares Registered in Your Name. If you are a stockholder of record, you may revoke your proxy or change your proxy instructions at any time before your proxy is voted at the Annual Meeting by:

- entering a new vote by internet or telephone;
- signing and returning a new proxy card with a later date;
- delivering a written revocation to our Secretary at Zscaler, Inc., 120 Holger Way, San Jose, California 95134, by 11:59 p.m. Eastern Time on January 9, 2025; or
- following the instructions at www.virtualshareholdermeeting.com/ZS2024.

Beneficial Owners: Shares Registered in the Name of a Broker, Bank or Other Nominee. If you are the beneficial owner of your shares, you must contact the broker, bank or other nominee holding your shares and follow their instructions to change your vote or revoke your proxy.



What is the effect of giving a proxy?

Proxies are solicited by and on behalf of our board of directors. The persons named in the proxy have been designated as proxy holders by our board of directors. When a proxy is properly dated, executed and returned, the shares represented by the proxy will be voted at the Annual Meeting in accordance with the instructions of the stockholder. If no specific instructions are given; however, the shares will be voted in accordance with the recommendations of our board of directors. If any matters not described in this Proxy Statement are properly presented at the Annual Meeting, the proxy holders will use their own judgment to determine how to vote your shares. If the Annual Meeting is postponed or adjourned, the proxy holders can vote your shares on the new meeting date, unless you have properly revoked your proxy, as described above.

What if I do not specify how my shares are to be voted?

Stockholder of Record: Shares Registered in Your Name. If you are a stockholder of record and you submit a proxy but you do not provide voting instructions, your shares will be voted:

- **FOR** the election of each of the three directors nominated by our board of directors and named in this Proxy Statement as Class I directors to serve for a three-year term (Proposal No. 1);
- **FOR** the ratification of the appointment of PwC as our independent registered public accounting firm for our fiscal year ending July 31, 2025 (Proposal No. 2);
- **FOR** the approval, on an advisory non-binding basis, of the compensation of our Named Executive Officers, as disclosed in this Proxy Statement (Proposal No. 3);
- **FOR** the amendment and restatement of the 2018 Plan (Proposal No. 4); and
- in the discretion of the named proxy holders regarding any other matters properly presented for a vote at the Annual Meeting.

Beneficial Owners: Shares Registered in the Name of a Broker, Bank or Other Nominee. If you are a beneficial owner and you do not provide your broker, bank or other nominee that holds your shares with voting instructions, then your broker, bank or other nominee will determine if it has discretion to vote on each matter. Brokers do not have discretion to vote on non-routine matters. In the absence of timely directions, your broker will have discretion to vote your shares on our sole “routine” matter: the proposal to ratify the appointment of PwC as our independent registered public accounting firm for our fiscal year ending July 31, 2025. For additional information regarding broker non-votes, see “*What are the effects of abstentions and broker non-votes?*” below.

What are the effects of abstentions and broker non-votes?

An abstention represents a stockholder’s affirmative choice to decline to vote on a proposal. If a stockholder indicates on its proxy card that it wishes to abstain from voting its shares, or if a broker, bank or other nominee holding its customers’ shares of record causes abstentions to be recorded for shares, these shares will be considered present and entitled to vote at the Annual Meeting. As a result, abstentions will be counted for purposes of determining the presence or absence of a quorum and will also count as votes against a proposal in cases where approval of the proposal requires the affirmative vote of a majority of the voting power of the issued and outstanding shares of common stock present in person or represented by proxy and entitled to vote at the Annual Meeting (e.g., Proposal No. 2). Abstentions will have no impact on the outcome of Proposal No. 1 as long as a quorum exists.



A broker non-vote occurs when a broker, bank or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the broker, bank or other nominee does not have discretionary voting power with respect to such proposal and has not received voting instructions from the beneficial owner of the shares. Broker non-votes will be counted for purposes of calculating whether a quorum is present at the Annual Meeting but will not be counted for purposes of determining the number of votes cast. Therefore, a broker non-vote will make a quorum more readily attainable but will not otherwise affect the outcome of the vote on any proposal.

What is a quorum?

A quorum is the minimum number of shares required to be present at the Annual Meeting for the meeting to be properly held under our bylaws and Delaware law. The presence (including by proxy) of a majority of the voting power of our common stock issued and outstanding and entitled to vote at the Annual Meeting will constitute a quorum at the Annual Meeting. As noted above, as of the Record Date, there were a total of 153,426,400 shares of common stock outstanding, which means that 76,713,201 shares of common stock must be represented at the Annual Meeting to have a quorum. If there is no quorum, the chairperson of the meeting or a majority of the voting power of our common stock present at the Annual Meeting may adjourn the meeting to a later date.

How many votes are needed for approval of each proposal?

- **Proposal No. 1:** The election of the Class I directors requires a plurality of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of the directors to be approved. Plurality means that the three nominees who receive the most FOR votes will be elected. You may (i) vote FOR all nominees, (ii) WITHHOLD your vote as to all nominees, or (iii) vote FOR all nominees except for those specific nominees from whom you WITHHOLD your vote. Any shares not voted FOR a particular nominee (whether as a result of voting withheld 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. A vote withheld with respect to the election of any or all nominees will be counted for purposes of determining whether there is a quorum.
- **Proposal No. 2:** The ratification of the appointment of PwC requires the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote thereon to be approved. You may vote FOR, AGAINST or ABSTAIN. If you ABSTAIN from voting on Proposal No. 2, the abstention will have the same effect as a vote AGAINST the proposal.
- **Proposal No. 3:** The approval, on an advisory basis, of the compensation of our Named Executive Officers requires the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote thereon to be approved. You may vote FOR, AGAINST or ABSTAIN. If you ABSTAIN from voting on Proposal No. 3, the abstention will have the same effect as a vote AGAINST the proposal. Because this proposal is an advisory vote, the result will not be binding on our board of directors. However, our board of directors values our stockholders' opinions, and our board of directors and our compensation committee will consider the outcome of the vote when determining the compensation of our Named Executive Officers.
- **Proposal No. 4:** The amendment and restatement of the 2018 Plan requires the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote thereon to be approved. You may vote FOR, AGAINST or ABSTAIN. If you ABSTAIN from voting on Proposal No. 4, the abstention will have the same effect as a vote AGAINST the proposal. Broker non-votes will have no effect on the outcome of the vote.



How are proxies solicited for the Annual Meeting and who is paying for such solicitation?

Our board of directors is soliciting proxies for use at the Annual Meeting by means of the proxy materials. We will bear the entire cost of proxy solicitation, including the preparation, assembly, printing, mailing and distribution of the proxy materials. Copies of solicitation materials will also be made available upon request to brokers, banks and other nominees to forward to the beneficial owners of the shares held of record by such brokers, banks or other nominees. The original solicitation of proxies may be supplemented by solicitation by telephone, electronic communication, or other means by our directors, officers, employees or agents. No additional compensation will be paid to these individuals for any such services, although we may reimburse such individuals for their reasonable out-of-pocket expenses in connection with such solicitation.

If you choose to access the proxy materials and/or vote over the internet, you are responsible for internet access charges you may incur. If you choose to vote by telephone, you are responsible for telephone charges you may incur.

What does it mean if I received more than one Notice?

If you receive more than one Notice, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on each Notice to ensure that all of your shares are voted.

Is my vote confidential?

Proxy instructions, ballots and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within Zscaler or to third parties, except as necessary to meet applicable legal and administrative requirements, to allow for the tabulation of votes and certification of the vote, or to facilitate a successful proxy solicitation.

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 of the proxy materials?

We have adopted an SEC-approved procedure called "householding". Under this procedure, we will deliver only one copy of our Notice of Internet Availability of Proxy Materials (and for those stockholders that received a paper copy of proxy materials in the mail, one copy of our Annual Report to stockholders and this Proxy Statement) to multiple stockholders who share the same address (if they appear to be members of the same family), unless we have received contrary instructions from an affected stockholder. Stockholders who participate in householding will continue to receive separate proxy cards if they received a paper copy of proxy materials in the mail. This procedure reduces our printing and mailing costs. Upon written or oral request, we will promptly deliver a separate copy of the proxy materials and Annual Report to any stockholder at a shared address to which we delivered a single copy of any of these documents.

To receive a separate copy, or, if you are receiving multiple copies, to request that we only send a single copy of next year's proxy materials and Annual Report, you may contact us as follows:

Zscaler, Inc.
Attention: Secretary
120 Holger Way
San Jose, California 95134
(408) 533-0288

Stockholders who hold shares in street name may contact their broker, bank or other nominee to request information about householding.



How can I find out the results of the voting at the Annual Meeting?

Preliminary voting results will be announced at the Annual Meeting. In addition, final voting results will be published in a current report on Form 8-K that we expect to file within four business days after the Annual Meeting. If final voting results are not available to us at that time, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an amendment to the Form 8-K to publish the final results.

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 next Annual Meeting of stockholders by submitting their proposals in writing to our Secretary in a timely manner. For a stockholder proposal to be considered for inclusion in our Proxy Statement for our fiscal 2025 Annual Meeting, our Secretary must receive the written proposal at our principal executive offices not later than July 25, 2025. In addition, stockholder proposals must comply with the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, as amended, or the Exchange Act, regarding the inclusion of stockholder proposals in Company-sponsored proxy materials. Stockholder proposals should be addressed to:

Zscaler, Inc.
Attention: Secretary
120 Holger Way
San Jose, California 95134
(408) 533-0288

Our bylaws also 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 is business that is (i) specified in our proxy materials with respect to such meeting, (ii) otherwise properly brought before the Annual Meeting by or at the direction of our board of directors, or (iii) properly brought before the Annual Meeting by a stockholder of record entitled to vote at the annual meeting who has delivered timely written notice to our Secretary, which notice must contain the information specified in our bylaws. To be timely for our fiscal 2025 Annual Meeting, our Secretary must receive the written notice at our principal executive offices:

- not earlier than the close of business on September 8, 2025; and
- not later than the close of business on October 8, 2025.

In the event the date we hold our fiscal 2025 Annual Meeting has been changed by more than 30 days from the first anniversary of the date of the fiscal 2024 Annual Meeting, then notice of a stockholder proposal that is not intended to be included in our Proxy Statement must be received no earlier than the close of business on the 120th day before the fiscal 2025 Annual Meeting and no later than the close of business on the later of the following two dates:

- the 90th day prior to such annual meeting; or
- the 10th day following the day on which public announcement of the date of such annual meeting is first made.

If a stockholder who has notified us of his, her or its intention to present a proposal at an annual meeting does not appear to present his, her or its proposal at such annual meeting, we are not required to present the proposal for a vote at such annual meeting.



In addition to satisfying the foregoing requirements under our bylaws, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must also comply with the additional requirements of Rule 14a-19 under the Exchange Act.

NOMINATION OF DIRECTOR CANDIDATES

You may propose director candidates for consideration by our nominating and corporate governance committee. Any such recommendations should include the nominee's name and qualifications for membership on our board of directors and should be directed to our Secretary at the address set forth above. For additional information regarding stockholder recommendations for director candidates, see *"Board of Directors and Corporate Governance—Stockholder Recommendations for Nominations to the Board of Directors."*

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

AVAILABILITY OF BYLAWS

A copy of our bylaws may be obtained by accessing our public filings on the SEC's website at www.sec.gov. You may also contact our Secretary at our principal executive office for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.



Board of Directors and Corporate Governance

Our business affairs are managed under the direction of our board of directors, which is currently comprised of eight members. Seven of our eight directors are independent within the meaning of the independent director requirements of the Nasdaq Stock Market LLC, or Nasdaq. Our board of directors is divided into three classes with staggered three-year terms. At each annual meeting of stockholders, a class of directors will be elected for a three-year term to succeed the same class whose term is then expiring.

Upon the recommendation of our nominating and corporate governance committee, we are nominating Karen Blasing, Charles Giancarlo and Eileen Naughton as Class I directors at the Annual Meeting. If elected, Ms. Blasing, Mr. Giancarlo and Ms. Naughton will each hold office for a three-year term until the 2027 annual meeting of stockholders or until their successors are elected and qualified.

The following table sets forth the names, ages as of November 1, 2024 and certain other information for each of the directors with terms expiring at the Annual Meeting (who are also nominees for election as a director at the Annual Meeting) and for each of the continuing directors:

Director Nominees	Class	Age	Position	Director Since	Current Term Expires	Expiration of Term for Which Nominated
Karen Blasing⁽¹⁾	I	68	Director	2017	2024	—
Charles Giancarlo⁽²⁾⁽³⁾	I	66	Director	2016	2024	—
Eileen Naughton⁽²⁾	I	66	Director	2021	2024	—
Continuing Directors	Class	Age	Position	Director Since	Current Term Expires	Expiration of Term for Which Nominated
Andrew Brown⁽¹⁾⁽²⁾	II	61	Director	2015	2025	—
Scott Darling⁽¹⁾⁽³⁾	II	68	Director	2016	2025	—
David Schneider⁽³⁾	II	56	Director	2019	2025	—
James Beer⁽¹⁾	III	63	Director	2024	2026	—
Jay Chaudhry	III	66	Chief Executive Officer and Chairman of the Board	2007	2026	—

(1) Member of our audit committee

(2) Member of our compensation committee

(3) Member of our nominating and corporate governance committee



Director Nominees



Karen Blasing

Age | 68

Class | Director Since | 2017

Karen Blasing served as the chief financial officer of Guidewire from July 2009 to March 2015. Prior to 2009, Ms. Blasing served as the chief financial officer for Force10 Networks, Inc. and as the senior vice president of finance for Salesforce.com, Inc. She has also served as chief financial officer for Nuance Communications, Inc. and Counterpane Internet Security, Inc. and held senior finance roles for Informix Corporation (now IBM Informix) and Oracle Corporation. She currently serves as a director of Autodesk, Inc., a multinational software corporation, where she serves as a member of the audit committee, and GitLab Inc., a DevSecOps platform company, where she serves as a chair of the audit committee. Ms. Blasing previously served as a director of Ellie Mae, Inc. Ms. Blasing holds a B.A. in economics and business administration from the University of Montana and an M.B.A. from the University of Washington.

We believe Ms. Blasing is qualified to serve as a member of our board of directors based on her extensive financial leadership and management experience at numerous SaaS and enterprise software companies.



Charles Giancarlo

Age | 66

Class | Director Since | 2016

Charles Giancarlo has served as chief executive officer of Pure Storage since August 2017. From January 2008 until October 2015, Mr. Giancarlo was a managing director and then strategic advisor of Silver Lake Partners, a private investment firm that focuses on technology-enabled and related growth industries. From May 1993 to December 2007, Mr. Giancarlo served in numerous senior executive roles at Cisco Systems, Inc., a provider of communications and networking products and services, ultimately as the executive vice president and chief development officer from May 2004 to December 2007. Mr. Giancarlo currently serves on the boards of directors of Arista Networks, Inc., a manufacturer of networking products, where he serves as a member of the compensation committee and the nominating and corporate governance committee, and Pure Storage. He previously served on the boards of directors of Accenture plc, Avaya, Inc., Imperva, Inc., ServiceNow, Inc., Netflix, Inc. and Tintri, Inc. Mr. Giancarlo holds a B.S. in electrical engineering from Brown University, an M.S. in electrical engineering from the University of California, Berkeley and an M.B.A. from Harvard Business School.

We believe Mr. Giancarlo is qualified to serve as a member of our board of directors based on his extensive business expertise, including his current and prior executive level leadership, and his experience on the boards of publicly traded technology companies.





Eileen Naughton

Age | 66

Class I Director Since | 2021

Eileen Naughton served as the Chief People Officer and Vice President of People Operations at Google, Inc. from September 2016 to January 2021. Prior to September 2016, Ms. Naughton served in a variety of senior roles at Google dating back to 2006, including as Vice President and Managing Director for Google UK & Ireland and Vice President of Global Sales. Prior to joining Google in 2006, Ms. Naughton held a number of executive positions at Time Warner, including president of TIME Magazine. Ms. Naughton currently serves on the board of directors of Music, Inc., Canada's leading book and lifestyle retailer, and Ares Management Corporation, an alternative investment manager operating in the credit, private equity and real estate markets. She previously served on the boards of directors of L'Oreal S.A. and The XO Group. Ms. Naughton holds a B.A. in international relations from the University of Pennsylvania, a Master of Arts from the Lauder Institute and a M.B.A. from the University of Pennsylvania.

We believe Ms. Naughton is qualified to serve on our board of directors because of her extensive director experience and her knowledge and experience in operations and management at multiple sophisticated companies.

Continuing Directors



Andrew Brown

Age | 61

Class II Director Since | 2015

Andrew Brown has served as chief executive officer of Sand Hill East LLC, a strategic management, investment and marketing services firm, since February 2014. Since 2006, he has also been the chief executive officer and co-owner of Biz Tectonics LLC, a privately held consulting company. From September 2010 to October 2013, Mr. Brown served as group chief technology officer of UBS Securities LLC, an investment bank. From 2008 to 2010, he served as head of strategy, architecture and optimization at Bank of America Merrill Lynch, the corporate and investment banking division of Bank of America. From 2006 to 2008, Mr. Brown served as chief technology officer of infrastructure at Credit Suisse Securities (USA) LLC, an investment bank. He currently sits on the board of directors of Pure Storage, Inc., a data storage and management company, where he serves as the chair of the compensation committee and chair of the risk committee. Mr. Brown previously served on the board of directors of Guidewire Software, Inc., a provider of software products for property and casualty insurers. Mr. Brown holds a B.S. (Honors) in chemical physics from University College London. Mr. Brown also, recently, co-authored the book "Cybersecurity: 7 Steps for Boards of Directors".

We believe Mr. Brown is qualified to serve as a member of our board of directors based on his extensive experience as chief technology officer of multiple Fortune 500 companies, as well as his service on the board of directors of other publicly traded companies.





Scott Darling

Age | 68

Class II Director Since | 2016

Scott Darling has served as president of Dell Technologies Capital, the corporate development and venture capital arm of Dell Technologies Inc., since September 2016. Prior to joining Dell Technologies upon its acquisition of EMC Corp., Mr. Darling was president of EMC Corporate Development and Ventures from March 2012 to September 2016, and in this role he was responsible for EMC's business development and venture capital investment activity. Prior to joining EMC, Mr. Darling was a general partner at Frazier Technology Ventures II, L.P., which he joined in 2007, and was vice president and managing director at Intel Capital Corp., the venture capital arm of Intel Corporation, from 2000 to 2007. Mr. Darling previously served on the board of directors of DocuSign Inc., a provider of electronic signature technology and digital transaction management services. Mr. Darling holds a B.A. in economics from the University of California at Santa Cruz and an M.B.A. from the Stanford University Graduate School of Business.

We believe Mr. Darling is qualified to serve as a member of our board of directors based on his experience as a director of and as an investor in multiple technology companies.



David Schneider

Age | 56

Class II Director Since | 2019

David Schneider has served as a General Partner of Coatue Management, an investment firm focusing on technology companies, since February 2021. Mr. Schneider previously served as president, emeritus of ServiceNow, Inc., a cloud computing company, from July 2020 to December 2021, as president, global customer operations from January 2019 to July 2020, as chief revenue officer from June 2014 to January 2019 and as senior vice president of worldwide sales and services from June 2011 to May 2014. From July 2009 to March 2011, Mr. Schneider served as senior vice president of worldwide sales of the backup recovery systems division of EMC Corporation, a computer storage company acquired by Dell Technologies Inc. From January 2004 to July 2009, Mr. Schneider held senior positions at Data Domain, Inc., a data archiving and deduplication company acquired by EMC, most recently as Senior Vice President of Worldwide Sales. Mr. Schneider holds a B.A. in political science from the University of California, Irvine.

We believe Mr. Schneider is qualified to serve on our board of directors because of his knowledge and experience in operations and management at various technology companies.





Jay Chaudhry

Age | 66

Class III Director Since | 2007

Jay Chaudhry is our co-founder and has served as our Chief Executive Officer and as Chairman of our board of directors since September 2007. Mr. Chaudhry holds an M.B.A. and an M.S. in electrical engineering and industrial engineering from the University of Cincinnati and a B. Tech in electronics engineering from the Indian Institute of Technology (Banaras Hindu University) Varanasi.

We believe Mr. Chaudhry is qualified to serve as a member of our board of directors because he is a security industry pioneer and an accomplished entrepreneur, having founded and built several companies, and based on the perspective, operational insight and expertise he has accumulated as our co-founder and our Chief Executive Officer.



James Beer

Age | 63

Class III Director Since | 2024

James Beer served as chief financial officer of Atlassian Corporation Plc, an enterprise software company, from February 2018 to June 2022. From September 2013 to December 2017, Mr. Beer served as executive vice president and chief financial officer of McKesson Corporation, a healthcare services and information technology company. Prior to McKesson Corporation, Mr. Beer served as executive vice president and chief financial officer of Symantec Corporation, now known as Gen Digital, a cybersecurity company, where he managed the worldwide finance organization. Prior to his work at Symantec, Mr. Beer served as chief financial officer of AMR Corp. and American Airlines Group Inc., AMR's principal subsidiary. Mr. Beer currently serves on the board of directors of Alaska Air Group, parent company of Alaska Airlines, and DocuSign Inc. Mr. Beer previously served on the board of directors of ForeScout Technologies, Inc., a network security software company. Mr. Beer holds a B.S. in Aeronautical Engineering from Imperial College, London University, and an M.B.A. from Harvard University.

We believe Mr. Beer is qualified to serve as a member of our board of directors because of his substantial experience in corporate finance with public technology companies as well as his service on the board of directors of publicly traded companies.



Diversity Board Matrix (as of November 1, 2024)

Total Number of Directors		8			
Gender Identity	Male	Female	Non-Binary	Not Disclosed	
Number of Directors based on Gender Identity	6	2	0	0	
Number of Directors who identify in any categories below:					
African American or Black	—	—	—	—	
Alaskan Native or American Indian	—	—	—	—	
Asian	1	—	—	—	
Hispanic of Latinx	—	—	—	—	
Native Hawaiian or Pacific Islander	—	—	—	—	
White	5	2	—	—	
Two or More Races or Ethnicities	—	—	—	—	
LGBTQ+			—		
Not Disclosed			—		



Director Independence

Our common stock is listed on the Nasdaq Global Select Market. Under the rules of Nasdaq, independent directors must comprise a majority of a listed company's board of directors within a specified period after the completion of our initial public offering. In addition, the rules of Nasdaq require that, subject to specified exceptions, each member of a listed company's audit, compensation and nominating and governance committees be independent. Audit committee members and compensation committee members must also satisfy the independence criteria set forth in Rule 10A-3 and Rule 10C-1, respectively, under the Exchange Act. Under the rules of Nasdaq, a director will only qualify as an "independent director" if, in the opinion of that company's board of directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

To be considered independent for purposes of Rule 10A-3 and under the rules of Nasdaq, a member of an audit committee of a listed company may not, other than in his or her capacity as a member of our audit committee, our board of directors, or any other board committee: (1) accept, directly or indirectly, any consulting, advisory or other compensatory fee from the listed company or any of its subsidiaries; or (2) be an affiliated person of the listed company or any of its subsidiaries.

To be considered independent for purposes of Rule 10C-1 and under the rules of Nasdaq, the board of directors must affirmatively determine that the member of the compensation committee is independent, including a consideration of all factors specifically relevant to determining whether the director has a relationship to the company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the company to such director; and (ii) whether such director is affiliated with the company, a subsidiary of the company or an affiliate of a subsidiary of the company.

Our board of directors has undertaken a review of its composition, the composition of its committees and the independence of our directors and considered whether any director has a material relationship with us that could compromise his or her ability to exercise independent judgment in carrying out his or her responsibilities. Based upon information requested from and provided by each director concerning his or her background, employment and affiliations, including family relationships, our board of directors has determined that (i) none of Ms. Blasing and Naughton and Messrs. Beer, Brown, Darling, Giancarlo and Schneider, representing seven of our eight directors has a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and (ii) that each of these directors is "independent" as that term is defined under the rules of Nasdaq. Mr. Chaudhry is not independent under Nasdaq's independence standards. Our board of directors also determined that Ms. Blasing (chair) and Messrs. Beer, Brown and Darling, who comprise our audit committee, and Messrs. Brown (chair) and Giancarlo and Ms. Naughton, who comprise our compensation committee, satisfy the independence standards for committee members established by applicable SEC rules and the listing standards of Nasdaq.

In making these determinations, our board of directors considered the current and prior relationships that each non-employee director has with the Company and all other facts and circumstances our board of directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director, and any transactions involving them described in the section titled "*Related Person Transactions.*"

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



Board Leadership Structure

Mr. Chaudhry currently serves as our Chief Executive Officer and Chairman of the Board. Our board of directors believes that the current board leadership structure, coupled with a strong emphasis on board independence, provides effective independent oversight of management while allowing the board and management to benefit from Mr. Chaudhry's leadership, Company-specific experience and years of experience as an executive in the network security industry. Serving on our board of directors and as Chief Executive Officer since our founding in 2007, Mr. Chaudhry is best positioned to identify strategic priorities, lead critical discussion and execute our growth strategy and business plans. Mr. Chaudhry possesses detailed in-depth knowledge of the issues, opportunities and challenges facing us. The board of directors believes that Mr. Chaudhry's combined role enables strong leadership, creates clear accountability and enhances our ability to communicate our message and strategy clearly and consistently to stockholders. The board of directors has not appointed a "lead independent director." We believe that our board leadership structure is appropriate for our Company, particularly where we have a majority of independent directors who are all actively involved in board meetings.

Executive Sessions of Independent Directors

In order to encourage and enhance communication among independent directors, and as required under the applicable rules of Nasdaq, our corporate governance guidelines provide that the independent directors of our board of directors will meet in executive sessions without management directors or Company management present on a periodic basis, but no less than twice a year.

Board Meetings and Committees

During the fiscal year ended July 31, 2024, our board of directors held five meetings (including regularly scheduled and special meetings), and each director attended at least 75% of the aggregate of (i) the total number of meetings of our board of directors held during the period for which he or she served as a director and (ii) the total number of meetings held by all committees of our board of directors on which he or she served during the periods that he or she served.

Although we do not have a formal policy regarding attendance by members of our board of directors at annual meetings of stockholders, we encourage, but do not require, our directors to attend. All of our then current serving directors attended our last year's annual meeting of stockholders.

We have established an audit committee, a compensation committee and a nominating and corporate governance committee with the composition and responsibilities described below. We believe that the composition and the operation of these committees comply with the requirements of the Sarbanes-Oxley Act of 2002, the rules of Nasdaq and SEC rules and regulations.



Audit Committee

Members	Responsibilities
<p>Ms. Blasing (Chair) Mr. Beer Mr. Brown Mr. Darling</p>	<ul style="list-style-type: none"> ▪ selecting and hiring our registered public accounting firm; ▪ evaluating the performance and independence of our registered public accounting firm; ▪ approving the audit and pre-approving any non-audit services to be performed by our registered public accounting firm; ▪ reviewing our financial statements and related disclosures and reviewing our critical accounting policies and practices; ▪ reviewing the adequacy and effectiveness of our internal control policies and procedures and our disclosure controls and procedures; ▪ overseeing procedures for the treatment of complaints on accounting, internal accounting controls or audit matters; ▪ reviewing and discussing with management and the independent registered public accounting firm the results of our annual audit, our quarterly financial statements and our publicly filed reports; ▪ cybersecurity risk assessment and management, ▪ privacy risk assessment and management; ▪ reviewing and approving any proposed related-person transactions; and ▪ preparing the audit committee report that the SEC will require in our annual proxy statement.
<p>Our board of directors has determined that all members of our audit committee meet the requirements for independence and financial literacy of audit committee members under current Nasdaq listing standards and SEC rules and regulations. Our audit committee chairperson, Ms. Blasing, and Mr. Beer, is each an audit committee financial expert, as that term is defined under the SEC rules implementing Section 407 of the Sarbanes-Oxley Act of 2002, and possesses financial sophistication, as defined under Nasdaq listing standards.</p>	

Our audit committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing requirements of Nasdaq. A copy of the charter of our audit committee is available on our website at <http://ir.zscaler.com> in the Governance Documents section of our Investor Relations webpage. During the fiscal year ended July 31, 2024, our audit committee held eight meetings.



Compensation Committee

Members	Responsibilities
<p data-bbox="113 375 496 503">Mr. Brown (Chair) Mr. Giancarlo Ms. Naughton Ms. Blasing (thru March 2024)</p> <p data-bbox="113 561 536 857">Our board of directors has determined that each member of our compensation committee meets the requirements for independence under the rules of Nasdaq and the SEC and is a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act.</p>	<ul data-bbox="603 364 1449 772" style="list-style-type: none"> ▪ reviewing and approving our chief executive officer’s and other executive officers’ annual base salaries, incentive compensation plans, including the specific goals and amounts, equity compensation, employment agreements, severance arrangements and change in control agreements and any other benefits, compensation or arrangements; ▪ administering our equity compensation plans; ▪ overseeing our overall compensation philosophy, compensation plans and benefits programs; and ▪ preparing the compensation committee report in our annual proxy statement.

Our compensation committee operates under a written charter that satisfies the listing standards of Nasdaq. A copy of the charter of our compensation committee is available on our website at <http://ir.zscaler.com> in the Governance Documents section of our Investor Relations webpage. During the fiscal year ended July 31, 2024, our compensation committee held five meetings.

Nominating and Corporate Governance Committee

Members	Responsibilities
<p data-bbox="113 1265 381 1357">Mr. Giancarlo (Chair) Mr. Darling Mr. Schneider</p> <p data-bbox="113 1417 521 1634">Our board of directors has determined that all members of our nominating and corporate governance committee meet the requirements for independence under the rules of Nasdaq.</p>	<ul data-bbox="603 1259 1489 1665" style="list-style-type: none"> ▪ evaluating and making recommendations regarding the composition, organization and governance of our board of directors and its committees; ▪ evaluating and making recommendations regarding the creation of additional committees or the change in mandate or dissolution of committees; ▪ reviewing and making recommendations with regard to our Corporate Governance Guidelines and compliance with laws and regulations, including corporate responsibility issues and disclosures; and ▪ reviewing and approving conflicts of interest of our directors and corporate officers, other than related person transactions reviewed by the audit committee.

Our nominating and corporate governance committee operates under a written charter that satisfies the listing standards of Nasdaq. A copy of the charter of our nominating and corporate governance committee is available on our website at <http://ir.zscaler.com> in the Governance Documents section of our Investor Relations webpage. During the fiscal year ended July 31, 2024, our nominating and corporate governance committee held four meetings.



Compensation Committee Interlocks and Insider Participation

None of the members of our compensation committee is or has been an officer or employee of the Company. None of our executive officers currently serves, or in the past year has served, as a member of the compensation committee or director (or other board committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) of any entity that has one or more executive officers serving on our compensation committee or our board of directors.

Considerations in Evaluating Director Nominees

It is the policy of the nominating and corporate governance committee of our board of directors to consider recommendations for candidates to our board of directors from stockholders holding no less than one percent (1%) of the outstanding shares of the Company's common stock continuously for at least 12 months prior to the date of the submission of the recommendation or nomination.

The nominating and corporate governance committee will use the following procedures to identify and evaluate any individual recommended or offered for nomination to our board of directors:

- The nominating and corporate governance committee will consider candidates recommended by stockholders in the same manner as candidates recommended to the nominating and corporate governance committee from other sources.
- In its evaluation of director candidates, including the members of our board of directors eligible for re-election, the nominating and corporate governance committee will consider factors such as:
 - business expertise;
 - diversity, including differences in professional background, gender, race, ethnicity, education, skill and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the board of directors;
 - past attendance at meetings, and participation in, and contributions to, the activities of our board of directors; and
 - other factors that the nominating and corporate governance committee deems appropriate.
- The nominating and corporate governance committee requires the following minimum qualifications to be satisfied by any nominee for a position on our board of directors:
 - the highest personal and professional ethics and integrity;
 - proven achievement and competence in the nominee's field and the ability to exercise sound business judgment;
 - skills that are complementary to those of the existing board of directors;
 - the ability to assist and support management and make significant contributions to the Company's success; and
 - an understanding of the fiduciary responsibilities that is required of a member of our board of directors and the commitment of time and energy necessary to diligently carry out those responsibilities.



If the nominating and corporate governance committee determines that an additional or replacement director is required, the nominating and corporate governance committee may take such measures that it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the nominating and corporate governance committee, our board directors or management.

The nominating and corporate governance committee may propose to our board of directors a candidate recommended or offered for nomination by a stockholder as a nominee for election to our board of directors. The nominating and corporate governance committee has in the past and may in the future pay fees to third parties to assist in identifying or evaluating director candidates.

Stockholder Recommendations for Nominations to the Board of Directors

A stockholder that wants to recommend a candidate for election to our board of directors should direct the recommendation in writing by letter to the Company, attention of the Secretary, at Zscaler, Inc., 120 Holger Way, San Jose, California 95134. The recommendation must include the candidate's name, home and business contact information, detailed biographical data, relevant qualifications, a signed letter from the candidate confirming willingness to serve, information regarding any relationships between the candidate and the Company and evidence of the recommending stockholder's ownership of Company stock. Such recommendations must also include a statement from the recommending stockholder in support of the candidate, particularly within the context of the criteria for board membership, including issues of character, integrity, judgment, diversity of experience, independence, area of expertise, corporate experience, length of service, potential conflicts of interest, other commitments and the like and personal references.

A stockholder that instead desires to nominate a person directly for election to our board of directors at an annual meeting of the stockholders must meet the deadlines and other requirements set forth in Section 2.4 of the Company's bylaws and the rules and regulations of the Securities and Exchange Commission. Section 2.4 of the Company's bylaws requires that a stockholder who seeks to nominate a candidate for director must provide a written notice to the Secretary of the Company not later than the close of business on the 45th day nor earlier than the close of business on the 75th day before the one-year anniversary of the date on which the corporation first mailed its proxy materials or a notice of availability of proxy materials (whichever is earlier) for the preceding year's annual meeting; provided, however, that in the event that no annual meeting was held in the previous year or if the date of the annual meeting is changed by more than 30 days from the one-year anniversary of the date of the previous year's annual meeting, then, for notice by the stockholder to be timely, it must be so received by the 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 (i) the 90th day prior to such annual meeting, or (ii) the 10th day following the day on which Public Announcement (as defined below) of the date of such annual meeting is first made. In no event shall any adjournment or postponement of an annual meeting or the announcement thereof commence a new time period for the giving of a stockholder's notice. "Public Announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or a comparable national news service or in a document publicly filed by the corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act, or by such other means as is reasonably designed to inform the public or stockholders of the corporation in general of such information, including, without limitation, posting on the Company's investor relations website. In addition to satisfying the foregoing requirements under our bylaws, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must also comply with the additional requirements of Rule 14a-19 under the Exchange Act.



Communications with the Board of Directors

Our board of directors believes that management speaks for Zscaler, Inc. However, individual board members may, from time to time, communicate with various constituencies that are involved with the Company, but it is expected that board members would do this with knowledge of management and, in most instances, only at the request of management.

In cases where stockholders and other interested parties wish to communicate directly with our non-management directors, messages can be sent to our Secretary, at Zscaler, Inc., 120 Holger Way, San Jose, California 95134. Our Secretary monitors these communications and will provide a summary of all received messages to the board of directors, or an appropriate committee of the board of directors, at each regularly scheduled quarterly meeting of the board. Where the nature of a communication warrants, our Secretary may determine, in his or her judgment, to obtain the more immediate attention of the board of directors, independent directors, appropriate committees, or members of committees of the board, independent advisors to the Company or Company management, as our Secretary considers appropriate.

Our Secretary may decide in the exercise of his or her judgment whether a response to any stockholder or interested party communication is necessary.

This procedure for stockholder and other interested party communications with the non-management directors is overseen by the Company's nominating and corporate governance committee. This procedure does not apply to (a) communications to non-management directors from officers or directors of the Company who are stockholders, (b) stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act or (c) communications to the audit committee pursuant to the Complaint Procedures for Accounting and Auditing Matters.

Stockholder Engagement

As part of our year-round stockholder engagement program and a vital component of our overall corporate governance program, Zscaler meets with, and constantly strives to incorporate feedback from, our stockholders. Our Investor Relations team regularly meets with investors, prospective investors, and investment analysts to discuss Company performance, technology initiatives, and company strategy. Meetings can include participation by our Chief Executive Officer, Chief Financial Officer, Chief Legal Officer, other members of management and members of our board of directors. In addition, our Investor Relations team regularly engages with the governance departments of our stockholders and seeks feedback on topics of interest to them, including on our corporate governance, executive and director compensation, and corporate responsibility practices. Our Investor Relations team, Chief Executive Officer, Chief Financial Officer and Chief Legal Officer regularly communicate topics discussed and feedback from stockholders with our senior management and board of directors for consideration.



In fiscal 2024, our management team held 99 meetings with current and prospective stockholders, including meetings with over 60% of our top 25 largest stockholders. We continuously communicate with stockholders and other stakeholders through various media, including our annual report and SEC filings, proxy statement, news releases, quarterly earnings calls, our website and our Annual Meeting. Below is a summary of some of the key feedback on certain governance topics that we received since we filed our fiscal 2023 Proxy Statement:

Common Discussion Points	Our Viewpoint
<p>No lead independent director for Zscaler's board of directors</p>	<p>Stockholders have asked why our board does not have a lead independent director to work with our Chairman and CEO. We believe that, while a lead independent director might be valuable in some companies, such a role would undermine our highly effective board culture where all independent directors work directly with our Chairman and CEO on matters within their areas of interest and expertise. Our board consists of a majority of independent directors and regularly meets in executive session as appropriate. Additionally, all three of our board committees are composed entirely of independent directors. We believe all independent board members are empowered to guide the Company and this fosters a collaborative dynamic which could be impaired by the presence of a single lead independent director. While in the future we may find it beneficial or necessary to appoint a lead independent director, currently, we feel our board structure provides an appropriate check against undue management influence while preserving the board culture that has driven our success.</p>
<p>Payment of annual cash bonuses</p>	<p>Stockholders have asked about the application of discretion by our CEO in determining the bonuses of our Senior Executives. As described in the "Executive Compensation" section, the entire cash bonus pool allocated to our Senior Executives is funded based on attainment of revenue, billings and non-GAAP income from operations performance metrics determined by our compensation committee. However, the actual payment to our Named Executive Officers is subject to downward adjustment by our CEO. Specifically, our CEO considers non-public corporate and individual performance metrics in exercising discretion only to reduce bonus payments below what is allowed by the funded amount of the bonus pool. For example in the first half performance period of fiscal 2024, our CEO exercised his downward discretion such that the actual full year payout to Named Executive Officers was at 108.7% of their target bonuses, which was below the full year total funded pool of 118.3%. We believe this gives our CEO latitude to ensure executive pay reflects the best interests of our stockholders and aligns with performance against a wide variety of strategic and performance objectives.</p>
<p>Charles Giancarlo "Overboarding"</p>	<p>Stockholders have expressed concerns about Mr. Giancarlo sitting on the boards of directors of three public companies including Zscaler while also serving as the chief executive officer to one company. We feel that Mr. Giancarlo provides a unique combination of invaluable experience, skills and perspectives that are relevant for Zscaler's market, technology and stage of growth as a result of his past and, especially, his current roles. During the last five fiscal years, Mr. Giancarlo has missed only one board or committee meeting. In addition, Mr. Giancarlo regularly makes himself available for informal meetings with our CEO and other members of management. During these formal and informal meetings, we believe that Mr. Giancarlo provides critical advice and insights which benefit our stockholders.</p>
<p>Anti-takeover provisions</p>	<p>Stockholders have asked about our anti-takeover provisions including our classified board and our board's ability to issue preferred shares of stock without a stockholder vote. With Cybersecurity taking center-stage for many companies, Zscaler is filling a critical need for our customers. Part of that need centers around long-term stability of our products and our Company as a whole. We feel that the anti-takeover measures, that have been deemed reasonable and appropriate by both our management and board of directors, support this long-term stability which is increasingly seen as vital by our customers, partners and employees. As a result, we believe that our anti-takeover provisions are reasonable for our Company's size, growth rate and industry and support long-term value creation for our stockholders.</p>



Corporate Governance Guidelines and Code of Conduct

Our board of directors has adopted Corporate Governance Guidelines. These guidelines address items such as the qualifications and responsibilities of our directors and director candidates and corporate governance policies and standards applicable to us in general. In addition, our board of directors has adopted a Code of Conduct that applies to all of our employees, officers and directors, including our chief executive officer, chief financial officer and other executive and senior financial officers. The full text of our Corporate Governance Guidelines and our Code of Conduct is posted on our website at <http://ir.zscaler.com> in the Governance Documents section of our Investor Relations webpage. We will post any amendments to our Code of Conduct, and any waivers of our Code of Conduct for directors and executive officers, on the same website.

Role of the Board of Directors in Risk Oversight

One of the key functions of our board of directors is informed oversight of our risk management process which risks include, among others, strategic, financial, business and operational, cybersecurity, legal and regulatory compliance and reputational risks. Our board of directors does not have a standing risk management committee, but rather administers this oversight function directly through the board of directors as a whole, as well as through its standing committees that address risks inherent in their respective areas of oversight. In particular, our board of directors is responsible for monitoring and assessing strategic risk exposure. Our audit committee is responsible for reviewing and discussing our major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies with respect to risk assessment and risk management, including oversight of the performance of our internal audit function. In addition to oversight of the performance of our external and internal audit functions, our audit committee also monitors compliance with legal and regulatory requirements and reviews related party transactions. Our audit committee responsibilities also include oversight of cybersecurity risk management, and, to that end, members of the audit committee meet frequently with management and Company leadership responsible for cybersecurity risk management and receives periodic reports from management, as well as incremental reports as matters arise. Our nominating and corporate governance committee monitors the effectiveness of our corporate governance guidelines and oversees our Corporate Responsibility program. Our compensation committee assesses and monitors whether any of our compensation policies and programs has the potential to encourage excessive risk-taking.

Director Compensation

Each non-employee director is eligible to receive compensation for his or her service consisting of annual cash retainers and equity awards under our outside director compensation policy. Our outside director compensation policy was crafted in consultation with Compensia, Inc., or Compensia, an independent compensation consulting firm engaged by our compensation committee. Compensia provided us with competitive data, analysis and recommendations regarding non-employee director compensation, which includes a mix of cash and equity-based compensation. After careful consideration of this information and the scope of the duties and responsibilities of our non-employee directors, our board of directors approved our outside director compensation policy. We believe this policy provides reasonable compensation to our non-employee directors that is commensurate with their contributions and appropriately aligned with our peers. We also reimburse our directors for expenses associated with attending meetings of our board of directors and board committees.



For fiscal 2024, there were no changes in the director compensation policy, and non-employee directors were entitled to receive the following cash compensation for service in the following positions:

Position	Annual Retainer (\$)
Board Member	30,000
Audit Committee Chair	20,000
Audit Committee Member	8,000
Compensation Committee Chair	12,000
Compensation Committee Member	5,000
Nominating and Corporate Governance Committee Chair	7,500
Nominating and Corporate Governance Committee Member	4,000

In addition, non-employee directors were eligible to receive the following equity awards for board service:

- (1) Annual restricted stock unit, or RSU, grant with target value of \$200,000 (automatically granted at the Annual Meeting). These RSU awards vest in four equal quarterly installments over a one-year period; and
- (2) Initial RSU grant with a target value equal to two-and one-half times the value of the then effective annual RSU grant, pursuant to which one-third of the RSU awards will vest on the one-year anniversary of the effective date of appointment and the remaining RSU awards will vest in eight equal quarterly installments thereafter. Any director elected at the Annual Meeting for a given year will receive both the initial RSU grant and the annual RSU grant.

The number of RSU awards for each of the initial and annual RSU grant will be determined by dividing the annual equity value by the average closing price of Zscaler common stock on the Nasdaq Global Select Market for the 30 trading days ending on the date that is five days prior to the grant date, rounded up to the nearest share.

All cash payments to non-employee directors who served in the relevant capacity at any point during the immediately preceding prior fiscal quarter will be paid quarterly in arrears on a prorated basis. A non-employee director who served in the relevant capacity during only a portion of the prior fiscal quarter will receive a pro-rated payment of the quarterly payment of the applicable cash retainer.

DIRECTOR STOCK OWNERSHIP GUIDELINES

We believe that our directors should hold a significant amount of Company equity to link their long-term economic interests directly to those of our stockholders. For fiscal 2024, we required that our directors own at minimum equity of the Company valued at four times their annual retainer for service on our board of directors (not including committee service). We believe that this multiple constitutes significant amounts for our directors and provides a substantial link between the interests of our directors and those of our stockholders. Compliance with these guidelines for non-employee directors is required within five years of becoming subject to them. For purposes of meeting the ownership requirements, unvested RSU awards are counted, but unearned performance awards and unexercised stock options are not. At the end of fiscal 2024, each of our non-employee directors exceeded these guidelines based on their current rate of stock accumulations in the time frames set out in the guidelines.



The following table sets forth information regarding compensation earned by or paid to our non-employee directors during the fiscal year ended July 31, 2024:

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) ⁽¹⁾	Total (\$)
James Beer	6,909	464,409	471,318
Karen Blasing	52,969	204,775	257,744
Andrew Brown	50,000	204,775	254,775
Scott Darling	42,000	204,775	246,775
Charles Giancarlo	42,500	204,775	247,275
Eileen Naughton	35,000	204,775	239,775
David Schneider	34,000	204,775	238,775

(1) Amounts represent the grant date fair market value of RSU awards granted to serving directors following our 2023 annual meeting of stockholders.

The following table lists all outstanding equity awards held by our non-employee directors as of July 31, 2024.

Name	Aggregate Number of Stock Awards Outstanding as of July 31, 2024 (#)	Aggregate Number of Stock Options Outstanding as of July 31, 2024 (#)
James Beer	2,829	—
Karen Blasing	488	—
Andrew Brown	488	38,333
Scott Darling	488	—
Charles Giancarlo	488	—
Eileen Naughton	662	—
David Schneider	488	—

For information about the compensation of directors who are also our employees, see “Executive Compensation.”



Corporate Responsibility

We believe a thoughtful, robust and deliberate Corporate Responsibility program will drive sustained value creation for our stakeholders. We focus on a range of initiatives centered around environmental sustainability, human capital, protection of customers and their data and building trust through good corporate governance. From Zscaler's inception, we have relied upon our strong cultural values to guide ethical business practices, and to do what is right for our customers and our business. We established a Code of Conduct, reflecting strong ethical principles, to communicate our expectations to employees. In addition, in fiscal 2023, we implemented a supplier code of conduct to communicate our ethical expectation to our vendors and suppliers. We continuously assess our operations to seek opportunities for improvement, all while evaluating and addressing risks as they arise.

As part of this ongoing process, our board maintains oversight over corporate responsibility matters through our nominating and corporate governance committee, while our executive management team manages and monitors such matters on a day-to-day basis throughout the year. Everyday our customers rely on us to provide secure and fast access to essential applications. They entrust us to safeguard their sensitive and critical information. For these reasons, forging partnerships built on trust, transparency and accountability is central to our success. We are customer obsessed and understand that our success depends on our ability to deliver innovative solutions which anticipate the evolving needs of our customers.



SECURING TRUST

Governance, Risk and Accountability

Our corporate governance structure enables the executive team and our board to effectively guide our business while we continue to rapidly grow. Our internal audit team reviews our corporate practices annually to provide reasonable assurance that they are in line with best practices and to monitor compliance throughout our organization. Accountability for overseeing risk extends to the board level. Our nominating and corporate governance committee oversees our governance policies and Corporate Responsibility program and our audit committee oversees privacy and cybersecurity risks.

Platform and Certifications

Our Zero Trust Exchange cloud security platform is distributed over more than 160 data centers and processes over 500 billion transactions per day from users across over 185 countries. We work to ensure our platform and protocols meet the rigorous requirements of our customers around the globe. We are certified to numerous government and commercial standards and strive to provide secure, compliant services regardless of a user's physical location.

Cybersecurity Risk Management Approach

We constantly evaluate our performance and strengthen the security of our products to anticipate the evolving threat landscape. Zscaler's internal security committee identifies and prioritizes protective measures across our products and enterprise. The group comprises key functional leaders across the Company who share critical information and use data-driven strategies to manage cyber risks. Our in-house global threat research team, Zscaler ThreatLabZ, has a mission to protect our customers from advanced cyberthreats. Armed with insights from over half a trillion daily signals from our platform, this team of more than 150 security experts continuously identifies and prevents emerging threats. Finally, all Zscaler employees complete annual information security training to protect our Company's assets.



User Privacy

Our customers' data belongs to them. Keeping our customers' data secure and private while providing smooth and continuous service is a top priority. Zscaler is committed to assisting our customers' efforts to comply with privacy laws and, with this goal in mind, we implement technical and organizational measures for customer data that passes through our platform. Customer data is isolated as part of our multi-tenant architecture, and regardless of where users are located, customers can choose to have logs stored in the United States or the European Union / Switzerland.



ENABLING POSSIBILITY FOR PEOPLE

Our Culture

The Zscaler difference stems from a global team that is technically skilled, forward thinking and aligned to our mission. We are a diverse group of visionaries and operators who are passionate about creating a safer future. Guided by our values, we are invested in building our workplace culture, which allows our team to execute and contribute to our customers' and our own success. We were recognized for these efforts by being certified a 2024 "Great Place to Work" in 11 countries.

Employee Development

We support our growth by attracting and retaining a diverse and highly skilled workforce, and offer many resources for employees to develop and advance their careers. We invest in leadership, individual contributor training and continuing education for our employees. By providing learning and advancement opportunities, we keep employees engaged, which is evidenced by strong results in employee surveys.

Diversity, Equity, Inclusion and Belonging

We are committed to attracting and supporting a diverse workforce that is representative of the customers and communities we serve. To support an inclusive workplace, we offer courses for diversity awareness and training on topics such as managing unconscious bias. In addition, we offer tailored training for leaders that emphasizes the role of diversity in building high-performing teams. Our employee resource groups provide spaces where underrepresented groups are supported and are encouraged to advance their careers.

Community

We understand that Zscaler is a part of the communities where we operate. Our community efforts include organized volunteer activities and employee-driven community giving. We collect input from our employees to help choose the organizations that Zscaler supports and help to amplify our employees' own giving through donation matching. In addition, we regularly bring together women technology leaders and chief experience officer thought leaders to share their experiences with the broader community and seek to connect and understand our customers' challenges to better solve them.



EMBEDDING ENVIRONMENTAL EFFICIENCY

Efficient Architecture

Zscaler's cloud-based architecture provides a much needed, energy efficient alternative to legacy security solutions. Whereas legacy solutions require numerous appliances and servers to be deployed across an organization, we enable our customers to lower their environmental impact by providing a platform which is purpose-built for efficiency, speed and scalability. By moving to the Zscaler Zero Trust Exchange™ Platform, customers improve their security and user experience all while reducing the need to



purchase and run their own security appliances. This reduction in IT footprint enables customers to significantly reduce the energy needs associated with their security programs.

Data Centers

We stay close to our users to provide them with the best user experience possible, which means building our cloud platform in data centers across the world in regions where our customers are located. We focus on maintaining the use of 100% renewable energy to power our cloud platform. Our data center selection and renewal process incorporates environmental sustainability criteria, including data center efficiency and use of renewable energy.

Climate Goals and Progress

Since 2021, we have procured high-quality renewable energy credits from country-specific projects such as wind and solar farms to reach 100% renewable energy in our offices and global data centers. We have also measured our emissions in other areas, including those from scope 3 sources (business travel, employee commuting, procurement and customer use), and have offset those emissions through the purchase of verified carbon credits since 2022. We recognize that there is more to do, which is why we have a goal to reach net zero emissions for operations by 2025. We have also committed to the Science Based Targets initiative and are striving towards a goal for validation.



Proposal One

ELECTION OF DIRECTORS

Our board of directors is currently composed of eight members. In accordance with our certificate of incorporation, our board of directors is divided into three classes with staggered three-year terms. One class is elected each year at the annual meeting of stockholders for a term of three years. At the Annual Meeting, three Class I directors will be elected for a three-year term to succeed the same class, consisting of three directors, whose term is then expiring.

Each director's term continues until the election and qualification of such director's successor, or such director's earlier death, resignation or removal. Any increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of our directors. This classification of our board of directors may have the effect of delaying or preventing changes in control of the Company.

Nominees

Our board of directors has nominated Karen Blasing, Charles Giancarlo and Eileen Naughton for election as Class I directors at the Annual Meeting. If elected, each of Ms. Blasing, Mr. Giancarlo and Ms. Naughton will serve as Class I directors until the 2027 annual meeting of stockholders or until their successors are elected and qualified, or their earlier death, resignation or removal. All three nominees are currently directors of the Company. For information concerning the nominees, see *"Board of Directors and Corporate Governance."*

If you are a stockholder of record and you sign your proxy card or vote over the internet or by telephone but do not give instructions with respect to the voting of directors, your shares will be voted FOR the election of Ms. Blasing, Mr. Giancarlo and Ms. Naughton. We expect that Ms. Blasing, Mr. Giancarlo and Ms. Naughton will accept such nomination; however, in the event that a director nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee who shall be designated by our board of directors to fill such vacancy. If you are a beneficial owner of shares of our common stock and you do not give voting instructions to your broker, bank or other nominee, then your broker, bank or other nominee will leave your shares unvoted on this matter.

Vote Required

The election of the Class I directors requires a plurality of the voting power of the shares of our common stock present in person or represented by proxy at the Annual Meeting and entitled to vote thereon. Accordingly, the three nominees receiving the highest number of "FOR" votes will be elected. Abstentions and broker non-votes will have no effect on this proposal.



The Board of Directors recommends a vote "FOR" the election of each of the three directors nominated by our Board of Directors and named in this Proxy Statement as the Class I Directors to serve for a three-year term.



Proposal Two

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our audit committee has appointed PwC as our independent registered public accounting firm to audit our consolidated financial statements for our fiscal year ending July 31, 2025. PwC has served as our independent registered public accounting firm since May 2015.

At the Annual Meeting, stockholders are being asked to ratify the appointment of PwC as our independent registered public accounting firm for our fiscal year ending July 31, 2025. Stockholder ratification of the appointment of PwC is not required by our bylaws or other applicable legal requirements. However, our board of directors is submitting the appointment of PwC to our stockholders for ratification as a matter of good corporate governance. In the event that this appointment is not ratified by the affirmative vote of a majority of the voting power of the shares of our common stock present in person or represented by proxy at the Annual Meeting and entitled to vote, such appointment will be reconsidered by our audit committee. Even if the appointment is ratified, our audit committee, in its sole discretion, may appoint another independent registered public accounting firm at any time during our fiscal year ending July 31, 2025 if our audit committee believes that such a change would be in the best interests of Zscaler and its stockholders. If the appointment is not ratified by our stockholders, the audit committee may reconsider whether it should appoint another independent registered public accounting firm. A representative of PwC is expected to be present at the Annual Meeting, will have an opportunity to make a statement if he or she wishes to do so, and is expected to be available to respond to appropriate questions from stockholders.

Fees Paid to the Independent Registered Public Accounting Firm

The following table presents fees for professional audit services and other services rendered to us by PwC for our fiscal years ended July 31, 2024 and 2023.

Fees	2024 (\$)	2023 (\$)
Audit Fees⁽¹⁾	3,749,966	3,347,287
Tax Fees	529,040	3,003
All Other Fees⁽²⁾	806,962	1,286,827
Total Fees Paid	5,085,968	4,637,117

(1) Audit Fees consist of fees for professional services rendered in connection with the audit of our annual consolidated financial statements, the review of our quarterly condensed consolidated financial statements, statutory audit fees and audit services that are normally provided by the independent registered public accounting firm in connection with regulatory filings.

(2) All Other Fees consist of aggregate fees billed for products and services provided by the independent registered public accounting firm other than those disclosed above. These services specifically relate to subscription fees paid for access to online accounting research software and regulatory applications and certifications, including Information System Security Management and Assessment Program certification.



Auditor Independence

In the fiscal year ended July 31, 2024, there were no other professional services provided by PwC that would have required our audit committee to consider their compatibility with maintaining the independence of PwC.

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

Our audit committee has established a policy governing our use of the services of our independent registered public accounting firm. Under the policy, our audit committee is required to pre-approve all audit and permissible non-audit services performed by our independent registered public accounting firm in order to ensure that the provision of such services does not impair such accounting firm's independence. All fees paid to PwC for our fiscal years ended July 31, 2024 and 2023 were pre-approved by our audit committee.

Vote Required

The ratification of the appointment of PwC requires the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote thereon. Abstentions will have the effect of a vote AGAINST the proposal.



The Board of Directors recommends a vote “FOR” the ratification of the appointment of PRICEWATERHOUSECOOPERS LLP as our independent registered public accounting firm for our fiscal year ending July 31, 2025.

Audit Committee Report

The information contained in the following Audit Committee Report shall not be deemed to be soliciting material or to be filed with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that Zscaler, Inc. specifically incorporates it by reference in such filing.

The audit committee serves as the representative of our board of directors with respect to its oversight of:

- our accounting and financial reporting processes and the audit of our financial statements;
- the integrity of our financial statements;
- our compliance with legal and regulatory requirements;
- inquiring about significant risks, reviewing our policies for risk assessment and risk management, including privacy and cybersecurity risk, and assessing the steps management has taken to control these risks; and
- the independent registered public accounting firm's appointment, qualifications and independence.

The audit committee also reviews the performance of our independent registered public accounting firm, PwC, in the annual audit of our financial statements and in assignments unrelated to the audit, and reviews the independent registered public accounting firm's fees.

The audit committee is currently composed of four non-employee directors. Our board of directors has determined that each current member of the audit committee is independent, and that Ms. Blasing and Mr. Beer each qualifies as an “audit committee financial expert” under the SEC rules.



The audit committee provides our board of directors such information and materials as it may deem necessary to make our board of directors aware of financial matters requiring the attention of our board of directors. The audit committee reviews our financial disclosures and meets privately, outside the presence of our management, with our independent registered public accounting firm. In fulfilling its oversight responsibilities, the audit committee reviewed and discussed the audited financial statements in our fiscal year ended July 31, 2024 Annual Report with management, including a discussion of the quality and substance of the accounting principles, the reasonableness of significant judgments made in connection with the audited financial statements, and the clarity of disclosures in the financial statements. The audit committee reports on these meetings to our board of directors.

The audit committee has reviewed and discussed with Zscaler's management and PwC the audited consolidated financial statements of Zscaler contained in Zscaler's Annual Report on Form 10-K for fiscal year 2024. The audit committee has also discussed with PwC the applicable requirements of the Public Company Accounting Oversight Board, or PCAOB, and the SEC.

The audit committee has received and reviewed the written disclosures and the letter from PwC required by applicable requirements of the PCAOB regarding PwC's communications with the audit committee concerning independence, and has discussed with PwC its independence from Zscaler.

Based on the review and discussions referred to above, the audit committee recommended to the board of directors that the audited consolidated financial statements be included in Zscaler's Annual Report on Form 10-K for its fiscal year 2024 for filing with the SEC. The audit committee also has selected PwC as the independent registered public accounting firm for fiscal year 2025. Our board of directors recommends that stockholders ratify this selection at the Annual Meeting.

Respectfully submitted by the members of the audit committee of the board of directors:

Karen Blasing (Chair)

James Beer

Andrew Brown

Scott Darling



Proposal Three

ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and Section 14A of the Exchange Act enables stockholders to approve, on an advisory or non-binding basis, the compensation of our Named Executive Officers as disclosed in this Proxy Statement in accordance with the rules of the SEC. This proposal, commonly known as a “Say-on-Pay” proposal, gives our stockholders the opportunity to express their views on our Named Executive Officers’ compensation as a whole. This vote is not intended to address any specific item of compensation or any specific Named Executive Officer, but rather the overall compensation of all of our Named Executive Officers and the philosophy, policies and practices described in this Proxy Statement.

The Say-on-Pay vote is advisory, and therefore is not binding on us, our compensation committee or our board of directors. The Say-on-Pay vote will, however, provide information to us regarding investor sentiment about our executive compensation philosophy, policies and practices, which our compensation committee will be able to consider when determining executive compensation for the remainder of the current fiscal year and beyond. Our board of directors and our compensation committee value the opinions of our stockholders. To the extent there is any significant vote against the compensation of our Named Executive Officer as disclosed in this Proxy Statement, we will endeavor to communicate with stockholders to better understand the concerns that influenced the vote and consider our stockholders’ concerns. Our compensation committee will evaluate whether any actions are necessary to address those concerns.

We believe that the information provided in the section titled “*Executive Compensation*,” and in particular the information discussed in the section titled “*Executive Compensation—Compensation Discussion and Analysis—Compensation Philosophy and Objectives*,” demonstrates that our executive compensation program was designed appropriately and is working to ensure management’s interests are aligned with our stockholders’ interests to support long-term value creation. Accordingly, we ask our stockholders to vote “FOR” the following resolution at the Annual Meeting:

“RESOLVED, that the stockholders approve, on an advisory basis, the compensation paid to the Named Executive Officers, as disclosed in the Proxy Statement for the Annual Meeting pursuant to the compensation disclosure rules of the SEC, including the compensation discussion and analysis, compensation tables and narrative discussion, and other related disclosure.”



Vote Required

The advisory vote on the compensation of our Named Executive Officers requires the affirmative vote of a majority of the voting power of the shares of our common stock present in person or represented by proxy at the Annual Meeting and entitled to vote thereon. Abstentions will have the effect of a vote AGAINST the proposal. Broker non-votes will have no effect on the outcome of the vote.



The Board of Directors recommends a vote “FOR” the approval, on an advisory basis, of the compensation of our Named Executive Officers.

Proposal Four

AMENDMENT AND RESTATEMENT OF THE ZSCALER, INC. FY2018 EQUITY INCENTIVE PLAN

At the Annual Meeting, stockholders are being asked to approve the amendment and restatement of the Zscaler, Inc. FY2018 Equity Incentive Plan, or the 2018 Plan, to eliminate the original 10-year term of the 2018 Plan. However, the existing evergreen provision will terminate on the 10-year anniversary of the adoption of the 2018 Plan, as originally approved. The amendment and restatement will be referred to as the 2018 Plan Amendment.

We believe equity compensation is a critical tool for employee motivation and retention. Our 2018 Plan is scheduled to expire in March 2028. The term of our 2018 Plan will be extended indefinitely if our stockholders approve the 2018 Plan Amendment. Our board of directors believes that our success depends on our ability to attract and retain the best available personnel for positions of substantial responsibility from a very limited talent pool and the ability to grant equity awards is crucial to recruiting and retaining the services of these individuals and to promoting our success. The 2018 Plan Amendment will enable us to continue to grant awards to participants under the 2018 Plan.

The 2018 Plan was initially adopted by our board of directors and was approved by our stockholders in March 2018. The 2018 Plan became effective in 2018 in connection with our initial public offering. Our board of directors approved the 2018 Plan Amendment in November 2024, subject to stockholder approval. If approved by our stockholders, the 2018 Plan, as amended, will become effective as of the Annual Meeting date. If our stockholders do not approve this proposal, the 2018 Plan Amendment will not become effective and we may be unable to continue our equity incentive program after our 2018 Plan expires, which could prevent us from successfully attracting and retaining the highly skilled talent we need to succeed.

We are *not* asking stockholders to approve an increase to the number of shares of our common stock reserved for issuance under the 2018 Plan, and the existing evergreen provision under the 2018 Plan will terminate on the 10-year anniversary of the adoption of the 2018 Plan, as originally approved.



Summary of the 2018 Plan

The following paragraphs summarize the principal features of the 2018 Plan, as amended and restated by the 2018 Plan Amendment, and its operation. However, this summary is not a complete description of the provisions of the amended and restated 2018 Plan and is qualified in its entirety by the specific language of the amended and restated 2018 Plan. A copy of the 2018 Plan, as it is proposed to be amended and restated, is attached as Appendix B to this Proxy Statement.

Our 2018 Plan provides for the grant of incentive stock options, within the meaning of Section 422 of the Internal Revenue Code, to our employees and any parent and subsidiary corporations' employees, and for the grant of nonstatutory stock options, restricted stock, restricted stock units, stock appreciation rights, performance units and performance shares to our employees, directors and consultants and our parent and subsidiary corporations' employees and consultants. The number of persons eligible to receive an award under the 2018 Plan as of November 13, 2024 (the record date for the Annual Meeting) is estimated to be approximately 7,692 employees (including all of our currently employed Named Executive Officers), each of our seven non-employee directors and approximately 15 consultants.

AUTHORIZED SHARES

As of November 1, 2024, a total of 28,121,293 shares of our common stock are currently reserved for issuance pursuant to our 2018 Plan. The number of shares available for issuance under our 2018 Plan includes an evergreen provision that provides for an annual increase on the first day of each fiscal year equal to the least of:

- 12,700,000 shares;
- 5% of the outstanding shares of our common stock as of the last day of the immediately preceding fiscal year; or
- such other amount as our board of directors may determine.

The proposed amended and restated 2018 Plan will have the evergreen feature terminate on the 10-year anniversary of the initial adoption of the 2018 Plan. Accordingly, the final automatic annual evergreen increase will occur on August 1, 2027.

If an award of stock options or stock appreciation rights expires or becomes unexercisable without having been exercised in full, it is surrendered pursuant to an exchange program. With respect to an award of restricted stock, RSUs, performance shares or performance units, will be forfeited or repurchased due to failure to vest. The unpurchased shares (or for awards other than stock options or stock appreciation rights, the forfeited or repurchased shares) will become available for future grant or sale under the 2018 Plan. With respect to stock appreciation rights, only the net shares actually issued will cease to be available under the 2018 Plan and all remaining shares under stock appreciation rights will remain available for future grant or sale under the 2018 Plan. Shares that have actually been issued under the 2018 Plan under any award will not be returned to the 2018 Plan; provided, however, that if shares issued pursuant to awards of restricted stock, RSUs, performance shares or performance units are repurchased or forfeited, such shares will become available for future grant under the 2018 Plan. Shares used to pay the exercise price of an award or satisfy the tax withholding obligations related to an award will become available for future grant or sale under the 2018 Plan. To the extent an award is paid out in cash rather than shares, such cash payment will not result in a reduction in the number of shares available for issuance under the 2018 Plan.

Information regarding the number of shares of common stock that may be issued under our existing equity compensation plans, including the 2018 Plan, as of July 31, 2024, is presented in the section titled "Equity Compensation Plan Information" in this Proxy Statement.



PLAN ADMINISTRATION

Our compensation committee of our board of directors administers our 2018 Plan. In the case of awards intended to qualify as “performance-based compensation” within the meaning of Section 162(m) of the Internal Revenue Code, the committee will consist of two or more “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code. In addition, if we determine it is desirable to qualify transactions under our 2018 Plan as exempt under Rule 16b-3 of the Exchange Act, such transactions will be structured to satisfy the requirements for exemption under Rule 16b-3. Subject to the provisions of our 2018 Plan, the administrator has the power to administer our 2018 Plan and make all determinations deemed necessary or advisable for administering the 2018 Plan, including but not limited to, the power to determine the fair market value of our common stock, select the service providers to whom awards may be granted, determine the number of shares covered by each award, approve forms of award agreements for use under the 2018 Plan, determine the terms and conditions of awards (including, but not limited to, the exercise price, the times or times at which the awards may be exercised, any vesting acceleration or waiver or forfeiture restrictions, and any restriction or limitation regarding any award or the shares relating thereto), construe and interpret the terms of our 2018 Plan and awards granted under it, to prescribe, amend and rescind rules relating to our 2018 Plan, including creating sub-plans, and to modify or amend each award, including but not limited to the discretionary authority to extend the post-termination exercisability period of awards (provided that no option or stock appreciation right will be extended past its original maximum term) and to allow a participant to defer the receipt of payment of cash or the delivery of shares that would otherwise be due to such participant under an award. The administrator also has the authority to allow participants the opportunity to transfer outstanding awards to a financial institution or other person or entity selected by the administrator and to institute an exchange program by which outstanding awards may be surrendered in exchange for awards of the same type which may have a higher or lower exercise price or different terms, awards of a different type and/or cash, or by which the exercise price of an outstanding award is increased or reduced. The administrator’s decisions, interpretations, and other actions are final and binding on all participants.

RSUs

RSUs may be granted under our 2018 Plan. RSUs are bookkeeping entries representing an amount equal to the fair market value of one share of our common stock. Subject to the provisions of our 2018 Plan, the administrator determines the terms and conditions of RSUs, including the vesting criteria and the form and timing of payment. The administrator may set vesting criteria based upon the achievement of company-wide, divisional, business unit or individual goals (including, but not limited to, continued employment or service), applicable federal or state securities laws or any other basis determined by the administrator in its discretion. The administrator, in its sole discretion, may pay earned restricted stock units in the form of cash, in shares or in some combination thereof. Notwithstanding the foregoing, the administrator, in its sole discretion, may reduce or waive any vesting criteria that must be met to receive a payout.

PERFORMANCE UNITS AND PERFORMANCE SHARES

Performance units and performance shares may be granted under our 2018 Plan. Performance units and performance shares are awards that will result in a payment to a participant only if performance goals established by the administrator are achieved or the awards otherwise vest. The administrator will establish performance objectives or other vesting criteria in its discretion, which, depending on the extent to which they are met, will determine the number and/or the value of performance units and performance shares to be paid out to participants. The administrator may set performance objectives based on the achievement of company-wide, divisional, business unit or individual goals (including, but not limited to, continued employment or service), applicable federal or state securities laws or any other basis determined by the administrator in its discretion. After the grant of a performance unit or performance share, the administrator, in its sole discretion, may reduce or waive any performance criteria or other vesting provisions for such performance units or performance shares. Performance units shall have an initial dollar value established by the administrator on or prior to the grant date. Performance shares shall have an initial value equal to the fair market value of our common stock on the grant date. The administrator, in its sole discretion, may pay earned performance units or performance shares in the form of cash, in shares or in some combination thereof.



STOCK OPTIONS

Stock options may be granted under our 2018 Plan. The exercise price of options granted under our 2018 Plan must at least be equal to the fair market value of our common stock on the date of grant, except pursuant to a transaction described in, and in a manner consistent with, Section 424(a) of the Internal Revenue Code. The term of an incentive stock option may not exceed ten years, except that with respect to any participant who owns more than 10% of the voting power of all classes of our outstanding stock, the term must not exceed five years and the exercise price must equal at least 110% of the fair market value on the grant date. No incentive stock options may be granted under our 2018 Plan after the expiration of the original 10-year term. The administrator will determine the methods of payment of the exercise price of an option, which may include cash, shares or other property acceptable to the administrator, as well as other types of consideration permitted by applicable law. After the termination of service of an employee, director or consultant, he or she may exercise his or her option for the period of time stated in his or her option agreement. In the absence of a specified time in an award agreement, if termination is due to death or disability, the option will remain exercisable for 12 months. In all other cases, in the absence of a specified time in an award agreement, the option will remain exercisable for three months following the termination of service. An option may not be exercised later than the expiration of its term. Subject to the provisions of our 2018 Plan, the administrator determines the other terms of options.

RESTRICTED STOCK

Restricted stock may be granted under our 2018 Plan. Restricted stock awards are grants of shares of our common stock that vest in accordance with terms and conditions established by the administrator. The administrator will determine the number of shares of restricted stock granted to any employee, director or consultant and, subject to the provisions of our 2018 Plan, will determine the terms and conditions of such awards. The administrator may impose whatever conditions to vesting it determines to be appropriate (for example, the administrator may set restrictions based on the achievement of specific performance goals or continued service to us); provided, however, that the administrator, in its sole discretion, may accelerate the time at which any restrictions will lapse or be removed. Recipients of restricted stock awards generally will have voting and dividend rights with respect to such shares upon grant without regard to vesting, unless the administrator provides otherwise. Shares of restricted stock that do not vest are subject to our right of repurchase or forfeiture.

STOCK APPRECIATION RIGHTS

Stock appreciation rights may be granted under our 2018 Plan. Stock appreciation rights allow the recipient to receive the appreciation in the fair market value of our common stock between the date of grant and the exercise date. Stock appreciation rights may not have a term exceeding ten years. After the termination of service of an employee, director or consultant, he or she may exercise his or her stock appreciation right for the period of time stated in his or her stock appreciation rights agreement. In the absence of a specified time in an award agreement, if termination is due to death or disability, the stock appreciation right will remain exercisable for 12 months. In all other cases, in the absence of a specified time in an award agreement, the stock appreciation right will remain exercisable for three months following the termination of service. However, in no event may a stock appreciation right be exercised later than the expiration of its term. Subject to the provisions of our 2018 Plan, the administrator determines the other terms of stock appreciation rights, including when such rights become exercisable and whether to pay any increased appreciation in cash or with shares of our common stock, or a combination thereof, except that the per share exercise price for the shares to be issued pursuant to the exercise of a stock appreciation right will be no less than 100% of the fair market value per share on the date of grant.

OUTSIDE DIRECTORS

Our 2018 Plan provides that all outside (non-employee) directors will be eligible to receive all types of awards (except for incentive stock options) under our 2018 Plan. Each non-employee director is eligible to receive compensation for his or her service consisting of annual cash retainers and equity awards under our outside director compensation policy. In order to provide a maximum limit on the awards that can be made to our outside directors, our 2018 Plan provides that in any given fiscal year, an outside director will not be granted (i) stock-settled awards having a grant-date fair value greater than \$1,000,000 (increased to



\$2,000,000 in connection with his or her initial service) or (ii) cash-settled awards having a grant-date fair value greater than \$1,000,000 (increased to \$2,000,000 in connection with his or her initial service). The grant-date fair values will be determined according to U.S. GAAP. The maximum limits do not reflect the intended size of any potential grants or a commitment to make grants to our outside directors under our 2018 Plan in the future. For additional information regarding director compensation, please see "*Board of Directors and Corporate Governance—Director Compensation*" above.

NON-TRANSFERABILITY OF AWARDS

Unless the administrator provides otherwise, our 2018 Plan generally does not allow for the transfer of awards other than by will or the laws of descent or distribution and only the recipient of an award may exercise an award during his or her lifetime. If the administrator makes an award transferable, such award will contain such additional terms and conditions as the administrator deems appropriate.

CERTAIN ADJUSTMENTS

In the event of certain changes in our capitalization, to prevent diminution or enlargement of the benefits or potential benefits available under our 2018 Plan, the administrator will adjust the number and class of shares that may be delivered under our 2018 Plan and/or the number, class and price of shares covered by each outstanding award, and the numerical share limits set forth in our 2018 Plan.

DISSOLUTION OR LIQUIDATION

In the event of our proposed liquidation or dissolution, the administrator will notify participants as soon as practicable and all awards will terminate immediately prior to the consummation of such proposed transaction.

MERGER OR CHANGE IN CONTROL

Our 2018 Plan provides that in the event of a merger or change in control, as defined under our 2018 Plan, each outstanding award will be treated as the administrator determines, without a participant's consent. The administrator is not required to treat all awards or participants similarly.

In the event that a successor corporation or its parent or subsidiary does not assume or substitute an equivalent award for any outstanding award, then such award will fully vest, all restrictions on such award will lapse, all performance goals or other vesting criteria applicable to such award will be deemed achieved at 100% of target levels and all other terms and conditions met and such award will become fully exercisable, if applicable. If an option or stock appreciation right is not assumed or substituted, the administrator will notify the participant in writing or electronically that such option or stock appreciation right will be exercisable for a period of time determined by the administrator in its sole discretion and the option or stock appreciation right will terminate upon the expiration of such period.

In the event of a change in control, with respect to awards granted to an outside director, his or her options and stock appreciation rights, if any, will vest fully and become immediately exercisable, all restrictions on his or her restricted stock and restricted stock units will lapse and all performance goals or other vesting requirements for his or her performance shares and units will be deemed achieved at 100% of target levels, and all other terms and conditions met.

TERM; AMENDMENT; TERMINATION

The proposed amended and restated 2018 Plan will continue in effect until terminated by the administrator. However, under the 2018 Plan Amendment, the existing evergreen feature of the 2018 Plan will terminate on the expiration of the original 10-year term of the 2018 Plan. In addition, no incentive stock options may be granted following the expiration of the original 10-year term of the 2018 Plan. The administrator has the authority to amend, alter, suspend or terminate our 2018 Plan, including to alter the allocation of the benefits as between the persons and groups specified in the table below under "*New Plan Benefits*," provided such action



does not materially impair the existing rights of any participant and that stockholder approval of any amendment is obtained if necessary and desirable to comply with applicable laws.

NEW PLAN BENEFITS

Because future awards under the 2018 Plan will be granted in the discretion of the compensation committee, the type, number, recipients and other terms of such awards cannot be determined at this time. Information regarding our recent practices with respect to annual incentive awards and stock-based compensation under the 2018 Plan is presented in the "Fiscal 2024 Summary Compensation Table" and these related tables: "Fiscal 2024 Grants of Plan-Based Awards Table", "Fiscal 2024 Outstanding Equity Awards at Fiscal Year End Table" and "Fiscal 2024 Option Exercises and Stock Vested Table" in this Proxy Statement, and in our financial statements for the fiscal year ended July 31, 2024, in our Annual Report on Form 10-K, which accompanies this Proxy Statement.

The following table includes information about securities previously authorized for issuance under the 2018 Plan, and the benefits that were received by the following persons and groups during fiscal 2024 under the 2018 Plan: each Named Executive Officer; all current executive officers, as a group; all current non-employee directors, as a group; and all current employees who are not executive officers, as a group.

Name of Individual or Group	Dollar Value (\$) ⁽¹⁾	Number of Shares Subject to Awards Granted Under 2018 Plan ⁽²⁾
Mr. Chaudhry	—	—
Mr. Canessa	6,165,751	34,606
Mr. Nair	3,112,834	15,719
Mr. Rich	31,666,977	159,910
Mr. Schlossman	6,365,483	35,368
Executive Group	47,311,045	245,603
Non-Executive Director Group	1,693,053	8,685
Non-Executive Officer Employee Group	1,042,566,846	5,757,412

(1) The amounts reported represent the grant date fair value of the stock awards granted to the named executive officers and groups presented during fiscal 2024 as computed in accordance with FASB ASC Topic 718. The assumptions used in calculating the grant date fair value of the awards reported in this column are set forth in Note 13 to our audited consolidated financial statements included in our Annual Report on Form 10-K for our fiscal year ended July 31, 2024.

(2) Represents grants of time-based RSUs and PSU awards in fiscal 2024.

MARKET VALUE OF SECURITIES

The closing market price of our common stock on November 13, 2024 (the record date for the Annual Meeting) was \$209.85.

MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF AWARDS UNDER THE 2018 PLAN

The material U.S. federal income tax consequences of the 2018 Plan under current federal law, which is subject to change, are summarized in the following discussion of the general tax principles applicable to the 2018 Plan. This summary is not intended to be exhaustive and, among other considerations, does not describe the deferred compensation provisions of Section 409A of the Internal Revenue Code to the extent an award is subject to, and does not satisfy, those rules, nor does it describe state, local or international tax consequences.



With respect to nonqualified stock options, we generally are entitled to deduct and the participant recognizes taxable income in an amount equal to the difference between the option exercise price and the fair market value of the shares at the time of exercise. With respect to incentive stock options, we generally are not entitled to a deduction nor does the participant recognize income at the time of exercise, although the participant may be subject to the U.S. federal alternative minimum tax.

The current federal income tax consequences of other awards authorized under the 2018 Plan generally follow certain basic patterns: stock appreciation rights generally are taxed and deductible in substantially the same manner as nonqualified stock options; 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 income recognition as of the grant date); bonuses, cash and stock-based performance awards, dividend equivalents, stock units and other types of awards generally are subject to tax at the time of payment; and compensation otherwise effectively deferred generally is taxed when paid or underlying shares are delivered. In each of the foregoing cases, we generally will have a corresponding deduction at the time the participant recognizes income.

If an award is accelerated under the 2018 Plan in connection with a “change in control” (as this term is used under the Internal Revenue Code), we may not be permitted to deduct the portion of the compensation paid to certain of our covered executives attributable to the acceleration (“parachute payments”) if it exceeds certain threshold limits under the Internal Revenue Code (and certain related excise taxes may be triggered).

Furthermore, Section 162(m) generally disallows a tax deduction to public companies for compensation in excess of \$1 million paid to a company’s CEO and certain current and former executive officers. There can be no assurance that any compensation we award or pay will be fully deductible, and we reserve the right to award compensation that does not qualify for deductibility in such circumstances as we may consider appropriate. Awards under the 2018 Plan will not always be structured so as to be deductible for tax purposes.

The foregoing discussion, which is general in nature and is not intended to be a complete description of the federal income tax consequences of the 2018 Plan, is intended for the information of stockholders in connection with the Annual Meeting and not as tax guidance to participants in the 2018 Plan. This discussion does not address the effects of other federal taxes or taxes imposed under state, local or foreign tax laws. Participants in the 2018 Plan should consult a tax adviser as to the tax consequences of participation.

REGISTRATION WITH THE SEC

We intend to file Registration Statements on Form S-8 with the SEC to register any additional shares of common stock made available under the evergreen provision under the 2018 Plan.

Vote Required

The approval of the 2018 Plan Amendment requires the affirmative vote of a majority of the voting power of the shares of our common stock present in person or represented by proxy at the Annual Meeting and entitled to vote thereon. Abstentions will have the effect of a vote AGAINST the proposal. Broker non-votes will have no effect on the outcome of the vote.



The Board of Directors recommends a vote “FOR” the amendment and restatement of the Zscaler, Inc. FY2018 Equity Incentive Plan.



Executive Officers

The following table sets forth certain information about our executive officers and their respective ages as of November 1, 2024. Executive Officers are designated by the board of directors to hold office until their successors are elected and qualified.

Name	Age	Position
Jay Chaudhry	66	Chief Executive Officer and Chairman of the Board
Remo Canessa	67	Chief Financial Officer
Syam Nair	51	Chief Technology Officer
Mike Rich	57	Chief Revenue Officer
Robert Schlossman	56	Chief Legal Officer and Secretary

For the biography of **Mr. Chaudhry**, see *“Board of Directors and Corporate Governance—Director Nominees.”*

Remo E. Canessa has served as our Chief Financial Officer since February 2017. Mr. Canessa is a certified public accountant (inactive), and he holds a B.A. in economics from the University of California, Berkeley and an M.B.A. from Santa Clara University. Mr. Canessa previously served on the board of directors of Aerohive Networks, Inc., a cloud-managed mobile networking platform provider, where he was chairman of the audit committee and a member of the compensation committee.

Syam Nair has served as our Chief Technology Officer since May 2023. Prior to joining us, and from June of 2017, he served in various engineering leadership roles with Salesforce, most recently as executive vice president and head of product engineering. Mr. Nair holds a B.S. in Physics and Mathematics and a Master's in Computer Science and Applications from Goa University, India, and a M.B.A. from Kelley School of Business, Indiana University.

Mike Rich has served as our Chief Revenue Officer and President of Global Sales since November 2023. Prior to joining us, and from June 2011, he served as President, Americas at ServiceNow. Mr. Rich holds a B.A. in Political Science from the University of California, Santa Barbara.

Robert Schlossman has served as our Chief Legal Officer and our Secretary since February 2016. Mr. Schlossman holds a J.D. from the University of California, Berkeley School of Law, as well as an M.A. and B.A. in English from Stanford University.



Executive Compensation

Compensation Discussion and Analysis

INTRODUCTION

This Compensation Discussion and Analysis provides information regarding the fiscal 2024 compensation program for our principal executive officer, our principal financial officer and our three other executive officers at fiscal year-end who were our most highly-compensated executive officers, or our Named Executive Officers. This section provides details about our executive compensation philosophy, objectives and design; how and why our compensation committee arrived at the specific compensation policies and decisions relating to fiscal 2024, which resulted in the compensation as set forth in the Summary Compensation Table and other compensation tables contained in this Proxy Statement.

EXECUTIVE SUMMARY

As has historically been the case when designing our compensation programs, in fiscal 2024, our compensation committee aimed to tie our Named Executive Officers' compensation to key performance measures focusing on growth and capturing additional market share. Specifically, in addition to a base salary, our Named Executive Officers' target total direct compensation included annual short-term and long-term incentives that are based on our attainment of key business objectives focused on growth. For fiscal 2024, achievement of cash bonuses was determined based on revenue, calculated billings and non-GAAP income from operations performance metrics, as well as corporate and individual executive performance metrics and goals and attainment of our performance-based equity awards issued in fiscal 2024 will be determined based on achievement of long-term, multi-year ARR growth targets.

We believe our "pay for performance" design is working, as fiscal 2024 was another year of strong growth for Zscaler. For the full year, our revenue grew 34% to \$2.2 billion and billings grew 29% to over \$2.6 billion. In fiscal 2024, we increased our ARR to over \$2.5 billion, growing over 25% year-over-year and reaching an ARR milestone that only a select few SaaS companies have achieved. At the end of fiscal 2024, we served over 8,650 customers and protected over 47 million users.

In fiscal 2024, the key highlights of our executive compensation program included:

Base Salaries and Bonus Targets	Bonuses Based on Performance	Performance Awards Based on Long-Term ARR Targets	CEO Compensation Heavily Weighted Towards Performance
We increased base salaries by a range of 0% to 8% and set bonus targets at similar rates as prior years — ranging from 75% to 100% of base salary.	<p>We set cash bonus funding based on achievement of annual revenue, calculated billings and non-GAAP income from operations targets, with 100% of the funded bonus amounts subject to downward discretion by our CEO.</p> <p>For the full year, Named Executive Officers received an aggregate of 108.7% of their target bonus amounts. As in prior fiscal years, our CEO did not participate in the Employee Incentive Compensation Plan.</p>	For fiscal 2024 the compensation committee continued to utilize a PSU performance metric based on achievement of a multi-year, long-term aggressive ARR metric. The fiscal 2024 PSU targets were set at approximately 200% of fiscal 2023 ARR (except for Mr. Rich's new hire grant described below).	Our CEO did not receive new equity awards in fiscal 2024 and as in fiscal 2023, he was awarded a long-term equity incentive package with 80% of his incentive compensation opportunity in the form of PSU awards and 20% in the form of RSUs. The award issued in fiscal 2023 was intended to cover four years at the time it was granted.



NAMED EXECUTIVE OFFICERS

For fiscal 2024, our Named Executive Officers were:

- Jay Chaudhry, our Chief Executive Officer and Chairman of the Board, or our CEO;
- Remo E. Canessa, our Chief Financial Officer, or our CFO;
- Syam Nair, our Chief Technology Officer, or our CTO;
- Mike Rich, our Chief Revenue Officer and President of Global Sales, or our CRO; and
- Robert Schlossman, our Chief Legal Officer and Secretary, or our CLO.

EXECUTIVE TRANSITION

On January 29, 2024, Dali Rajic resigned as Chief Operating Officer, effective as of February 2, 2024. Mr. Rajic did not receive any severance payments or benefits and forfeited all unvested equity awards in connection with his resignation. During fiscal 2024, Mr. Rich joined us as our new CRO. In March 2024, our board of directors designated Mr. Rich as an officer under Rule 16a-1(f) of the Exchange Act and as an executive officer under Rule 3b-7 of the Exchange Act. Mr. Rich's compensation is described throughout this section, including compensation decisions made prior to his designation as an executive officer.

COMPENSATION PHILOSOPHY AND OBJECTIVES

We design our executive compensation program to achieve the following objectives, consistent with our “pay for performance” philosophy:

- attract, motivate and retain executive officers of outstanding ability, potential and experience;
- incentivize long-term, sustained performance;
- motivate and reward behavior that results in exceeding our corporate performance objectives; and
- appropriately reward strong performance, and meaningfully align our compensation programs with the creation of short- and long-term value for our stockholders.

We believe that our executive compensation programs should include short-term and long-term elements, which reward consistent performance that meets or exceeds expectations. We evaluate both performance and compensation to ensure that the compensation provided to our executive officers remains competitive relative to the compensation paid by similar companies operating in the technology industry, taking into account the role and performance of the individual executive officer and the performance and strategic objectives of the Company.

Focus on Growth

We believe that organizations are still in the early stages of embracing cloud-based business solutions and adopting the security and networking solutions, including our products, that are necessary to secure and manage cloud-based operations. To be successful in this market, we believe that delivering growth and capturing market share are paramount, while prudently managing expenses as we invest in our business. We focus our compensation programs on aggressive growth targets that we believe will deliver stockholder value in a highly competitive and emerging market. In fiscal 2024, we continued to structure our performance-based equity awards on long-term, aggressive ARR targets. In addition, in fiscal 2024, in response to feedback from stockholders, the compensation committee introduced performance metrics focused on annual operating profitability into our compensation programs.



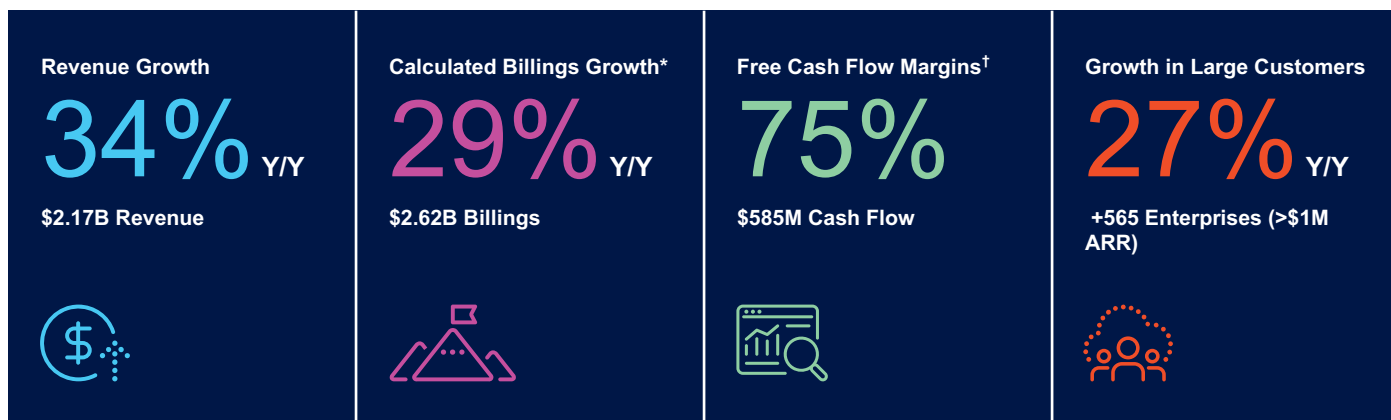
The labor market remains extremely competitive for skilled executives, like ours, who have demonstrated the ability to dramatically scale a business, develop and sell new technology, oversee operation of one of the largest cloud platforms that process half a trillion transactions per day, disrupt legacy industries, produce strong financial results and deliver sustained value to stockholders. In order to retain our existing executives and recruit new leaders, the compensation committee believes that we must provide our executives with attractive compensation packages which provide a compelling incentive to join us and remain employed for an extended period of time.

Business Highlights

Our focus on growth in compensating and incentivizing our employees, including our executives, has succeeded in delivering both robust financial performance and also long-term value to our stockholders.

Fiscal 2024 Financial Performance

Fiscal 2024 was a strong year for us marked by significant achievement and growth across all of our key metrics. Fiscal 2024 highlights were as follows:



* Calculated billings is a non-GAAP financial measure that we believe is a key metric to measure our periodic performance. Calculated billings represents our total revenue plus the change in deferred revenue in a period. See Appendix A for the calculation of calculated billings.

† Free Cash Flow and Free Cash Flow Margins are non-GAAP financial measures that we believe are useful indicators of liquidity and provide information to management and investors about the amount of cash generated from our operations that, after the investments in property, equipment and other assets and capitalized internal-use software, can be used for strategic initiatives, including investing in our business, and strengthening our financial position. Free cash flow is calculated as net cash provided by operating activities less purchases of property, equipment and other assets and capitalized internal-use software. Free cash flow margin is calculated as free cash flow divided by revenue. See Appendix A for the calculation of free cash flow margins.



Long-Term Financial Performance

During the five-year period ending July 31, 2024, we achieved substantial growth across all of our key metrics:



* Free Cash Flow and Free Cash Flow Margins are non-GAAP financial measures that we believe are useful indicators of liquidity and provide information to management and investors about the amount of cash generated from our operations that, after the investments in property, equipment and other assets and capitalized internal-use software, can be used for strategic initiatives, including investing in our business, and strengthening our financial position. Free cash flow is calculated as net cash provided by operating activities less purchases of property, equipment and other assets and capitalized internal-use software. Free cash flow margin is calculated as free cash flow divided by revenue. See Appendix A for the calculation of free cash flow margins.

† The compound annual growth rate (CAGR) is the mean annual growth rate over a specified time period. We believe it is useful to investors to use a five-year CAGR, here shown from fiscals 2019 to 2024, to reflect underlying growth trends.

Pay-for-Performance

We believe our executive compensation program is reasonable, competitive and appropriately balances the goals of attracting, motivating, rewarding and retaining our Named Executive Officers, with the goal of aligning their interests with those of our stockholders. To ensure this alignment and to motivate and reward individual initiative and effort, a substantial portion of our Named Executive Officers' target annual compensation opportunity is both variable in nature and "at-risk."

We emphasize variable compensation that appropriately rewards our Named Executive Officers through two separate compensation elements:

- First, we provide our Named Executive Officers (other than our CEO) the opportunity to participate in our cash bonus plan which provides cash payments if they produce results that meet or exceed the financial, operational and strategic objectives for the fiscal year, as established by our compensation committee.
- In addition, we grant RSU and PSU awards that will reward recipients over a multi-year period, with the PSU awards being earned only for achieving long-term aggressive performance objectives established by the compensation committee. The RSU awards and, if earned, PSU awards comprise a majority of our Named Executive Officers' target total direct compensation opportunities. The future value of these awards depends significantly on our performance and the value of our common stock, thereby incentivizing them to build sustainable long-term value for the benefit of our stockholders.

These variable pay elements ensure that, each year, a substantial portion of our Named Executive Officers' target total direct compensation is contingent (rather than fixed) in nature, with the amounts ultimately payable subject to variability above or below target levels commensurate with our actual performance.



Executive Compensation Policies and Practices

We endeavor to maintain sound governance standards consistent with our executive compensation policies and practices. The compensation committee evaluates our executive compensation program on a regular basis to ensure that it is consistent with our short-term and long-term goals given the dynamic nature of our business and the market in which we compete for executive talent.

The following summarizes our executive compensation and related policies and practices:



Stockholder Advisory Vote on Named Executive Officer Compensation

At our 2023 Annual Meeting of Stockholders, we conducted our non-binding stockholder advisory vote on the compensation of our Named Executive Officers (commonly known as a “Say-on-Pay” vote). Approximately 71.6% of the votes cast were cast “FOR” the approval of our Named Executive Officer compensation for fiscal 2023, an increase of 8% over the prior year.

We value the opinions of our stockholders. Our board of directors and the compensation committee will continue to monitor stockholder opinions, including the outcome of future advisory votes on the compensation of our Named Executive Officers, as well as feedback received throughout the year, when making compensation decisions for our executives.

After considering the above results and feedback from our stockholders, and in consideration of our primary objective of driving growth and capturing market share, the compensation committee decided to retain the majority of its overall approach to executive compensation.

COMPENSATION-SETTING PROCESS

Role of Compensation Committee

The compensation committee discharges the responsibilities of our board of directors relating to the compensation of our Named Executive Officers and the non-employee members of our board of directors. The compensation committee has overall responsibility for overseeing our compensation and benefits policies generally, and overseeing and evaluating the compensation plans, policies and practices applicable to our CEO and other Named Executive Officers.

In carrying out its responsibilities, the compensation committee evaluates our compensation policies and practices with a focus on the degree to which these policies and practices reflect our executive compensation philosophy, develops strategies and makes decisions that it believes further our philosophy or align with developments in best compensation practices and reviews the performance of our Named Executive Officers when making decisions with respect to their compensation.

The compensation committee’s authority, duties and responsibilities are further described in its charter, which is reviewed annually and revised and updated as warranted. The charter is available at <http://ir.zscaler.com> in the Governance Documents section of our Investor Relations webpage.

The compensation committee retains a compensation consultant (as described below) to provide support in its review and assessment of our executive compensation program.

Setting Target Total Compensation

The compensation committee reviews the base salary levels, annual cash bonus award opportunities and long-term incentive compensation opportunities of our Named Executive Officers and all related performance criteria at the beginning of each year, or more frequently as warranted. Adjustments to cash compensation are generally effective at the beginning of the fiscal year.

The compensation committee utilizes a number of factors when formulating the target total direct compensation opportunities of our Named Executive Officers, including the following:

- our executive compensation program objectives;
- our performance against the financial, operational and strategic objectives established by the compensation committee and our board of directors;
- each individual Named Executive Officer’s knowledge, skills, experience, qualifications and tenure relative to other similarly-situated executives at the companies in our compensation peer group and/or Compensia’s proprietary compensation database;



- the scope of each Named Executive Officer's role and responsibilities compared to other similarly-situated executives at the companies in our compensation peer group and/or Compensia's proprietary compensation database;
- the prior performance of each individual Named Executive Officer, based on a subjective assessment of his or her contributions to our overall performance, ability to lead his or her business unit or function and work as part of a team, all of which reflect our core values;
- the potential of each individual Named Executive Officer to contribute to our long-term financial, operational and strategic objectives;
- our financial performance relative to our compensation and performance peers;
- the compensation practices of our compensation peer group and/or the companies in Compensia's proprietary compensation database and the positioning of each Named Executive Officer's compensation in a ranking of peer company compensation levels based on an analysis of competitive market data; and
- the recommendations of our CEO with respect to the compensation of our Named Executive Officers (except with respect to his own compensation).

These factors provide the framework for compensation decision-making and final decisions regarding the compensation opportunity for each Named Executive Officer.

Role of Management

In discharging its responsibilities, the compensation committee works with members of management, including our CEO. Management assists the compensation committee by providing information on corporate and individual performance, market compensation data and management's perspective on compensation matters. The compensation committee solicits and reviews our CEO's proposals with respect to program structures, as well as his recommendations for adjustments to annual cash compensation, long-term incentive compensation opportunities and other compensation-related matters for our Named Executive Officers (except with respect to his own compensation) based on his evaluation of their performance for the prior year.

At the beginning of each year, our CEO reviews the performance of our other Named Executive Officers based on each executive's level of success in accomplishing the business objectives established for him or her for the prior year and his or her overall performance during that year and then shares these evaluations with, and makes recommendations to, the compensation committee for each element of compensation as described above.

The compensation committee reviews and discusses our CEO's proposals and recommendations with our CEO and considers them as one factor in determining and approving the compensation of our Named Executive Officers. Our CEO also attends meetings of our board of directors and the compensation committee at which executive compensation matters are addressed, except with respect to discussions involving his own compensation.

Role of Compensation Consultant

The compensation committee engaged Compensia as its external compensation consultant to assist it by providing information, analysis and other advice relating to our executive compensation program. The compensation consultant reports directly to the compensation committee and its chair and serves at the discretion of the compensation committee, which reviews the engagement annually.



During fiscal 2024, Compensia attended the meetings of the compensation committee (both with and without management present) as requested and provided the following services:

- consultation with the compensation committee chair and other members between compensation committee meetings;
- review, research and updating of our compensation peer group;
- an analysis of competitive market data based on the compensation peer group and Compensia's proprietary compensation database for our Named Executive Officers' positions and an evaluation of how the compensation we pay our Named Executive Officers compares both to our performance and to how the companies in our compensation peer group compensate their executives;
- review and analysis of the base salary levels, target annual cash bonus opportunities and long-term incentive compensation opportunities of our Named Executive Officers;
- review and analysis of the metrics used by the companies in our compensation peer group in their short-term incentive compensation plans;
- assessment of executive compensation trends within our industry, and updating on corporate governance and regulatory issues and developments;
- review and analysis of director compensation levels; and
- support on other ad hoc matters throughout the year.

The terms of Compensia's engagement includes reporting directly to the compensation committee chair. Compensia also coordinated with management for data collection and job matching for our Named Executive Officers. Additionally, Compensia provided analysis and produced certain charts and figures, which after having been reviewed and assessed by the Company, were included in the "Pay-for-Performance" section of this Proxy Statement. In fiscal 2024, Compensia did not provide any other services to us.

The compensation committee has evaluated its relationship with Compensia to ensure that it believes that such firm is independent from management. This review process included a review of the services that Compensia provided, the quality of those services and the fees associated with the services provided during fiscal 2024. Based on this review, as well as consideration of the factors affecting independence set forth in Exchange Act Rule 10C-1(b)(4), Rule 5605(d)(3)(D) of the Nasdaq Marketplace Rules, and such other factors as were deemed relevant under the circumstances, the compensation committee has determined that no conflict of interest was raised as a result of the work performed by Compensia and that Compensia is independent.

Competitive Positioning

For purposes of assessing our executive compensation against the competitive market, the compensation committee reviews and considers the compensation levels and practices of a select group of peer companies. This compensation peer group consists of technology companies that are similar to us in terms of revenue, market capitalization and industry focus. The competitive data drawn from this compensation peer group is only one of several factors that the compensation committee considers in making its decisions with respect to the compensation of our Named Executive Officers.



The compensation peer group for fiscal 2024 compensation decisions was determined in February 2023 and was comprised of publicly-traded technology companies against which we compete for executive talent, as well as, in some instances, business opportunities. In evaluating the companies comprising the compensation peer group, we worked with Compensia to establish the following criteria:

- publicly-traded companies headquartered in the United States and traded on a major United States stock exchange with a preference for California-based companies;
- companies in the application software and systems software industries;
- similar revenues – within a range of ~0.5x to ~2.0x our then-current trailing four quarters revenue of approximately \$1.2 billion (approximately \$608 million to approximately \$2.4 billion); and
- similar market capitalization – within a range of ~0.33x to 3.0x our then-current 30-day average market capitalization of approximately \$16.2 billion (approximately \$5.4 billion to approximately \$48.5 billion).

Our fiscal 2024 peer group consisted of the following companies:

ANSYS	Dynatrace	Paycom Software
Arista Networks	Fortinet	Snowflake
Bill.com Holdings	HubSpot	The Trade Desk
Cloudflare	MongoDB	Twilio
CrowdStrike Holdings	Okta	Unity Software
Datadog	Palantir Technologies	Veeva Systems
DocuSign	Palo Alto Networks	Zoominfo Technologies

The compensation committee reviews our compensation peer group at least annually and makes adjustments to its composition if warranted, taking into account changes in both our business and the businesses of the companies in the peer group.

COMPENSATION ELEMENTS

In fiscal 2024, the principal elements of our executive compensation program, and the purposes for each element, were as follows:

Element	Type of Element	Compensation Element	Objective
Base Salary	Fixed	Cash	Designed to attract and retain highly talented executives by providing fixed compensation amounts that are competitive in the market
Annual Cash Bonuses	Variable	Cash	Designed to provide financial incentives to motivate our executives to achieve semi-annual financial objectives
Long-Term Incentive Compensation	Variable	Equity awards in the form of PSU awards and RSU awards and occasionally option awards	Designed to align the interests of our executives and our stockholders by motivating them to create sustained long-term stockholder value



BASE SALARY

Base salary represents the fixed portion of the compensation of our Named Executive Officers and is an important element of compensation intended to attract and retain highly talented individuals. Generally, we use base salary to provide each Named Executive Officer with a specified level of cash compensation during the year with the expectation that he or she will perform his or her responsibilities to the best of his or her ability and in our best interests.

In September 2023, the compensation committee reviewed the base salaries of our Named Executive Officers, taking into consideration a competitive market analysis performed by its compensation consultant and the recommendations of our CEO (except with respect to his own base salary), as well as the other factors described in “*Compensation-Setting Process—Setting Target Total Compensation*” above. Following this review, the compensation committee determined to maintain the base salary of our CEO at its nominal fiscal 2023 level for fiscal 2024 and to increase the base salaries of our other Named Executive Officers to levels that were more comparable to those of similarly-situated executives in the competitive marketplace. The base salary adjustments were effective August 1, 2023.

The base salaries of our Named Executive Officers for fiscal 2024 were as follows:

Named Executive Officer	Fiscal 2024 Base Salary (\$)	Fiscal 2023 Base Salary (\$)	Percentage Adjustment
Mr. Chaudhry	23,660	23,660	—
Mr. Canessa	450,000	430,000	4.7%
Mr. Nair	450,000	430,000	4.7%
Mr. Rich ⁽¹⁾	450,000	—	—
Mr. Schlossman	405,000	375,000	8%

(1) In connection with his appointment as our CRO in November 2023, Mr. Rich's initial base salary was set at \$450,000.

The base salaries actually paid to our Named Executive Officers during fiscal 2024 are set forth in the “Fiscal 2024 Summary Compensation Table” below.

ANNUAL CASH BONUSES

We use our Employee Incentive Compensation Plan, a cash bonus plan, to motivate employees selected by the compensation committee, including our Named Executive Officers (other than our CEO), to achieve our annual business goals. Pursuant to the Employee Incentive Compensation Plan, our compensation committee, in its sole discretion, establishes a target award for each executive and a bonus pool for our executives as a group, with actual awards payable from the bonus pool, with respect to the applicable performance period. For each period, our CEO may exercise discretion by evaluating multiple individual and corporate performance metrics, which may include sales performance and results, financial results, corporate objectives, customer satisfaction, product development performance, cloud reliability, bonus pool funding for non-executive employees, people management and development, governance and ethics, environmental objectives, social and individual executive goals, among other factors. For fiscal 2024, the Employee Incentive Compensation Plan included semi-annual performance periods with semi-annual award payouts after the end of the first six-month period (for the period from August 1, 2023 through January 31, 2024), and, then again, after the end of the fiscal year (for the period from February 1, 2024 through July 31, 2024).



Fiscal 2024 Target Annual Cash Bonus Award Opportunities

For purposes of the Employee Incentive Compensation Plan, cash bonus awards were based upon target annual cash bonus award opportunities as determined by the compensation committee. In September 2023, the compensation committee reviewed the target annual cash bonus award opportunities of our Named Executive Officers and determined to adjust the target annual cash bonus opportunities for each of our eligible Named Executive Officers to set their total target annual cash opportunity for fiscal 2024 at a level that was comparable to those of similarly-situated executives in the competitive marketplace. As in prior fiscal years, our CEO did not participate in the Employee Incentive Compensation Plan.

The target annual cash bonus award opportunities of our Named Executive Officers for fiscal 2024 were as follows:

Named Executive Officer	Fiscal 2024 Target Annual Cash Bonus Award Opportunity (\$)	Fiscal 2023 Target Annual Cash Bonus Award Opportunity (\$)	Percentage Adjustment (%)
Mr. Chaudhry	—	—	—
Mr. Canessa	450,000	325,000	38.5
Mr. Nair	450,000	430,000	4.6
Mr. Rich ⁽¹⁾	450,000	—	—
Mr. Schlossman	303,750	250,000	21.5

(1) In connection with his appointment as our CRO in November 2023, Mr. Rich's initial base salary was set at \$450,000. Mr. Rich's target annual cash bonus award opportunity was pro-rated during fiscal 2024 to reflect his nine month's employment with us.

Potential annual cash bonus awards for our Named Executive Officers under the Employee Incentive Compensation Plan could range from zero to 150% of their target annual cash bonus award opportunity. For the full year, eligible Named Executive Officers earned an aggregate of 108.7% of their target performance amounts.

The cash bonuses actually paid to our Named Executive Officers for fiscal 2024 are set forth in the “Fiscal 2024 Summary Compensation Table” below.

Incentive Plan Performance Metrics

Under the Employee Incentive Compensation Plan, the compensation committee determined the performance metrics and related target levels for the fiscal 2024 annual cash bonus awards.

The compensation committee selected revenue, calculated billings and non-GAAP income from operations as the appropriate corporate performance metrics for the Named Executive Officers because, in its view, these metrics were key indicators of our periodic performance and our progress in executing on our business strategy of focusing on growth and gaining market share, while also prioritizing increased profitability as a maturing company.

For purposes of the Named Executive Officers' cash bonus awards:

- **“Revenue”** is total revenue calculated in accordance with generally accepted accounting principles, or GAAP, as reported in our audited financial statements. This metric was chosen because it incentivizes revenue growth.
- **“Calculated billings”** is our total revenue plus the change in deferred revenue in a given fiscal period. Calculated billings in any particular fiscal period aims to reflect amounts invoiced for subscriptions to access our cloud platform, together with related support services for our new and existing customers. This metric was chosen because it incentivizes calculated billings growth.



- **“Non-GAAP income from operations”** is our GAAP loss from operations adjusted to exclude stock-based compensation expense and related employer payroll taxes, amortization expense of acquired intangible assets and restructuring and other charges. This metric was chosen because it incentivizes fiscal discipline and profitability.

As reflected in our annual operating plan presented to and approved by our board of directors, the target levels established for revenue, calculated billings and non-GAAP income from operations for the full year of fiscal 2024 by the compensation committee were as follows:

Performance Metric	Weighting Target	Full Year Fiscal 2024 (\$ million)
Revenue	30%	2,167,300
Calculated billings	30%	2,730,000
Non-GAAP income from operations	40%	373,800

For fiscal 2024, the targets for each of these financial metrics chosen for the Employee Incentive Compensation Plan represented increases ranging from approximately 25% to 30% over the prior year, reflecting very aggressive targets for fiscal 2024.

The compensation committee determined that the bonus pool would fund, and our Named Executive Officers were eligible to earn, up to 150% of their target cash bonus awards, to the extent that the maximum achievement for each of revenue, calculated billings and non-GAAP income from operations for each performance period in fiscal 2024 was met. The following tables detail the metrics used to fund the cash bonuses paid to our Named Executive Officers, and their bonus attainment results:

Bonus Pool Funding Metrics			
Metric Achievement	Funded Amount	Bonus Attainment	
Less than 80%	0%	No payout below 80% achievement	
80% – 95%	50% to 90% linear	80% attainment pays 50% and 95% pays 90%	
95% – 100%	90% to 100% linear	95% attainment pays 90% and 100% pays 100%	
100% – 110%	100% to 150% linear	100% attainment pays 100% and 110% pays 150%	

Fiscal 24 Bonus Pool Achievement Results			
Period/Metric	% Achievement	% Funded	Weighted Funded Attainment (% of Target)
First Fiscal Half			118.3
Revenue	100.3	101.5	30.5
Calculated billings	96.4	92.8	27.8
Non-GAAP income from operations	115.1	150.0	60.0
Second Fiscal Half			117.4
Revenue	99.8	99.6	29.8
Calculated billings	95.9	91.8	27.5
Non-GAAP income from operations	120.9	150.0	60.0



Cash Bonus Payments

In March 2024, for first half results, the compensation committee determined that as a result of the performance as displayed in the table above, the cash bonus payments to our eligible Named Executive Officers were funded at 118.3% of their target semi-annual cash bonus for the first half of the year, with actual payouts adjusted to 100% resulting from our CEO exercising his downward discretion based upon his review of certain of the performance criteria set forth above in "Annual Cash Bonuses".

In September 2024, for second half results, the compensation committee determined that as a result of the performance displayed in the table above, the cash bonus payments to our eligible Named Executive Officers were funded and paid at 117.4% of their target semi-annual cash bonus for the second half of the year. No discretionary adjustments were made by the CEO for this period.

For fiscal 2024, this resulted in a full year bonus payment equal to 108.7% of each eligible Named Executive Officers' annual bonus target. Final disbursement of awards was subject to discretionary downward adjustment determined by our CEO, as set forth in the following schedule:

Named Executive Officer	Period	Target Bonus Opportunity (\$)	Bonus Payment (\$)
Mr. Canessa	First Half	225,000	225,000
	Second Half	225,000	264,195
	Total	450,000	489,195
Mr. Nair	First Half	225,000	225,000
	Second Half	225,000	264,195
	Total	450,000	489,195
Mr. Rich	First Half ⁽¹⁾	110,054	110,054
	Second Half	225,000	264,195
	Total	335,054	374,249
Mr. Schlossman	First Half	151,875	151,875
	Second Half	151,875	178,332
	Total	303,750	330,207

(1) Mr. Rich's target cash bonus award opportunity was pro-rated during the first half of fiscal 2024 to reflect his November 1, 2023 hire date.

Mike Rich Pre-Hire Consulting Fee and Sign-on Bonus

On September 17, 2023, the Company entered into a consulting agreement with Mr. Rich, or the Rich Consulting Agreement. Pursuant to the Rich Consulting Agreement, Mr. Rich received \$550,000 for services rendered to the Company. After completion of services under the Rich Consulting Agreement, and in connection with Mr. Rich's appointment as CRO in November 2023, we entered into an employment offer letter dated November 1, 2023 with Mr. Rich, or the Rich Offer Letter. Pursuant to the Rich Offer Letter, Mr. Rich received a \$550,000 sign-on bonus. Our compensation committee approved the consulting fee and sign-on bonus paid to Mr. Rich in fiscal 2024.



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. We use equity awards to incentivize and reward our Named Executive Officers for long-term corporate performance based on the value of our common stock and, thereby, to align the interests of our Named Executive Officers with those of our stockholders. In fiscal 2024, equity awards were granted to the Named Executive Officers included both time-based and performance-based stock awards.

The compensation committee determined the amount of long-term incentive compensation for our Named Executive Officers as part of its annual compensation review. In making these awards and recommendation, the compensation committee took the following factors into consideration:

- a competitive market analysis performed by Compensia;
- the amount of equity compensation held by the Named Executive Officer (including the current economic value of his or her unvested equity and the ability of these unvested holdings to satisfy our retention objectives);
- the recommendations of our CEO (except with respect to his own equity awards);
- the projected impact of the proposed awards on our earnings and stock-based compensation as a percentage of revenue;
- the proportion of our total shares outstanding used for annual employee long-term incentive compensation awards, or our burn rate, in relation to the companies in our compensation peer group; and
- the potential dilution to our shareholders, or our overhang, in relation to the companies in our compensation peer group.

Performance Equity Award Philosophy

After considering analysis performed by Compensia, feedback from our stockholders and the compensation committee's desire to establish long-term performance metrics, the compensation committee determined that PSU performance metrics were to be based on achievement of long-term, multi-year ARR metrics. Since we believe staggered ARR targets incentivize our executives to drive continued ARR growth, the compensation committee has approved performance metrics that create a ladder with multiple ARR targets over time. We use aggressive multiples of the preceding fiscal year's ARR to determine our PSU award ARR targets, with such multiples determined based on target growth rates. The PSU awards are also designed to incentivize the executives to achieve rigorous timelines for meeting the ARR targets by providing for over-achievement based on meeting early or exceeding the PSU award ARR targets. To balance the aggressive nature of such targets, these awards provide for extended attainment timelines. We believe that this feature of the PSU awards will provide continued incentive to keep working towards the next milestone. Later achievement of the ARR targets will naturally decrease the value of the PSU awards because they will be earned over a longer than intended time period and the Company's growth rate will be lower than if the ARR target was achieved sooner.

The compensation committee believes this philosophy underscores our commitment to aggressively pursue and incentivize long-term future growth and to establish material stockholder value alignment.

Fiscal 2024 Annual Equity Awards

In fiscal 2024, we issued annual long-term incentive compensation awards to our Named Executive Officers, except for Mr. Chaudhry and Mr. Rich, in the form of PSU awards and time-based RSU awards as set forth in the table below. For fiscal 2024, Mr. Rich received the new hire package described below, and Mr. Chaudhry did not receive new equity awards because, in fiscal 2023, he was awarded a long-term equity incentive package intended to cover a four year period at the time it was granted. The total equity awards approved for our Named Executive Officers, other than our CEO and Mr. Rich, in fiscal 2024 were as follows:



Named Executive Officers	Restricted Stock Unit Award (Number of shares) (#)	Performance Stock Unit Award (Number of shares) (#)
Mr. Canessa	17,303	17,303
Mr. Nair ⁽¹⁾	—	15,719
Mr. Schlossman	23,256	12,112

(1) Mr. Nair received a PSU grant in fiscal 2024 to satisfy the remaining obligations under his fiscal 2023 new hire package.

Fiscal 2024 Time-Based Equity Awards

In November 2023, Mr. Canessa and Mr. Schlossman were issued RSUs for shares of our common stock that vest over a four-year period in 16 equal quarterly installments beginning on December 15, 2024. In June 2024, following a review of executive and senior management compensation, our CEO determined to grant key Company personnel, including Mr. Schlossman, RSU awards. This second fiscal RSU award to Mr. Schlossman vests over a two-year period in eight quarterly installments beginning on September 15, 2024. All RSU awards are subject to each recipient's continued service to the Company.

Fiscal 2024 PSU Awards

As described above, ARR targets for PSU awards are based upon the achievement of aggressive long-term multi-year metrics. For PSU awards granted in fiscal 2024 to continuing executives, the compensation committee set the ARR target at \$4 billion. The fiscal 2024 awards have the potential to earn up to 200% of the target award amounts for over achievement, based on performance ranging between 100% to 125% of target with such performance determined as of a specific measurement date. If not achieved by the measurement date, the awards will be earned at 100% of the target award amounts upon certification by the compensation committee after completion of the quarter in which the Company meets or exceeds the required PSU award ARR target, as indicated by the financial records of the Company. All PSU awards will fully vest upon certification, subject to each recipient's continued service to the Company.

Fiscal 2024 New Hire Equity Awards

On November 1, 2023, Mr. Rich was hired as our CRO. Pursuant to his new hire agreement, Mr. Rich received equity stock awards on December 1, 2023, consisting of time-based RSUs with a value of \$21,200,000, performance-based awards with a value of \$7,800,000 and options to purchase 50,000 shares of common stock. The \$21,200,000 RSU grant consists of two awards: (i) \$18,200,000 of RSUs vesting over four years in equal quarterly installments, and (ii) the remaining \$3,000,000 of RSUs vesting over two years, with 18.75% vesting each quarter for the first four quarters and thereafter at 6.25% each quarter for the next four quarters. The options vest 25% after the first year and monthly thereafter over a total of four years. The performance-based awards were divided into three groups with separate PSU award ARR targets of \$3 billion, \$4 billion and \$5 billion. The performance-based awards can be attained and vest in accordance with the attainment and vesting criteria for the annual executive performance-based awards, as described above.

Legacy CEO Equity Awards

No equity awards were granted to our CEO in fiscal 2024, and no grants are anticipated to be made in fiscal 2025 or fiscal 2026, because in fiscal 2023, the CEO's performance award was sized to cover a multi-year period. The ARR performance target for the fiscal 2023 CEO performance award exceeded the ARR targets for the fiscal 2024 performance awards granted to continuing executives and represented an aggressive long-term ARR target.



Health and Welfare Benefits

Our Named Executive Officers are eligible to receive the same employee benefits that are generally available to all employees, subject to the satisfaction of certain eligibility requirements. These benefits include medical, dental and vision insurance, business travel insurance, an employee assistance program, health and dependent care flexible spending accounts, basic life insurance, accidental death and dismemberment insurance, short-term and long-term disability insurance and reimbursement for mobile phone coverage.

We maintain a tax-qualified retirement plan, or the 401(k) Plan, that provides eligible employees, including our Named Executive Officers, with an opportunity to save for retirement on a tax-advantaged basis. Eligible employees are able to participate in the 401(k) Plan as of the first day of the month following the date they meet the plan's eligibility requirements, and participants are able to defer up to 100% of their eligible compensation subject to applicable annual limits as set under the Internal Revenue Code. All participants' interests in their deferrals are 100% vested when contributed. We also make employer matching contributions to the 401(k) Plan and in September 2023, the compensation committee approved an increase in matching contributions from an amount of up to \$2,000 to up to \$5,000 annually on a dollar for dollar basis, effective as of January 1, 2024.

The 401(k) Plan is intended to be qualified under Section 401(a) of the Internal Revenue Code with the plan's related trust intended to be tax-exempt under Section 501(a) of the Internal Revenue Code. As a tax-qualified retirement plan, contributions to our 401(k) Plan and earnings on those contributions are not taxable to our employees until distributed from the plan.

We design our employee benefits programs to be affordable and competitive in relation to the market as well as compliant with applicable laws and practices. We adjust our employee benefits programs as needed based upon regular monitoring of applicable laws and practices and the competitive market.

Perquisites and Other Personal Benefits

Currently, we do not view perquisites or other personal benefits as a significant component of our executive compensation program. Accordingly, we do not provide significant perquisites or other personal benefits to our Named Executive Officers, except as generally made available to our employees or in situations where we believe it is appropriate to assist an individual in the performance of his or her duties, to make him or her more efficient and effective and for recruitment and retention purposes. During fiscal 2024, none of our Named Executive Officers received perquisites or other personal benefits that were, in the aggregate, \$10,000 or more for any individual.

We have in the past and may in the future, provide perquisites or other personal benefits in limited circumstances, such as those described in the preceding paragraph. All future practices with respect to perquisites or other personal benefits will be approved and subject to periodic review by the compensation committee.

EMPLOYMENT ARRANGEMENTS

We entered into a written employment agreement with our CEO and employment offer letters with our other Named Executive Officers in connection with their employment with us. We believe that these arrangements were necessary to induce these individuals to forego other employment opportunities or leave their then-current employer for the uncertainty of a demanding position in a new and unfamiliar organization.

In filling each of our executive positions, our board of directors or the compensation committee, as applicable, recognized that it would need to develop competitive compensation packages to attract qualified candidates in a dynamic labor market. At the same time, our board of directors and the compensation committee were sensitive to the need to integrate new executive officers into the executive compensation structure that we were seeking to develop, balancing both competitive and internal equity considerations.

Each of these arrangements provides for "at will" employment (meaning that either we or the executive may terminate the employment relationship at any time without cause) and sets forth the initial compensation arrangements for the executive,



including their base salary, target annual cash bonus award opportunity (expressed as fixed amount or as a percentage of his or her base salary), participation in our employee benefit programs, eligibility for future equity awards and reimbursement for all reasonable and necessary business expenses.

In addition, in the case of our Named Executive Officers, their employment offer letters and other agreements provide that the executive will be eligible to receive certain severance payments and benefits in connection with certain terminations of employment. These post-employment compensation arrangements are discussed in *"Post-Employment Compensation"* below.

Employment Offer Letter with Mr. Canessa

Under Mr. Canessa's employment offer letter, if we terminate Mr. Canessa's employment with us other than for "cause," death or "disability" outside of the period beginning on a "change of control" (as such terms are defined in the Change of Control and Severance Policy, or the Severance Policy) and ending 12 months following the change of control, he will be entitled to receive (i) accelerated vesting as to the number of unvested shares subject to equity awards that otherwise would have vested during the six months following the date his employment with us terminates had he remained employed with us through such time; (ii) an extension of the period of time in which he has to exercise his vested options until the date that is 12 months following his termination date, subject to earlier termination on a change in control (or similar transaction) pursuant to the terms of the equity plan under which the options are granted; and (iii) severance pay at a rate equal to 100% of his annual base salary, as then in effect, for a period of six months following the date of such termination, payable in accordance with our normal payroll practices.

To receive the severance benefits upon a qualifying termination, Mr. Canessa must sign and not revoke a release of claims within the time specified in his employment offer letter.

Employment Offer Letter with Mr. Nair

Under Mr. Nair's employment offer letter, if we terminate Mr. Nair's employment with us other than for "cause" or he resigns for "good reason", outside of the "change of control period" (as such terms are defined in the employment offer letter), he will be entitled to receive (i) severance pay at a rate equal to 100% of his annual base salary, as then in effect (less applicable withholding) for a period of six months following the date of such termination; and (ii) an extension of the period of time in which he will have to exercise his vested options to purchase our common stock subject to the options until the date that is 12 months following his termination date, subject to earlier termination on a change in control (or similar transaction) pursuant to the terms of the equity plan under which the options were granted. Further, If Mr. Nair is subject to a "qualified termination" (as defined in our Change of Control and Severance Policy in connection with a change in employment), he will be entitled to an extension of the period of time in which he will have to exercise his vested options to purchase our common stock subject to the Option until the date that is 12 months following his termination date, subject to earlier termination on a change in control (or similar transaction) pursuant to the terms of the equity plan under which the options were granted.

To receive the severance benefits upon a qualifying termination, Mr. Nair must sign and not revoke a release of claims within the time specified in his employment offer letter.

Employment Offer Letter with Mr. Rich

In connection with his appointment as CRO, we entered into the Rich Offer Letter. Pursuant to the Rich Offer Letter, our initial compensation arrangements with Mr. Rich were as follows:

- an initial annual base salary of \$450,000;
- a target annual cash bonus awards opportunity equal to \$450,000;
- a one-time start on bonus of \$550,000;



- a RSU award with a value of \$21,200,000, broken into two separate grants to acquire shares of our common stock, \$18,200,000 of which will vest over approximately a four-year period, and \$3,000,000 of which will vest over approximately a two-year period. The value was to be converted into shares based on the average of the closing price of our common stock on the Nasdaq Global Select Market for each of the trading days in November;
- a PSU award with a value of \$7,800,000 to acquire shares of our common stock that will be subject to performance criteria that are consistent with the performance criteria applicable to the PSU award granted to our other senior officers in fiscal 2024. The value was to be converted into shares based on the average of the closing price of our common stock on the Nasdaq Global Select Market for each of the trading days in November; and
- an option to purchase 50,000 shares of our common stock that will vest over a four-year period from his employment start date.

Mr. Rich was designated as a participant in our Change of Control and Severance Policy under which he is eligible to receive certain severance payments and benefits in the event of his Qualifying Termination (as defined in the policy). The Rich Offer Letter was negotiated in fiscal 2024 on our behalf by our CEO and approved by the compensation committee. In establishing his initial compensation arrangements, we took into consideration the requisite experience and skills that a qualified candidate would need to manage a growing business in a dynamic and ever-changing environment, the competitive market for similar positions at other comparable companies based on a review of compensation survey data, the aggregate value of the equity awards that he held at his then current-employer that he would forfeit if he left such employment and the need to integrate him into the executive compensation structure, balancing both competitive and internal equity considerations.

To receive the severance benefits upon a qualifying termination, Mr. Rich must sign and not revoke a release of claims within the time specified in his employment offer letter.

Employment Offer Letter with Mr. Schlossman

Under Mr. Schlossman's employment offer letter, if we terminate Mr. Schlossman's employment with us other than for "cause" or he resigns for "good reason", without a "change of control" (as such terms are defined in the employment offer letter), he will be entitled to receive continuing severance pay at a rate equal to 100% of his annual base salary, as then in effect, for a period of three months from the date of such termination, to be paid periodically in accordance with our normal payroll practices.

To receive the severance benefits upon a qualifying termination, Mr. Schlossman must sign and not revoke a release of claims within the time specified in his employment offer letter.

POST-EMPLOYMENT COMPENSATION

The employment offer letters and equity award agreements with our Named Executive Officers provide them with certain protection in the event of their termination of employment other than for "cause," death or "disability" (as such terms are defined in the employment offer letters). In addition, our Named Executive Officers are participants in our Severance Policy, which provides for certain protections in the event of a termination of employment in connection with a change in control of the Company. We believe that these protections were necessary to induce these individuals to leave their former employment for the uncertainty of a demanding position in a new and unfamiliar organization and help from a retention standpoint and to retain their services on an ongoing basis. We also believe that these arrangements provided by the Severance Policy help maintain the continued focus and dedication of our Named Executive Officers to their assigned duties to maximize stockholder value if there is a potential transaction that could involve a change in control of the Company.

These arrangements provide reasonable compensation to a Named Executive Officer if he or she leaves our employ under certain circumstances to facilitate his or her transition to new employment. Further, in some instances we seek to mitigate any potential



employer liability and avoid future disputes or litigation by conditioning post-employment compensation and benefits on a departing Named Executive Officer signing a separation and release agreement acceptable to us.

Under the Severance Policy, all payments and benefits in the event of a change in control of the Company are payable only if there is a subsequent loss of employment by a Named Executive Officer (a so-called “double-trigger” arrangement). In the case of the acceleration of vesting of outstanding equity awards, we use this double-trigger arrangement to protect against the loss of retention value following a change in control of the Company and to avoid windfalls, both of which could occur if vesting of either equity or cash-based awards accelerated automatically as a result of the transaction.

In the event of a change in control of the Company, to the extent Section 280G or 4999 of the Internal Revenue Code is applicable to a Named Executive Officer, such individual is entitled to receive either:

- payment of the full amounts specified in the policy to which he or she is entitled; or
- payment of such lesser amount that does not trigger the excise tax imposed by Section 4999, whichever results in him or her receiving a higher amount after taking into account all federal, state, and local income, excise and employment taxes.

We do not use excise tax payments (or “gross-ups”) relating to a change in control of the Company and have no such obligations in place with respect to any of our Named Executive Officers.

We believe that having in place reasonable and competitive post-employment compensation arrangements, including in the event of a change in control of the Company, are essential to attracting and retaining highly-qualified executive officers. The compensation committee does not consider the specific amounts payable under the post-employment compensation arrangements when determining the annual compensation for our Named Executive Officers. We do believe, however, that these arrangements are necessary to offer compensation packages that are competitive.

For detailed descriptions of the post-employment compensation arrangements with our Named Executive Officers, as well as an estimate of the potential payments and benefits payable under these arrangements, see “*Potential Payments upon Termination or Change in Control*” below.

EXECUTIVE STOCK OWNERSHIP GUIDELINES

We believe that our executives should hold a significant amount of Company equity to link their long-term economic interests directly to those of our stockholders. Accordingly, effective January 1, 2022, our board of directors adopted stock ownership guidelines for Named Executive Officers. Our chief executive officer is required to own shares of our common stock with a value equal to at least five times his or her annual base salary, and each other Named Executive Officer is required to own shares of our common stock with a value equal to at least three times his or her annual base salary.

We believe that this multiple constitutes significant amounts for our Named Executive Officers and provides a substantial link between the interests of our Named Executive Officers and those of our stockholders. Compliance with these guidelines for our Named Executive Officers is required within five years of becoming subject to them. For purposes of meeting the ownership requirements, unvested RSU awards are counted, but unearned performance awards and unexercised stock options are not. At the end of fiscal 2024, each of our Named Executive Officers exceeded these guidelines based on their current stock accumulation.

OTHER COMPENSATION POLICIES

Hedging and Pledging Prohibitions

Under our Insider Trading Policy, our employees (including officers) and members of our board of directors are prohibited from making short-sales and engaging in transactions in publicly-traded options, such as puts and calls, and other derivative securities with respect to our securities. This latter prohibition extends to any hedging or similar transaction designed to decrease the risks



associated with holding our securities. In addition, under our Insider Trading Policy, our employees and members of our board of directors are prohibited from using our securities as collateral for a loan or holding our securities in a margin account.

Compensation Recovery ("Clawback") Policy

In fiscal 2023, our compensation committee adopted a Compensation Recovery Policy applicable to our CEO and all of our current and former Named Executive Officers (each a "Covered Person"). Under this policy, our compensation committee is obligated to recover Excess Incentive Compensation (as defined below) received by any Covered Person on or after October 2, 2023, if any, in the event Zscaler is required to prepare an accounting restatement due to material noncompliance with any financial reporting requirement under the securities laws. For purposes of this policy, Excess Incentive Compensation means the amount of certain incentive based compensation actually received by the Covered Person, minus the amount of such incentive based compensation that otherwise would have been received had the incentive compensation been determined based on the applicable restated amounts.

This Policy is intended to comply with, and will be interpreted in a manner consistent with, Section 10D of the Exchange Act, Exchange Act Rule 10D-1 and the Nasdaq listing standards.

Policies and Practices Related to the Timing of Option Awards

While we do not have a formal written policy in place with regard to the timing of awards of options in relation to the disclosure of material nonpublic information, the compensation committee does not seek to time equity grants to take advantage of information, either positive or negative, about our company that has not been publicly disclosed. It has been our recent practice to grant most of our equity awards in the form of RSUs.

TAX AND ACCOUNTING CONSIDERATIONS

The compensation committee takes the applicable tax and accounting requirements into consideration in designing and overseeing our executive compensation program.

Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code generally places a \$1 million limit on the amount of compensation a public company can deduct in any one year for certain specified executive officers. While our compensation committee considers tax deductibility as one factor in determining executive compensation, our compensation 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 Internal Revenue 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 the Company that exceeds certain prescribed limits, and that the 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 Named Executive Officer, 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 Internal Revenue Code.

Section 409A of the Internal Revenue Code

Section 409A of the Internal Revenue 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 Internal Revenue Code. Although we do not maintain a traditional nonqualified deferred compensation plan for our executive officers, Section 409A of the Internal Revenue Code does apply to certain severance arrangements, bonus arrangements and equity awards, and we have



structured all such arrangements and awards in a manner to either avoid or comply with the applicable requirements of Section 409A of the Internal Revenue Code.

Accounting for Stock-Based Compensation

The compensation committee takes accounting considerations into account in designing compensation plans and arrangements for our executive officers and other employees. Chief among these is Financial Accounting Standards Board Accounting Standards Codification Topic 718, or ASC Topic 718, the standard which governs the accounting treatment of certain stock-based compensation. Among other things, ASC Topic 718 requires us to record a compensation expense in our income statement for all equity awards granted to our executive officers and other employees. This compensation expense is based on the grant date “fair value” of the equity award and, in most cases, will be recognized ratably over the award’s requisite service period (which, generally, will correspond to the award’s vesting schedule). This compensation expense is also reported in the compensation tables below, even though recipients may never realize any value from their equity awards.

Change of Control and Severance Policy

Our board of directors adopted a Change of Control and Severance Policy, or the Severance Policy. Each of our current executive officers is a participant in the Severance Policy. Under the Severance Policy, if we terminate a participant other than for “cause,” death or “disability” or the Named Executive Officer resigns for “good reason” during the period beginning on a “change of control” (as such terms are defined in the Severance Policy) and ending 12 months following the change of control (which we refer to as the change of control period), such Named Executive Officer will be eligible to receive the following severance benefits:

- 100% of the then-unvested shares subject to his then-outstanding equity awards will become vested and exercisable, and in the case of equity awards with performance-based vesting, all performance goals and other vesting criteria will be deemed achieved at the specified percentage of target levels;
- a lump-sum payment equal to 100% of the greatest of (i) a participant's annual base salary as in effect immediately prior to his termination, (ii) if the termination is a resignation for good reason based on a material reduction in base salary, a participant's annual base salary as in effect immediately prior to such reduction or (iii) a participant's annual base salary as in effect immediately prior to the change of control;
- a lump-sum payment equal to (i) 100% of a participant's target annual bonus award opportunity for the fiscal year in which the termination occurs plus (ii) a pro-rated portion of such target annual bonus award opportunity reduced by any bonus payments made during such fiscal year; and
- a lump-sum health benefit severance payment of \$36,000.

To receive the severance benefits upon a qualifying termination, a Named Executive Officer must sign and not revoke a release of claims within the time specified in the Severance Policy. If we discover, after a Named Executive Officer receives severance payments or benefits, that grounds for terminating him for cause existed, such Named Executive Officer will not receive any further severance payments or benefits under the Severance Policy, and to the extent permitted by law, the Named Executive Officer will be required to repay to us any severance payments or benefits (or gain derived from such payments or benefits) he received under the Severance Policy.

In addition to any benefits available to Named Executive Officers under the Severance Policy, in October 2022, the compensation committee approved acceleration of attainment of any outstanding PSUs in the event of a change of control of the Company (as defined in the Severance Policy). In the event of a change of control, outstanding PSUs will be deemed to be achieved at 100% of target, subject, in certain circumstances, to continued time-based vesting.



Fiscal Year 2018 Equity Incentive Plan and 2007 Stock Plan

Our Fiscal Year 2018 Equity Incentive Plan, or the 2018 Plan, provides that in the event of a merger or change in control, as defined under our 2018 Plan, each outstanding award will be treated as the administrator determines, without a participant's consent. The administrator is not required to treat all awards or participants similarly.

In the event that a successor corporation or its parent or subsidiary does not assume or substitute an equivalent award for any outstanding award, then such award will fully vest, all restrictions on such award will lapse, all performance goals or other vesting criteria applicable to such award will be deemed achieved at 100% of target levels and all other terms and conditions met and such award will become fully exercisable, if applicable. If an option or stock appreciation right is not assumed or substituted, the administrator will notify the participant in writing or electronically that such option or stock appreciation right will be exercisable for a period of time determined by the administrator in its sole discretion and the option or stock appreciation right will terminate upon the expiration of such period.

In the event of a change in control, with respect to awards granted to an outside director his or her options and other equity awards, will vest fully and become immediately exercisable, all restrictions on his or her restricted stock and RSU awards will lapse and all performance goals or other vesting requirements for his or her performance shares and units will be deemed achieved at 100% of target levels, and all other terms and conditions met.

In addition, the agreements for certain performance-based awards granted to our Named Executive Officers hold that performance shares and units will be deemed achieved at 100% of target levels, and all other terms and conditions met, and be subject to continued time-based vesting as set forth in the individual award agreements in the event of a change in control.

Our 2007 Stock Plan, or the 2007 Plan, provides that, in the event of a merger or change in control, as defined under our 2007 Plan, each outstanding award may be assumed or substituted for an equivalent award. In the event that awards are not assumed or substituted for, then the vesting of outstanding awards will be accelerated, and stock options will become exercisable in full prior to such transaction. In addition, if an option is not assumed or substituted in the event of a merger or change in control, the administrator will notify the participant that such award will be fully vested and exercisable for a specified period prior to the transaction, and such award will terminate upon the expiration of such period for no consideration, unless otherwise determined by the administrator.



Fiscal 2024 Summary Compensation Table

The following table presents information regarding the compensation awarded to, earned by and paid to each of our Named Executive Officers during fiscal 2024, fiscal 2023 and fiscal 2022.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) ⁽¹⁾	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Jay Chaudhry Chief Executive Officer	2024	23,660	—	—	—	—	1,502 ⁽²⁾	25,162
	2023	23,660	—	57,751,823 ⁽³⁾	—	—	—	57,775,483
	2022	23,660	—	41,506,500 ⁽⁴⁾	—	—	—	41,530,160
Remo Canessa Chief Financial Officer	2024	450,000	—	6,165,751 ⁽⁵⁾	—	489,195	27,909 ⁽²⁾	7,132,855
	2023	430,000	—	5,383,820 ⁽³⁾	—	268,548	—	6,082,368
	2022	400,000	—	10,704,526 ⁽⁴⁾	—	347,588	—	11,452,114
Syam Nair Chief Technology Officer	2024	450,000	—	3,112,834 ⁽⁵⁾	—	489,195	9,238 ⁽²⁾	4,061,267
	2023	80,625	—	29,658,794 ⁽³⁾	4,448,380 ⁽⁶⁾	66,507	—	34,254,306
Mike Rich⁽⁷⁾ Chief Revenue Officer	2024	337,500	550,000 ⁽⁸⁾	31,670,542 ⁽⁵⁾	5,870,305 ⁽⁶⁾	374,249	550,000 ⁽⁹⁾	39,352,596
Robert Schlossman Chief Legal Officer	2024	405,000	—	6,365,483 ⁽⁵⁾	—	330,207	25,702 ⁽²⁾	7,126,392
	2023	375,000	—	3,426,192 ⁽³⁾	—	206,575	—	4,007,767
	2022	325,000	—	8,028,464 ⁽⁴⁾	—	260,690	—	8,614,154

(1) The amounts reported represent the grant date fair value of the stock awards granted to the Named Executive Officers during the respective fiscal years as computed in accordance with FASB ASC Topic 718. The assumptions used in calculating the grant date fair value of the awards reported in this column are set forth in Note 13 to our audited consolidated financial statements included in our Annual Report on Form 10-K for our fiscal year ended July 31, 2024.

(2) The amounts reported represent the payout of accrued vacation time due to change in Company policy in fiscal 2024.

(3) The awards for fiscal 2023 are comprised of (i) time-based RSU and (ii) PSU awards. The amounts shown in respect of the PSU awards represent the grant date fair value based on the probable outcome of the fiscal 2023 performance condition as of the grant date. The grant date fair value of the PSU awards for which metrics were determined in fiscal 2023 assuming achievement of the maximum level of performance are: Mr. Chaudhry, \$64,681,951; Mr. Canessa, \$1,884,419; Mr. Nair \$10,100,155 and Mr. Schlossman \$1,199,340. These amounts do not necessarily correspond to the actual value that will be recognized by the Named Executive Officers.

(4) The awards for fiscal 2022 are comprised of PSU awards. The amounts shown in respect of the PSU awards represent the grant date fair value based on the probable outcome of the fiscal 2022 performance condition as of the grant date. The grant date fair value of the PSU awards for which metrics were determined in fiscal 2022 assuming achievement of the maximum level of performance are: Mr. Chaudhry, \$62,259,750; Mr. Canessa, \$13,380,658 and Mr. Schlossman \$10,035,580. These amounts do not necessarily correspond to the actual value recognized by the Named Executive Officers. For example, PSU awards were earned at 106.2% of target for fiscal 2022.

(5) The awards for fiscal 2024 are comprised of (i) time-based RSU and/or (ii) PSU awards. The amounts shown in respect of the PSU awards represent the grant date fair value based on the probable outcome of the fiscal 2024 performance condition as of the grant date. The grant date fair value of the PSU awards for which metrics were determined in fiscal 2024 assuming achievement of the maximum level of performance are: Mr. Canessa, \$6,165,751; Mr. Nair \$6,225,667; Mr. Rich \$17,034,541 and Mr. Schlossman \$4,315,990. These amounts do not necessarily correspond to the actual value that will be recognized by the Named Executive Officers.

(6) The amounts reported represent the aggregate grant date fair value of the stock options granted to our Named Executive Officers, calculated in accordance with ASC Topic 718. The assumptions used in calculating the grant date fair value of the awards reported in this column are set forth in Note 13 to our audited consolidated financial statements included in our Annual Report on Form 10-K for our fiscal year ended July 31, 2024. These amounts do not necessarily correspond to the actual value that will be recognized by the Named Executive Officers.

(7) Mr. Rich was appointed Chief Revenue Officer on November 1, 2023, and appointed as an Executive Officer in March of 2024.

(8) Mr. Rich received a one-time \$550,000 sign-on bonus in November 2023 pursuant to the Rich Offer Letter.

(9) Mr. Rich received a \$550,000 consulting fee in November 2023 in connection with services rendered to the Company under the Rich Consulting Agreement.



Fiscal 2024 Grants of Plan-Based Awards Table

The following table sets forth certain information with respect to all plan-based awards granted to our Named Executive Officers during fiscal 2024.

Name	Grant Date	Estimated Possible Payouts under Non-Equity Incentive Plan Awards ⁽¹⁾			Estimated Possible Payouts under Equity Incentive Plan Awards ⁽²⁾			All Other Stock Awards: Number of shares of Stock or Units (#)	Exercise Price of Option Awards (\$)	Grant Date Fair Value of Stock and Options Awards (\$) ⁽³⁾
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)			
Jay Chaudhry	—	—	—	—	—	—	—	—	—	
	09/27/2023	—	450,000	675,000	—	—	—	—	—	
Remo Canessa	11/13/2023	—	—	—	17,303	17,303	34,606	—	3,082,576	
	11/13/2023	—	—	—	—	—	—	17,303 ⁽⁴⁾	3,082,876	
Syam Nair	09/27/2023	—	450,000	675,000	—	—	—	—	—	
	12/01/2023	—	—	—	15,719	15,719	31,438	—	3,112,834	
	12/01/2023	—	335,054	502,581	—	—	—	—	—	
	12/01/2023	—	—	—	14,337	14,337	28,674	—	2,839,156	
	12/01/2023	—	—	—	14,337	14,337	28,674	—	2,839,156	
Mike Rich	12/01/2023	—	—	—	14,336	14,336	28,672	—	2,838,958	
	12/01/2023	—	—	—	—	—	—	100,357 ⁽⁵⁾	19,873,697	
	12/01/2023	—	—	—	—	—	—	16,543 ⁽⁶⁾	3,276,010	
	12/01/2023	—	—	—	—	—	—	50,000 ⁽⁷⁾	198.03	9,901,500
	09/27/2023	—	303,750	455,625	—	—	—	—	—	
Robert Schlossman	11/13/2023	—	—	—	12,112	12,112	24,224	—	2,157,995	
	11/13/2023	—	—	—	—	—	—	12,112 ⁽⁴⁾	2,157,995	
	06/10/2024	—	—	—	—	—	—	11,144 ⁽⁸⁾	2,049,493	

(1) These amounts reflect the fiscal 2024 target cash bonus award amounts for each of our Named Executive Officers under our Executive Incentive Compensation Plan, pro rated for Mr. Rich. Mr. Chaudhry did not participate in the Executive Incentive Compensation Plan. There are no threshold bonus amounts under the Executive Incentive Compensation Plan. The amounts set forth do not represent actual compensation earned or earnable by the Named Executive Officers for fiscal 2024. Please see the "Fiscal 2024 Summary Compensation Table" for the amounts earned by our Named Executive Officers for fiscal 2024. For a description of the Executive Incentive Compensation Plan, see "Compensation Discussion and Analysis—Annual Cash Bonuses" above.

(2) These amounts reflect PSU awards granted and eligible to be earned based on achievement of long-term ARR targets established during fiscal 2024 under our 2018 Equity Incentive Plan. For a description of the fiscal 2024 PSU program, see "Compensation Discussion and Analysis—Long-Term Incentive Compensation" above.

(3) The amounts reported represent the aggregate grant date fair value of the stock awards granted to our Named Executive Officers in fiscal 2024, calculated in accordance with ASC Topic 718. The assumptions used in calculating the grant date fair value are set forth in the notes to our consolidated financial statements included in our Annual Report. These amounts do not necessarily correspond to the actual value that will be recognized by the Named Executive Officers.

(4) The RSU award vests in (12) equal quarterly installments beginning June 15, 2024.

(5) The RSU award vests in (16) equal quarterly installments beginning December 15, 2024.

(6) The RSUs vest 18.75% quarterly beginning on December 15, 2023 through September 15th, 2024 and the remaining in equal 6.25% installments quarterly through September 15, 2025.

(7) One-fourth of the shares subject to the option vest on November 1, 2024 and 1/48th of the shares vest monthly thereafter.

(8) The RSU award vests in eight equal quarterly installments beginning September 15, 2024.



Fiscal 2024 Outstanding Equity Awards at Fiscal Year End Table

The following table provides information regarding outstanding equity awards held by our Named Executive Officers as of July 31, 2024.

Name	Grant Date	Option Awards				Stock Awards			
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options 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 (\$) ⁽¹⁾	Equity Incentive Plan Awards: Number of Unearned Shares or Units That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Unearned Shares or Units That Have Not Vested (\$)
Jay Chaudhry	10/17/22 (2)	—	—	—	—	24,584	4,409,140	—	—
	10/17/22 (3)	—	—	—	—	—	—	174,815	31,353,070
	4/28/23 (2)	—	—	—	—	32,471	5,823,674	—	—
	4/28/23 (3)	—	—	—	—	—	—	230,902	41,412,274
Remo Canessa	10/5/18 (4)	—	—	—	—	3,516	630,595	—	—
	10/31/19 (4)	—	—	—	—	1,849	331,618	—	—
	6/2/20 (4)	—	—	—	—	3,627	650,502	—	—
	4/13/21 (5)	—	—	—	—	10,373	1,860,398	—	—
	9/1/21 (6)	—	—	—	—	12,834	2,301,778	—	—
	10/17/22 (7)	—	—	—	—	12,414	2,226,451	—	—
	10/17/22 (3)	—	—	—	—	—	—	5,093	913,430
	4/28/23 (7)	—	—	—	—	16,397	3,236,468	—	—
	4/28/23 (3)	—	—	—	—	—	—	6,727	1,206,487
	11/13/23 (8)	—	—	—	—	15,861	2,844,670	—	—
11/13/23 (3)	—	—	—	—	—	—	17,303	3,103,293	
Syam Nair	6/6/23 (9)	14,583	35,417	152.99	06/06/33	—	—	—	—
	6/6/23 (10)	—	—	—	—	110,028	19,733,522	—	—
	6/6/23 (3)	—	—	—	—	—	—	47,156	8,457,429
	12/1/23 (3)	—	—	—	—	—	—	15,719	2,819,203



Name	Grant Date	Option Awards				Stock Awards			
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options 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 (\$) ⁽¹⁾	Equity Incentive Plan Awards: Number of Unearned Shares or Units That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Unearned Shares or Units That Have Not Vested (\$)
Mike Rich	12/1/23 (11)	—	50,000	198.03	12/01/33				
	12/1/23 (7)	—	—	—	—	81,541	14,624,378		
	12/1/23 (12)	—	—	—	—	7,237	1,297,956		
	12/1/23 (3)	—	—	—	—	—	—	14,336	2,571,162
	12/1/23 (3)	—	—	—	—	—	—	14,337	2,571,341
	12/1/23 (3)	—	—	—	—	—	—	14,337	2,571,341
Robert Schlossman	10/5/18 (4)	—	—	—	—	1,954	350,450	—	—
	10/31/19 (4)	—	—	—	—	2,055	368,564	—	—
	6/2/20 (4)	—	—	—	—	1,814	325,341	—	—
	4/13/21 (5)	—	—	—	—	8,298	1,488,246	—	—
	9/1/21 (6)	—	—	—	—	9,625	1,726,277	—	—
	10/17/22 (7)	—	—	—	—	7,900	1,416,865	—	—
	10/17/22 (3)	—	—	—	—	—	—	3,241	581,273
	4/28/23 (7)	—	—	—	—	10,435	1,871,517	—	—
	4/28/23 (3)	—	—	—	—	—	—	4,281	767,797
	11/13/23 (8)	—	—	—	—	11,102	1,991,144	—	—
11/13/23 (7)	—	—	—	—	—	—	12,112	2,172,287	
6/10/24 (13)	—	—	—	—	11,144	1,988,676	—	—	

- (1) This column represents the market value of the shares underlying the RSU awards or PSU awards, as applicable, as of July 31, 2024, based on the closing price of our common stock, as reported on NASDAQ, of \$179.35 per share on July 31, 2024.
- (2) The remaining RSUs vest in nine equal installments through September 15, 2026.
- (3) Upon achievement of specified performance metrics, earned PSU awards vest 100% on the first quarterly vesting date after achievement has been certified. Amounts reported reflect achievement at target.
- (4) The remaining RSUs vest on September 15, 2024.
- (5) The remaining RSU awards vest as follows: (i) 33.34% of the RSUs vest in five equal quarterly installments through September 15, 2025 and (iii) 66.66% of the RSUs vest in nine quarterly installments through September 15, 2027.
- (6) The remaining RSUs vest in five equal quarterly installments through September 15, 2025.
- (7) The RSUs vest in (13) equal quarterly installments through September 15, 2027.
- (8) The RSUs vest in (11) equal quarterly installments through March 15, 2027.
- (9) 1/48th of the shares subject to the option will vest monthly through May 24, 2027.
- (10) The RSUs vest in (12) equal quarterly installments through June 15, 2027.
- (11) One-fourth of the shares subject to the option vest on November 1, 2024 and the remaining shares vest monthly through November 1, 2027.
- (12) The remaining RSU awards vest as follows: (i) 42.86% will vest on September 15, 2024 and (ii) 57.14% of the RSUs vest in four equal quarterly installments through September 15, 2025.
- (13) The RSUs vest in eight equal quarterly installments through June 15, 2026.



Fiscal 2024 Option Exercises and Stock Vested Table

The following table presents, for each of our Named Executive Officers, the shares of our common stock that were acquired upon the exercise of stock options and the related value realized upon exercise during fiscal 2024 and upon the vesting of stock awards and the related value realized upon vesting during fiscal 2024.

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⁾
Jay Chaudhry	—	—	25,358	4,793,712
Remo Canessa	—	—	56,742	10,804,194
Syam Nair	—	—	36,677	7,534,664
Mike Rich	—	—	28,122	5,625,056
Robert Schlossman	—	—	40,113	7,569,473

(1) The value realized on exercise is pre-tax and represents the difference between the market price of our common stock on the date of exercise less the option exercise price paid for those shares, multiplied by the number of shares for which the option was exercised.

(2) The value realized on vesting is calculated as the number of vested shares multiplied by the closing market price of our common stock on the vesting date.

Potential Payments Upon Termination or Change in Control

The tables below quantify the potential payments to our Named Executive Officers under the terms of (i) the Severance Policy and individual agreements in the event of a qualifying termination of employment that is not in connection with a change in control of the Company, (ii) the Severance Policy in the event of a qualifying termination of employment in connection with a change in control of the Company and (iii) individual award agreements and company policies solely in connection with a change in control of the Company. The amounts shown assume that the change in control and/or termination of employment occurred on July 31, 2024, the last business day of fiscal 2024. The values reflected also assume that the payments and benefits to our Named Executive Officers are not reduced by virtue of the provision in the Severance Policy relating to Sections 280G and 4999 of the Internal Revenue Code.

Potential Payments Upon Termination Not in Connection with a Change in Control

Named Executive Officer	Value of Accelerated Equity Awards		Total (\$)
	Salary Severance (\$)	Restricted Stock Units (\$) ⁽¹⁾	
Mr. Canessa	225,000	2,853,459	3,078,459
Mr. Rich	225,000	—	225,000
Mr. Schlossman	101,250	—	101,250

(1) Reflects the aggregate market value of the unvested shares of our common stock underlying outstanding RSU awards. The aggregate market value is equal to the product obtained by multiplying (i) the number of unvested shares of our common stock subject to outstanding RSU awards and eligible for accelerated vesting as of July 31, 2024, by (ii) \$179.35 per share (the closing market price of our common stock on Nasdaq on July 31, 2024, the last trading day in the fiscal year ended July 31, 2024).



Potential Payments Upon Termination in Connection with a Change in Control

Named Executive Officer	Value of Accelerated Equity Awards					Total (\$)
	Salary Severance (\$)	Bonus Severance (\$)	Restricted Stock Units (\$) ⁽¹⁾	Options (\$) ⁽²⁾	Health Benefit Severance Payments (\$)	
Mr. Chaudhry	23,660	—	82,998,158	—	36,000	83,057,818
Mr. Canessa	450,000	675,000	19,010,024	—	36,000	20,171,024
Mr. Nair	450,000	675,000	31,010,153	933,592	36,000	33,104,745
Mr. Rich	450,000	502,581	23,636,178	6,492,500	36,000	31,117,259
Mr. Schlossman	405,000	455,625	15,408,855	—	36,000	16,305,480

(1) These amounts reflect the aggregate market value of the unvested shares of our common stock underlying outstanding RSU awards. The aggregate market value is equal to the product obtained by multiplying (i) the number of unvested shares of our common stock subject to outstanding RSU awards as of July 31, 2024, by (ii) \$179.35 per share (the closing market price of our common stock on the Nasdaq Global Select Market on July 31, 2024, the last trading day in the fiscal year ended July 31, 2024). For performance-based restricted stock unit awards, the assumed number of unvested shares is equal to the target number of shares subject to such award.

(2) These amounts reflect the aggregate market value of the unvested shares of our common stock underlying outstanding options. The aggregate market value is equal to (i) the product obtained by multiplying (x) the number of unvested shares of our common stock subject to outstanding options as of July 31, 2024, by (y) \$179.35 per share (the closing market price of our common stock on the Nasdaq Global Select Market on July 31, 2024), minus (ii) the aggregate exercise price for such unvested shares.

Potential Payments Solely in Connection with a Change in Control

The number of performance-based RSUs in the table below for each of our Named Executive Officers reflects the aggregate market value of the unvested shares of our common stock underlying outstanding performance-based RSU awards at target. The aggregate market value is equal to the product obtained by multiplying (i) the number of unvested shares of our common stock subject to outstanding performance-based RSU awards as of July 31, 2024, by (ii) \$179.35 per share (the closing market price of our common stock on the Nasdaq Global Select Market on July 31, 2024, the last trading day in the fiscal year ended July 31, 2024). The unvested shares are equal to the target number of shares subject to such award. A portion of such shares will become 100% vested upon the closing of the change in control event, calculated by multiplying the target number of RSUs by the quotient attained by dividing (i) our ARR as calculated on the date of the closing by (ii) the target ARR. Any remaining RSUs will be subject to time based vesting depending on the progress toward completion of performance metrics as assessed above at the time of the change in control event, such that any remaining RSUs will vest quarterly following the change in control in equal installments, so that all remaining RSUs will be vested four years from the grant date.

Named Executive Officer	Value of Accelerated Equity Awards
	Performance-based Restricted Stock Units (\$)
Mr. Chaudhry	72,765,344
Mr. Canessa	5,223,210
Mr. Nair	11,276,631
Mr. Rich	7,713,844
Mr. Schlossman	3,521,358



Equity Compensation Plan Information

The following table provides information as of July 31, 2024 with respect to shares of our common stock that may be issued under our existing equity compensation plans.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Restricted Stock Units and Rights (#)	Weighted Average Exercise Price of Outstanding Options and Rights (\$)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in the First Column) (#)
Equity compensation plans approved by security holders	—	—	—
2007 Stock Plan ⁽¹⁾	352,312	10.20	—
Fiscal Year 2018 Equity Incentive Plan ⁽²⁾⁽³⁾	10,520,332	175.51	30,887,594
Fiscal Year 2018 Employee Stock Purchase Plan ⁽⁴⁾	—	—	6,832,549
Equity compensation plans not approved by security holders	—	—	—
Total	10,872,644	46.75	37,720,143

- (1) As a result of the adoption of the 2018 Plan, we no longer grant awards under the 2007 Plan; however, all outstanding options issued pursuant to the 2007 Plan continue to be governed by their existing terms. To the extent that any such awards are forfeited or lapse unexercised or are repurchased, the shares of common stock subject to such awards will become available for issuance under the 2018 Plan.
- (2) Our 2018 Plan provides that the number of shares available for issuance under the 2018 Plan will be increased on the first day of each fiscal year, in an amount equal to the least of (i) 12,700,000 shares, (ii) five percent (5%) of the outstanding shares of common stock on the last day of the immediately preceding fiscal year or (iii) such other amount as our board of directors may determine.
- (3) Includes all outstanding PSU awards as of July 31, 2024 (a) at maximum payout if performance metrics have been determined and (b) at target if no performance metrics have been determined as of the end of fiscal 2024.
- (4) Our Fiscal Year 2018 Employee Stock Purchase Plan, or the ESPP, provides that the number of shares available for issuance under the ESPP will be increased on the first day of each fiscal year, in an amount equal to the least of (i) 2,200,000 shares, (ii) one percent (1%) of the outstanding shares of common stock on the last day of the immediately preceding fiscal year or (iii) such other amount as may be determined by the administrator of the ESPP.

Compensation Committee Report

The compensation committee has reviewed and discussed the section titled “*Executive Compensation*” with management, which includes the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K. Based on such review and discussion, the compensation committee has recommended to the board of directors that the section titled “*Executive Compensation*” be included in this Proxy Statement.

Respectfully submitted by the members of the compensation committee of the board of directors:

Andrew Brown (Chair)
Charles Giancarlo
Eileen Naughton



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 Chief Executive Officer and President, Jay Chaudhry (our CEO), and the annual total compensation of our median employee, or our CEO pay ratio.

For fiscal 2024, the median of the annual total compensation of all employees of our Company (other than our CEO) was \$162,078 and the annual total compensation of our CEO was \$25,162. Accordingly, the ratio of the annual total compensation of our CEO to the median of the annual total compensation of all employees was approximately 0.15 to 1. This pay ratio is a reasonable estimate calculated in a manner consistent with SEC rules.

We selected July 31, 2024, the last day of our fiscal year, as the determination date for identifying our median employee. As of July 31, 2024, our employee population consisted of approximately 7,651 individuals (other than our CEO) working at our parent company and consolidated subsidiaries both within and outside the United States, which included all employees whether employed on a full-time, part-time, temporary or seasonal basis. We did not include any contractors or other non-employee workers in our employee population.

To identify our median employee, we used a consistently applied compensation measure consisting of the target base salary of our employees for the 12-month period from August 1, 2023 through July 31, 2024. We selected the foregoing compensation element because it represented our principal broad-based compensation element. Payments not made in U.S. dollars were converted to U.S. dollars using the applicable currency exchange rate in effect as of July 31, 2024. We did not make any cost-of-living adjustment.

Using this approach, we selected the individual at the median of our employee population, who was a full-time employee based in Norway. We then calculated annual total compensation for this individual using the same methodology we use for our Named Executive Officers as set forth in our Fiscal 2024 Summary Compensation Table.

With respect to the annual total compensation of our CEO, we used the amount reported in the "Total" column (column (i)) of our Fiscal 2024 Summary Compensation Table in this Proxy Statement. 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. As explained by the SEC when it adopted these rules, the rule was not designed to facilitate comparisons of pay ratios among different companies, even companies within the same industry, but rather to allow stockholders to better understand and assess each particular company's compensation practices and pay ratio disclosures.



Pay Versus Performance

As required by Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(v) of Regulation S-K, or the PvP Rules, we are providing the following: (1) tabular compensation and performance disclosure for our fiscal years 2021, 2022, 2023 and 2024; (2) a list of three performance measures that the Company considers to be its most important measures used to align compensation actually paid to the Named Executive Officers, or NEOs, for 2024 to Company performance; and (3) additional disclosure relative to the relationship between the Compensation Actually Paid, or CAP, set forth in the Pay versus Performance Table and each of the performance metrics set forth in the Pay versus Performance Table and between the Company's and the Peer Group TSR, in each case over 2021-2024. For further information concerning our pay-for-performance philosophy and how we align executive compensation with our performance, see "Executive Compensation—Compensation Discussion and Analysis" in this Proxy Statement and in our proxy statements filed for fiscal 2021, 2022 and 2023.

In the below pay versus performance table, we provide information about compensation of our NEOs for each of the last four fiscal years, or the Covered Years. Additionally, we provide information about the results for certain financial performance measures during the Covered Years. Although the PvP Rules require us to disclose CAP, these amounts do not necessarily reflect compensation that our NEOs actually earned in the Covered Years. Instead, CAP reflects a calculation computed in accordance with the PvP Rules, including adjusted values to unvested and vested equity awards during the Covered Years based on either year-end or vesting date stock prices and various accounting valuation assumptions. CAP generally fluctuates due to annual stock price performance.

PAY VERSUS PERFORMANCE

Value of Initial Fixed \$100 Investment Based on:

Year	Summary Compensation Table Total for PEO (1)	Compensation Actually Paid for PEO (2)	Average Summary Compensation Table Total for Non-PEO NEOs (3)	Average Compensation Actually Paid for Non-PEO NEOs (4)	Total Shareholder Return (5)	Peer Group Total Shareholder Return (6)	Net Income	Company-Selected Measure: Revenue (7)
2024	\$25,162	\$9,529,728	\$14,418,278	\$16,077,033	\$138	\$227	\$(57,706,000)	\$2,167,800,000
2023	\$57,775,483	\$85,838,523	\$15,060,085	\$17,984,450	\$124	\$168	\$(202,335,000)	\$1,616,952,000
2022	\$41,530,160	\$40,909,340	\$26,408,035	\$6,614,390	\$119	\$132	\$(390,278,000)	\$1,090,946,000
2021	\$19,999,160	\$36,864,645	\$5,446,150	\$29,838,915	\$182	\$140	\$(262,029,000)	\$673,100,000

(1) Amounts reported in this column represent the total compensation reported in the Summary Compensation Table for the indicated fiscal year for our PEO. For all years reported, our PEO was Mr. Jay Chaudhry

(2) 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 (Jay Chaudhry)

		2021	2022	2023	2024
Summary Compensation Table – Total Compensation	(a)	\$19,999,160	\$41,530,160	\$57,775,483	\$25,162
— Grant Date Fair Value of Stock Awards and Option Awards Granted in Fiscal Year	(b)	-\$19,975,500	-\$41,506,500	-\$57,751,823	\$—
+ Fair Value at Fiscal Year End of Outstanding and Unvested Stock Awards and Option Awards Granted in Fiscal Year	(c)	\$35,386,500	\$23,259,000	\$78,286,289	\$—
+ Change in Fair Value of Outstanding and Unvested Stock Awards and Option Awards Granted in Prior Fiscal Years	(d)	\$—	\$—	\$—	\$8,778,785
+ Fair Value at Vesting of Stock Awards and Option Awards Granted in Fiscal Year That Vested During Fiscal Year	(e)	\$—	\$—	\$2,760,286	\$—
+ 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)	\$1,454,485	\$17,626,680	\$4,768,287	\$725,781
— 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)	\$—	\$—	\$—	\$—
— Compensation Actually Paid		\$36,864,645	\$40,909,340	\$85,838,523	\$9,529,728

Equity Award Valuations: Equity values are calculated in accordance with FASB ASC Topic 718, and the valuation assumptions used to calculate fair values did not materially differ from those disclosed at the time of grant.

- (3) 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 Named Executive Officers (excluding our PEO), or our NEOs, as listed below:

Fiscal Year	Non-PEO NEOs
2024	Remo Canessa, Syam Nair, Mike Rich and Robert Schlossman
2023	Remo Canessa, Syam Nair, Dali Rajic and Robert Schlossman
2022	Remo Canessa, Dali Rajic, Robert Schlossman and Amit Sinha
2021	Remo Canessa, Dali Rajic, Robert Schlossman and Amit Sinha



(4) Amounts reported in this column represent the compensation actually paid to the Reported NEOs in the indicated fiscal year, as calculated under Item 402(v) of Regulation S-K based on the average total compensation for such NEOs reported in the Summary Compensation Table for the indicated fiscal year and adjusted as shown in the table below:

NEO

		2021	2022	2023	2024
Summary Compensation Table – Total Compensation	(a)	\$5,446,150	\$26,408,035	\$15,060,085	\$14,418,278
— Grant Date Fair Value of Stock Awards and Option Awards Granted in Fiscal Year	(b)	-\$4,715,209	-\$25,656,800	-\$14,506,984	-\$13,296,229
+ Fair Value at Fiscal Year End of Outstanding and Unvested Stock Awards and Option Awards Granted in Fiscal Year	(c)	\$6,097,920	\$14,517,376	\$17,177,068	\$10,859,259
+ Change in Fair Value of Outstanding and Unvested Stock Awards and Option Awards Granted in Prior Fiscal Years	(d)	\$18,009,376	-\$9,717,756	\$395,724	\$1,380,763
+ Fair Value at Vesting of Stock Awards and Option Awards Granted in Fiscal Year That Vested During Fiscal Year	(e)	\$—	\$177,159	\$—	\$1,518,816
+ 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)	\$5,000,679	\$886,375	-\$141,443	\$1,196,147
— 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)	\$—	\$—	\$—	\$—
— Compensation Actually Paid		\$29,838,915	\$6,614,390	\$17,984,450	\$16,077,033

Equity Award Valuations: Equity values are calculated in accordance with FASB ASC Topic 718, and the valuation assumptions used to calculate fair values did not materially differ from those disclosed at the time of grant.

- (5) Pursuant to Item 402(v) of Regulation S-K, the comparison assumes \$100 was invested in our common stock on July 31, 2020, using the closing stock price on that date. Historic stock price performance is not necessarily indicative of future stock price performance.
- (6) The TSR Peer Group consists of the S&P 500 Information Technology Index. This calculation assumes that \$100 was invested in this index on July 31, 2020 (aligned with the period used in footnote 5 above).
- (7) 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 utilized as a metric for performance-based RSUs.

Tabular List of Financial Performance Measures

The following is a list of financial performance measures, which in the Company’s assessment represent the most important financial performance measures used by the Company to link compensation actually paid to the NEOs for 2024. These measures were either used to determine payouts in our Fiscal 2024 Bonus Plan or are tied to vesting of the PSUs.

- Revenue
- Calculated Billings
- Annual Recurring Revenue (ARR)

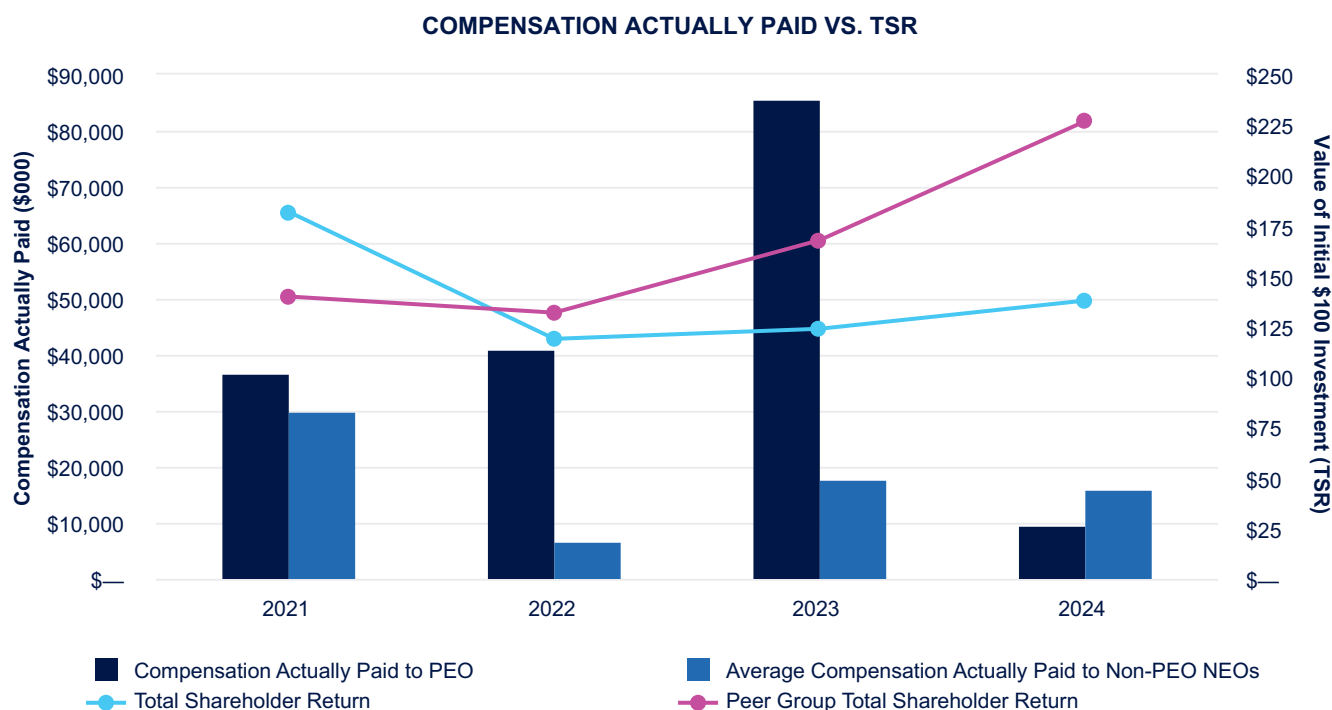


Relationship Between Pay and Performance

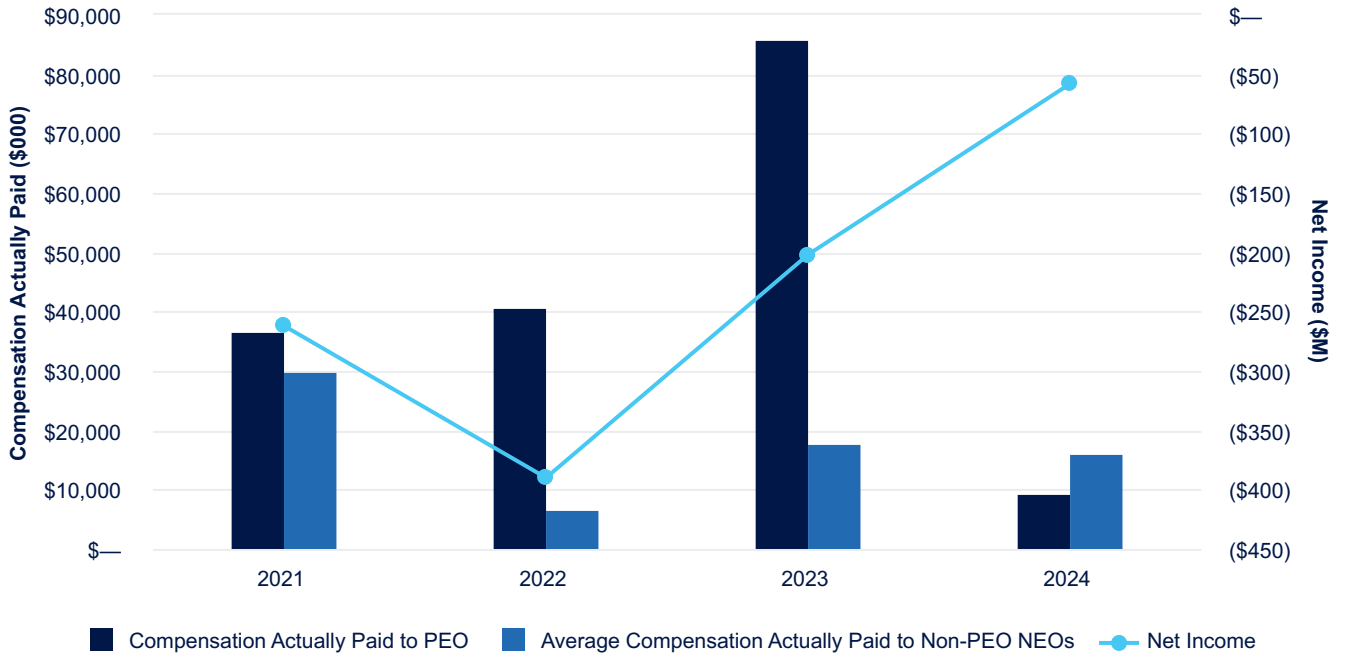
“Compensation actually paid,” as calculated per SEC Item 402(v) of Regulation S-K, reflects cash compensation actually paid as well as changes to the fair values of equity awards during the years shown in the table based on year-end or vesting date stock prices, various accounting valuation assumptions, and projected performance modifiers. Due to how CAP is calculated, the CAP as reported for each year does not reflect the actual amounts earned by our NEOs from their equity awards. CAP generally fluctuates annually due to the change in our stock price from year to year as well as varying levels of actual achievement of performance goals.

Because CAP does not reflect the actual amount earned by our NEOs on their equity compensation, we do not use this measure for understanding how NEO pay aligns with our company performance. For a discussion of how our compensation committee assessed “pay-for-performance” and how our executive compensation program is designed to link executive compensation with the achievement of our financial and strategic objectives as well as stockholder value creation each year, see “Executive Compensation—Compensation Discussion and Analysis” in this Proxy Statement and in our proxy statements filed for fiscal 2021, 2022 and 2023.

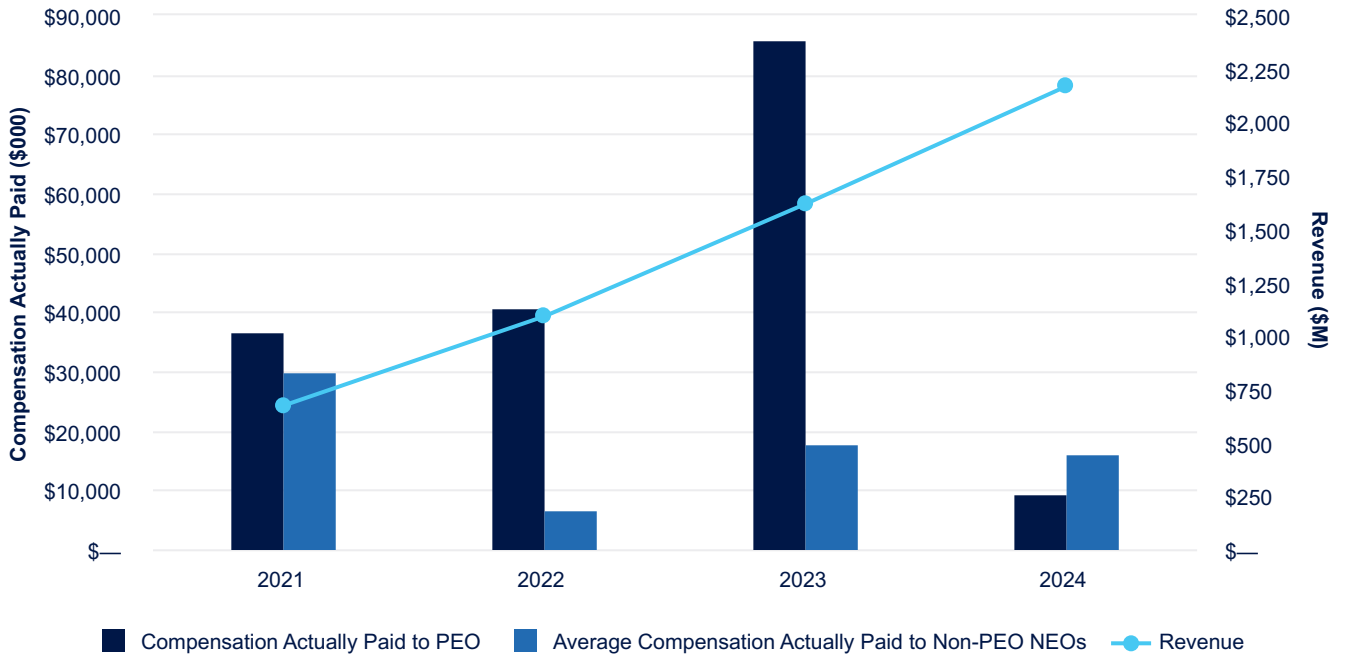
Below are graphs showing the relationship of “Compensation Actually Paid” to our PEO and non-PEO NEOs for our fiscal years 2021, 2022, 2023 and 2024 to (1) TSR of both our common stock and S&P 500 Information Technology Index, (2) our net loss, and (3) our total revenue.



COMPENSATION ACTUALLY PAID VS. NET INCOME



COMPENSATION ACTUALLY PAID VS. REVENUE



Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of November 1, 2024 for:

- each person, or group of affiliated persons, who beneficially owned more than 5% of our common stock;
- each of our Named Executive Officers;
- each of our directors and nominees for director; and
- all of our current executive officers and directors as a group.

We have determined beneficial ownership in accordance with the rules of the SEC and the information is not necessarily indicative of beneficial ownership for any other purpose. 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 our calculation of the percentage of beneficial ownership of 153,414,952 shares of our common stock outstanding as of November 1, 2024. We have deemed shares of our common stock subject to stock options that are currently exercisable or exercisable within 60 days of November 1, 2024, to be outstanding and to be beneficially owned by the person holding the stock option for the purpose of computing the percentage ownership of that person. We did not deem these shares outstanding, however, 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 Zscaler, Inc., 120 Holger Way, San Jose, California 95134.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
5% Stockholders:		
Ajay Mangal, as trustee ⁽¹⁾	29,394,532	19.2%
The Vanguard Group ⁽²⁾	8,843,707	5.8%
Named Executive Officers and Directors:		
Jay Chaudhry ⁽³⁾	26,890,944	17.5%
Remo Canessa ⁽⁴⁾	170,292	*
Syam Nair ⁽⁵⁾	58,221	*
Mike Rich ⁽⁶⁾	44,702	*
Robert Schlossman ⁽⁷⁾	59,952	*
James Beer	—	*
Karen Blasing ⁽⁸⁾	65,996	*
Andrew Brown ⁽⁹⁾	56,240	*



Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
Scott Darling ⁽¹⁰⁾	51,667	*
Charles Giancarlo ⁽¹¹⁾	353,714	*
Eileen Naughton ⁽¹²⁾	5,360	*
David Schneider ⁽¹³⁾	22,527	*
All current executive officers and directors as a group (12 persons)⁽¹⁴⁾	27,779,615	18.1%

* Represents beneficial ownership of less than one percent (1%) of the outstanding shares of our common stock.

- (1) Consists of (i) 21,511,041 shares held of record by The CJCP Trust for which Mr. Mangal serves as trustee, (ii) 2,627,830 shares held of record by The CKS Trust for the benefit of YPC dated 12/30/2017 for which Mr. Mangal serves as trustee, (iii) 2,627,831 shares held of record by The CKS Trust for the benefit of SRC dated 12/30/2017 for which Mr. Mangal serves as trustee, and (iv) 2,627,830 shares held of record by The CKS Trust for the benefit of SDC dated 12/30/2017 for which Mr. Mangal serves as trustee. The beneficiaries of The CJCP Trust and each of The CKS Trusts are members of Jay Chaudhry's family. The address for The CJCP Trust and The CKS Trust is c/o The Goldman Sachs Trust Company, 200 Bellevue Parkway, Suite 250, Wilmington, Delaware 19809. This information is derived from a Schedule 13G/A filed by Ajay Mangal with the SEC on February 12, 2024.
- (2) Consists of (i) 8,638,649 shares of sole dispositive power (ii) 205,058 shares of shared dispositive power and (iii) 66,271 shares of shared voting power. The address for the Vanguard Group is 100 Vanguard Blvd, Malvern, PA 19355. This information is derived from Schedule 13G/A filed by The Vanguard Group with the SEC on February 13, 2024.
- (3) Consists of (i) 310,717 shares held of record by Mr. Chaudhry, (ii) 2,177,994 shares held of record by Jagtar S Chaudhry TTEE The RSJ Trust U/A DTD 06/07/2017, (iii) 24,389,229 shares held of record by Jyoti Chaudhry TTEE The RSP Trust U/A DTD 06/07/2017, (iv) 6,666 shares held of record by P. Jyoti Chaudhry Family Trust dated March 1, 2000 for which Surjit Kaur serves as trustee and (v) 6,338 shares issuable upon vesting of RSU awards within 60 days of November 1, 2024.
- (4) Consists of (i) 163,377 shares held of record by Mr. Canessa, and (ii) 6,915 shares issuable upon vesting of RSU awards within 60 days of November 1, 2024.
- (5) Consists of (i) 29,261 shares held of record by Mr. Nair, (ii) 19,791 shares exercisable within 60 days of November 1, 2024, and (iii) 9,169 issuable upon vesting of RSUs within 60 days of November 1, 2024.
- (6) Consists of (i) 23,856 shares held of record by Mr. Rich, (ii) 13,541 shares subject to options exercisable within 60 days of November 1, 2024, and (iii) 7,305 shares issuable upon vesting of RSU awards within 60 days of November 1, 2024.
- (7) Consists of (i) 53,593 shares held of record by Mr. Schlossman, (ii) 66 shares held of record by Mr. Schlossman's spouse, and (iii) 6,293 shares issuable upon vesting of RSU awards within 60 days of November 1, 2024.
- (8) Consists of (i) 40,128 shares held of record by Ms. Blasing, (ii) 25,624 shares held of record by The Blasing Family Revocable Trust U/A dtd 12/22/2005 for which Ms. Blasing serves as trustee and (iii) 244 shares issuable upon vesting of RSU awards within 60 days of November 1, 2024.
- (9) Consists of (i) 25,663 shares held of record by Mr. Brown, (ii) 30,333 shares subject to options exercisable within 60 days of November 1, 2024, all of which are fully vested and (iii) 244 shares issuable upon vesting of RSU awards within 60 days of November 1, 2024.
- (10) Consists of (i) 2,722 shares held of record by Mr. Darling, (ii) 48,701 shares held of record by the Scott C. Darling Revocable Lining Trust for which Mr. Darling serves as trustee (iii) 244 shares issuable upon vesting of RSU awards within 60 days of November 1, 2024.
- (11) Consists of (i) 192,822 shares held of record by Mr. Giancarlo, (ii) 125,000 shares are held of record by The Charles H. & Dianne G. Giancarlo Family Trust U/D/T 11/2/98 for which Mr. Giancarlo serves as trustee, (iii) 17,824 shares held of record by The 2012 Marielle Christina Giancarlo Trust UAD 12/26/12 for which Mr. Giancarlo serves as a trustee, (iv) 17,824 shares held of record by The 2012 Gianna Marie Giancarlo Trust UAD 12/26/12 for which Mr. Giancarlo serves as a trustee and (v) 244 shares issuable upon vesting of RSU awards within 60 days of November 1, 2024.
- (12) Consists of (i) 5,116 shares held of record by Ms. Naughton and (ii) 244 shares issuable upon vesting of RSU awards within 60 days of November 1, 2024.
- (13) Consists of (i) 22,283 shares held of record by Mr. Schneider and (ii) 244 shares issuable upon vesting of RSU awards within 60 days of November 1, 2024.
- (14) Consists of (i) 27,678,466 shares beneficially owned by our current executive officers and directors, (ii) 63,665 shares subject to options exercisable within 60 days of November 1, 2024, and (iii) 37,484 shares issuable upon vesting of RSU awards within 60 days of November 1, 2024.



Related Person Transactions

We describe below transactions and series of similar transactions, since the beginning of our last fiscal year, to which we were a party or will be a party, in which:

- the amounts involved exceeded or will exceed \$120,000; and
- any of our directors, nominees for director, executive officers or beneficial holders of more than 5% of our outstanding capital stock, or any immediate family member of, or person sharing the household with, any of these individuals or entities (each, a related person), had or will have a direct or indirect material interest.

Transactions with Stockholders

From time to time, stockholders, including those that may beneficially own more than 5% of our outstanding capital stock subscribe to, license or otherwise purchase, in the normal course of business, certain of our products and services. These transactions are negotiated on an arm's-length basis and are subject to review under the Company's policies and procedures for related person transactions described below.

During fiscal year 2024, in the ordinary course of business, we provided The Vanguard Group (together with its affiliates, "Vanguard"), a greater than 5% beneficial holder of our capital stock, with certain services and products. The aggregate revenue recognized by us in fiscal year 2024 for such services and products exceeded \$120,000. The transaction with Vanguard was entered into on an arm's-length basis, contains customary terms and conditions and was approved under the Company's related person transactions policy. In the future, we may provide, in the ordinary course of business, additional services and products to Vanguard.

Employment Relationships with Related Parties

We employ Raj Krishna, the son-in-law of our Chairman and CEO, Jay Chaudhry, as Senior Vice President, Product New Initiatives. Mr. Krishna's compensation for fiscal 2024 exceeded \$120,000, and consisted of a base salary, annual merit equity award and other benefits.

Other Agreements

In addition to the indemnification required in our amended and restated certificate of incorporation and amended and restated bylaws, we have entered into an indemnification agreement with each member of our board of directors and each of our officers. These agreements provide for the indemnification of our directors and officers for certain expenses and liabilities incurred in connection with any action, suit, proceeding or alternative dispute resolution mechanism, or hearing, inquiry or investigation that may lead to the foregoing, to which they are a party, or are threatened to be made a party, by reason of the fact that they are or were a director, officer, employee, agent or fiduciary of the Company, or any of our subsidiaries, by reason of any action or inaction by them while serving as an officer, director, agent or fiduciary, or by reason of the fact that they were serving at our request as a director, officer, employee, agent or fiduciary of another entity. In the case of an action or proceeding by or in the right of the Company or any of our subsidiaries, no indemnification will be provided for any claim where a court determines that the indemnified party is prohibited from receiving indemnification. We believe that these charter and bylaw provisions and indemnification agreements are necessary to attract and retain qualified persons as directors and officers.

We have entered into employment agreements with certain of our executive officers that, among other things, provide for certain severance and change of control benefits. For a description of employment agreements with our Named Executive Officers, see "*Executive Compensation—Employment Arrangements.*"



We have granted stock options to our Named Executive Officers, other executive officers and certain of our directors. See “*Executive Compensation—Employment Arrangements.*”

Other than as described above, since August 1, 2023, we have not entered into any transactions, nor are there any currently proposed transactions, between us and a related party where the amount involved exceeds, or would exceed, \$120,000, and in which any related person had or will have a direct or indirect material interest.

We believe the terms of the transactions described above were comparable to terms we could have obtained in arm’s-length dealings with unrelated third parties.

Policies and Procedures for Related Party Transactions

We have adopted a formal written policy providing that our executive officers, directors, nominees for election as directors, beneficial owners of more than 5% of any class of our common stock and any member of the immediate family of any of the foregoing persons, is not permitted to enter into a related-party transaction with us without the consent of our audit committee, subject to the exceptions described below.

In approving or rejecting any such proposal, our audit committee is to consider the relevant facts and circumstances available and deemed relevant to our audit committee, including whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances, and the extent of the related party’s interest in the transaction. Our audit committee has determined that certain transactions will not require audit committee approval, including certain employment arrangements of executive officers, director compensation, transactions with another company at which a related party’s only relationship is as a non-executive employee, director or beneficial owner of less than 10% of that company’s shares and the aggregate amount involved does not exceed \$120,000 in any fiscal year, transactions where a related party’s interest arises solely from the ownership of our common stock and all holders of our common stock received the same benefit on a pro rata basis and transactions available to all employees generally.



Other Matters

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires that our executive officers and directors, and persons who own more than 10% of our common stock, file reports of ownership and changes of ownership with the SEC. Such directors, executive officers and 10% stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

Delinquent Section 16(a) Reports

SEC regulations require us to identify in this Proxy Statement anyone who filed a required report late during the most recent fiscal year. Based on our review of forms we received, or written representations from reporting persons stating that they were not required to file these forms, we believe that during our fiscal year ended July 31, 2024, all Section 16(a) filing requirements were satisfied on a timely basis, except that the Company inadvertently failed to timely file a Form 4 filed on behalf of Mr. Brown to report the exercise of stock options pursuant to Rule 16b-3, which Form 4 was filed on January 18, 2024.

Fiscal Year 2024 Annual Report and SEC Filings

Our financial statements for our fiscal year ended July 31, 2024 are included in our Annual Report on Form 10-K filed with the SEC on September 12, 2024 (File No. 001-38413). This Proxy Statement and our Annual Report are posted in the Financial Information section of the Investor Relations webpage at <http://ir.zscaler.com> and are available from the SEC at its website at www.sec.gov. You may also obtain a copy of our Annual Report without charge by sending a written request to Zscaler, Inc., Attention: Investor Relations, 120 Holger Way, San Jose, California 95134.

Company Website

We maintain a website at www.zscaler.com. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this Proxy Statement, and references to our website address in this Proxy Statement are inactive textual references only.



Proposals of Stockholders for Fiscal 2025 Annual Meeting

Pursuant to SEC Rule 14a-8, stockholders who wish to present proposals for inclusion in the proxy materials to be distributed in connection with next year's annual meeting must submit their proposals so that they are received at Zscaler's principal executive offices no later than July 25, 2025. Pursuant to the rules promulgated by the SEC, simply submitting a proposal does not guarantee that it will be included. In addition, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must deliver notice that sets forth the information required by Rule 14a-19 no later than November 11, 2025.

In order to be properly brought before the fiscal 2025 Annual Meeting of stockholders, a stockholder's notice of a matter the stockholder wishes to present, or the person or persons the stockholder wishes to nominate as a director, must be delivered to the Secretary of Zscaler at its principal executive offices not less than 45 nor more than 75 days before the first anniversary of the date on which Zscaler first mailed its proxy materials or a notice of availability of proxy materials (whichever is earlier) for the preceding year's annual meeting. As a result, any notice given by a stockholder pursuant to these provisions of our bylaws must be received no earlier than September 8, 2025, and no later than October 8, 2025, unless our annual meeting date has been changed by more than 30 days from January 10, 2026. In that case, we must receive proposals not earlier than the close of business on the 120th day prior to the date of the fiscal 2025 annual meeting and not later than the close of business on the later of the 90th day prior to the date of the annual meeting or the 10th day following the day on which we first make a public announcement of the date of the meeting.

To be in proper form, a stockholder's notice must include the specified information concerning the proposal or nominee as described in our bylaws. A stockholder who wishes to submit a proposal or nomination is encouraged to seek independent counsel about our bylaws and SEC requirements. Zscaler will not consider any proposal or nomination that is not timely or otherwise does not meet the bylaws and SEC requirements for submitting a proposal or nomination.

Notices of intention to present proposals at the fiscal 2025 Annual Meeting of stockholders must be addressed to: Secretary, Zscaler, Inc., 120 Holger Way, San Jose, California 95134. 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 and other applicable requirements.

The board of directors does not know of any other matters to be presented at the Annual Meeting. If any additional matters are properly presented at the Annual Meeting, the persons named on the enclosed proxy card will have discretion to vote the shares of common stock they represent in accordance with their own judgment on such matters.

It is important that your shares of common stock be represented at the Annual Meeting, regardless of the number of shares that you hold. You are, therefore, urged to vote by telephone, by using the internet or by mail at your earliest convenience, as instructed on the Notice of Internet Availability of Proxy Materials.

THE BOARD OF DIRECTORS

San Jose, California
November 22, 2024



Appendix A

Non-GAAP Income from Operations (in thousands) and Non-GAAP Operating Margin

Non-GAAP Income from Operations	Fiscal 2024	Fiscal 2023	Fiscal 2022	Fiscal 2021	Fiscal 2020	Fiscal 2019
GAAP loss from operations	\$(121,477)	\$(234,623)	\$(327,429)	\$(207,812)	\$(113,956)	\$(35,313)
Add:						
Stock-based compensation expense and related payroll taxes	549,100	457,815	430,020	278,562	129,636	54,157
Amortization expense of acquired intangible assets	14,624	11,060	9,010	6,795	3,384	908
Restructuring and other charges ⁽¹⁾	—	6,564	—	—	—	—
Litigation-related expenses	—	—	—	—	18,356	13,079
Asset impairment related to facility exit ⁽²⁾	—	—	—	416	746	—
Non-GAAP income from operations	\$442,247	\$240,816	\$111,601	\$77,961	\$38,166	
GAAP operating margin	(6)%	(15)%	(30)%	(31)%	(26)%	(12)%
Non-GAAP operating margin	20 %	15 %	10 %	12 %	9 %	11 %

(1) In connection with a restructuring plan announced in March 2023, we incurred stock-based compensation expense of approximately \$1.0 million, which is included in stock-based compensation expense and related payroll taxes.

(2) Consists of asset impairment charges related to the relocation of our corporate headquarters.

Free Cash Flow Margin (in thousands)

Free Cash Flow	Fiscal 2024	Fiscal 2023	Fiscal 2022	Fiscal 2021	Fiscal 2020	Fiscal 2019
Net cash provided by operating activities	\$779,846	\$462,343	\$321,912	\$202,040	\$79,317	\$58,027
Less:						
Purchases of property, equipment and other assets	(144,588)	(97,197)	(69,296)	(48,165)	(43,072)	(25,520)
Capitalized internal-use software	(50,308)	(31,527)	(21,284)	(10,132)	(8,737)	(3,162)
Free cash flow	\$584,950	\$333,169	\$231,332	\$143,743	\$27,508	\$29,345

As a percentage of revenue:



Free Cash Flow	Fiscal 2024	Fiscal 2023	Fiscal 2022	Fiscal 2021	Fiscal 2020	Fiscal 2019
Net cash provided by operating activities	36 %	29	30 %	30 %	18 %	19 %
Less:						
Purchases of property, equipment and other assets	(7)	(6)	(7)	(7)	(10)	(8)
Capitalized internal-use software	(2)	(2)	(2)	(2)	(2)	(1)
Free cash flow margin	27 %	21	21 %	21 %	6 %	10 %

Calculated Billings (in thousands)

Calculated Billings	Fiscal 2024	Fiscal 2023	Fiscal 2022	Fiscal 2021	Fiscal 2020	Fiscal 2019
Revenue	\$2,167,771	\$1,616,952	\$1,090,946	\$673,100	\$431,269	\$ 302,836
Add: Total deferred revenue, end of period	1,894,974	1,439,676	1,021,123	630,601	369,767	251,202
Less: Total deferred revenue, beginning of period	(1,439,676)	(1,021,123)	(630,601)	(369,767)	(251,202)	(164,023)
Calculated billings	\$2,623,069	\$2,035,505	\$1,481,468	\$933,934	\$549,834	\$ 390,015

Non-GAAP Financial Measures

We have provided in this Proxy Statement financial information that has not been prepared in accordance with generally accepted accounting principles in the United States (GAAP). We use non-GAAP financial information to evaluate the performance of our ongoing operations, including to set targets for our employee compensation programs, and for internal planning and forecasting purposes. We believe that non-GAAP financial information, when taken collectively, may be helpful to investors because it provides consistency and comparability with past financial performance. However, non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP.

We define non-GAAP income from operations as GAAP loss from operations excluding stock-based compensation expense and related payroll taxes, amortization expense of acquired intangible assets, restructuring and other charges, certain litigation-related expenses and asset impairment related to facility exit. We define non-GAAP operating margin as non-GAAP income from operations as a percentage of revenue.

Free cash flow is a non-GAAP financial measure that we calculate as net cash provided by operating activities less purchases of property, equipment and other assets and capitalized internal-use software. Free cash flow margin is calculated as free cash flow divided by revenue. We believe that free cash flow and free cash flow margin are useful indicators of liquidity that provide information to management and investors about the amount of cash generated from our operations that, after the investments in property, equipment and other assets and capitalized internal-use software, can be used for strategic initiatives, including investing in our business and strengthening our financial position.



Calculated billings is a non-GAAP financial measure that we believe is a key metric to measure our periodic performance. Calculated billings represents our total revenue plus the change in deferred revenue in a period. Calculated billings in any particular period aims to reflect amounts invoiced for subscriptions to access our cloud platform, together with related support services for our new and existing customers. As calculated billings continues to grow in absolute terms, we expect our calculated billings growth rate to trend down over time. We also expect that calculated billings will be affected by seasonality in terms of when we enter into agreements with customers, and the mix of billings in each reporting period.

Investors are encouraged to review the related GAAP financial measures and the reconciliation of these non-GAAP financial measures to their most directly comparable GAAP financial measures, and not to rely on any single financial measure to evaluate our business.



Appendix B

ZSCALER, INC. AMENDED & RESTATED FY2018 EQUITY INCENTIVE PLAN

(As Amended and Restated on _____, _____)

1. Purposes of the Plan. The purposes of this Plan are:

- to attract and retain the best available personnel for positions of substantial responsibility,
- to provide additional incentive to Employees, Directors and Consultants, and
- to promote the success of the Company's business.

The Plan permits the grant of Incentive Stock Options, Nonstatutory Stock Options, Restricted Stock, Restricted Stock Units, Stock Appreciation Rights, Performance Units and Performance Shares.

2. Definitions. As used herein, the following definitions will apply:

- a. "Administrator" means the Board or any of its Committees as will be administering the Plan, in accordance with Section 4 of the Plan.
- b. "Applicable Laws" means the legal and regulatory requirements relating to the administration of equity-based awards and the related issuance of Shares thereunder, including but not limited to U.S. federal and state corporate laws, U.S. federal and state securities laws, the Code, any stock exchange or quotation system on which the Common Stock is listed or quoted and the applicable laws of any non-U.S. country or jurisdiction where Awards are, or will be, granted under the Plan.
- c. "Award" means, individually or collectively, a grant under the Plan of Options, Stock Appreciation Rights, Restricted Stock, Restricted Stock Units, Performance Units or Performance Shares.
- d. "Award Agreement" means the written or electronic agreement setting forth the terms and provisions applicable to each Award granted under the Plan. The Award Agreement is subject to the terms and conditions of the Plan.
- e. "Board" means the Board of Directors of the Company.
- f. "Change in Control" means the occurrence of any of the following events:
 - i. A change in the ownership of the Company which occurs on the date that any one person, or more than one person acting as a group ("Person"), acquires ownership of the stock of the Company that, together with the stock held by such Person, constitutes more than fifty percent (50%) of the total voting power of the stock of the Company; provided, however, that for purposes of this subsection, (A) the acquisition of additional stock by any one Person, who is considered to own more than fifty percent (50%) of the total voting power of the stock of the Company will not be considered a Change in Control, and (B) if the stockholders of the Company immediately before such change in ownership continue to retain immediately after the change in ownership, in substantially the same proportions as their ownership of shares of the Company's voting stock immediately prior to the change in ownership, the direct or indirect beneficial ownership of fifty percent (50%) or more of the total voting power of the stock of the Company or of the ultimate parent entity of the Company, such event will not be considered a Change in Control under this subsection (i). For this purpose, indirect beneficial ownership will include, without limitation, an interest resulting from ownership of the voting securities of one or more corporations or other business entities which own the Company, as the case may be, either directly or through one or more subsidiary corporations or other business entities; or
 - ii. A change in the effective control of the Company which occurs on the date that a majority of members of the Board is replaced during any twelve (12)-month period by Directors whose appointment or



election is not endorsed by a majority of the members of the Board prior to the date of the appointment or election. For purposes of this subsection (ii), if any Person is considered to be in effective control of the Company, the acquisition of additional control of the Company by the same Person will not be considered a Change in Control; or

- iii. A change in the ownership of a substantial portion of the Company's assets which occurs on the date that any Person acquires (or has acquired during the twelve (12)-month period ending on the date of the most recent acquisition by such person or persons) assets from the Company that have a total gross fair market value equal to or more than fifty percent (50%) of the total gross fair market value of all of the assets of the Company immediately prior to such acquisition or acquisitions; provided, however, that for purposes of this subsection (iii), the following will not constitute a change in the ownership of a substantial portion of the Company's assets: (A) a transfer to an entity that is controlled by the Company's stockholders immediately after the transfer, or (B) a transfer of assets by the Company to: (1) a stockholder of the Company (immediately before the asset transfer) in exchange for or with respect to the Company's stock, (2) an entity, fifty percent (50%) or more of the total value or voting power of which is owned, directly or indirectly, by the Company, (3) a Person, that owns, directly or indirectly, fifty percent (50%) or more of the total value or voting power of all the outstanding stock of the Company, or (4) an entity, at least fifty percent (50%) of the total value or voting power of which is owned, directly or indirectly, by a Person described in this subsection (iii)(B)(3). For purposes of this subsection (iii), gross fair market value means the value of the assets of the Company, or the value of the assets being disposed of, determined without regard to any liabilities associated with such assets.

For purposes of this definition, persons will be considered to be acting as a group if they are owners of a corporation that enters into a merger, consolidation, purchase or acquisition of stock, or similar business transaction with the Company.

Notwithstanding the foregoing, a transaction will not be deemed a Change in Control unless the transaction qualifies as a change in control event within the meaning of Section 409A.

Further and for the avoidance of doubt, a transaction will not constitute a Change in Control if: (i) its sole purpose is to change the state of the Company's incorporation, or (ii) its sole purpose is to create a holding company that will be owned in substantially the same proportions by the persons who held the Company's securities immediately before such transaction.

- g. "Code" means the U.S. Internal Revenue Code of 1986, as amended. Reference to a specific section of the Code or regulation thereunder will include such section or regulation, any valid regulation promulgated under such section, and any comparable provision of any future legislation or regulation amending, supplementing or superseding such section or regulation.
- h. "Committee" means a committee of Directors or of other individuals satisfying Applicable Laws appointed by the Board, or a duly authorized committee of the Board, in accordance with Section 4 hereof.
- i. "Common Stock" means the common stock of the Company.
- j. "Company" means Zscaler, Inc., a Delaware corporation, or any successor thereto.
- k. "Consultant" means any natural person, including an advisor, engaged by the Company or a Parent or Subsidiary to render bona fide services to such entity, provided the services (i) are not in connection with the offer or sale of securities in a capital-raising transaction, and (ii) do not directly promote or maintain a market for the Company's securities, in each case, within the meaning of Form S-8 promulgated under the Securities Act, and provided, further, that a Consultant will include only those persons to whom the issuance of Shares may be registered under Form S-8 promulgated under the Securities Act.
- l. "Director" means a member of the Board.
- m. "Disability" means total and permanent disability as defined in Section 22(e)(3) of the Code, provided that in the case of Awards other than Incentive Stock Options, the Administrator in its discretion may determine



whether a permanent and total disability exists in accordance with uniform and non-discriminatory standards adopted by the Administrator from time to time.

- n. “Employee” means any person, including Officers and Directors, providing services as an employee to the Company or any Parent or Subsidiary of the Company. Neither service as a Director nor payment of a director’s fee by the Company will be sufficient to constitute “employment” by the Company.
- o. “Exchange Act” means the U.S. Securities Exchange Act of 1934, as amended.
- p. “Exchange Program” means a program under which (i) outstanding Awards are surrendered or cancelled in exchange for awards of the same type (which may have higher or lower exercise prices and different terms), awards of a different type, and/or cash, (ii) Participants would have the opportunity to transfer any outstanding Awards to a financial institution or other person or entity selected by the Administrator, and/or (iii) the exercise price of an outstanding Award is increased or reduced. The Administrator will determine the terms and conditions of any Exchange Program in its sole discretion.
- q. “Fair Market Value” means, as of any date, the value of Common Stock determined as follows:
 - i. If the Common Stock is listed on any established stock exchange or a national market system, including without limitation the New York Stock Exchange, the NASDAQ Global Select Market, the NASDAQ Global Market or the NASDAQ Capital Market of The NASDAQ Stock Market, its Fair Market Value will be the closing sales price for such stock (or the closing bid, if no sales were reported) as quoted on such exchange or system on the day of determination, as reported in The Wall Street Journal or such other source as the Administrator deems reliable;
 - ii. If the Common Stock is regularly quoted by a recognized securities dealer but selling prices are not reported, the Fair Market Value of a Share will be the mean between the high bid and low asked prices for the Common Stock on the day of determination (or, if no bids and asks were reported on that date, as applicable, on the last trading date such bids and asks were reported), as reported in The Wall Street Journal or such other source as the Administrator deems reliable;
 - iii. For purposes of any Awards granted on the Registration Date, the Fair Market Value will be the initial price to the public as set forth in the final prospectus included within the registration statement on Form S-1 filed with the U.S. Securities and Exchange Commission for the initial public offering of the Common Stock; or
 - iv. In the absence of an established market for the Common Stock, the Fair Market Value will be determined in good faith by the Administrator.

The determination of fair market value for purposes of tax withholding may be made in the Administrator’s discretion subject to Applicable Laws and is not required to be consistent with the determination of Fair Market Value for other purposes.

- r. “Fiscal Year” means the fiscal year of the Company.
- s. “Incentive Stock Option” means an Option intended to qualify as an incentive stock option within the meaning of Section 422 of the Code and the regulations promulgated thereunder.
- t. “Inside Director” means a Director who is an Employee.
- u. “Nonstatutory Stock Option” means an Option that by its terms does not qualify or is not intended to qualify as an Incentive Stock Option.
- v. “Officer” means a person who is an officer of the Company within the meaning of Section 16 of the Exchange Act and the rules and regulations promulgated thereunder.
- w. “Option” means a stock option granted pursuant to the Plan.
- x. “Outside Director” means a Director who is not an Employee.



- y. “Parent” means a “parent corporation,” whether now or hereafter existing, as defined in Section 424(e) of the Code.
- z. “Participant” means the holder of an outstanding Award.
- aa. “Performance Share” means an Award denominated in Shares which may be earned in whole or in part upon attainment of performance goals or other vesting criteria as the Administrator may determine pursuant to Section 10.
- bb. “Performance Unit” means an Award which may be earned in whole or in part upon attainment of performance goals or other vesting criteria as the Administrator may determine and which may be settled for cash, Shares or other securities or a combination of the foregoing pursuant to Section 10.
- cc. “Period of Restriction” means the period during which the transfer of Shares of Restricted Stock are subject to restrictions and therefore, the Shares are subject to a substantial risk of forfeiture. Such restrictions may be based on the passage of time, the achievement of target levels of performance, or the occurrence of other events as determined by the Administrator.
- dd. “Plan” means this FY2018 Equity Incentive Plan.
- ee. “Registration Date” means the effective date of the first registration statement that is filed by the Company and declared effective pursuant to Section 12(b) of the Exchange Act, with respect to any class of the Company’s securities.
- ff. “Restricted Stock” means Shares issued pursuant to an Award of Restricted Stock under Section 7 of the Plan, or issued pursuant to the early exercise of an Option.
- gg. “Restricted Stock Unit” means a bookkeeping entry representing an amount equal to the Fair Market Value of one Share, granted pursuant to Section 8. Each Restricted Stock Unit represents an unfunded and unsecured obligation of the Company.
- hh. “Rule 16b-3” means Rule 16b-3 of the Exchange Act or any successor to Rule 16b-3, as in effect when discretion is being exercised with respect to the Plan.
- ii. “Section 16(b)” means Section 16(b) of the Exchange Act.
- jj. “Section 409A” means Code Section 409A, as it has been and may be amended from time to time, and any proposed or final Treasury Regulations and U.S. Internal Revenue Service guidance that has been promulgated or may be promulgated thereunder from time to time.
- kk. “Securities Act” means the U.S. Securities Act of 1933, as amended.
- ll. “Service Provider” means an Employee, Director or Consultant.
- mm. “Share” means a share of the Common Stock, as adjusted in accordance with Section 14 of the Plan.
- nn. “Stock Appreciation Right” means an Award, granted alone or in connection with an Option, that pursuant to Section 9 is designated as a Stock Appreciation Right.
- oo. “Subsidiary” means a “subsidiary corporation,” whether now or hereafter exist-ing, as defined in Section 424(f) of the Code.

3. Stock Subject to the Plan.

- a. Stock Subject to the Plan. Subject to the provisions of Section 14 of the Plan and the automatic increase set forth in Section 3(b) of the Plan, the maximum aggregate number of Shares that may be issued under the Plan is (i) 12,700,000 Shares, plus (ii) any Shares subject to stock options or similar awards granted under the Company’s 2007 Stock Plan (the “Existing Plan”) that, after the Registration Date, expire or otherwise



terminate without having been exercised in full and Shares issued pursuant to awards granted under the Existing Plan that, after the Registration Date, are forfeited to or repurchased by the Company, with the maximum number of Shares to be added to the Plan pursuant to clause (ii) equal to 19,300,000 Shares. The Shares may be authorized, but unissued, or reacquired Common Stock.

- b. Automatic Share Reserve Increase. Subject to the provisions of Section(s) 14 and 18 of the Plan, the number of Shares available for issuance under the Plan will be increased on the first day of each Fiscal Year beginning with the 2019 Fiscal Year, in an amount equal to the least of (i) 12,700,000 Shares, (ii) five percent (5%) of the outstanding Shares on the last day of the immediately preceding Fiscal Year or (iii) such number of Shares determined by the Board. The final automatic increase under this Section 3(b) shall occur on the first day of the 2028 Fiscal Year.
- c. Lapsed Awards. If an Award expires or becomes unexercisable without having been exercised in full, is surrendered pursuant to an Exchange Program, or, with respect to Restricted Stock, Restricted Stock Units, Performance Units or Performance Shares, is forfeited to or repurchased by the Company due to failure to vest, the unpurchased Shares (or for Awards other than Options or Stock Appreciation Rights the forfeited or repurchased Shares), which were subject thereto will become available for future grant or sale under the Plan (unless the Plan has terminated). With respect to Stock Appreciation Rights, only Shares actually issued (i.e., the net Shares issued) pursuant to a Stock Appreciation Right will cease to be available under the Plan; all remaining Shares under Stock Appreciation Rights will remain available for future grant or sale under the Plan (unless the Plan has terminated). Shares that have actually been issued under the Plan under any Award will not be returned to the Plan and will not become available for future distribution under the Plan; provided, however, that if Shares issued pursuant to Awards of Restricted Stock, Restricted Stock Units, Performance Shares or Performance Units are repurchased by the Company or are forfeited to the Company, such Shares will become available for future grant under the Plan. Shares used to pay the exercise price of an Award or to satisfy the tax withholding obligations related to an Award will become available for future grant or sale under the Plan. To the extent an Award under the Plan is paid out in cash rather than Shares, such cash payment will not result in reducing the number of Shares available for issuance under the Plan. Notwithstanding the foregoing and, subject to adjustment as provided in Section 14, the maximum number of Shares that may be issued upon the exercise of Incentive Stock Options will equal the aggregate Share number stated in Section 3(a), plus, to the extent allowable under Section 422 of the Code and the Treasury Regulations promulgated thereunder, any Shares that become available for issuance under the Plan pursuant to Sections 3(b) and 3(c).
- d. Share Reserve. The Company, during the term of this Plan, will at all times reserve and keep available such number of Shares as will be sufficient to satisfy the requirements of the Plan.

4. Administration of the Plan.

a. Procedure.

- i. Multiple Administrative Bodies. Different Committees with respect to different groups of Service Providers may administer the Plan.
- ii. Section 162(m). To the extent that the Administrator determines it to be desirable to qualify Awards granted hereunder as “performance-based compensation” within the meaning of Section 162(m) of the Code, the Plan will be administered by a Committee of two (2) or more “outside directors” within the meaning of Section 162(m) of the Code.
- iii. Rule 16b-3. To the extent desirable to qualify transactions hereunder as exempt under Rule 16b-3, the transactions contemplated hereunder will be structured to satisfy the requirements for exemption under Rule 16b-3.
- iv. Other Administration. Other than as provided above, the Plan will be administered by (A) the Board or (B) a Committee, which Committee will be constituted to satisfy Applicable Laws.

- b. Powers of the Administrator. Subject to the provisions of the Plan, and in the case of a Committee, subject to the specific duties delegated by the Board to such Committee, the Administrator will have the authority, in its discretion:



- i. to determine the Fair Market Value;
 - ii. to select the Service Providers to whom Awards may be granted hereunder;
 - iii. to determine the number of Shares to be covered by each Award granted hereunder;
 - iv. to approve forms of Award Agreements for use under the Plan;
 - v. to determine the terms and conditions, not inconsistent with the terms of the Plan, of any Award granted hereunder (such terms and conditions include, but are not limited to, the exercise price, the time or times when Awards may be exercised (which may be based on performance criteria), any vesting acceleration or waiver of forfeiture restrictions, and any restriction or limitation regarding any Award or the Shares relating thereto, based in each case on such factors as the Administrator will determine);
 - vi. to institute and determine the terms and conditions of an Exchange Program;
 - vii. to construe and interpret the terms of the Plan and Awards granted pursuant to the Plan;
 - viii. to prescribe, amend and rescind rules and regulations and adopt sub-plans relating to the Plan, including rules, regulations and sub-plans for the purposes of facilitating compliance with foreign laws, easing the administration of the Plan and/or taking advantage of tax-favorable treatment for Awards granted to Service Providers outside the U.S., in each case as the Administrator may deem necessary or advisable;
 - ix. to modify or amend each Award (subject to Section 19 of the Plan), including but not limited to the discretionary authority to extend the post-termination exercisability period of Awards and to extend the maximum term of an Option (subject to Section 6(b) of the Plan regarding Incentive Stock Options);
 - x. to allow Participants to satisfy tax withholding obligations in such manner as prescribed in Section 15 of the Plan;
 - xi. to authorize any person to execute on behalf of the Company any instrument required to effect the grant of an Award previously granted by the Administrator;
 - xii. to allow a Participant to defer the receipt of the payment of cash or the delivery of Shares that would otherwise be due to such Participant under an Award; and
 - xiii. to make all other determinations deemed necessary or advisable for administering the Plan.
- c. Effect of Administrator's Decision. The Administrator's decisions, determinations and interpretations will be final and binding on all Participants and any other holders of Awards.
5. Eligibility. Nonstatutory Stock Options, Stock Appreciation Rights, Restricted Stock, Restricted Stock Units, Performance Shares and Performance Units may be granted to Service Providers. Incentive Stock Options may be granted only to Employees.
6. Stock Options.
- a. Limitations. Each Option will be designated in the Award Agreement as either an Incentive Stock Option or a Nonstatutory Stock Option. However, notwithstanding such designation, to the extent that the aggregate fair market value of the shares with respect to which incentive stock options are exercisable for the first time by the Participant during any calendar year (under all plans of the Company and any Parent or Subsidiary) exceeds one hundred thousand dollars (\$100,000), such options will be treated as nonstatutory stock options. For purposes of this Section 6(a), incentive stock options will be taken into account in the order in which they were granted. The fair market value of the shares will be determined as of the time the option with respect to such shares is granted.



- b. Term of Option. The term of each Option will be stated in the Award Agreement. In the case of an Incentive Stock Option, the term will be ten (10) years from the date of grant or such shorter term as may be provided in the Award Agreement. Moreover, in the case of an Incentive Stock Option granted to a Participant who, at the time the Incentive Stock Option is granted, owns stock representing more than ten percent (10%) of the total combined voting power of all classes of stock of the Company or any Parent or Subsidiary, the term of the Incentive Stock Option will be five (5) years from the date of grant or such shorter term as may be provided in the Award Agreement.
- c. Option Exercise Price and Consideration.
- i. Exercise Price. The per share exercise price for the Shares to be issued pursuant to exercise of an Option will be determined by the Administrator, subject to the following:
 1. In the case of an Incentive Stock Option
 - (A) granted to an Employee who, at the time the Incentive Stock Option is granted, owns stock representing more than ten percent (10%) of the voting power of all classes of stock of the Company or any Parent or Subsidiary, the per Share exercise price will be no less than one hundred ten percent (110%) of the Fair Market Value per Share on the date of grant.
 - (B) granted to any Employee other than an Employee described in paragraph (A) immediately above, the per Share exercise price will be no less than one hundred percent (100%) of the Fair Market Value per Share on the date of grant.
 2. In the case of a Nonstatutory Stock Option, the per Share exercise price will be no less than one hundred percent (100%) of the Fair Market Value per Share on the date of grant.
 3. Notwithstanding the foregoing, Options may be granted with a per Share exercise price of less than one hundred percent (100%) of the Fair Market Value per Share on the date of grant pursuant to a transaction described in, and in a manner consistent with, Section 424(a) of the Code.
 - ii. Waiting Period and Exercise Dates. At the time an Option is granted, the Administrator will fix the period within which the Option may be exercised and will determine any conditions that must be satisfied before the Option may be exercised.
 - iii. Form of Consideration. The Administrator will determine the acceptable form of consideration for exercising an Option, including the method of payment. In the case of an Incentive Stock Option, the Administrator will determine the acceptable form of consideration at the time of grant. Such consideration may consist entirely of: (1) cash; (2) check; (3) promissory note, to the extent permitted by Applicable Laws; (4) other Shares, provided that such Shares have a Fair Market Value on the date of surrender equal to the aggregate exercise price of the Shares as to which such Option will be exercised and provided that accepting such Shares will not result in any adverse accounting consequences to the Company, as the Administrator determines in its sole discretion; (5) consideration received by the Company under a broker-assisted (or other) cashless exercise program (whether through a broker or otherwise) implemented by the Company in connection with the Plan; (6) by net exercise; (7) such other consideration and method of payment for the issuance of Shares to the extent permitted by Applicable Laws; or (8) any combination of the foregoing methods of payment.
- d. Exercise of Option.
- i. Procedure for Exercise; Rights as a Stockholder. Any Option granted hereunder will be exercisable according to the terms of the Plan and at such times and under such conditions as determined by the Administrator and set forth in the Award Agreement. An Option may not be exercised for a fraction of a Share.



An Option will be deemed exercised when the Company receives: (i) a notice of exercise (in such form as the Administrator may specify from time to time) from the person entitled to exercise the Option, and (ii) full payment for the Shares with respect to which the Option is exercised (together with applicable withholding taxes). Full payment may consist of any consideration and method of payment authorized by the Administrator and permitted by the Award Agreement and the Plan. Shares issued upon exercise of an Option will be issued in the name of the Participant or, if requested by the Participant, in the name of the Participant and his or her spouse. Until the Shares are issued (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company), no right to vote or receive dividends or any other rights as a stockholder will exist with respect to the Shares subject to an Option, notwithstanding the exercise of the Option. The Company will issue (or cause to be issued) such Shares promptly after the Option is exercised. No adjustment will be made for a dividend or other right for which the record date is prior to the date the Shares are issued, except as provided in Section 14 of the Plan.

Exercising an Option in any manner will decrease the number of Shares thereafter available, both for purposes of the Plan and for sale under the Option, by the number of Shares as to which the Option is exercised.

- ii. Termination of Relationship as a Service Provider. If a Participant ceases to be a Service Provider, other than upon the Participant's termination as the result of the Participant's death or Disability, the Participant may exercise his or her Option within such period of time as is specified in the Award Agreement to the extent that the Option is vested on the date of termination (but in no event later than the expiration of the term of such Option as set forth in the Award Agreement). In the absence of a specified time in the Award Agreement, the Option will remain exercisable for three (3) months following the Participant's termination. Unless otherwise provided by the Administrator, if on the date of termination the Participant is not vested as to his or her entire Option, the Shares covered by the unvested portion of the Option will revert to the Plan. If after termination the Participant does not exercise his or her Option within the time specified by the Administrator, the Option will terminate, and the Shares covered by such Option will revert to the Plan.
- iii. Disability of Participant. If a Participant ceases to be a Service Provider as a result of the Participant's Disability, the Participant may exercise his or her Option within such period of time as is specified in the Award Agreement to the extent the Option is vested on the date of termination (but in no event later than the expiration of the term of such Option as set forth in the Award Agreement). In the absence of a specified time in the Award Agreement, the Option will remain exercisable for twelve (12) months following the Participant's termination. Unless otherwise provided by the Administrator, if on the date of termination the Participant is not vested as to his or her entire Option, the Shares covered by the unvested portion of the Option will revert to the Plan. If after termination the Participant does not exercise his or her Option within the time specified herein, the Option will terminate, and the Shares covered by such Option will revert to the Plan.
- iv. Death of Participant. If a Participant dies while a Service Provider, the Option may be exercised following the Participant's death within such period of time as is specified in the Award Agreement to the extent that the Option is vested on the date of death (but in no event may the Option be exercised later than the expiration of the term of such Option as set forth in the Award Agreement), by the Participant's designated beneficiary, provided the Administrator has permitted the designation of a beneficiary and provided such beneficiary has been designated prior to Participant's death in a form acceptable to the Administrator. If the Administrator has not permitted the designation of the a beneficiary or if no such beneficiary has been designated by the Participant, then such Option may be exercised by the personal representative of the Participant's estate or by the person(s) to whom the Option is transferred pursuant to the Participant's will or in accordance with the laws of descent and distribution. In the absence of a specified time in the Award Agreement, the Option will remain exercisable for twelve (12) months following Participant's death. Unless otherwise provided by the Administrator, if at the time of death Participant is not vested as to his or her entire Option, the Shares covered by the unvested portion of the Option will immediately revert to the Plan. If the Option is not so exercised within the time specified herein, the Option will terminate, and the Shares covered by such Option will revert to the Plan.
- v. Tolling Expiration. A Participant's Award Agreement may also provide that:
 1. if the exercise of the Option following the termination of Participant's status as a Service Provider (other than upon the Participant's death or Disability) would result in liability under



Section 16(b), then the Option will terminate on the earlier of (A) the expiration of the term of the Option set forth in the Award Agreement, or (B) the tenth (10th) day after the last date on which such exercise would result in liability under Section 16(b); or

2. if the exercise of the Option following the termination of the Participant's status as a Service Provider (other than upon the Participant's death or Disability) would be prohibited at any time solely because the issuance of Shares would violate the registration requirements under the Securities Act, then the Option will terminate on the earlier of (A) the expiration of the term of the Option or (B) the expiration of a period of thirty (30)-day period after the termination of the Participant's status as a Service Provider during which the exercise of the Option would not be in violation of such registration requirements.

7. Restricted Stock.

- a. Grant of Restricted Stock. Subject to the terms and provisions of the Plan, the Administrator, at any time and from time to time, may grant Shares of Restricted Stock to Service Providers in such amounts as the Administrator, in its sole discretion, will determine.
- b. Restricted Stock Agreement. Each Award of Restricted Stock will be evidenced by an Award Agreement that will specify the Period of Restriction, the number of Shares granted, and such other terms and conditions as the Administrator, in its sole discretion, will determine. Unless the Administrator determines otherwise, the Company as escrow agent will hold Shares of Restricted Stock until the restrictions on such Shares have lapsed.
- c. Transferability. Except as provided in this Section 7 or the Award Agreement, Shares of Restricted Stock may not be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated until the end of the applicable Period of Restriction.
- d. Other Restrictions. The Administrator, in its sole discretion, may impose such other restrictions on Shares of Restricted Stock as it may deem advisable or appropriate.
- e. Removal of Restrictions. Except as otherwise provided in this Section 7, Shares of Restricted Stock covered by each Restricted Stock grant made under the Plan will be released from escrow as soon as practicable after the last day of the Period of Restriction or at such other time as the Administrator may determine. The Administrator, in its discretion, may accelerate the time at which any restrictions will lapse or be removed.
- f. Voting Rights. During the Period of Restriction, Service Providers holding Shares of Restricted Stock granted hereunder may exercise full voting rights with respect to those Shares, unless the Administrator determines otherwise.
- g. Dividends and Other Distributions. During the Period of Restriction, Service Providers holding Shares of Restricted Stock will be entitled to receive all dividends and other distributions paid with respect to such Shares, unless the Administrator provides otherwise. If any such dividends or distributions are paid in Shares, the Shares will be subject to the same restrictions on transferability and forfeitability as the Shares of Restricted Stock with respect to which they were paid.
- h. Return of Restricted Stock to Company. On the date set forth in the Award Agreement, the Restricted Stock for which restrictions have not lapsed will revert to the Company and again will become available for grant under the Plan.

8. Restricted Stock Units.

- a. Grant. Restricted Stock Units may be granted at any time and from time to time as determined by the Administrator. After the Administrator determines that it will grant Restricted Stock Units under the Plan, it will advise the Participant in an Award Agreement of the terms, conditions, and restrictions related to the grant, including the number of Restricted Stock Units.
- b. Vesting Criteria and Other Terms. The Administrator will set vesting criteria in its discretion, which, depending on the extent to which the criteria are met, will determine the number of Restricted Stock Units that will be paid



out to the Participant. The Administrator may set vesting criteria based upon the achievement of Company-wide, divisional, business unit, or individual goals (including, but not limited to, continued employment or service), applicable federal or state securities laws or any other basis determined by the Administrator in its discretion.

- c. Earning Restricted Stock Units. Upon meeting the applicable vesting criteria, the Participant will be entitled to receive a payout as determined by the Administrator. Notwithstanding the foregoing, at any time after the grant of Restricted Stock Units, the Administrator, in its sole discretion, may reduce or waive any vesting criteria that must be met to receive a payout.
- d. Form and Timing of Payment. Payment of earned Restricted Stock Units will be made as soon as practicable after the date(s) determined by the Administrator and set forth in the Award Agreement. The Administrator, in its sole discretion, may only settle earned Restricted Stock Units in cash, Shares, or a combination of both.
- e. Cancellation. On the date set forth in the Award Agreement, all unearned Restricted Stock Units will be forfeited to the Company.

9. Stock Appreciation Rights.

- a. Grant of Stock Appreciation Rights. Subject to the terms and conditions of the Plan, a Stock Appreciation Right may be granted to Service Providers at any time and from time to time as will be determined by the Administrator, in its sole discretion.
- b. Number of Shares. The Administrator will have complete discretion to determine the number of Stock Appreciation Rights granted to any Service Provider.
- c. Exercise Price and Other Terms. The per share exercise price for the Shares to be issued pursuant to exercise of a Stock Appreciation Right will be determined by the Administrator and will be no less than one hundred percent (100%) of the Fair Market Value per Share on the date of grant. Otherwise, the Administrator, subject to the provisions of the Plan, will have complete discretion to determine the terms and conditions of Stock Appreciation Rights granted under the Plan.
- d. Stock Appreciation Right Agreement. Each Stock Appreciation Right grant will be evidenced by an Award Agreement that will specify the exercise price, the term of the Stock Appreciation Right, the conditions of exercise, and such other terms and conditions as the Administrator, in its sole discretion, will determine.
- e. Expiration of Stock Appreciation Rights. A Stock Appreciation Right granted under the Plan will expire ten (10) years from the date of grant or such shorter term as may be provided in the Award Agreement, as determined by the Administrator, in its sole discretion. Notwithstanding the foregoing, the rules of Section 6(d) relating to exercise also will apply to Stock Appreciation Rights.
- f. Payment of Stock Appreciation Right Amount. Upon exercise of a Stock Appreciation Right, a Participant will be entitled to receive payment from the Company in an amount determined by multiplying:
 - i. The difference between the Fair Market Value of a Share on the date of exercise over the exercise price; times
 - ii. The number of Shares with respect to which the Stock Appreciation Right is exercised.

At the discretion of the Administrator, the payment upon Stock Appreciation Right exercise may be in cash, in Shares of equivalent value, or in some combination thereof.

10. Performance Units and Performance Shares.

- a. Grant of Performance Units/Shares. Performance Units and Performance Shares may be granted to Service Providers at any time and from time to time, as will be determined by the Administrator, in its sole discretion. The Administrator will have complete discretion in determining the number of Performance Units and Performance Shares granted to each Participant.



- b. Value of Performance Units/Shares. Each Performance Unit will have an initial value that is established by the Administrator on or before the date of grant. Each Performance Share will have an initial value equal to the Fair Market Value of a Share on the date of grant.
- c. Performance Objectives and Other Terms. The Administrator will set performance objectives or other vesting provisions (including, without limitation, continued status as a Service Provider) in its discretion which, depending on the extent to which they are met, will determine the number or value of Performance Units/Shares that will be paid out to the Service Providers. The time period during which the performance objectives or other vesting provisions must be met will be called the “Performance Period.” Each Award of Performance Units/Shares will be evidenced by an Award Agreement that will specify the Performance Period, and such other terms and conditions as the Administrator, in its sole discretion, will determine. The Administrator may set performance objectives based upon the achievement of Company-wide, divisional, business unit or individual goals (including, but not limited to, continued employment or service), applicable federal or state securities laws or any other basis determined by the Administrator in its discretion.
- d. Earning of Performance Units/Shares. After the applicable Performance Period has ended, the holder of Performance Units/Shares will be entitled to receive a payout of the number of Performance Units/Shares earned by the Participant over the Performance Period, to be determined as a function of the extent to which the corresponding performance objectives or other vesting provisions have been achieved. After the grant of a Performance Unit/Share, the Administrator, in its sole discretion, may reduce or waive any performance objectives or other vesting provisions for such Performance Unit/Share.
- e. Form and Timing of Payment of Performance Units/Shares. Payment of earned Performance Units/Shares will be made as soon as practicable after the expiration of the applicable Performance Period. The Administrator, in its sole discretion, may pay earned Performance Units/Shares in the form of cash, in Shares (which have an aggregate Fair Market Value equal to the value of the earned Performance Units/Shares at the close of the applicable Performance Period) or in a combination thereof.
- f. Cancellation of Performance Units/Shares. On the date set forth in the Award Agreement, all unearned or unvested Performance Units/Shares will be forfeited to the Company, and again will be available for grant under the Plan.

11. Outside Director Limitations.

- a. Cash-Settled Awards. No Outside Director may be granted, in any Fiscal Year, cash-settled Awards with a grant date fair value (determined in accordance with U.S. generally accepted accounting principles) of more than \$1,000,000 increased to \$2,000,000 in connection with his or her initial service.
- b. Stock-Settled Awards. No Outside Director may be granted, in any Fiscal Year, stock-settled Awards with a grant date fair value (determined in accordance with U.S. generally accepted accounting principles) of more than \$1,000,000, increased to \$2,000,000 in connection with his or her initial service.

12. Leaves of Absence/Transfer Between Locations. Unless the Administrator provides otherwise and subject to Applicable Laws, vesting of Awards granted hereunder will be suspended during any unpaid leave of absence. A Participant will not cease to be an Employee in the case of (i) any leave of absence approved by the Company or (ii) transfers between locations of the Company or between the Company, its Parent, or any Subsidiary. For purposes of Incentive Stock Options, no such leave may exceed three (3) months, unless reemployment upon expiration of such leave is guaranteed by statute or contract. If reemployment upon expiration of a leave of absence approved by the Company is not so guaranteed, then six (6) months following the first (1st) day of such leave any Incentive Stock Option held by the Participant will cease to be treated as an Incentive Stock Option and will be treated for tax purposes as a Nonstatutory Stock Option.

13. Transferability of Awards. Unless determined otherwise by the Administrator, an Award may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than by will or by the laws of descent or distribution and may be exercised, during the lifetime of the Participant, only by the Participant. If the Administrator makes an Award transferable, such Award will contain such additional terms and conditions as the Administrator deems appropriate.



14. Adjustments; Dissolution or Liquidation; Merger or Change in Control.

- a. Adjustments. In the event that any dividend or other distribution (whether in the form of cash, Shares, other securities, or other property), recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase, or exchange of Shares or other securities of the Company, or other change in the corporate structure of the Company affecting the Shares occurs, the Administrator, in order to prevent diminution or enlargement of the benefits or potential benefits intended to be made available under the Plan, will adjust the number and class of Shares that may be delivered under the Plan and/or the number, class, and price of Shares covered by each outstanding Award, and the numerical Share limits in Section 3 of the Plan.
- b. Dissolution or Liquidation. In the event of the proposed dissolution or liquidation of the Company, the Administrator will notify each Participant as soon as practicable prior to the effective date of such proposed transaction. To the extent it has not been previously exercised, an Award will terminate immediately prior to the consummation of such proposed action.
- c. Change in Control. In the event of a merger of the Company with or into another corporation or other entity or a Change in Control, each outstanding Award will be treated as the Administrator determines subject to the restriction in the following paragraph, including, without limitation, that each Award be assumed or an equivalent option or right substituted by the successor corporation or a Parent or Subsidiary of the successor corporation. The Administrator will not be required to treat all Awards or Participants similarly in the transaction.

In the event that the successor corporation does not assume or substitute for the Award, the Participant will fully vest in and have the right to exercise all of his or her outstanding Options and Stock Appreciation Rights, including Shares as to which such Awards would not otherwise be vested or exercisable, all restrictions on Restricted Stock and Restricted Stock Units will lapse, and, with respect to Awards with performance-based vesting, all performance goals or other vesting criteria will be deemed achieved at one hundred percent (100%) of target levels and all other terms and conditions met. In addition, if an Option or Stock Appreciation Right is not assumed or substituted in the event of a Change in Control, the Administrator will notify the Participant in writing or electronically that the Option or Stock Appreciation Right will be exercisable for a period of time determined by the Administrator in its sole discretion, and the Option or Stock Appreciation Right will terminate upon the expiration of such period.

For the purposes of this subsection (c), an Award will be considered assumed if, following the Change in Control, the Award confers the right to purchase or receive, for each Share subject to the Award immediately prior to the Change in Control, the consideration (whether stock, cash, or other securities or property) received in the Change in Control by holders of Common Stock for each Share held on the effective date of the transaction (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding Shares); provided, however, that if such consideration received in the Change in Control is not solely common stock of the successor corporation or its Parent, the Administrator may, with the consent of the successor corporation, provide for the consideration to be received upon the exercise of an Option or Stock Appreciation Right or upon the payout of a Restricted Stock Unit, Performance Unit or Performance Share, for each Share subject to such Award, to be solely common stock of the successor corporation or its Parent equal in fair market value to the per share consideration received by holders of Common Stock in the Change in Control.

Notwithstanding anything in this Section 14(c) to the contrary, an Award that vests, is earned or paid-out upon the satisfaction of one or more performance goals will not be considered assumed if the Company or its successor modifies any of such performance goals without the Participant's consent; provided, however, a modification to such performance goals only to reflect the successor corporation's post-Change in Control corporate structure will not be deemed to invalidate an otherwise valid Award assumption.

- d. Outside Director Awards. In the event of a Change in Control, with respect to Awards granted to an Outside Director, the Outside Director will fully vest in and have the right to exercise Options and/or Stock Appreciation Rights as to all of the Shares underlying such Award, including those Shares which would not otherwise be vested or exercisable, all restrictions on Restricted Stock and Restricted Stock Units will lapse, and, with respect to Awards with performance-based vesting, all performance goals or other vesting criteria will be deemed achieved at one hundred percent (100%) of target levels and all other terms and conditions met, unless specifically provided otherwise under the applicable Award Agreement or other written agreement between the Participant and the Company or any of its Subsidiaries or Parents, as applicable.



15. Tax.

- a. Withholding Requirements. Prior to the delivery of any Shares or cash pursuant to an Award (or exercise thereof) or such earlier time as any tax withholding obligations are due, the Company will have the power and the right to deduct or withhold, or require a Participant to remit to the Company, an amount sufficient to satisfy U.S. federal, state, or local taxes, non-U.S. taxes, or other taxes (including the Participant's FICA or other social insurance contribution obligation) required to be withheld with respect to such Award (or exercise thereof).
- b. Withholding Arrangements. The Administrator, in its sole discretion and pursuant to such procedures as it may specify from time to time, may permit a Participant to satisfy such tax withholding obligation, in whole or in part by (without limitation) (i) paying cash, (ii) electing to have the Company withhold otherwise deliverable cash or Shares having a fair market value not in excess of the maximum statutory amount applicable in a Participant's jurisdiction, (iii) selling a number of Shares otherwise issuable pursuant to an Award that have a fair market value to cover the amount of the tax withholding obligation, (iv) having the Company or a Parent or Subsidiary withhold from wages or any other cash amount due or to become due to the Participant and payable by the Company or any Parent or Subsidiary, or (v) delivering to the Company already-owned Shares having a fair market value not in excess of the maximum statutory amount required to be withheld. The fair market value of the Shares to be withheld or delivered will be determined as of the date that the amount of tax to be withheld is calculated.
- c. Compliance With Section 409A. Awards will be designed and operated in such a manner that they are either exempt from the application of, or comply with, the requirements of Section 409A such that the grant, payment, settlement or deferral will not be subject to the additional tax or interest applicable under Section 409A, except as otherwise determined in the sole discretion of the Administrator. The Plan and each Award Agreement under the Plan is intended to meet the requirements of Section 409A and will be construed and interpreted in accordance with such intent, except as otherwise determined in the sole discretion of the Administrator. To the extent that an Award or payment, or the settlement or deferral thereof, is subject to Section 409A the Award will be granted, paid, settled or deferred in a manner that will meet the requirements of Section 409A, such that the grant, payment, settlement or deferral will not be subject to the additional tax or interest applicable under Section 409A. In no event will the Company (or any Parent or Subsidiary of the Company, as applicable) reimburse a Participant for any taxes imposed or other costs incurred as a result of Section 409A.

16. No Effect on Employment or Service. Neither the Plan nor any Award will confer upon a Participant any right with respect to continuing the Participant's relationship as a Service Provider, nor will they interfere in any way with the Participant's right or the right of the Company (or any Parent or Subsidiary of the Company) to terminate such relationship at any time, with or without cause, to the extent permitted by Applicable Laws.

17. Date of Grant. The date of grant of an Award will be, for all purposes, the date on which the Administrator makes the determination granting such Award, or such other later date as is determined by the Administrator. Notice of the determination will be provided to each Participant within a reasonable time after the date of such grant.

18. Term of Plan. Subject to Section 23 of the Plan, the Plan will become effective upon the later to occur of (i) its adoption by the Board or (ii) the business day immediately prior to the Registration Date. ~~It will continue in effect for a term of ten (10) years from the date adopted by the Board, unless terminated earlier under Section 19 of the Plan. The Plan will continue in effect until terminated under Section 19 of the Plan, but Section 3(b) relating to the automatic share reserve increase will operate only until the ten (10) year anniversary of the earlier of the Board or stockholder approval of the Plan (the "Original Term") and further no Incentive Stock Options will be available for grant under the Plan following the Original Term. Accordingly, the final automatic increase under Section 3(b) shall occur on the first day of the 2028 Fiscal Year.~~

19. Amendment and Termination of the Plan.

- a. Amendment and Termination. The Administrator may at any time amend, alter, suspend or terminate the Plan.
- b. Stockholder Approval. The Company will obtain stockholder approval of any Plan amendment to the extent necessary and desirable to comply with Applicable Laws.



- c. Effect of Amendment or Termination. No amendment, alteration, suspension or termination of the Plan will materially impair the rights of any Participant, unless mutually agreed otherwise between the Participant and the Administrator, which agreement must be in writing and signed by the Participant and the Company. Termination of the Plan will not affect the Administrator's ability to exercise the powers granted to it hereunder with respect to Awards granted under the Plan prior to the date of such termination.

20. Conditions Upon Issuance of Shares.

- a. Legal Compliance. Shares will not be issued pursuant to an Award unless the exercise or vesting of such Award and the issuance and delivery of such Shares will comply with Applicable Laws and will be further subject to the approval of counsel for the Company with respect to such compliance.
- b. Investment Representations. As a condition to the exercise or vesting of an Award, the Company may require the person exercising or vesting in such Award to represent and warrant at the time of any such exercise or vesting that the Shares are being acquired only for investment and without any present intention to sell or distribute such Shares if, in the opinion of counsel for the Company, such a representation is required.

21. Inability to Obtain Authority. If the Company determines it to be impossible or impractical to obtain authority from any regulatory body having jurisdiction or to complete or comply with the requirements of any registration or other qualification of the Shares under any U.S. federal or state law, any non-U.S. law, or the rules and regulations of the U.S. Securities and Exchange Commission, the stock exchange on which Shares of the same class are then listed, or any other governmental or regulatory body, which authority, registration, qualification or rule compliance is deemed by the Company's counsel to be necessary or advisable for the issuance and sale of any Shares hereunder, the Company will be relieved of any liability in respect of the failure to issue or sell such Shares as to which such requisite authority, registration, qualification or rule compliance will not have been obtained.

22. Forfeiture Events.

- a. All Awards under the Plan will be subject to recoupment under any clawback policy that the Company is required to adopt pursuant to the listing standards of any national securities exchange or association on which the Company's securities are listed or as is otherwise required by the Dodd-Frank Wall Street Reform and Consumer Protection Act or other Applicable Laws. In addition, the Administrator may impose such other clawback, recovery or recoupment provisions in an Award Agreement as the Administrator determines necessary or appropriate, including but not limited to a reacquisition right regarding previously acquired Shares or other cash or property. Unless this Section 22 is specifically mentioned and waived in an Award Agreement or other document, no recovery of compensation under a clawback policy or otherwise will be an event that triggers or contributes to any right of a Participant to resign for "good reason" or "constructive termination" (or similar term) under any agreement with the Company or a Subsidiary or Parent of the Company.
- b. The Administrator may specify in an Award Agreement that the Participant's rights, payments, and benefits with respect to an Award will be subject to reduction, cancellation, forfeiture, or recoupment upon the occurrence of specified events, in addition to any otherwise applicable vesting or performance conditions of an Award. Such events may include, but will not be limited to, termination of such Participant's status as Service Provider for cause or any specified action or inaction by a Participant, whether before or after such termination of service, that would constitute cause for termination of such Participant's status as a Service Provider.

23. Stockholder Approval. The Plan will be subject to approval by the stockholders of the Company within twelve (12) months after the date the Plan is adopted by the Board. Such stockholder approval will be obtained in the manner and to the degree required under Applicable Laws.



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 July 31, 2024

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: 001-38413

ZSCALER, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-1173892
(I.R.S. Employer
Identification Number)

120 Holger Way
San Jose, California 95134
(Address of principal executive offices)

Registrant's telephone number, including area code: (408) 533-0288

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 Par Value	ZS	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 of 1933, as amended. 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, a 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 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 Exchange Act). Yes No

The aggregate market value of the common stock held by non-affiliates of the registrant, based on the closing price of a share of the registrant's common stock on January 31, 2024 (the last business day of the registrant's most recently completed second fiscal quarter) as reported by the Nasdaq Global Select Market on such date was approximately \$19.8 billion.

As of August 30, 2024, the number of shares of registrant's common stock outstanding was 152,490,005.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement relating to its fiscal year 2024 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K where indicated. Such Proxy Statement will be filed with the United States Securities and Exchange Commission within 120 days after the end of the fiscal year to which this Annual Report on Form 10-K relates.

ZSCALER, INC.

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Signatures

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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 Private Securities Litigation Reform Act of 1995, including but not limited to, statements regarding our financial outlook and market positioning. These forward-looking statements are made as of the date they were first issued and were based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. The words "believe," "may," "will," "potentially," "estimate," "continue," "anticipate," "intend," "could," "would," "project," "plan," "expect" and similar expressions that convey uncertainty of future events or outcomes are intended to identify forward-looking statements.

These forward-looking statements include, but are not limited to, statements concerning the following:

- beliefs about the impact of macroeconomic influences and instability, including the ongoing effects of inflation, and geopolitical events on our business;
- our future financial performance, including our expectations regarding our revenue, cost of revenue, gross profit or gross margin, operating expenses (including changes in sales and marketing, research and development and general and administrative expenses) and our ability to achieve, and maintain, future profitability;
- market acceptance of our cloud platform;
- the effects of increased competition in our markets and our ability to compete effectively;
- our ability to maintain the security and availability of our cloud platform;
- our ability to maintain and expand our customer base, including by attracting new customers;
- our ability to develop new solutions or enhancements to our existing solutions, including artificial intelligence and machine learning capabilities, and bring them to market in a timely manner;
- market acceptance of any new solutions or enhancements to our existing solutions;
- anticipated trends, growth rates and challenges in our business and in the markets in which we operate;
- our business plan and our ability to effectively manage our growth and associated investments;
- beliefs about and objectives for future operations;
- beliefs about and objectives for future acquisitions, strategic investments, partnerships and alliances and our ability to successfully integrate completed acquisitions;
- our relationships with third parties, including channel partners;
- our ability to maintain, protect and enhance our intellectual property rights;
- our ability to successfully defend litigation brought against us;
- our ability to successfully expand in our existing markets and into new markets;
- sufficiency of cash to meet cash needs for at least the next 12 months and service our outstanding debt;
- our need and ability to raise additional capital in future debt or equity financings;
- our expectations regarding settlement of the Notes (as defined in Note 10, Convertible Senior Notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K);

- our ability to comply with laws and regulations that currently apply or become applicable to our business both in the United States and internationally;
- beliefs about the impacts of legal and geopolitical developments upon our business;
- the attraction and retention of qualified employees and key personnel; and
- the future trading prices of our common stock.

These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in "Risk Factors" elsewhere in this Annual Report on Form 10-K. Moreover, we operate in a very competitive and rapidly changing environment, and new risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this Annual Report on Form 10-K may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements and you should not place undue reliance on our forward-looking statements.

The forward-looking statements made in this Annual Report on Form 10-K relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Annual Report on Form 10-K to reflect events or circumstances after the date of this Annual Report on Form 10-K or to reflect new information or the occurrence of unanticipated events, except as required by law.

PART I

Item 1. Business

Overview

We anticipate, secure and simplify the experience of doing business, transforming today and tomorrow. We were incorporated in 2007, during the early stages of cloud adoption and mobility, based on a vision that the internet would become the new corporate network, as the cloud became the new data center. We predicted that with rapid cloud adoption and increasing workforce mobility, traditional perimeter security approaches would prove to be inadequate in protecting users and data and result in poor user experience. We pioneered a cloud platform, the Zscaler Zero Trust Exchange™ platform, which represents a fundamental shift in the architectural design and approach to networking and security.

Enterprise applications are rapidly moving to the cloud to achieve greater IT agility, a faster pace of innovation and lower costs. Organizations are increasingly relying on internet destinations for a range of business activities, adopting new external software as a service, or SaaS, applications for critical business functions and moving their internally managed applications to the public cloud, infrastructure as a service, or IaaS, or platform as a service, or PaaS. Users now expect to be able to seamlessly access applications and data, wherever they are hosted, from any device, anywhere in the world. We believe these trends are indicative of the broader digital transformation agenda, as businesses increasingly succeed or fail based on their IT outcomes.

We believe that securing the corporate network is becoming increasingly irrelevant in a cloud and mobile-first world where organizations depend on the internet, a network they do not control and cannot secure, to access critical applications that power their businesses. We pioneered a unique approach that securely connects users, devices and applications using business policies, regardless of the network. Our Zero Trust Exchange platform eliminates the need for traditional on-premises security appliances that are difficult to maintain and require compromises between security, cost and user experience. Our purpose-built, multi-tenant, distributed cloud platform incorporates the security functionality needed to enable users, applications and devices to safely and efficiently utilize authorized applications and services based on an organization's business policies.

Our cloud-native platform, the Zscaler Zero Trust Exchange, enables customers to secure and connect users, workloads and IoT/OT devices across three core products:

- Zscaler for Users — leverages our comprehensive cloud platform to provide users secure, fast and reliable access to the internet, including SaaS applications, via Zscaler Internet Access™, or ZIA™, and provides Zero Trust Network Access to internally hosted or managed applications via Zscaler Private Access™, or ZPA™, in each case, regardless of device, location or network and also regardless of whether the users are internal or external. Our unique ZPA technology not only provides secure access to applications, but also secures the applications themselves. We do this all while optimizing end-to-end user experience with Zscaler Digital Experience™, or ZDX™, which allows an organization to identify and isolate issues negatively impacting its users. In addition to enabling secure access to the internet and internal applications, our Zscaler Data Protection™ solution secures customers' proprietary data that is traversing the public internet (data-in-motion) and data that is stored in the public cloud applications (data-at-rest).
- Zscaler for Workloads – leverages Zscaler's Zero Trust Exchange to secure workloads, whether in a public cloud or in private data centers, using our cloud-native zero trust access service to provide fast and secure app-to-internet (via ZIA) and app-to-app (via ZPA) connectivity across multi- and hybrid cloud environments. Our Posture Control solutions automatically identify and remediate cloud service, application and identity misconfigurations for assets deployed in public cloud infrastructure. The core elements of Zscaler for Workloads address the key security and

operations challenges that must be overcome to secure deployment of public cloud platforms such as Microsoft Azure, or Azure, Amazon Web Services, or AWS, and Google Cloud Platform, or GCP.

- Zscaler for IoT/OT – leverages the complete suite of Zscaler solutions to reduce the risk of cyberattacks and data loss as well as to improve user and facility safety by providing zero trust security for connected IoT and OT devices in branch offices. We provide secure internet communications for IoT and OT devices, privileged access to IoT and OT devices (e.g. for maintenance), secure access to production applications (e.g. on a factory floor) and deception technology to provide active defense.

Before our Zero Trust Exchange, the corporate data center served as the central hub of IT security, with a physical network perimeter used to separate corporate users, devices and applications from the internet. This traditional network perimeter approach relies on appliances that have become fundamentally less effective as applications, data, users and devices rapidly move off the corporate network, making the notion of a corporate perimeter obsolete. In a world where companies are shifting their most critical IT assets to the cloud, a zero trust architecture is required. Our architecture is vastly different from the legacy “hub-and-spoke” corporate network, where traffic from branch offices is routed to centralized data centers for security scanning and policy enforcement before reaching its destination. In contrast, our Zero Trust Exchange acts as an intelligent switchboard that uses business policies to securely connect users, devices and applications over any network and protect against cyberthreats and data loss. We provide our solutions at scale, processing over 500 billion internet transactions per day. Our Zero Trust Exchange eliminates the requirement for organizations to buy and manage a variety of high-cost appliances that need to be maintained by a large number of highly skilled security personnel, who are expensive and in increasingly short supply. We are integrating our proprietary large language models, or LLMs, with our Zero Trust Exchange to leverage our data lake built on our more than 500 billion daily transactions. Analyzing this volume of high-quality data can continuously improve our LLMs, artificial intelligence, or AI, and machine learning, or ML, models to deliver ever-more powerful security outcomes for our customers.

Our cloud native, multitenant architecture is distributed across more than 160 data centers globally which brings security and business policy close to users and devices in over 185 countries and provides fast, secure and reliable access. Each day, we block over 150 million threats and perform over 250,000 unique security updates. Our customers benefit from the cloud security effect of our ever-expanding ecosystem, enhanced by our advanced AI and ML capabilities, because once a new threat is detected, it can be blocked across our customer base within minutes.

Many of the largest enterprises and government agencies in the world rely on our solutions to help them accelerate their move to the cloud. We have over 8,650 customers across all major geographies, with an emphasis on larger organizations, and we currently count approximately 35% of the Forbes Global 2000 as customers. Our customers span every major industry, including financial services, healthcare, insurance, manufacturing, automotive, airlines and transportation, conglomerates, consumer goods and retail, media and communications, public sector and education, energy, technology and telecommunications services.

We have experienced significant growth, with revenue increasing from \$1,090.9 million in fiscal 2022 to \$1,617.0 million in fiscal 2023 to \$2,167.8 million in fiscal 2024, representing year-over-year revenue growth of 48% and 34%, respectively. We experienced net losses of \$57.7 million, \$202.3 million and \$390.3 million in fiscal 2024, fiscal 2023 and fiscal 2022, respectively. We expect we will continue to incur net losses for the foreseeable future.

Our Zero Trust Exchange Platform

Our Zero Trust Exchange cloud security platform delivers our core products; Zscaler for Users, Zscaler for Workloads and Zscaler for IoT/OT, through the deployment of our comprehensive and integrated solutions, each built natively in the cloud to power digital transformation.

Secure Internet and SaaS Access - Zscaler Internet Access

ZIA, provides users, workloads, IoT and OT devices secure access to externally managed applications, including SaaS applications and internet destinations regardless of device, location or network. ZIA provides inline content inspection and firewall access controls across all ports and protocols to protect organizations and users from external threats, secure data while at rest and prevent data from leaking out to unauthorized sites. Policies follow the user to provide identical protection on any device, regardless of location; any policy changes are enforced for users worldwide. Our cloud security platform provides full inline content inspection to assess and correlate the risk of the content to protect against sophisticated attacks, including ransomware and phishing. The cloud platform applies AI and ML across our over 500 billion daily transactions to quickly identify and block unknown threats and to identify and categorize unknown destinations.

ZIA enables the following capabilities:

Cyberthreat Protection – Our threat prevention functionality enables protection against threats using a range of approaches and techniques. Our threat prevention capabilities provide multiple layers of protection to prevent sophisticated ransomware, phishing and zero-day cyberattacks. We provide functionality that traditionally has been offered by disparate, stand-alone products. Our core cloud platform threat prevention services include:

- **Advanced Threat Protection:** Our advanced threat protection functionality uses techniques including AI/ML, signatures and reputation to deliver real-time protection from malicious internet content like browser exploits, scripts, zero-pixel iFrames, malware and botnet callbacks. Over 250,000 unique security updates are performed every day to the Zscaler cloud to keep users protected. Once we detect a new threat to a user, we block it for all users. We call this the “cloud security effect.”
- **Sandbox:** Our cloud sandbox enables enterprises to block zero-day exploits and advanced persistent threats by analyzing unknown files for malicious behavior, and it can scale to every user regardless of location. Our cloud sandbox was designed and built to be multi-tenant and allows customers, using AI among other analytics, to determine which traffic should be sent for detonation. As an integrated cloud security platform, customers can set policies by users and destinations to prevent patient-zero scenarios and to analyze, hold and detonate suspicious files in the cloud sandbox before they are sent to a user.
- **Browser Isolation:** Our cloud browser isolation functionality creates an isolated browsing session that enables users to access any webpage on the internet without downloading any of the web content served by the webpage onto a local device or the corporate network. With cloud browser isolation, users are not directly accessing active web content; instead, only a safe rendering of pixels is delivered to the user. Malicious code that may be hidden in the web content is kept at bay. Customers can select and isolate traffic based on specific policies and/or automatically based on our AI enabled risk determination. The combination of cloud browser isolation and cloud sandbox enables administrators to perform content disarm and reconstruction to flatten, sanitize and securely deliver files free of active content.

Data Protection – Our data protection functionality enables enterprises to prevent unauthorized sharing or exfiltration of confidential information across users, devices, servers and workloads, thereby reducing business and compliance risks for our customers. We provide inline monitoring of data flows between users and applications, workload to workload, API to API and applications to LLMs, reducing the risk of inadvertently transmitting sensitive data and intellectual property. Core cloud platform data protection services include:

- **File Type Controls:** Our AI-enabled data classification solution enables enterprise chief information officers to gain visibility of file types across all their IT environments. Our file type control functionality allows our customers to define policies to control which file types are allowed to be downloaded and uploaded based on application, user, location and destination.
- **Advanced Data Classification:** Our data classification engines leverage a variety of technologies and techniques to identify customer sensitive data. Predefined, custom dictionaries and automated AI discovery tools identify sensitive customer data by leveraging efficient pattern-matching algorithms, regular expressions, AI-based training models and keywords. Additional advanced classification techniques including exact data match, index document match and ML-based Optical Character Recognition functionalities, further identify sensitive data and enable our customers to populate their own custom databases scaling to billions of unique fields, including structured and unstructured documents.
- **Data Loss Prevention:** Our data loss prevention, or DLP, technology enables enterprises to alert and/or block transmission or sharing of sensitive data across exfiltration channels. This includes inline data in motion to external internet destinations and unmanaged endpoints, data at rest in SaaS environments through out-of-band API integrations, securing public cloud infrastructure data in Azure, AWS and GCP and protecting endpoints by preventing printing or copying to local storage, including USB devices. Additionally, our Email DLP solutions secure corporate email traffic, including Microsoft Exchange and Gmail.
- **Unified SaaS Security:** Our cloud access security broker, or CASB, SaaS security posture management and our SaaS supply chain security combine to discover and control known and unknown applications, identify SaaS misconfigurations, find and mitigate potentially risky third-party connections into those SaaS applications and scan data residing in those applications for threats and data protection violations. By doing transport layer security inspection at scale, we provide malware protection, data loss prevention and CASB functions that can be performed both inline and out-of-band, for specific sanctioned and unsanctioned applications. Business policies can be defined with granular access control for specified cloud applications, such as the ability to upload or download files or post comments on videos based on different user or group identity.
- **Browser Isolation:** With cloud browser isolation, users do not directly access active web content; instead, only a safe rendering of pixels is delivered to the user. This approach prevents sensitive data from being downloaded to unauthorized devices in bring-your-own-device environments, as well as offers an alternative to virtual desktop infrastructure, or VDI, for employees, contractors and B2B partners, by effectively keeping sensitive data entirely within a managed environment.

Secure Local Internet Breakouts – Our local internet breakout capability means traffic destined for the cloud no longer needs to be routed over a private multiprotocol label switching, or MPLS, network to the data center. Traffic is now routed locally over the internet and directly to the cloud, providing for a faster experience and a significant reduction in MPLS network costs. Our core cloud platform services for local internet breakouts include:

- **Firewall:** Our cloud firewall was designed to protect users by inspecting internet traffic on all ports and protocols, and it offers user level policies, application identification with deep packet inspection and intrusion prevention.
- **Bandwidth Control:** Our bandwidth control and traffic shaping capabilities ensure that business critical applications are prioritized over non-business critical applications, improving productivity and user experience. By enforcing quality of service in the cloud, our platform enables the optimization of “last-mile” utilization of a customer’s network.
- **DNS:** Our domain name system, or DNS, filtering solution provides a local DNS resolver and enforces acceptable use policies.

Secure Private Application Access - Zscaler Private Access

ZPA provides Zero Trust Network Access to secure access to internally managed applications, either hosted internally in data centers or hosted in private or public clouds. ZPA is designed around four key tenets that fundamentally change the way users access internal applications:

- connect users to applications without bringing users on the network;
- never expose applications to the internet;
- segment access to applications without relying on the traditional approach of network segmentation; and
- provide remote access over the internet without virtual private networks, or VPNs.

ZPA enforces a global policy engine that manages access to internally managed applications regardless of location. If access is granted to a user, our ZPA solution connects the user's device only to the authorized application without exposing the identity or location of the application. As a result, applications are not exposed to the internet, further limiting the external attack surface. This results in reduced cost and complexity, while offering better security and an improved user experience.

Our ZPA solution includes broad functionality, which we categorize by the following areas:

- **Cyberthreat Protection and Data Protection:** Our ZPA solution delivers the same cyberthreat protection and data protection functionality that is applied to internet traffic via our ZIA solution.
- **Secure Application Access:** Since our ZPA solution delivers seamless connectivity to internally managed applications and assets whether they are in the cloud, enterprise data center or both, administrators can set global policies from a single console, enabling policy-driven access that is agnostic to the network the users are on. By creating seamless access to applications regardless of a user's network, our ZPA solution eliminates the need for traditional remote access VPNs, reverse proxies and other similar products.
- **Application Discovery:** Similar to CASB application discovery reports for internet hosted SaaS applications, our ZPA solution provides granular discovery of internally managed applications to aid in the creation and oversight of segmentation policies. Because our ZPA solution sits on the application layer and is name-based or domain-based, organizations can quickly and seamlessly identify their internally-managed applications and then easily provision appropriate policies.
- **Application Segmentation:** Our architecture provides capabilities that enable user and application level segmentation, a vast improvement over traditional network segmentation. As each user-to-application connection is segmented with microtunnels, each of which is a temporary session between a specific user and a specific application, lateral movement across the network is prevented, significantly reducing security risk. Since users are granted access only to applications for which they have permission and are not granted full access to the network, microtunnels eliminate the need for an internal firewall.
- **Application Protection:** Our ZPA solution initiates outbound-only connections between authenticated users and internally managed applications using microtunnels. Access is provided to users without bringing them onto the corporate network and without exposing applications to the internet. Internally managed applications are not discoverable or identifiable. With no inbound connections and no public IP addresses, there is no inbound attack surface and therefore no threat of distributed denial-of-service, or DDoS, attacks. For allowed connections, our ZPA solution also provides Web Application Firewall functionality, including OWASP Top 10 protections for threats, such as Structured Query Language injection and cross-site scripting, to block common attack vectors.

- **Reduce Attack Surface:** Our architecture utilizes inside out connections that are outbound from users to the Zero Trust Exchange platform, which allows customers to deny all inbound connections. This reduces their attack surface by not exposing IP addresses of all devices, applications, appliances or workloads to the internet. Reduced attack surface results in lower exposure to zero-day application vulnerabilities and eliminates the need for DDoS mitigation.
- **Browser Isolation:** Our cloud browser isolation is used with our ZPA solution to provide isolated sessions to internal web applications without allowing data to transfer down to unmanaged devices or active content to be uploaded into sensitive internal applications. Combining cloud browser isolation with browser-based access provides a simplified, more cost-effective alternative to VDI for employees, contractors and B2B partners, by effectively keeping sensitive data off unmanaged devices.

The primary use cases for our ZPA solution include:

- remote workforce access to private applications without legacy VPN, providing zero trust from office to data center;
- deliver user-to-application segmentation, thus eliminating the risk of lateral threat propagation enabled by legacy Firewall and VPN based security architecture;
- providing non-employees with secure access to internal applications;
- securely connecting business-to-business, or B2B, customers, service providers and supplier access to applications typically deployed as business to business portals in an extranet;
- direct-to-cloud access to internally managed applications hosted in public cloud environments, such as Azure, AWS and GCP; and
- access to applications following a merger or acquisition by providing named users with access to named applications, without the need to merge networks.

Experience Management - Zscaler Digital Experience

ZDX is designed to measure end-to-end user experience across key business applications, providing an easy to understand digital experience score for each user, application and location within an enterprise. As users have become mobile and applications have moved to the cloud, traditional network performance monitoring tools have become increasingly irrelevant. Enterprises can no longer collect performance metrics or indicators along the traditional network path as they could when they owned the network and applications ran in their own data centers. When a user's experience is suffering or an event is negatively impacting user experience, ZDX utilizes AI-enabled root cause analysis to allow an organization to isolate where in the network path an issue is occurring and whether it is caused by a user's device, the WiFi connection, the local internet connection, a service provider in the path or the destination application itself. With ZDX, enterprises can quickly determine if an issue is associated with a single user, application or location or indicates a broader issue potentially impacting other users, applications or locations all via a simple visual workflow without a need for additional hardware or software.

Zscaler Posture Control™ – Cloud Applications and Workload Data Security

Zscaler data security posture management, or DSPM, extends our cloud security capabilities to protect data in public cloud environments. DSPM provides granular visibility into cloud data, classifies and identifies data and access and offers context around data exposure and security posture. This empowers organizations and security teams to prevent and remediate cloud data breaches at scale. The functionality leverages a unified DLP engine to ensure consistent data protection across all channels. Data classification is integrated with cloud security posture management, or CSPM, to understand data exposure and address cloud misconfigurations. The vulnerability management module enhances cloud risk assessment by identifying

vulnerabilities in cloud workloads. Additionally, cloud infrastructure entitlement management, or CIEM, provides deep granularity into identity and privilege access management, ensuring that the right users and entities have access to the appropriate data. Zscaler DSPM ensures highly correlated alerts by combining these multiple modules to generate high-fidelity and actionable insights.

Zero Trust Networking

We believe that zero trust technology should not just be between remote users and the applications they use, but should be applied to all connectivity into and within an enterprise's environment. This connectivity includes workload-to-workload communication and IoT/OT-to-application, as most IoT and OT devices cannot load agents.

Our Zero Trust Networking solution includes broad functionality, which we categorize by the following ideas:

- **Workload Segmentation.** Our Workload Segmentation solution secures application-to-application communications inside public clouds and data centers to stop lateral threat movement, preventing application compromise and reducing the risk of data breaches. Our Workload Segmentation solution utilizes an innovative, AI-enabled approach that is simpler to deploy and operate than traditional segmentation solutions and improves the security of east-west communication by verifying the identity of the communicating application software, services and processes to achieve a zero trust environment. This reduces the attack surface, resulting in lower risk of application compromise and data breaches.
- **Zero Trust SD-WAN.** Our Zero Trust SD-WAN solution provides branches and data centers with fast, reliable access to the internet and private applications with our Direct-to-Cloud™ architecture that provides strong security and operational simplicity, with the ability to deploy locally by virtual machine or by purchasing a plug-and-play appliance. Our Zero Trust SD-WAN solution eliminates lateral threat movement by connecting users and IoT/OT devices to applications through the Zscaler Zero Trust Exchange platform. Branch traffic can be securely forwarded directly to the Zero Trust Exchange, where ZIA or ZPA policies can be applied for full security inspection and access identity-based control of branch and data center communications.
- **Zero Trust Device Segmentation.** Our Zero Trust Device Segmentation solution provides agentless segmentation for enterprise IT and OT environments, creating a "network of one" where even devices on the same network can only communicate with each other if authorized. The combination of Zero Trust SD-WAN with Zero Trust Device Segmentation extends the Zero Trust Exchange to protect east-west traffic in branch offices, campuses, factories and plants with critical OT infrastructure, eliminating the need for east-west firewalls, network access controls and traditional microsegmentation solutions, while simultaneously delivering operational simplicity.

Risk Management

Due to increased prioritization of cybersecurity and cyber risk at the executive and board of directors level, it is increasingly a top priority for organizations to drive a cyber risk quantification and holistic risk management strategy. By monitoring risk more systematically in their environment, organizations can drive broader cybersecurity strategies and remediation projects, including key cybersecurity architectural capabilities such as data protection, as well as risk-based asset and vulnerability management.

Our Risk Management solutions include broad and differentiated functionality, which we categorize by the following areas:

- **Risk 360.** Zscaler Risk360 is a risk quantification and visualization framework for identifying cybersecurity risk across the stages of a potential cyber attack. It ingests data from external sources, Zscaler product sources and proprietary security research from our ThreatLabz team to generate a detailed profile of an enterprise's risk posture. Zscaler Risk360 leverages over 100 factors within an enterprise's cybersecurity environment to help customers

estimate potential financial losses (derived from industry data), highlight top cyber risk drivers, recommend investigative workflows, show trends and peer comparisons and provide actionable information to be shared across the enterprise, including at the executive and board level.

- **Deception.** Our deception solution augments our customers' ability to detect the presence of an adversary in their network by deploying decoys and lures. These decoys can be leveraged to disrupt the adversary by detecting their presence in the network and initiating mitigation using automatic orchestration via the Zscaler platform and other third party solutions. Customers can quickly deploy these capabilities by leveraging a diverse library of built-in decoys including various types of applications, network components and IoT services. The high-fidelity low-volume alerts allow customers to implement meaningful automation workflows to prevent lateral spread.
- **Unified Vulnerability Management.** Our unified vulnerability management solution provides dynamic and customizable prioritization, streamlined reporting, zero-copy analytics and contextualized, risk-based assessment of a customer's threat landscape. This solution is powered by our data fabric for security, added through our 2024 acquisition of Avalor Technologies, which utilizes more than 150 data connectors, built for all major security platforms, to ingest, normalize and unify data across enterprise security and business systems to deliver actionable insights, analytics and operational efficiencies. This enables our customers to significantly enhance and fully automate analytics and decision-making in real-time without the complexity of data aggregation and collection.
- **Identity Protection.** Attackers commonly target users and identities as the point of entry and use that access to escalate privileges and move laterally. Our Identity Protection capability provides continuous visibility into identity misconfigurations and at risk permissions by scanning common identity providers. Identity Protection augments this visibility with guidance in the form of scripts, commands and tutorials to remediate these issues and reduce customers' internal attack surface. In addition to preventive capabilities, Identity Protection also provides high-fidelity detection for identity-based attacks like stolen credentials, multi-factor authentication bypasses and privilege escalation techniques that typically pass through existing defenses in cases of identity compromise.

Our Technology and Architecture

We are driven by technology and innovation. We developed a highly scalable, multi-tenant, globally distributed cloud capable of providing inline inspection of internet and SaaS traffic, securing access to private applications, protecting cloud applications, managing digital experience and scanning for exposures and misconfigurations. We designed a purpose-built three-tier architecture starting with our core operating system and adding layers of security and networking innovations over time. Our cloud platform is protected by more than 580 issued and pending patents in the United States and other countries. Our cloud is distributed across more than 160 data centers on five continents and processes over 500 billion requests per day from users across over 185 countries.

Our platform is designed to be resilient, redundant and high-performing. It is built as software modules that run on standard x86 platforms without dependency on custom hardware. The platform modules are split into the control plane (Zscaler Central Authority), the enforcement plane (Zscaler Enforcement Nodes) and the logging and statistics plane (Zscaler Log Servers) as described below:

- **Zscaler Central Authority:** The Zscaler Central Authority monitors our entire security cloud and provides a central location for software and database updates, policy and configuration settings and threat intelligence. The collection of Zscaler Central Authority instances together act like the brain of the cloud, and they are geographically distributed for redundancy and performance.
- **Zscaler Enforcement Nodes:** Customer traffic is directed to the nearest Zscaler Enforcement Node, where security, management and compliance policies served by the Zscaler Central Authority are enforced. The Zscaler Enforcement Node also incorporates our differentiated authentication and policy distribution mechanism that

enables any user to connect to any Zscaler Enforcement Node at any time to ensure full policy enforcement. The Zscaler Enforcement Node utilizes a full proxy architecture and is built to ensure data is not written to disk to maintain the highest level of data security. Data is scanned in RAM only and then erased. Logs are continuously created in memory and forwarded to our logging module.

- **Zscaler Log Servers:** Our technology is built into the Zscaler Enforcement Node to perform lossless compression of logs, enabling our platform to collect over 130 terabytes of unique raw log data every day. We do not collect customer data other than logs, and those logs are encrypted and transmitted to our log server at a destination of choice selected by the customer without ever writing to disk at the enforcement nodes. Logs are transmitted to our logging servers over secure connections and multicast to multiple servers for redundancy. Our dashboards provide our customers visibility into their traffic to enable troubleshooting, policy changes and other administrative actions. Our analytics capabilities allow customers to interactively mine billions of transaction logs to generate reports that provide insight on network utilization and traffic. We do not rely on batch reporting; we continuously update our dashboards and reporting and can stream logs to a third-party security information and event management, or SIEM, service as they arrive. Regardless of where users are located, customers can choose to have logs stored in the United States or the European Union/Switzerland. Customer data is isolated as part of our multi-tenant architecture.

Our platform is a critical integration point positioned in the data path providing secure access to the internet, cloud and internal applications. We complement and interoperate with key technology and cloud vendors across major market segments, including identity and access management device and endpoint management, as well as SIEM for reporting and analytics. Many of these vendors, like us, were developed in the cloud and together provide a foundation for a modern access and security architecture.

Growth Strategies

The growing use of the internet and the increasing adoption of the cloud and mobility are driving network and application transformation. As a provider of a fully integrated, multi-tenant cloud security solution, we enable our customers to accelerate this secure transformation to the cloud and believe we are uniquely positioned to maximize value as they undertake these transitions. Key elements of our growth strategy include:

- **Continue to win new customers.** We believe that we have a significant opportunity to expand our customer base, both in the United States and internationally. We have invested significantly in our sales and marketing organization to execute against this opportunity.
- **Expand in existing customers.** We leverage a land-and-expand approach with our existing customers to sell subscriptions for additional users, additional solutions and premium solution bundles that contain more functionality.
- **Leverage channel partners to participate in cloud transformation initiatives.** We have invested in establishing long-standing relationships with global telecommunications service providers and are expanding our network of global system integrators and regional telecommunications service providers and cloud-centric value-added resellers and public cloud marketplaces.
- **Expansion and innovation of services.** We continue to invest in research and development and acquire new technologies and products to add new and differentiated solutions to our existing product portfolio and to improve the overall functionality, reliability, availability and scalability of our cloud security platform.
- **Expansion into additional market segments.** We are targeting the expansion of our immediate addressable market into additional market verticals. For example, we are expanding into U.S. federal government agencies as well as into government agencies outside the U.S. We are also targeting our expansion into new geographies in the Asia Pacific and Latin America regions.

We sell to enterprises of all sizes. As of July 31, 2024, we had over 8,650 customers, including approximately 35% of the Forbes Global 2000. Many of our customers include major global enterprises that send virtually all of their internet traffic through our cloud security platform. Our customers operate in a variety of industries, including automotive, airlines and transportation, conglomerates, consumer goods and retail, energy, financial services, healthcare, insurance, manufacturing, media and communications, public sector and education, technology and telecommunications services. Approximately 50% of our revenue was from customers outside the United States for all periods presented. No end customer contributed more than 10% of our revenue in fiscal 2024, fiscal 2023 and fiscal 2022.

Sales and Marketing

Although we have a channel sales model, we use a joint sales approach in which our sales force develops relationships directly with our customers, and together with our channel account teams, works with our channel partners on account penetration, account coordination, sales and overall market development. Our customer care and success teams maintain high-touch relationships with our customers to deploy and manage our cloud platform, identify, analyze and resolve performance issues and respond to security threats. We believe customer service touchpoints are opportunities to further develop our relationship with our customers and potentially generate incremental revenue through the addition of new users and services.

Our channel partners consist of global telecommunications service providers, system integrators, value-added reseller partners and public cloud marketplaces, and we leverage their relationships to expand our reach, improve procurement and accelerate customer fulfillment.

We enter into agreements with our channel partners in the ordinary course of business. The contracts typically have a one-year term and renew automatically, subject to cancellation by either party upon 90 days' notice. These agreements contain standard commercial terms and conditions, including payment terms, billing frequency, warranties and indemnification. Our channel partners generally place purchase orders with us after receiving orders from customers. We generally maintain privity of contract with customers through end user subscription agreements.

We expect to continue investing in our channel partners as we provide them with education, training and programs, including supporting their independent sales of our solutions. We believe that such investment, and investments in our sales force, will lead to significant expansion in our customer base, which will materially impact our business and results of operations.

Our marketing strategy is focused on platform and brand awareness, which drives our opportunity pipeline and customer demand. This strategy is account-based, enabling us to pursue targeted marketing activities across both digital and non-digital channels. We anticipate increasing our marketing team headcount and are investing in programs designed to elevate our brand in the market and engage new enterprise accounts. We also participate in a number of cloud and security industry events. In addition, we have a deeply integrated ecosystem of channel partners, with whom we engage in joint marketing activities.

Data Center Operations

We operate our services across more than 160 data centers around the world, which are built to be highly resilient, have multiple levels of redundancy and provide failover to other data centers in our network. Our data centers are co-located within top-tier internet interconnection hubs that have direct connectivity, known as peering, to major telecommunication service providers, SaaS providers, public cloud providers, internet content providers and popular internet destinations. A number of our data centers are also located with our service provider partners.

Compliance

Since successful completion of an initial independent third-party assessment in 2014, our platform has received numerous industry standard and internationally recognized certifications upon successful completion of further independent third-party assessments, including ISO 27001, ISO 27701, ISO 27018, ISO 27017, SOC2, CSA-STAR, HIPAA and NIST 800-63C.

We also built a leading U.S. and international government compliance portfolio. We are authorized at the FedRAMP High level and Impact Level 5 with the DOD for ZPA. In addition, in the U.S. we are authorized at both the FedRAMP Moderate and high levels for ZIA and ZPA. We also hold ITAR, FIPS, CJIS and VPAT 508 in our U.S. Government portfolio. We also became the first cloud-based SaaS security company to achieve StateRamp for state and local governments. Internationally, we are IRAP Protected and APRA in Australia, Cyber Essentials and G-Cloud in the UK, C5 in Germany, “in process” for ITSG-33 Prob B in Canada, ISMAP in Japan, MTCS in Singapore and, most recently, Spain Gov CPSTIC catalog listing and ENS-High.

Research and Development

Our research and development organization is responsible for the design, architecture, operation and quality of our cloud platform. In addition to improving on our features and functionality, this organization works closely with our cloud operations team to ensure that our platform is reliable, available and scalable. ThreatLabZ, our internal team of security experts, researchers and network engineers, analyzes the global threat landscape, works to eliminate threats across our cloud platform and reports on emerging security issues.

Research and development expense was \$499.8 million, \$349.7 million and \$289.1 million for fiscal 2024, fiscal 2023 and fiscal 2022, respectively. Our research and development leadership team is predominantly located in San Jose, California, and we also maintain research and development centers internationally, including in India, Canada, Israel and Spain.

Competition

The market for security solutions is defined by changing technologies, an evolving threat landscape and complex enterprise needs. Our competitors and potential competitors include legacy on-premises appliance vendors and other vendors across a number of categories:

- independent IT security vendors, which offer a broad mix of network and endpoint security products;
- large networking and other vendors, which offer security appliances and/or incorporate security capabilities in their networking products and other services;
- companies with point solutions that compete with some of the features of our cloud platform, such as proxy, firewall, CASB, sandboxing and advanced threat protection, data loss prevention, encryption, load balancing and VPN; and
- other providers of IT security services that offer, or may leverage related technologies to introduce, products that compete with or are alternatives to our cloud platform.

The principal competitive factors in the markets in which we operate include:

- delivering security from the cloud regardless of location of the user;
- platform features, effectiveness and extensibility;
- platform reliability, availability and scalability;

- rapid development and delivery of new capabilities and services;
- ability to integrate with other participants in the security and networking ecosystem;
- price, total cost of ownership and network cost savings;
- brand awareness, reputation and trust in the provider’s services;
- strength of sales, marketing and channel partner relationships; and
- quality of customer support.

We believe we are positioned favorably against our competitors based on these factors. Our cloud platform integrates many of the point products offered by our competitors and potential competitors, which is a key differentiator. However, many of our competitors have substantially greater financial, technical and other resources, greater brand recognition, larger sales forces and marketing budgets, broader distribution networks, more diverse product and services offerings and larger and more mature intellectual property portfolios. They may be able to leverage these resources to gain business in a manner that discourages users from purchasing our services, including through selling at zero or negative margins, offering concessions, product bundling or maintaining closed technology platforms. Further, many organizations have invested substantial personnel and financial resources to design and operate their appliance-based network security architecture and may not be willing or ready to abandon those historical investments. As our market grows and rapidly changes, we expect it will continue to attract new companies, including smaller emerging companies, which could introduce new products and services. In addition, we may expand into new markets and encounter additional competitors in such markets.

Intellectual Property

Our success depends in part upon our ability to protect and use our core technology and intellectual property rights. We rely on a combination of patents, copyrights, trademarks, trade secret laws, contractual provisions and confidentiality procedures to protect our intellectual property rights. As of July 31, 2024, we had more than 580 issued patents and pending patent applications, including more than 260 issued patents in the United States and other countries. Our issued patents expire between 2028 and 2043 and cover various aspects of our cloud platform. In addition, we have registered “Zscaler” as a trademark in the United States and other jurisdictions, and we have registered other trademarks and filed other trademark applications in the United States. We are also the registered holder of a variety of domestic and international domain names that include “Zscaler” and similar variations. In addition to the protection provided by our intellectual property rights, we enter into confidentiality and invention assignment or similar agreements with our employees, consultants and contractors. We further control the use of our proprietary technology and intellectual property rights through provisions in our subscription and license agreements. Despite our efforts to protect our trade secrets and proprietary rights through intellectual property rights, licenses and confidentiality agreements, unauthorized parties may still copy or otherwise obtain and use our software and technology. In addition to our internally developed technology, we also license software, including open source software, from third parties that we integrate into or bundle with our cloud platform.

Our industry is characterized by the existence of a large number of patents and frequent claims and related litigation based on allegations of patent infringement or other violations of intellectual property rights. We believe that competitors will try to develop products and services that are similar to ours and that may infringe our intellectual property rights. Our competitors or other third-parties may also claim that our platform infringes their intellectual property rights. In particular, companies in our industry have extensive patent portfolios. From time to time, third parties, including certain of these companies and non-practicing entities, have in the past and may in the future, assert claims of infringement, misappropriation and other violations of intellectual property rights against us or our customers or channel partners, with whom our license or other agreements may obligate us to indemnify against these claims. Successful claims of infringement by a third-party could prevent us from offering certain services or features, require us to develop alternate, non-infringing technology, which could require significant time and during which we could be unable to continue to offer our affected subscriptions or services,

require us to obtain a license, which may not be available on reasonable terms or at all, or force us to pay substantial damages, royalties or other fees. As we face increasing competition and gain an increasingly higher profile, the possibility of intellectual property rights claims against us grows. We cannot assure you that we do not currently infringe, or that we will not in the future infringe, upon any third-party patents or other proprietary rights. See “Risk Factors—Risks Related to Our Business—Claims by others that we infringe their proprietary technology or other rights, or other lawsuits asserted against us, could result in significant costs and substantially harm our business, financial condition, results of operations and prospects” for additional information.

Government Regulation

Our business activities are subject to various federal, state, local and foreign laws, rules, and regulations. Compliance with these laws, rules and regulations has not had, and is not expected to have, a material effect on our capital expenditures, results of operations and competitive position as compared to prior periods. Nevertheless, compliance with existing or future governmental regulations, including, but not limited to, those pertaining to global trade, business acquisitions, consumer and data protection, privacy, employment, labor and taxes, could have a material impact on our business in subsequent periods. For more information on the potential impacts of government regulations affecting our business, see “Item 1A - Risk Factors.”

Human Capital

As of July 31, 2024, we had a total of 7,348 employees, including 4,595 employees located outside the United States, with the majority of non-U.S.-based employees located in India. None of our U.S.-based employees are represented by a labor union or covered by a collective bargaining agreement. We have not experienced any work stoppages and we consider our relations with our employees to be positive and collaborative.

Zscaler's vision is to create a world in which the exchange of information is always secure and seamless. Specifically, ensuring that our people and culture are aligned with this vision is critical to our success. In order to continue to innovate and to execute our business strategy, we must attract, develop and retain skilled employees, particularly in the areas of product development, engineering, sales and customer success.

We understand the importance of human capital so investing in our culture, employee development, compensation and benefits, and diversity and inclusion is essential.

Our Culture

Our culture is about creating an environment where our globally diverse workforce can contribute their best work to help our customers and our business succeed. Zscaler's cultural values are:

- Teamwork
- Ownership
- Passion
- Innovation
- Customer Obsession

We build this culture through the feedback we receive from our employees through surveys as well as informal feedback channels throughout the year. We are proud to again be certified as a 2024 “Great Place to Work” in 11 countries, including the U.S. We ultimately view and measure the success of our culture by our ability to sustain great business results.

Employee Development

We invest in our employees through a suite of programs from their first day of employment to develop their talent and skills as our business grows. Our leadership approach establishes clear expectations, enables measurement and actionable feedback, and ensures that our people managers have access to learning and resources that help them to embody our leadership principles.

In addition, new employees in our customer care and success teams are enrolled in structured sales and product training to build their knowledge. Our technical teams have access to live and online training resources and participate in frequent company tech talks where training on best practices and latest developments are shared. We build the skills and capabilities of our senior leaders through intentional investment in their development and opportunities for them to network, collaborate and problem solve together.

To supplement our internal resources, we partner with external development organizations and tools. We partner with leading executive coaching organizations to offer focused development for key leaders, as well as targeted offerings on important topics. We offer tuition reimbursement for eligible employees to further enhance their career growth through higher education.

Compensation and Benefits

We provide competitive compensation and benefits packages to attract and retain our talent. In addition to base pay, employees may be eligible for annual bonuses that are tied to our financial performance and long-term equity incentives that vest subject to continued service. Certain employees may also need to achieve defined performance metrics for parts of their long-term incentives to vest. Our employee performance management program aligns individual achievement and corporate goal attainment with compensation. Employees are assessed on both what was achieved and how they achieved it to help build a high-performance culture that delivers for our customers and is aligned to our cultural values.

We offer an employee stock purchase plan, which allows employees to contribute a percentage of their wages to purchase our stock at a discount. In addition to cash and equity compensation, we offer our employees a robust portfolio of benefits, such as health, wellbeing, parental leave and retirement programs, to meet their individual and family needs.

Diversity, Equity, Inclusion and Belonging

We are committed to an inclusive culture. We strive to foster a workplace that promotes mutual respect, open and effective communication, and a sense of belonging for all employees. We ensure that our employees' voices are heard and are always working on ways to improve their experience.

We believe that a diversity of backgrounds, experiences and thinking contributes to creating a culture that enables innovation, execution and performance. At the end of fiscal 2024, women represented 23% of our global workforce in 29 countries and underrepresented racial and ethnic minorities represented 10% of our U.S.-based employees.

We have taken steps to address the diversity challenges that we face in the cybersecurity industry because we believe diverse representation and development of our talent enriches our industry. Our recruiters strive to build a diverse talent pipeline at the top of the hiring funnel, through proactive outreach to candidates from underrepresented groups.

Our People and Culture team partners with senior leadership to develop and advance our global diversity, equity, inclusion and belonging strategy. The company supports six employee resource groups that provide a safe community where employees can celebrate what makes them unique while also connecting with colleagues who share and embrace their identity.

To further support our efforts, we offer training on topics such as managing bias. We have invested in a cohort-based leadership program that builds the capabilities of the next generation of women leaders at Zscaler. Our foundational leadership programs emphasize the role of diversity in building high-performing teams.

Health, Safety and Wellbeing

The health and safety of our employees is our top priority. We recognize the need to create a flexible working environment that balances collaboration, innovation and connectivity with personal preferences for employees to do their best work. Our employee wellness program, Wellbeing at Z, supports employees across four pillars: physical, emotional, social and financial. The program is designed to meet the health needs of our employees through connection and support with flexibility for local and targeted needs. We will continue to review and invest in programs to provide for the health, safety and wellbeing of our employees.

Corporate Information

We were incorporated in the state of Delaware in September 2007 as SafeChannel, Inc., and in August 2008, we changed our name to Zscaler, Inc. Our principal executive offices are located at 120 Holger Way, San Jose, CA 95134, and our telephone number is (408) 533-0288. Our website address is www.zscaler.com. Information contained on, or that can be accessed through, our website does not constitute part of this Annual Report on Form 10-K.

Available Information

Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statement, and all amendments to these filings, are available free of charge from our investor relations website (<https://ir.zscaler.com/financial-information/sec-filings>) as soon as reasonably practicable following our filing with or furnishing to the SEC of any of these reports. The SEC's website (<https://www.sec.gov>) contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

Zscaler investors and others should note that we announce material information to the public about our company, products and services and other issues through a variety of means, including our website (<https://www.zscaler.com>), our investor relations website (<https://ir.zscaler.com>), our blogs (<https://www.zscaler.com/blogs>), press releases, SEC filings, public conference calls and social media, in order to achieve broad, non-exclusionary distribution of information to the public. We encourage our investors and others to review the information we make public in these locations as such information could be deemed to be material information. Please note that this list may be updated from time to time.

The contents of any website referred to in this Form 10-K are not intended to be incorporated into this Annual Report on Form 10-K or in any other report or document we file.

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 the 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 common stock could decline, and you could lose all or part of your investment.

Summary of Risk Factors

Investing in our common stock involves a high degree of risk because our business is subject to numerous risks and uncertainties, as more fully described in this section below this summary. The principal factors and uncertainties that make investing in our common stock risky include, among others:

- we have a history of annual net losses and may not be able to achieve or sustain profitability in the future;
- if organizations do not adopt our cloud platform, our ability to grow our business and operating results may be adversely affected;
- if we are unable to attract new customers or our customers do not renew their subscriptions for our services and add additional users and services to their subscriptions, our future results of operations could be harmed;
- we face intense and increasing competition and could lose market share to our competitors;
- we have experienced rapid revenue and other growth in recent periods, which may not be indicative of our future performance;
- our operating results may fluctuate significantly, which could make our future results difficult to predict and could cause our operating results to fall below expectations;
- if the delivery of our services to our customers is interrupted or delayed for any reason, our business would suffer;
- the actual or perceived failure of our cloud platform to block malware or prevent a security breach or incident could harm our reputation and adversely impact our business;
- our business and growth depend in part on the success of our relationships with our channel partners;
- if our cloud platform or internal networks, systems or data are or are perceived to have been breached, our solution may be perceived as insecure, our reputation may be damaged and our financial results may be negatively impacted;
- we rely on our key technical, sales and management personnel to grow our business, and the loss of one or more key employees or the inability to attract and retain qualified personnel could harm our business;
- claims by others that we infringe their proprietary technology or other rights, or other lawsuits asserted against us, could result in significant costs and substantially harm our business;
- if we are unable to effectively manage certain risks and challenges related to our India operations, our business could be harmed;
- servicing our debt may require a significant amount of cash, and we may not have sufficient cash flow from our business or the ability to raise funds to pay our substantial debt; and

- the impact of global economic disruptions, including as a result of geopolitical uncertainty and instability, inflation, global health crises such as the COVID-19 pandemic, and governmental responses thereto, remains uncertain and may have a material adverse impact on our business.

Risks Related to Our Business

Risks Related to Our Growth

We have a history of annual net losses and may not be able to achieve or sustain profitability in the future.

We have incurred net losses in all annual periods since our inception, and we expect we will continue to incur annual net losses for the foreseeable future. We experienced net losses of \$57.7 million, \$202.3 million and \$390.3 million for fiscal 2024, fiscal 2023 and fiscal 2022, respectively. As of July 31, 2024, we had an accumulated deficit of \$1,148.1 million. Because the market for our cloud platform is rapidly evolving and cloud-based security solutions have not yet reached widespread adoption, it is difficult for us to predict our future results of operations. We expect our operating expenses to increase significantly over the next several years as we continue to hire additional personnel, particularly in research and development and sales and marketing, expand our operations and infrastructure, both domestically and internationally, and continue to develop our platform. If we fail to increase our revenue to offset the increases in our operating expenses, we may not achieve or sustain profitability in the future.

Additionally, our business strategy continues to focus primarily on long-term growth. As we execute on this strategy, we may ultimately be unable to achieve or sustain profitability at the level contemplated by industry or financial analysts and our stockholders, and as a result, our stock price may decline.

If organizations do not adopt our cloud platform, our ability to grow our business and operating results may be adversely affected.

Cloud security technologies are still evolving, and it remains difficult to predict customer demand and adoption rates for our solutions. We believe that our cloud platform offers superior protection to our customers, who are becoming increasingly dependent on the internet as they move their applications and data to the cloud. We also believe that our cloud platform represents a major shift from on-premises appliance-based security solutions. While cloud-based security solutions have seen increased adoption, traditional on-premises security appliances continue to be entrenched in the infrastructure of many of our potential customers, particularly large enterprises, because of their prior investment in and the familiarity of their IT personnel with on-premises appliance-based solutions. As a result, our sales process often involves extensive efforts to educate our customers on the benefits and capabilities of our cloud platform, particularly as we continue to pursue customer relationships with large organizations. Even with these efforts, we cannot predict long-term market acceptance of our cloud platform, or the adoption of competing products, services or technologies. If we fail to achieve broad market acceptance of our cloud platform or are unable to keep pace with industry changes, our ability to grow our business and our operating results will be materially and adversely affected.

If we are unable to attract new customers, our future results of operations could be harmed.

To increase our revenue and achieve and maintain profitability, we must add new customers. To add new customers, we must successfully convince IT decision makers that security delivered through our cloud platform provides significant advantages over legacy on-premises appliance-based security products and competing cloud-based products. Additionally, many of our customers broadly deploy our products, which requires a significant commitment of resources from our customers. These factors significantly impact our ability to add new customers and increase the time, resources and sophistication required to do so.

In addition, numerous other factors, many of which are out of our control, have impacted and may in the future impact our ability to add new customers, including potential customers' commitments to legacy IT security vendors and products, real or perceived switching costs, competition from hybrid or cloud security products, our failure to expand, retain and motivate our sales and marketing personnel, our failure to develop or expand relationships with our channel partners or to attract new channel partners, failure by us or our partners to help our customers to successfully deploy our cloud platform, negative media or industry or financial analyst commentary regarding us or our solutions, or similar solutions offered by other vendors, litigation and general economic conditions. As a result of challenging macroeconomic conditions, we have experienced and may experience in the future increased scrutiny and a longer approval process for initial purchases by new customers, particularly for larger transactions. We cannot predict how long these challenging macroeconomic conditions will persist, and customer cautiousness could continue or worsen or result in potential customers deciding to forego our services entirely.

If our efforts to attract new customers are not successful, our revenue and rate of revenue growth may decline, we may not achieve profitability and our future results of operations could be materially harmed.

If our customers do not renew their subscriptions for our services and add additional users and services to their subscriptions, our future results of operations could be harmed.

In order for us to maintain or improve our results of operations, it is important that our customers renew their subscriptions for our services when existing contract terms expire, and that we expand our commercial relationships with our existing customers. Our customers have no obligation to renew their subscriptions for our services after the expiration of their contractual subscription period, which is typically one to three years, and in the normal course of business, some customers have elected not to renew. In addition, in certain cases, customers may cancel their subscriptions without cause either at any time or upon advance written notice (commonly ranging from 30 days to 60 days), typically subject to an early termination penalty for unused services. In addition, our customers may renew for fewer users, renew for shorter contract lengths or switch to a lower-cost product suite. If our customers do not renew their subscription services, we could incur impairment losses related to our deferred contract acquisition costs. It is difficult to accurately predict long-term customer retention because of our varied customer base and given the length of our subscription contracts. Our customer retention and expansion may decline or fluctuate as a result of a number of factors, including our customers' satisfaction with our services, our prices and pricing plans, our customers' spending levels, decreases in the number of users to which our customers deploy our solutions, mergers and acquisitions involving our customers, competition and deteriorating general economic conditions, which may result in reductions in IT budgets and lower employee headcounts.

Our future success also depends in part on the rate at which our current customers add additional users or services to their subscriptions, which is driven by a number of factors, including customer satisfaction with our services, customer security and networking issues and requirements, general economic conditions and customer reaction to the price per additional user or of additional services. If our efforts to expand our relationship with our existing customers are not successful, our business may materially suffer.

We have experienced rapid revenue and other growth in recent periods, which may not be indicative of our future performance.

We have experienced rapid growth in revenue, operations and employee headcount in recent periods. In addition, the number of customers, users and internet traffic on our cloud platform has increased rapidly in recent years. Our growth may not be sustainable and may not be sufficient to achieve and sustain profitability, as we also expect our costs to increase in future periods as we expand our operations and significantly increase our headcount. In addition, we expect our recent revenue growth rates will decline in the future as the size of our revenue base increases. As a result, we believe that historical comparisons of our revenue may not be meaningful and should not be relied upon as an indication of future performance. Accordingly, you should not rely on our revenue and other growth for any prior quarter or fiscal year as an indication of our future revenue or revenue growth.

If we fail to effectively manage our growth, we may be unable to execute our business plan, maintain high levels of service, adequately address competitive challenges or maintain our corporate culture, and our business, financial condition and results of operations would be harmed.

Our growth has placed, and future growth will continue to place, a significant strain on our management and our administrative, operational and financial infrastructure. Our success will depend in part on our ability to manage this growth effectively, which will require that we continue to improve our administrative, operational, financial and management systems and controls by, among other things:

- effectively attracting, retaining, training and integrating, including collaborating with, a large number of new employees;
- further improving our key business applications, processes and IT infrastructure, including our data centers, to support our business needs;
- enhancing our information and communication systems to ensure that our employees and offices around the world are well coordinated and can effectively communicate with each other and our growing base of channel partners, customers and users; and
- appropriately documenting and testing our IT systems and business processes.

These and other improvements in our systems and controls will require significant capital expenditures and the allocation of valuable management and employee resources. If we fail to implement these improvements effectively, our ability to manage our expected growth, ensure uninterrupted operation of our cloud platform and key business systems and comply with the rules and regulations applicable to public companies could be impaired, the quality of our platform and services could suffer and we may not be able to adequately address competitive challenges.

In addition, we believe that our corporate culture has been a contributor to our success, which we believe fosters innovation, teamwork and an emphasis on customer-focused results. We also believe that our culture creates an environment that drives and perpetuates our strategy and cost-effective distribution approach. In the past we have, and in the future we may, restructure or reduce our workforce to align people, roles and projects to our strategic priorities. Any restructuring, reduction or realignment in the workforce has the potential to negatively impact employee morale or make it more difficult to attract and retain talent. As we continue to grow, we may find it difficult to maintain our corporate culture. Preservation of our corporate culture is also made more difficult following the implementation of our hybrid work environment, and many of our employees continue to work from home on a full time or part time basis. Any failure to preserve our culture could harm our future success, including our ability to retain and recruit personnel, innovate and operate effectively and execute on our business strategy. If we experience any of these effects in connection with future growth, it could materially impair our ability to attract new customers, support and retain existing customers and expand their use of our platform, all of which would materially and adversely affect our business, financial condition and results of operations.

Our operating results may fluctuate significantly, which could make our future results difficult to predict and could cause our operating results to fall below expectations.

Our operating results may 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. Some of the factors that may cause our results of operations to fluctuate from quarter to quarter include:

- broad market acceptance and the level of demand for our cloud platform;
- our ability to attract new customers, particularly large enterprises;
- our ability to retain customers and expand their usage of our platform, particularly our largest customers;

- our ability to successfully expand internationally and penetrate key markets;
- the effectiveness of our sales and marketing programs;
- the length of our sales cycle;
- the timing and availability of renewals;
- technological changes and the timing and success of new service introductions by us or our competitors or any other change in the competitive landscape of our market;
- increases in and timing of operating expenses that we may incur to grow and expand our operations and to remain competitive;
- pricing pressure as a result of competition or otherwise;
- seasonal buying patterns for IT spending, including the possible slowdown in IT spending due to the recent global economic downturn;
- the quality and level of our execution of our business strategy and operating plan;
- reputational harm as a result of actual, perceived or purported technological failure or disruption;
- adverse litigation judgments, settlements or other litigation-related costs;
- changes in the legislative or regulatory environment;
- the impact and costs related to the acquisition of businesses, talent, technologies or intellectual property rights;
- fluctuations in currency exchange rates and changes in the proportion of our revenue and expenses denominated in foreign currencies;
- changes in U.S. generally accepted accounting principles; and
- general economic conditions in either domestic or international markets, including as a result of geopolitical uncertainty and instability (such as the current conflicts between Russia and Ukraine and in the Middle East), global health crises and pandemics such as the COVID-19 pandemic, and governmental responses thereto.

Any one or more of the factors above may result in significant fluctuations in our results of operations. We also intend to continue to invest significantly to grow our business in the near future rather than optimizing for profitability or cash flows. In addition, we generally experience seasonality in terms of when we enter into agreements with customers. We typically enter into a higher percentage of agreements with new customers, as well as renewal agreements with existing customers, in the second half of our fiscal year. This seasonality is reflected to a much lesser extent, and sometimes is not immediately apparent, in revenue, due to the fact that we recognize subscription revenue ratably over the term of the subscription, which is generally one to three years. We expect that seasonality will continue to affect our operating results in the future and may reduce our ability to predict cash flow and optimize the timing of our operating expenses.

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 industry or financial analysts. If we fail to meet or exceed such expectations for these or any other reasons, the market price of our common stock could fall substantially, and we could face costly lawsuits, including securities class action suits.

Our business and growth depend in part on the success of our relationships with our channel partners.

We currently derive most of our revenue from sales through our channel partner network, and we expect for the foreseeable future most of our future revenue growth will also be driven through this network. Not only does our joint sales approach require additional investment to grow and train our sales force, but we believe that continued growth in our business is dependent upon identifying, developing and maintaining strategic relationships with our existing and potential channel partners, including global systems integrators and regional telecommunications service providers that will in turn drive substantial revenue and provide additional value-added services to our customers. Our agreements with our channel partners are generally non-exclusive, meaning our channel partners may offer customers the products of several different companies, including products that compete with our cloud platform. Our channel partners may also cease marketing or reselling our platform with limited or no notice and without penalty. If our channel partners do not effectively market and sell subscriptions to our cloud platform, choose to promote our competitors' products or fail to meet the needs of our customers, our ability to grow our business and sell subscriptions to our cloud platform may be adversely affected. For example, sales through our top five channel partners and their affiliates, in aggregate, represented 25% of our revenue for fiscal 2024, 26% of our revenue for fiscal 2023 and 28% of our revenue for fiscal 2022. In addition, our channel partner structure could subject us to lawsuits or reputational harm if, for example, a channel partner misrepresents the functionality of our cloud platform to customers or violates applicable laws or our corporate policies. Moreover, our channel partners' operations may be negatively impacted by events including pandemics, international conflicts, inflation and other events affecting the global economy in general. For example, these events could increase credit risk of end customers and create uncertainty in credit markets. Our ability to achieve revenue growth in the future will depend in large part on our success in maintaining successful relationships with our channel partners, identifying additional channel partners and training our channel partners to independently sell and deploy our platform. If we are unable to maintain our relationships with our existing channel partners or develop successful relationships with new channel partners or if our channel partners fail to perform, our business, financial position and results of operations could be materially and adversely affected.

Risks Related to Our Products and Services

We face intense and increasing competition and could lose market share to our competitors, which could adversely affect our business, financial condition and results of operations.

The market for network security solutions is intensely competitive and characterized by rapid changes in technology, customer requirements, industry standards and frequent introductions of new products and services and improvements of existing products and services. Our business model of delivering security through the cloud rather than legacy on-premises appliances, while gaining increasing support, has not yet achieved widespread market adoption. Moreover, we compete with many established network and security vendors who are aggressively competing against us with their legacy appliance-based solutions and have also introduced cloud-based services that purport to have functionality similar to our cloud platform. We are experiencing increased competition as other established and emerging companies enter the cloud-based security solutions market and introduce new products, services and technologies to address evolving customer requirements. If we are unable to anticipate or effectively react to these competitive challenges, our competitive position could weaken, and we could experience a decline in revenue or our growth rate that could materially and adversely affect our business and results of operations.

Our competitors and potential competitors include:

- independent IT security vendors, which offer a broad mix of network and endpoint security products;
- large networking and other vendors, which offer security appliances and/or incorporate security capabilities in their networking products and other services;

- companies with point solutions that compete with some of the features of our cloud platform, such as proxy, firewall, CASB, sandboxing and advanced threat protection, data loss prevention, encryption, load balancing and VPN; and
- other providers of IT security services that offer, or may leverage related technologies to introduce, products that compete with or are alternatives to our cloud platform.

Many of our existing competitors have, and some of our potential competitors could have, substantial competitive advantages such as:

- greater name recognition, longer operating histories and larger customer bases;
- larger sales and marketing budgets and resources;
- broader distribution and established relationships with channel partners and customers;
- greater customer support resources;
- greater resources to make acquisitions and enter into strategic partnerships;
- lower labor and research and development costs;
- larger and more mature intellectual property rights portfolios; and
- substantially greater financial, technical and other resources.

Our competitors may be successful in convincing IT decision makers that legacy appliance-based security products or hybrid security cloud solutions based on legacy technology are sufficient to meet their security needs and provide security performance that competes with our cloud platform. In addition, our competitors have and may develop cloud-based solutions with architectures similar to our products. Further, many organizations have invested substantial personnel and financial resources to design and operate their appliance-based networks and have established deep relationships with appliance vendors. As a result, these organizations may prefer to purchase from their existing suppliers rather than add or switch to a new supplier.

Our larger competitors have substantially broader and more diverse product and services offerings, which may allow them to leverage their relationships based on other products or incorporate functionality into existing products to gain business in a manner that discourages users from purchasing our services, including through selling at zero or negative margins, offering free services and other concessions, bundling products or maintaining closed technology platforms. Many competitors that specialize in providing protection from a single type of security threat may be able to deliver these targeted security products to the market more quickly than we can or to convince organizations that these limited products meet their needs.

Conditions in our market change rapidly and significantly as a result of technological advancements, partnering or acquisitions by our competitors or continuing market consolidation. Start-up companies that innovate and large competitors that are making significant investments in research and development may introduce similar or superior products, services and technologies that compete with our cloud platform. In addition, large companies with substantial communications infrastructure, such as global telecommunications services provider partners or public cloud providers, have entered or could choose to enter the security solutions market. Some of our current or potential competitors have made or could make acquisitions of businesses or establish cooperative relationships that may allow them to offer more directly competitive and comprehensive solutions than were previously offered and adapt more quickly to new technologies and customer needs.

These competitive pressures in our market 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. Any failure to meet and address these factors could materially harm our business and operating results.

If the delivery of our services to our customers is interrupted or delayed for any reason, our business would suffer.

Any interruption or delay in the delivery of our services will negatively impact our customers. Our solutions enable secure connections to cloud-based applications and other destinations via the internet, by directing our customers' internet traffic through our cloud platform. Our customers depend on the continuous availability of our cloud platform to access the internet, and our services are designed to operate without interruption in accordance with our service level commitments. However, our platform is complex and may contain defects or errors that are not detected until after deployment. If we fail to timely detect defects or errors before deployment, or if our entire platform were to fail, customers and users could lose access to critical services and applications until such disruption is resolved or customers deploy our disaster recovery solution that allows them to bypass our cloud platform to access the internet. The adverse effects of any service interruptions on our reputation and financial condition may be disproportionately heightened due to the nature of our business and the fact that our customers expect continuous and uninterrupted internet access and have a low tolerance for interruptions of any duration. While we do not consider them to have been material, we have experienced, and may in the future experience, service disruptions and other performance problems due to a variety of factors.

The following factors, many of which are beyond our control, can affect the delivery and availability of our services and the performance of our cloud:

- the development and maintenance of the infrastructure of the internet;
- the performance and availability of third-party telecommunications services with the necessary speed, data capacity and security for providing reliable internet access and services;
- decisions by the owners and operators of the data centers where our cloud infrastructure is deployed or by global telecommunications service provider partners who provide us with network bandwidth to terminate our contracts, discontinue services to us, shut down operations or facilities, increase prices, change service levels, limit bandwidth, declare bankruptcy or prioritize the traffic of other parties;
- the occurrence of earthquakes, floods, fires, pandemics, power loss, system failures, physical or electronic break-ins, acts of war, international conflicts (such as the current conflicts between Russia and Ukraine and in the Middle East) or terrorism, human error or interference (including by disgruntled employees, former employees or contractors) and other catastrophic events;
- cyberattacks, including denial of service attacks, targeted at us, our data centers, our global telecommunications service provider partners or the infrastructure of the internet;
- government action to limit access to the internet;
- failure by us to maintain and update our cloud infrastructure to meet our traffic capacity requirements;
- errors, defects or performance problems in our software, including those potentially introduced by our software updates and third-party software incorporated in our software, which we use to operate our cloud platform;
- improper classification of websites by our vendors who provide us with lists of malicious websites;
- improper deployment or configuration of our services by our customers;
- the failure of our redundancy systems, in the event of a service disruption at one of our data centers, to provide failover to other data centers in our data center network; and
- the failure of our disaster recovery and business continuity arrangements.

The occurrence of any of these factors, or if we are unable to efficiently and cost-effectively fix such errors or other problems that may be identified, could damage our reputation, negatively impact our relationship with our customers or otherwise materially harm our business, results of operations and financial condition.

In addition, we provide our services through a cloud-based inline proxy, and some governments, third-party products, websites or services may block proxy-based traffic under certain circumstances. For example, vendors may attempt to block traffic from our cloud platform or blacklist our IP addresses because they cannot identify the source of the proxy-based traffic. Our competitors may use this as an excuse to block traffic from their solutions or blacklist our IP addresses, which may result in our customers' traffic being blocked from our platform. If our customers experience significant instances of traffic blockages, they will experience reduced functionality or other inefficiencies, which would reduce customer satisfaction with our services and likelihood of renewal.

If we fail to develop or introduce new enhancements to our cloud platform on a timely basis, our ability to attract and retain customers, remain competitive and grow our business could be impaired.

The industry in which we compete is characterized by rapid technological change, frequent introductions of new products and services, evolving industry standards and changing regulations, as well as changing customer needs, requirements and preferences. Our ability to attract new customers and increase revenue from existing customers will depend in significant part on our ability to anticipate and respond effectively to these changes on a timely basis and continue to introduce enhancements to our cloud platform. For example, advancements in technology, such as AI and ML, are changing the way our industry identifies and responds to cyber threats, and businesses that are slow to adopt or fail to adopt these new technologies may face a competitive disadvantage. The success of our cloud platform depends on our continued investment in our research and development organization to increase the reliability, availability and scalability of our existing solutions. The success of any enhancement depends on several factors, including the timely completion and market acceptance of the enhancement. Any new service that 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 new technologies emerge that deliver competitive products and services at lower prices, more efficiently, more conveniently or more securely, these technologies could adversely impact our ability to compete effectively. Any delay or failure in the introduction of enhancements could materially harm our business, results of operations and financial condition.

If our global network of data centers, which deliver our services, was damaged or otherwise failed to meet the requirements of our business, our ability to provide services to our customers and maintain the performance of our cloud platform could be negatively impacted, which could cause our business to suffer.

We currently host our cloud platform and serve our customers from a global network of over 160 data centers. While we have electronic access to the components and infrastructure of our cloud platform that are hosted by third parties, we do not control the operation of these facilities. Consequently, we may be subject to service disruptions as well as a lack of adequate support for our data center operations due to reasons that are outside of our direct control. Our data centers are vulnerable to damage and connections to our data centers may be interrupted by a variety of sources, including earthquakes, floods, fires, power loss, system or infrastructure failures, computer viruses, physical or electronic break-ins, human error or interference (including by disgruntled employees, former employees or contractors) and other catastrophic events, including those exacerbated by the effects of climate change. Our data centers may also be subject to national or local administrative actions, changes in government regulations, including, for example, the impact of global economic and other sanctions like those levied in response to the current conflict between Russia and Ukraine, changes to legal or permitting requirements and litigation to stop, limit or delay operations. Despite precautions taken at these facilities, such as disaster recovery and business continuity arrangements, the occurrence of a natural disaster or an act of terrorism, a decision to close the facilities without adequate notice or other unanticipated problems at these facilities could result in interruptions or delays in our services, impede our ability to scale our operations or have other adverse impacts upon our business. In addition, if we do not accurately plan for our infrastructure capacity requirements or experience significant strains on our data center capacity, we

may experience delays and additional expenses in arranging new data centers, and our customers could experience performance degradation or service outages that may subject us to financial liabilities, result in customer losses and materially harm our business. For example, to manage a dramatic increase in ZPA traffic resulting from our customers' employees working from home at the outset of the COVID-19 pandemic, we temporarily increased our use of public cloud infrastructure, which is substantially more expensive than our own data centers. If we must again materially increase our use of public cloud infrastructure in the future, our results of operations could be negatively impacted.

If our cloud platform or internal networks, systems or data are or are perceived to have been breached, our solution may be perceived as insecure, our reputation may be damaged and our financial results may be negatively impacted.

It is virtually impossible for us to entirely mitigate the risk of breaches of our cloud platform or other security incidents affecting our cloud platform or our internal systems, networks or data. In addition, the functionality of our platform may be disrupted, either intentionally or due to negligence, by third parties, including disgruntled employees or contractors and other current or former employees or contractors. The security measures we use internally and have integrated into our cloud platform, which are designed to detect unauthorized activity and prevent or minimize security breaches, may not function as expected or may not be sufficient to identify or protect against certain attacks. Enterprises are subject to a wide variety of attacks on their networks and systems, and 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 generally are not recognized until launched against a target. The growth in state sponsored cyber activity, including those actions taken in connection with the current conflict between Russia and Ukraine, showcase the increasing sophistication of cyber threats. As a result, we may be unable to anticipate these techniques or implement adequate measures to prevent an electronic intrusion into our customers through our cloud platform or to prevent breaches and other security incidents affecting our cloud platform, internal networks, systems or data. Further, once identified, we may be unable to remediate or otherwise respond to a breach or other incident in a timely manner. Actual, perceived or purported security breaches of our cloud platform could result in actual, perceived or purported breaches of our customers' networks and systems.

Our internal systems are exposed to the same cybersecurity risks and consequences of a breach as our customers and other enterprises. However, since our business is focused on providing reliable security services to our customers, we believe that an actual, perceived or purported breach of, or security incident affecting, our internal networks, systems or data, could be especially detrimental to our reputation, customer confidence in our solution and our business. Additionally, many of our personnel work remotely on a hybrid or permanent basis, which may pose additional data security risks.

Further, our vendors and service providers may also be the targets of cyberattacks, and their systems and networks may be, or may have been, breached or contain exploitable defects or bugs that could result in a breach of or disruption to their or our systems and networks. Our ability to monitor our vendors' and service providers' data security is limited, and, in any event, third parties may be able to circumvent their security measures, resulting in the unauthorized access to, misuse, disclosure, loss, alteration, or destruction of our data, including confidential, sensitive, and other information about individuals. Geo-political factors including international conflicts, such as between Russia and Ukraine and in the Middle East, may increase the risk of such cyberattacks.

Any actual, perceived or purported security breaches or other security incidents that we suffer with regard to our platform, systems, networks or data, including any such actual, perceived or purported security breaches or security incidents that result, or are believed to result, in actual, perceived or purported breaches of our customers' networks or systems, could result in:

- the expenditure of significant financial resources in efforts to analyze, correct, eliminate, remediate or work around errors or defects, to address and eliminate vulnerabilities and to address any applicable legal or contractual obligations relating to any actual, perceived or purported security breach or other security incident;
- negative publicity and damage to our reputation, brand, and market position;

- harm to our relationships with, and a loss of, existing or potential customers or channel partners;
- delayed or lost sales and harm to our financial condition and results of operations;
- a delay in attaining, or the failure to attain, market acceptance; and
- legal claims and demands (including for stolen assets or information, repair of system damages and compensation to customers, customers of customers and business partners), litigation (including stockholder claims), regulatory inquiries or investigations and other liability.

Any of the above could materially and adversely affect our business, financial condition and results of operations.

While we maintain insurance, our insurance may be insufficient to cover all liabilities incurred in relation to actual, perceived or purported security breaches or other security incidents. We also cannot be certain that our insurance coverage will be adequate for liabilities actually incurred, that insurance will continue to be available to us on economically reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, including our financial condition, operating results and reputation.

If our cloud platform does not interoperate with our customers' network and security infrastructure or with third-party products, websites or services, our cloud platform may become less competitive and our results of operations may be harmed.

Our cloud platform must interoperate with our customers' existing network and security infrastructure. These complex systems are developed, delivered and maintained by the customer and a myriad of vendors and service providers. As a result, the components of our customers' infrastructure have different specifications, rapidly evolve, utilize multiple protocol standards, include multiple versions and generations of products and may be highly customized. We must be able to interoperate and provide our security services to customers with highly complex and customized networks, which requires careful planning and execution between our customers, our customer support teams and our channel partners. Further, when new or updated elements of our customers' infrastructure or new industry standards or protocols are introduced, we may have to update or enhance our cloud platform to allow us to continue to provide services to customers. Our competitors or other vendors may refuse to work with us to allow their products to interoperate with our solutions, which could make it difficult for our cloud platform to function properly in customer networks that include these third-party products.

We may not deliver or maintain interoperability quickly or cost-effectively, or at all. These efforts require capital investment and engineering resources. If we fail to maintain compatibility of our cloud platform with our customers' network and security infrastructures, our customers may not be able to fully utilize our solutions, and we may, among other consequences, lose or fail to increase our market share and experience reduced demand for our services, which would materially harm our business, operating results and financial condition.

Risks Related to Our Sales and Operations

If we are not able to maintain and enhance our brand, our business and results of operations may be adversely affected.

We believe that maintaining and enhancing our reputation as a provider of high-quality security solutions is critical to our relationship with our existing customers and channel partners and our ability to attract new customers and channel partners. The successful promotion of our brand will depend on a number of factors, including our marketing efforts, our ability to continue to develop high-quality features and solutions for our cloud platform, uninterrupted delivery of our cloud services and our ability to successfully differentiate our platform from competitive products and services. Our brand promotion activities may not be successful or yield increased revenue. In addition, independent industry or financial analysts often provide reviews of our platform, as well as products and services of our competitors, and perception of our platform in the marketplace may be significantly influenced by these reviews. If these reviews are negative, or less positive as compared to those of our competitors' products and services, our brand may be adversely affected. Additionally, the performance of our channel partners may affect our brand and reputation if customers do not have a positive experience with our channel partners' services. The promotion of our brand requires us to make substantial expenditures, and we anticipate that the expenditures will increase as our market becomes more competitive, we expand into new markets and more sales are generated through our channel partners. To the extent that these activities yield increased revenue, this revenue may not offset the increased expenses we incur. If we do not successfully maintain and enhance our brand, our business may not grow, we may have reduced pricing power relative to competitors and we could lose customers or fail to attract potential customers, all of which would materially and adversely affect our business, results of operations and financial condition.

If we do not effectively develop and expand our sales and marketing capabilities, we may be unable to add new customers or increase sales to our existing customers, and our business will be adversely affected.

To increase the number of customers and increase the market acceptance of our platform, we will need to expand our sales and marketing operations, including our domestic and international sales force. Although we have a channel sales model, our sales representatives typically engage in direct interaction with our prospective customers. Therefore, we continue to be substantially dependent on our sales force to obtain new customers. Increasing our customer base and achieving broader market acceptance of our cloud platform will depend, to a significant extent, on our ability to expand and further invest in our sales and marketing operations and activities. There is significant competition for sales personnel with the advanced sales skills and technical knowledge we need. We believe that selling a cloud-based security solution requires particularly talented sales personnel with the ability to communicate the transformative potential of our cloud platform. Our ability to achieve significant growth in revenue in the future will depend, in large part, on our success in recruiting, training and retaining enough talented sales personnel in both the U.S. and international markets.

New hires require significant training and may take significant time before they achieve full productivity. As a result, our new hires and planned hires may not become as productive as we would like, and we may be unable to hire or retain enough qualified individuals in the future. As a result of our rapid growth, a large percentage of our sales and marketing team is new to our company and selling our solutions, and therefore this team may be less effective than our more seasoned employees. Furthermore, hiring sales personnel in new countries, or expanding our existing presence, requires upfront and ongoing expenditures that we may not recover if the sales personnel fail to achieve full productivity. We cannot predict whether, or to what extent, our sales will increase as we expand our sales force or how long it will take for sales personnel to become productive. The effectiveness of our sales and marketing has also varied over time and, together with the effectiveness of any partners or resellers we may engage, may vary in the future. Our business and operating results may be harmed if our efforts do not generate a correspondingly significant increase in revenue. We may not achieve anticipated revenue growth from expanding our sales force if we are unable to hire, develop and retain talented sales personnel, if our new sales personnel are unable to achieve desired productivity levels in a reasonable period of time, or if our sales and marketing programs are not effective.

Our sales cycles can be long and unpredictable, and our sales efforts require considerable time and expense.

The timing of our sales and related revenue recognition is difficult to predict because of the length and unpredictability of the sales cycle for our cloud platform, particularly with respect to large organizations. Our sales efforts typically involve educating our prospective customers about the uses, benefits and the value proposition of our cloud platform. Customers often view the subscription to our cloud platform as a significant decision as part of a strategic transformation initiative and, as a result, frequently require considerable time to evaluate, test and qualify our platform prior to entering into or expanding a relationship with us. Large enterprises and government entities in particular often undertake a significant evaluation process that further lengthens the sales cycle. In addition, the impact of macroeconomic conditions could materially and adversely affect our business, operating results and financial condition by reducing sales, lengthening sales cycles and lowering prices for our services. We have experienced and may experience in the future increased scrutiny and a longer approval process for initial purchases by new customers, as a result of challenging macroeconomic conditions, and we cannot predict how long these economic conditions may persist.

Our sales force develops relationships directly with our customers, and together with our channel account teams, works with our channel partners on account penetration, account coordination, sales and overall market development. We spend substantial time and resources on our sales efforts without any assurance that our efforts will produce a sale. Platform purchases are frequently subject to budget constraints, multiple approvals and unanticipated administrative, processing and other delays. As a result, it is difficult to predict whether and when a sale will be completed and when revenue from a sale will be recognized.

Sales to larger customers involve risks that may not be present, or that are present to a lesser extent, with sales to smaller customers, which can act as a disincentive to our sales team to pursue these larger customers. These risks include:

- competition from companies that traditionally target larger enterprises and that may have pre-existing relationships or purchase commitments from such customers;
- increased purchasing power and leverage held by larger customers in negotiating contractual arrangements with us;
- more stringent requirements in our support obligations; and
- longer sales cycles and the associated risk that substantial time and resources may be spent on a potential customer that elects not to purchase our solutions.

The failure of our efforts to secure sales after investing resources in a lengthy sales process could materially and adversely affect our business and operating results.

Because we recognize revenue from subscriptions for our services over the term of the subscription, downturns or upturns in new business may not be immediately reflected in our operating results and may be difficult to discern.

We generally recognize revenue from customers ratably over the terms of their subscriptions, which are typically one to three years. As a result, a substantial portion of the revenue we report in each period is attributable to the recognition of deferred revenue relating to agreements that we entered into during previous periods. Consequently, any increase or decline in new sales or renewals in any one period may not be immediately reflected in our revenue for that period. Any such change, however, may affect our revenue in future periods. Additionally, subscriptions that are invoiced annually in advance or multi-year in advance contribute significantly to our short-term and long-term deferred revenue. Accordingly, the effect of downturns or upturns in new sales and potential changes in our rate of renewals may not be fully reflected in our results of operations until future periods. We may also be unable to reduce our cost structure in line with a significant deterioration in sales or renewals. Our subscription model also makes it difficult for us to rapidly increase our revenue through additional sales in any period, as revenue from new customers must be recognized over the applicable subscription term.

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 and our business could suffer.

Our customer agreements contain service level commitments, which contain specifications regarding the availability and performance of our cloud platform. Any failure of or disruption to our infrastructure could impact the performance of our platform and the availability of services to customers. If we are unable to meet our stated service level commitments or if we suffer extended periods of poor performance or unavailability of our platform, we may be contractually obligated to provide affected customers with service credits for future subscriptions, and, in certain cases, refunds. In addition, the limitation of liability provisions in our customer agreements may not fully or effectively protect us from claims as a result of federal, state or local laws or ordinances or unfavorable judicial decisions in the United States or other countries. To date, there has not been a material failure to meet our service level commitments, and we do not currently have any material liabilities accrued on our balance sheet for such commitments. Our revenue, other results of operations and financial condition could be harmed if we suffer performance issues or downtime that exceeds the service level commitments under our agreements with our customers.

Our ability to maintain customer satisfaction depends in part on the quality of our customer support, including the quality of the support provided on our behalf by certain channel partners. Failure to maintain high-quality customer support could have an adverse effect on our business, financial condition and results of operations.

If we do not provide superior support to our customers, our ability to renew subscriptions, increase the number of users and sell additional services to customers may be adversely affected. We believe that successfully delivering our cloud solution requires a highly skilled level of customer support and engagement. We or our channel partners must assist our customers to deploy our cloud platform, resolve performance issues, address interoperability challenges with a customer's existing network and security infrastructure and respond to security threats and cyberattacks. Many enterprises, particularly large organizations, have very complex networks and require high levels of focused support, including premium support offerings, to fully realize the benefits of our cloud platform. Any failure by us to maintain the expected level of support could reduce customer satisfaction and hurt our customer retention, particularly with respect to our large enterprise customers. Additionally, if our channel partners do not provide support to the satisfaction of our customers, we may be required to provide this level of support to those customers, which would require us to hire additional personnel and to invest in additional resources. We may not be able to hire such resources fast enough to keep up with demand, particularly if the sales of our platform exceed our internal forecasts. We may also not be successful in our efforts to fully onboard new hires and provide adequate training to our employees, many of whom continue to work remotely. To the extent that we or our channel partners are unsuccessful in hiring, training and retaining adequate support resources, our ability and the ability of our channel partners to provide adequate and timely support to our customers will be negatively impacted, and our customers' satisfaction with our cloud platform could be adversely affected. We currently rely in part on contractors provided by third-party service providers internationally to provide support services to our customers, and we expect to expand our international customer service support team to other countries. Any failure to properly train or oversee such contractors could result in a poor customer experience and an adverse impact on our reputation and ability to renew subscriptions or engage new customers. Furthermore, as we sell our solutions internationally, our support organization faces additional challenges, including those associated with delivering support, training and documentation in languages other than English. Any failure to maintain high-quality customer support, or a market perception that we do not maintain high-quality support, could materially harm our reputation, adversely affect our ability to sell our solutions to existing and prospective customers and could harm our business, financial condition and results of operations.

We rely on our key technical, sales and management personnel to grow our business, and the loss of one or more key employees or the inability to attract and retain qualified personnel could harm our business.

Our future success is substantially dependent on our ability to attract, retain and motivate the members of our management team and other key employees throughout our organization. In particular, we are highly dependent on the services of Jay Chaudhry, our chief executive officer and chairman of our board of directors, who is critical to our future vision and strategic direction. We rely on our leadership team in the areas of operations, security, marketing, sales, support and general and administrative functions, and on individual contributors on our research and development team. Although we have entered into employment agreements with our key personnel, these agreements have no specific duration and constitute at-will employment. We do not maintain key person life insurance policies on any of our employees. The loss of one or more of our executive officers or key employees could seriously harm our business. In the last year, we have added several new senior management employees. Any significant leadership change or senior management transition involves risk, especially nearly simultaneous changes involving so many leaders and employees, and any failure to transition effectively or to retain these new leaders could hinder our strategic planning, business execution and future performance.

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 are located, and in other locations where we operate, is intense, especially for experienced sales professionals and for engineers experienced in designing and developing cloud applications, security software and AI and ML solutions. In addition, the United States and other regions in which we operate have in the past and may again in the future experience acute workforce shortages for highly skilled workers, which in turn, can create hyper-competitive wage environments that may impact our ability to attract and retain employees. We have from time to time experienced, and we may continue to experience, difficulty in hiring and retaining employees with appropriate qualifications. For example, in recent years, recruiting, hiring and retaining employees with expertise in the cybersecurity industry has become increasingly difficult as the demand for cybersecurity professionals has increased as a result of the ongoing cybersecurity attacks on global corporations and governments. Many of the companies with which we compete for experienced personnel have greater resources than we have. In addition, job candidates and existing employees often consider the value of the equity awards they receive in connection with their employment. Volatility or lack of performance in our stock price may also affect our ability to attract and retain our key employees.

If we fail to successfully attract, integrate or retain qualified personnel to fulfill our current or future needs, or if we need to materially increase the value of the compensation packages necessary to attract and retain these employees, our business, operating results and financial condition could be materially and adversely affected.

Our business depends, in part, on sales to the public sector and significant changes in the contracting or fiscal policies of such public sector organizations could have an adverse effect on our business and operating results.

We derive a significant portion of our revenue from contracts with government organizations, and we believe the success and growth of our business will in part depend on our successful procurement of additional public sector customers. However, demand from government organizations is often unpredictable, and we cannot assure you that we will be able to maintain or grow our revenue from the public sector. Sales to government entities are subject to substantial risks, including the following:

- selling to government agencies can be highly competitive, expensive and time-consuming, often involving significantly longer procurement cycles than commercial sales, and significant upfront time and expense without any assurance that such efforts will generate a sale;
- U.S. or other government requirements relating to the formation, administration and performance of contracts with the public sector affect how we and our channel partners do business with governmental agencies;

- U.S. or other government certification requirements applicable to our cloud platform, including the Federal Risk and Authorization Management Program (FedRAMP), are often difficult and costly to obtain and maintain and failure to do so will restrict our ability to sell to government customers;
- government demand and payment for our services may be impacted by public sector budgetary cycles and annual funding authorizations, including the impacts of possible government shutdowns, and government sales are inherently at risk of securing funding;
- sales to the U.S. and other governments are subject to procurement regulations, which impose heightened compliance obligations on us and our channel partners;
- governments routinely investigate and audit government contractors' administrative processes and compliance with procurement regulations and any unfavorable investigation or audit could result in fines, civil or criminal liability, further investigations, damage to our reputation and debarment from further government business; and
- government customers procuring commercial items get the benefit of more favorable terms and conditions by operation of law, regardless of agreed upon contractual terms.

The occurrence of any of the foregoing could cause governments and governmental agencies to delay or refrain from purchasing our solutions in the future and could result in temporary suspension or permanent debarment from sales to government organizations. Any such penalties, disruptions or limitations in our or our channel partners' ability to do business with the public sector could have a material adverse effect on our business, operating results, financial condition and prospects.

Our international operations expose us to significant risks, and failure to manage those risks could materially and adversely impact our business.

Historically, we have derived a significant portion of our revenue from outside the United States. We derived approximately 50%, 50% and 51% of our revenue from our international customers in fiscal 2024, fiscal 2023 and fiscal 2022, respectively. As of July 31, 2024, approximately 63% of our full-time employees were located outside of the United States. We are continuing to adapt to and develop strategies to address international markets and our growth strategy includes continued expansion into target geographies, but there is no guarantee that such efforts will be successful. We expect that our international activities will continue to grow in the future, as we continue to pursue opportunities in international markets. These international operations will require significant management attention and financial resources and are subject to substantial risks, including:

- political, economic and social uncertainty or international conflict, such as the current conflicts between Russia and Ukraine and in the Middle East;
- unexpected costs for the localization of our services, including translation into foreign languages and adaptation for local practices and regulatory requirements;
- greater difficulty in enforcing contracts and accounts receivable collection, and longer collection periods;
- reduced or uncertain protection for intellectual property rights in some countries;
- greater risk of unexpected changes in regulatory practices, tariffs and tax laws and treaties;
- greater risk of a failure of foreign employees, partners, distributors and resellers to comply with both U.S. and foreign laws, including antitrust regulations, anti-bribery laws, export and import control laws, trade and economic sanctions and any applicable trade regulations ensuring fair trade practices;

- requirements to comply with foreign privacy, data protection, cybersecurity and information security laws and regulations and the risks and costs of noncompliance;
- increased expenses incurred in establishing and maintaining office space and equipment for our international operations;
- difficulties in complying with regulations relating to AI and ML;
- greater difficulty in identifying, attracting and retaining local qualified personnel, and the costs and expenses associated with such activities;
- differing employment practices and labor relations issues;
- difficulties in managing and staffing international offices and increased travel, infrastructure and legal compliance costs associated with multiple international locations;
- fluctuations in exchange rates between the U.S. dollar and foreign currencies in markets where we do business, including the British Pound, Indian Rupee and Euro, and related impact on sales cycles; and
- the impact of natural disasters and public health pandemics and epidemics on customers, partners, suppliers, employees, travel and the global economy.

As we continue to develop and grow our business globally, our success will depend, in large part, on our ability to anticipate and effectively manage these risks. The expansion of our existing international operations and entry into additional international markets will require significant management attention and financial resources. Our failure to successfully manage our international operations and the associated risks could limit the future growth of our business.

Future acquisitions, strategic investments, partnerships or alliances could be difficult to identify and integrate, divert the attention of key management personnel, disrupt our business, dilute stockholder value and adversely affect our operating results, financial condition and prospects.

Our business strategy includes acquiring other complementary solutions, technologies or businesses. We have in the past acquired, and expect in the future to acquire, businesses that we believe will complement or augment our existing business. In order to expand our security offerings and features, we also may enter into relationships with other businesses, which could involve preferred or exclusive licenses, additional channels of distribution or investments in other companies. Negotiating these transactions can be time-consuming, difficult and costly, and our ability to close these transactions may be subject to third-party approvals, such as government regulatory approvals, which are beyond our control. Consequently, we cannot assure you that these transactions, once undertaken and announced, will close.

These kinds of acquisitions or investments may result in unforeseen operating difficulties and expenditures. In particular, we may encounter difficulties assimilating or integrating the businesses, technologies, products and services, personnel or operations of companies that we may acquire, particularly if the key personnel of an acquired business choose not to work for us. We may have difficulty retaining the customers of any acquired business or using or continuing the development of the acquired technologies. Acquisitions may also disrupt our ongoing business, divert our resources and require significant management attention that would otherwise be available for development of our business. We may not successfully evaluate or utilize the acquired technology or personnel, or accurately forecast the financial impact of an acquisition transaction, including accounting charges. Any acquisition or investment could expose us to unknown liabilities. Moreover, we cannot assure you that the anticipated benefits of any acquisition or investment would be realized or that we would not be exposed to unknown liabilities. In connection with these types of transactions, we may:

- issue additional equity securities that would dilute our stockholders;
- use cash that we may need in the future to operate our business;

- incur debt on terms unfavorable to us or that we are unable to repay;
- incur large charges or substantial liabilities;
- encounter difficulties integrating diverse business cultures;
- experience delays in extending our internal control over financial reporting to new acquisitions or investments;
- experience delays in our quarterly close process and related filings with the SEC; and
- become subject to adverse tax consequences, substantial depreciation or deferred compensation charges.

These challenges related to acquisitions or investments could adversely affect our business, operating results, financial condition and prospects.

If we are unable to effectively manage certain risks and challenges related to our India operations, our business could be harmed.

We believe that our significant presence in India provides important advantages for our business, such as direct access to a large pool of skilled professionals. However, it also creates certain risks that we must effectively manage. As of July 31, 2024, 37% of our global work force is based in India and is comprised mostly of R&D, finance and operations professionals. Wage costs in India for skilled professionals are currently lower than in the United States for comparably skilled professionals. However, wages and benefit costs in India are increasing at a faster rate than in the United States, which could result in us incurring increased costs for technical professionals. There is intense competition in India for skilled technical professionals, and we expect such competition to increase. As a result, we may be unable to retain our current employee base in India or hire additional new talent or do so cost-effectively. In addition, India has recently experienced significant inflation and low growth. India also has experienced natural disasters, civil unrest and terrorism and, in the past, has been involved in conflicts with neighboring countries. If we are unable to effectively manage any of the foregoing risks related to our India operations, our development efforts and operations could be impaired, which could materially and negatively impact our growth and operating results.

Our failure to raise additional capital necessary to expand our operations and invest in new solutions could reduce our ability to compete and could harm our business.

We expect that our existing cash, cash equivalents and short-term investments will be sufficient to meet our anticipated cash needs for working capital, capital expenditures and Notes repayment requirements for at least the next 12 months. We may, however, need to raise additional funds to fund our operating expenses, make capital purchases, acquire or invest in business or technology, and we may not be able to obtain those funds on favorable terms, or at all. If we raise additional equity financing, our stockholders may experience significant dilution of their ownership interests and the per share value of our common stock could decline. Furthermore, if we engage in additional debt financing, the holders of our debt would have priority over the holders of our common stock, and we may be required to accept terms that restrict our ability to incur additional indebtedness or our ability to pay any dividends on our common stock, though we do not intend to pay dividends in the foreseeable future. We may also be required to take other actions, any of which could harm our business and operating results. If we need to access the capital markets, there can be no assurance that financing may be available on attractive terms, if at all. If we are unable to obtain adequate financing, or financing on terms satisfactory to us, when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly limited, and our business, operating results, financial condition and prospects could be materially and adversely affected.

The actual or perceived failure of our cloud platform to block malware or prevent a security breach or incident could harm our reputation and adversely impact our business, financial condition and results of operations.

Our cloud platform may fail to detect or prevent security breaches or incidents for any number of reasons. Our cloud platform is complex and may contain performance issues that are not detected until after its deployment. We also provide frequent solution updates and fundamental enhancements, which increase the possibility of errors, and our reporting, tracking, monitoring and quality assurance procedures may not be sufficient to ensure we detect any such defects in a timely manner. The performance of our cloud platform can be negatively impacted by our failure to enhance, expand or update our cloud platform, bugs, errors or defects in our software, improper classification of websites by our vendors who provide us with lists of malicious websites, improper deployment or configuration of our services and many other factors.

In addition, the techniques used by cyber threat actors, including state sponsored actors, to access or sabotage networks and other systems change frequently and generally are not recognized until launched against a target. As a result, there is a risk that a cyber threat could emerge that our services are unable to detect or prevent until after some of our customers are impacted. The growth in state sponsored cyber activity showcases the increasing sophistication of cyber threats and dramatically expands the global threat landscape. Moreover, as our services are adopted by an increasing number of enterprises, it is possible that the individuals and organizations behind cyber threats will focus on finding ways to defeat our services. If this happens, our cloud platform could be targeted by attacks specifically designed to disrupt our business and create the perception that our cloud platform is not capable of providing superior security, which, in turn, could have a serious impact on our reputation as a provider of security solutions. Further, high profile security breaches or incidents, in particular those of cloud-based service providers, may cause our customers and potential customers to lose trust in cloud solutions generally, and with respect to security in particular, which could materially and adversely impact our ability to retain existing customers or attract new customers.

Increasingly, enterprises are subject to a wide variety of attacks on their networks and systems, including traditional threat actors, malicious code (such as viruses and worms), social engineering attacks (such as deep fakes), targeted phishing attacks made more sophisticated with the development of AI and ML, distributed denial-of-service attacks, advanced attacks conducted or sponsored by nation-states, advanced persistent threat intrusions, ransomware and other malware and theft or misuse of intellectual property or business or personal data, including by disgruntled employees, former employees or contractors. No security solution, including our cloud platform, can address all possible security threats or block all methods of penetrating a network or otherwise perpetrating a security breach or incident. Our customers typically rely on complex network and security infrastructures, which include products and services from multiple vendors, to secure their networks. If any of our customers becomes infected with malware or experiences a security breach or incident, they could be disappointed with our services, regardless of whether our services are intended to block the attack or would have blocked the attack if the customer had properly configured our cloud platform. Additionally, if any enterprises that are publicly known to use our services are the subject of a cyberattack that becomes publicized, our current or potential customers may look to our competitors for alternatives to our services.

From time to time, industry or financial analysts and research firms test our solutions against other security products. Our services may fail to detect or prevent threats in any particular test for a number of reasons, including misconfiguration. To the extent potential customers, industry or financial analysts or testing firms believe that the occurrence of a failure to detect or prevent any particular threat is a flaw or indicates that our services do not provide significant value, our reputation and business could be materially harmed.

Any real or perceived flaws in our cloud platform or any real, perceived or purported security breaches or other security incidents of our customers could result in:

- a loss of existing or potential customers or channel partners;

- delayed or lost sales and harm to our financial condition and results of operations;
- a delay in attaining, or the failure to attain, market acceptance;
- the expenditure of significant financial resources in efforts to analyze, correct, eliminate, remediate or work around errors or defects, to address and eliminate vulnerabilities and to address any applicable legal or contractual obligations relating to any actual, perceived or purported security breach or incident;
- negative publicity and damage to our reputation and brand; and
- legal claims and demands (including for stolen assets or information, repair of system damages, and compensation to customers and business partners), litigation, regulatory inquiries or investigations and other liability.

Any of the above results could materially and adversely affect our business, financial condition and results of operations.

Additionally, with data security being a critical competitive factor in our industry, we make public statements in our policies, on our website, and elsewhere describing the security of our platform and the performance of our solutions. As a result, we may face claims, including claims of unfair or deceptive trade practices alleging these statements are not accurate, brought by the U.S. Federal Trade Commission, state, local or foreign regulators and private litigants.

Issues in the development, use and execution of AI and ML, combined with an uncertain regulatory environment, may harm our business.

We are increasingly utilizing and have recently begun building and executing AI and ML capabilities, including, for example, those relating to generative AI and large language models, into our product offerings. The rapid evolution of AI and ML requires the application of resources to develop, test and maintain our products and services to help ensure that AI and ML are implemented responsibly in order to benefit our business, while also minimizing any unintended or harmful impact. As with many developing technologies, AI and ML present risks and challenges, many of which may be unknown, that could affect their further development, adoption, and use. These risks and challenges could undermine public confidence in AI and ML, which could slow or even halt its adoption and negatively affect our business. Further, a quickly evolving legal and regulatory environment may cause us to incur increased research and development costs, or divert resources from other development efforts, to address social and ethical issues related to AI and ML. The use of AI technologies also presents emerging ethical issues that could become controversial. As a result of these and other challenges associated with our use and implementation of AI and ML, we may in the future be subject to legal liability, competitive harm, regulatory action, including new proposed rules and legislation regulating AI in jurisdictions such as the European Union, new applications of existing data protection, privacy, cybersecurity, information security, intellectual property, and other laws, and brand or reputational harm.

We incorporate technology from third parties into our cloud platform, and our inability to obtain or maintain rights to the technology could harm our business.

We license software and other technology from third parties that we incorporate into or integrate with, our cloud platform. We cannot be certain that our licensors are not infringing the intellectual property rights of third parties or that our licensors have sufficient rights to the licensed intellectual property in all jurisdictions in which we may sell our services. In addition, many licenses are non-exclusive, and therefore our competitors may have access to the same technology licensed to us. Some of our agreements with our licensors may be terminated for convenience by them, or otherwise provide for a limited term. If we are unable to continue to license any of this technology for any reason, our ability to develop and sell our services containing such technology could be harmed. Similarly, if we are unable to license necessary technology from third parties now or in the future, we may be forced to acquire or develop alternative technology, which we may be unable to do in a commercially feasible manner or at all, and we may be required to use alternative technology of lower quality or performance standards. This could limit and delay our ability to offer new or competitive products and services and increase our costs of

production. As a result, our business and results of operations could be significantly harmed. Additionally, as part of our longer-term strategy to grow our business, we may consider opening our cloud platform to third-party developers and applications to further extend its functionality, but we cannot be certain that such efforts to grow our business will be successful.

Some of our technology incorporates "open source" software, and we license some of our software through open source projects, which could negatively affect our ability to sell our platform and subject us to possible litigation.

Our solutions incorporate software licensed by third parties under open source licenses, including open source software included in software we receive from third-party commercial software vendors. Use of open source software may entail greater risks than use of third-party commercial software, as open source licensors generally do not provide support, updates or warranties or other contractual protections regarding infringement claims or the quality of the code. In addition, the wide availability of open source software used in our solutions could expose us to security vulnerabilities. Furthermore, the terms of many open source licenses have not been interpreted by U.S. and other courts, and there is a risk that such licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to market or 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, by the terms of some open source licenses, under certain conditions we could be required to release the source code of our proprietary software, and to make our proprietary software available under open source licenses, including authorizing further modification and redistribution. In the event that portions of our proprietary software are determined to be subject to such requirements by an open source license, we could be required to publicly release the affected portions of our source code, re-engineer all or a portion of our platform or otherwise be limited in the licensing of our services, each of which provide an advantage to our competitors or other entrants to the market, create security vulnerabilities in our solutions and could reduce or eliminate the value of our services. Further, if we are held to have breached or otherwise failed to comply with the terms of an open source software license, we could be required to release certain of our proprietary source code under open source licenses, pay monetary damages, seek licenses from third parties to continue offering our services on terms that are not economically feasible or be subject to injunctions that could require us to discontinue the sale of our services if re-engineering could not be accomplished on a timely basis. Many of the risks associated with use of open source software cannot be eliminated and could negatively affect our business. Moreover, we cannot assure you that our processes for controlling our use of open source software in our platform will be effective. Responding to any infringement or noncompliance claim by an open source vendor, regardless of its validity, or discovering open source software code in our platform could harm our business, operating results and financial condition by, among other things:

- resulting in time-consuming and costly litigation;
- diverting management's time and attention from developing our business;
- requiring us to pay monetary damages or enter into royalty and licensing agreements that we would not normally find acceptable;
- causing delays in the deployment of our platform or service offerings to our customers;
- requiring us to stop offering certain services or features of our platform;
- requiring us to redesign certain components of our platform using alternative non-infringing or non-open source technology, which could require significant effort and expense;
- requiring us to disclose our software source code and the detailed program commands for our software; and
- requiring us to satisfy indemnification obligations to our customers.

We rely on a limited number of suppliers for certain components of the equipment we use to operate our cloud platform, and any disruption in the availability of these components could delay our ability to expand or increase the capacity of our global data center network or replace defective equipment in our existing data centers.

We rely on a limited number of suppliers for several components of the equipment we use to operate our cloud platform and provide services to our customers. Our reliance on these suppliers exposes us to risks, including reduced control over production costs and constraints based on the then-current availability, terms and pricing of these components. For example, we generally purchase these components on a purchase order basis, and do not have long-term contracts guaranteeing supply. In addition, the technology industry has experienced component shortages, delivery delays and price increases in the past, and we may experience shortages, delays or materially increased costs, including as a result of natural disasters, acts of war or international conflicts, epidemics or global pandemics, increased demand in the industry or if our suppliers do not have sufficient rights to supply the components in all jurisdictions in which we may host our services. While global economic conditions have not yet had a material impact on our supply chain, these conditions have increased our costs in the past and could result in disruptions and delays for components in the future. For instance, there is a risk that current geopolitical, diplomatic and other developments affecting the relationship between China and Taiwan may materially and negatively impact the availability of certain critical components that we use in our data centers, which we source from overseas. If our supply of certain components is disrupted or delayed, there can be no assurance that additional supplies or components can serve as adequate replacements for the existing components or that supplies will be available on terms that are favorable to us, if at all. Any disruption or delay in the supply of our components may delay opening new data centers, delay increasing capacity or replacing defective equipment at existing data centers or cause other constraints on our operations that could damage our channel partner or customer relationships.

Claims by others that we infringe their proprietary technology or other rights, or other lawsuits asserted against us, could result in significant costs and substantially harm our business, financial condition, results of operations and prospects.

A number of companies in our industry hold a large number of patents and also protect their copyright, trade secret and other intellectual property rights, and companies in the networking and security industry frequently enter into litigation based on allegations of patent infringement or other violations of intellectual property rights. In addition, patent holding companies seek to monetize patents they previously developed, have purchased or otherwise obtained. Many companies, including our competitors, may now, and in the future, have significantly larger and more mature patent, copyright, trademark and trade secret portfolios than we have, which they may use to assert claims of infringement, misappropriation and other violations of intellectual property rights against us. In addition, intellectual property litigation may involve non-practicing entities or other patent owners who have no relevant product offerings or revenue and against whom our own patents may therefore provide little or no deterrence or protection. As we face increasing competition and gain an increasingly higher profile the possibility of intellectual property rights claims against us grows. Third parties have asserted in the past and may in the future assert claims of infringement of intellectual property rights against us and these claims, even without merit, could harm our business, including by increasing our costs, reducing our revenue, creating customer concerns that result in delayed or reduced sales, distracting our management from the running of our business and requiring us to cease use of important intellectual property. In addition, because patent applications can take years to issue and are often afforded confidentiality for some period of time, there may currently be pending applications, unknown to us, that later result in issued patents that could cover one or more of our services. Moreover, in a patent infringement claim against us, we may assert, as a defense, that we do not infringe the relevant patent claims, that the patent is invalid or both. The strength of our defenses will depend on the patents asserted, the interpretation of these patents, and our ability to invalidate the asserted patents. However, we could be unsuccessful in advancing non-infringement and/or invalidity arguments in our defense. In the United States, issued patents enjoy a presumption of validity, and the party challenging the validity of a patent claim must present clear and convincing evidence of invalidity, which is a high burden of proof. Conversely, the patent owner need only prove infringement by a preponderance of the evidence, which is a lower burden of proof. Furthermore, because of the substantial amount of

discovery required in connection with patent and other intellectual property rights litigation, there is a risk that some of our confidential information could be compromised by the discovery process.

As the number of products and competitors in our market increases and overlaps occur, claims of infringement, misappropriation and other violations of intellectual property rights may increase. Our insurance may not cover intellectual property rights infringement claims. Third parties have in the past and may in the future also assert infringement claims against our customers or channel partners, with whom our agreements may obligate us to indemnify against these claims. In addition, to the extent we hire personnel from competitors, we may be subject to allegations that such employees have divulged proprietary or other confidential information to us.

From time to time, the U.S. Supreme Court, other U.S. federal courts and the U.S. Patent and Trademark Appeals Board, and their foreign counterparts, have made and may continue to make changes to the interpretation of patent laws in their respective jurisdictions. We cannot predict future changes to the interpretation of existing patent laws or whether U.S. or foreign legislative bodies will amend such laws in the future. Any changes may lead to uncertainties or increased costs and risks surrounding the outcome of third-party infringement claims brought against us and the actual or enhanced damages, including treble damages, that may be awarded in connection with any such current or future claims and could have a material adverse effect on our business and financial condition.

We are unable to predict the likelihood of success in defending against future infringement claims. In the event that we fail to successfully defend ourselves against an infringement claim, a successful claimant could secure a judgment or otherwise require payment of legal fees, settlement payments, ongoing royalties or other costs or damages; or we may agree to a settlement that prevents us from offering certain services or features; or we may be required to obtain a license, which may not be available on reasonable terms, or at all, to use the relevant technology. If we are prevented from using certain technology or intellectual property, we may be required to develop alternative, non-infringing technology, which could require significant time, during which we could be unable to continue to offer our affected services or features, effort and expense and may ultimately not be successful. Any of these outcomes could result in a material adverse effect on our business. Even if we were to prevail, third-party infringement lawsuits could be costly and time-consuming, divert the attention of our management and key personnel from our business operations, deter channel partners from selling or licensing our services and dissuade potential customers from purchasing our services, which would also materially harm our business. In addition, any public announcements of the results of any proceedings in third-party infringement lawsuits could be negatively perceived by industry or financial analysts and investors and could cause our stock price to experience volatility or decline. Further, the expense of litigation and the timing of this expense from period to period are difficult to estimate, subject to change and could adversely affect our results of operations.

Any of these events could materially and adversely harm our business, financial condition and results of operations.

The success of our business depends in part on our ability to protect and enforce our intellectual property rights.

We believe our intellectual property is an essential asset of our business, and our success and ability to compete depend in part upon protection of our intellectual property rights. We rely on a combination of patent, copyright, trademark and trade secret laws, as well as confidentiality procedures and contractual provisions, to establish and protect our intellectual property rights, all of which provide only limited protection. The efforts we have taken to protect our intellectual property rights may not be sufficient or effective, and our patents, trademarks and copyrights may be held invalid or unenforceable. Moreover, we cannot assure you that any patents will be issued with respect to our currently pending patent applications in a manner that gives us adequate defensive protection or competitive advantages, or that any patents issued to us will not be challenged, invalidated or circumvented. We have filed for patents in the United States and in certain non-U.S. jurisdictions, but such protections may not be available in all countries in which we operate or in which we seek to enforce our intellectual property rights, or may be difficult to enforce in practice. For example, many foreign countries have compulsory licensing laws under which a patent owner must grant licenses to third parties. In addition, many countries limit the enforceability of patents against certain third parties, including government agencies or government contractors. In these countries, patents may

provide limited or no benefit. Moreover, we may need to expend additional resources to defend our intellectual property rights in these countries, and our inability to do so could impair our business or adversely affect our international expansion. Our currently issued patents and any patents that may be issued in the future with respect to pending or future patent applications may not provide sufficiently broad protection or they may not prove to be enforceable in actions against alleged infringers. Additionally, the U.S. Patent and Trademark Office and various foreign governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application process and to maintain issued patents. There are situations in which noncompliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. If this occurs, it could materially harm our business, operating results, financial condition and prospects.

We may not be effective in policing unauthorized use of our intellectual property rights, and even if we do detect violations, litigation may be necessary to enforce our intellectual property rights. In addition, our intellectual property may be stolen, including by cybercrimes, and we may not be able to identify the perpetrators or prevent the exploitation of our intellectual property by our competitors or others. Protecting against the unauthorized use of our intellectual property rights, technology and other proprietary rights is expensive and difficult, particularly outside of the United States. Any enforcement efforts we undertake, including litigation, could be time-consuming and expensive and could divert management's attention, either of which could harm our business, operating results and financial condition. Further, attempts to enforce our rights against third parties could also provoke these third parties to assert their own intellectual property or other rights against us, or result in a holding that invalidates or narrows the scope of our rights, in whole or in part. The inability to adequately protect and enforce our intellectual property and other proprietary rights could seriously harm our business, operating results, financial condition and prospects. Even if we are able to secure our intellectual property rights, we cannot assure you that such rights will provide us with competitive advantages or distinguish our services from those of our competitors or that our competitors will not independently develop similar technology, duplicate any of our technology, or design around our patents.

Adverse economic conditions or reduced IT security spending may adversely impact our revenue and profitability.

Our operations and performance depend in part on worldwide economic conditions and the impact these conditions have on levels of spending on IT networking and security solutions. Our business depends on the overall demand for these solutions and on the economic health and general willingness of our current and prospective customers to purchase our security services. A broad reduction in IT security spending would have a material impact to our business.

The United States and the global economy have recently experienced historically high levels of inflation. While inflation rates moderated in 2023 and continue to moderate into 2024, the existence of inflation in the U.S. and global economy and the pricing pressure created by rising inflation in prior periods has and may continue to result in high interest rates and capital costs, shipping costs, supply shortages, increased costs of labor, weakening exchange rates and other similar effects. Elevated inflation rates can affect our expenses, especially employee compensation. In addition, rising interest rates could adversely affect the value of our investments and cash on hand and increase our borrowing costs. Inflation and related increases in interest rates could also increase our customers' operating costs, which could result in reduced IT budgets, less demand for our solutions, or delays in new orders, renewals or payments due to us.

Governments have and are implementing fiscal policy interventions in response to high levels of inflation, including raising interest rates or keeping them at elevated levels. Even if these interventions lower inflation to desirable levels, they may also reduce economic growth rates, create recessions and increase unemployment rates. This could have an adverse effect on our consolidated financial condition and results of operations. For example, if our customers were to reduce their IT budgets or workforces in response to deteriorating economic conditions, they may not purchase or renew subscriptions for our services or may renew for fewer users or less expensive services. These policy changes have provided a benefit to us as a result of the increased interest income we earn on our cash and investments, but a reduction of interest rates in the future would reduce this income.

The impact of economic conditions, including the ongoing effects of inflation, high interest rates and regional or global recessions could materially and adversely affect our business, operating results and financial condition in a number of ways, including by reducing sales, lengthening sales cycles and requiring us to lower prices for our services.

Risks Relating to Legal, Regulatory, Accounting and Tax Matters

Failure to comply with laws and regulations applicable to our business could subject us to fines and penalties.

Our business is subject to regulation by various federal, state, local and foreign governmental agencies, including agencies responsible for monitoring and enforcing laws and regulations relating to privacy, data protection, information security and cybersecurity, employment and labor laws, workplace safety, product safety, environmental laws, consumer protection laws, anti-bribery laws, import and export controls, federal securities laws and tax laws and regulations. In addition, emerging tools and technologies we utilize in providing our products, like AI and ML, are subject to regulation under new laws as well as new applications of existing laws. In certain jurisdictions, these regulatory requirements may be more stringent than in the United States. These laws and regulations impose added costs on our business. Noncompliance with applicable regulations or requirements could subject us to:

- investigations, enforcement actions and sanctions;
- mandatory changes to our cloud platform;
- disgorgement of profits, fines and damages;
- civil and criminal penalties or injunctions;
- claims for damages by our customers or channel partners;
- termination of contracts; and
- loss of intellectual property rights.

If any government sanctions are imposed, or if we do not prevail in any possible civil or criminal litigation, our business, operating results and financial condition could be adversely affected. In addition, responding to any action will likely result in a significant diversion of management's attention and resources and an increase in professional fees. Enforcement actions and sanctions could materially harm our business, operating results and financial condition.

As a global employer, we are subject to various labor laws, including worker classification laws, that impact compliance obligations regarding working time, proper payment for time worked, time off regulations, as well as anti-retaliation, discrimination and harassment policies and compliance with employee representative rights. We take reasonable efforts to comply with applicable labor laws and regulations impacting our workforce, but failure to comply with such laws could result in government enforcement actions and penalties, may negatively impact business operations and may be harmful to our reputation and our ability to attract and retain employees.

These laws and regulations impose added costs on our business, and failure to comply with these or other applicable regulations and requirements could lead to claims for damages from our channel partners or customers, penalties, termination of contracts and loss of exclusive rights in our intellectual property.

If we were not able to satisfy data protection, security, privacy and other government- and industry-specific requirements or regulations, our business, results of operations and financial condition could be harmed.

The regulatory framework for privacy, data protection and security matters are rapidly evolving and are likely to remain volatile for the foreseeable future. Our handling of personal data is subject to various data protection, cybersecurity,

information security and other telecommunications regulations or requirements where we offer our solutions around the world. We also may find it necessary or desirable to join industry or other self-regulatory bodies or other cybersecurity or information security or data protection-related organizations that require us to comply with rules pertaining to privacy, data protection, cybersecurity and information security. Further, we may be bound by additional, more stringent contractual obligations and other actual and asserted obligations, such as industry standards, relating to our collection, use and disclosure of personal, financial and other data. Changes in laws or regulations that adversely affect the use of the internet, including laws impacting net neutrality, could also impact our business.

The U.S. federal government, and various state and foreign governments, have adopted or proposed laws and regulations on the collection, distribution, use, storage and other processing of information relating to individuals. Such laws and regulations may, among other things, require companies to implement privacy and security policies, permit customers to access, correct and delete information stored or maintained by such companies, inform individuals of security breaches that affect their information and, in some cases, obtain individuals' consent to use information for certain purposes. For example, the California Consumer Privacy Act, or CCPA, took effect in January 2020 and was subsequently modified by the California Privacy Rights Act, or CPRA, which took effect in January 2023. Numerous other states have enacted, and others are expected to enact, privacy laws that have gone into effect, or will go into effect through 2026, and a federal privacy law is being considered. In addition, in certain jurisdictions, regulatory requirements may be more stringent than those in the U.S. For example, the European Union has implemented the General Data Protection Regulation, which provides for substantial obligations relating to the handling, storage and other processing of information relating to individuals and fines of up to €20 million or 4% of the annual global revenue of the noncompliant company, whichever is greater. The number of emerging and existing data protection, privacy and security laws and regulations creates the risk that obligations may be interpreted inconsistently between jurisdictions which may generate tension with our efforts to align our practices to comply with our privacy, data protection, and security obligations globally. Many of these laws and regulations impose substantial penalties for noncompliance.

We expect that there will continue to be new proposed laws, regulations and industry standards concerning privacy, data protection, cybersecurity, information security and telecommunications services jurisdictions in which we operate or may operate, and we cannot yet determine the impact such future laws, regulations and standards may have on our business. Needing to address new and evolving laws, regulations, standards and other obligations, and changes in the interpretation of existing laws, regulations, standards and other obligations, relating to privacy, data protection or security could require us to modify our solutions, restrict our business operations, increase our costs and impair our ability to maintain and grow our customer base and increase our revenue. New and evolving requirements may increase compliance costs, lead to increased regulatory scrutiny or liability, may require additional contractual negotiations, and may adversely impact our business, financial condition and operating results. In view of the foregoing, we cannot assure our compliance with all such laws, regulations, standards and obligations. Any failure or perceived failure by us to comply with applicable laws, regulations, standards or actual or asserted obligations, or any actual, perceived or purported security breach or other security incident, whether or not resulting in unauthorized access to, or acquisition, release or transfer of information relating to individuals or other data, may result in governmental investigations, enforcement actions and other proceedings, private claims and litigation, fines and penalties or adverse publicity, and could cause our customers and prospective customers to lose trust in us, which could have an adverse effect on our reputation and business.

We are subject to governmental export and import controls and trade and economic sanctions 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 and similar laws and regulations, including the U.S. Department of Commerce's Export Administration Regulations and various economic and trade sanctions regulations administered by the U.S. Department of the Treasury's Office of Foreign Assets Control. The U.S. export controls and trade and economic sanctions include restrictions or prohibitions on the sale or supply of certain products and services to U.S. embargoed or sanctioned countries and governments of these countries, as well as other persons and entities. For example,

the U.S. and other countries have implemented economic and other sanctions, as well as increased export controls in response to the current conflict between Russia and Ukraine. These measures have continued to increase. These export controls and sanctions and any additional restrictions may impact our ability to continue to operate in Russia and other affected regions. In addition, various countries regulate the import of certain technology and have enacted or could enact laws that could limit our ability to provide our services and software and operate our cloud platform or could limit our customers' ability to access or use our services or software in those countries.

Although we take precautions to prevent our services and software from being provided in violation of such laws, our services and software may have been in the past, and could in the future be, provided inadvertently in violation of such laws, despite the precautions we take. 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 fines. We may also be materially and adversely affected through penalties, reputational harm, loss of access to certain markets, or otherwise. Obtaining the necessary authorizations, including any required licenses, for a particular transaction may be time-consuming, is not guaranteed and may result in the delay or loss of sales opportunities. In addition, changes in our platform, or changes in export, sanctions and import laws and regulations, could delay the introduction and sale of subscriptions to our platform in international markets, prevent users in certain countries from accessing our services or, in some cases, prevent the provision of our services to certain countries, governments, persons or entities altogether. Any change in export or import regulations, economic sanctions or related laws, shift in the enforcement or scope of existing regulations or change in the countries, governments, persons or technologies targeted by such regulations could decrease our ability to sell subscriptions to our platform or provide software to existing customers or potential new customers with international operations. Any decrease in our ability to sell subscriptions to our platform or provide software could materially and adversely affect our business, results of operations and financial condition.

We are exposed to fluctuations in currency exchange rates, which could negatively affect our operating results.

The vast majority of our sales contracts are denominated in U.S. dollars, and therefore, substantially all of our revenue is not subject to foreign currency risk. However, a strengthening of the U.S. dollar could increase the real cost of our solutions to our customers outside of the United States, which could adversely affect our financial condition and operating results. In addition, a portion of our operating expenses is incurred outside the United States, and is denominated in foreign currencies, such as the British Pound, Indian Rupee, Euro, Canadian Dollar, Australian Dollar and Japanese Yen, and is subject to fluctuations due to changes in foreign currency exchange rates. We are also exposed to the impact of currency fluctuations on certain assets and liabilities denominated in nonfunctional currencies.

We have a foreign currency risk management program, in which we enter into foreign currency forward contracts which we designate as cash flow hedges. We also use foreign currency forward contracts to mitigate variability in gains and losses generated from the remeasurement of certain monetary assets and liabilities denominated in foreign currencies. The use of these hedging activities may not be successful in effectively mitigating the potentially adverse impact on our financial statements due to unfavorable movements in foreign currency exchange rates.

If we become more exposed to currency fluctuations and are not able to successfully hedge against the risks associated with currency fluctuations, our operating results could be materially and adversely affected. Further, unanticipated changes in currency exchange rates may result in poorer overall financial performance than if we had not engaged in any such hedging transactions.

We are subject to counterparty default risks.

We have numerous arrangements with financial institutions that include cash and investment deposits, and non-collateralized interest rate swap contracts and foreign currency forward contracts. As a result, we are subject to the risk that the counterparty to one or more of these arrangements may default, on its performance under the terms of the arrangement. In times of market distress, a counterparty may default rapidly and without notice, and we may be unable to take action to cover

our exposure, either because of lack of contractual ability to do so or because market conditions make it difficult to take effective action. If one of our counterparties becomes insolvent or files for bankruptcy, our ability eventually to recover any losses suffered as a result of that counterparty's default may be limited by the impaired liquidity of the counterparty or the applicable legal regime governing the bankruptcy proceedings. In the event of such a default, we could incur significant losses, which could harm our business and adversely affect our results of operations and financial condition.

Our corporate structure and intercompany arrangements are subject to the tax laws of various jurisdictions, and we could be obligated to pay additional taxes, which would harm our results of operations.

We are expanding our international operations and staff to support our business in international markets. Our corporate structure and associated transfer pricing policies contemplate the business flows and future growth into the international markets, and consider the functions, risks and assets of the various entities involved in the intercompany transactions. 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. For example, certain jurisdictions have recently introduced a digital services tax, which is generally a tax on gross revenue generated from users or customers located in those jurisdictions, and other jurisdictions are considering enacting similar laws. The taxing authorities of the jurisdictions in which we operate may challenge our methodologies for pricing intercompany transactions pursuant to the 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, or if there are changes in tax laws or the way existing tax laws are interpreted or applied, we could be required to pay additional taxes, interest and penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows and lower overall profitability of our operations. Our financial statements could fail to reflect adequate reserves to cover such a contingency.

In 2021, the Organization for Economic Cooperation and Development announced an Inclusive Framework on Base Erosion and Profit Shifting including Pillar Two Model Rules defining the global minimum tax, which calls for the taxation of large multinational corporations at a minimum rate of 15%. Subsequently multiple sets of administrative guidance have been issued. Many countries have implemented or are in the process of implementing the Pillar Two legislation, which will apply to us beginning in fiscal 2025. Management is currently assessing the jurisdictions that could give rise to additional taxation as well as any potential impacts as a result of the implementation of the rules.

Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited.

As of July 31, 2024, we had net operating loss carryforwards for U.S. federal income tax purposes and state income tax purposes of approximately \$1,497.6 million and \$630.8 million, respectively, available to offset future taxable income. Beginning in 2024, \$554.9 million of state net operating losses will begin to expire at different periods. The remaining \$75.9 million of state net operating losses will carry forward indefinitely. As of July 31, 2024, we had foreign net operating loss carryforward of \$75.6 million, all of which will be carried forward indefinitely.

As of July 31, 2024, we also had U.S. federal, California, and foreign research and development and other tax credit carryforwards of \$133.4 million, \$73.9 million, and \$1.9 million, respectively. If not utilized, the federal research and development tax credit carryforwards will begin expiring at different periods beginning in 2033. Our California research and development tax credits may be carried forward indefinitely. Foreign tax credits will begin to expire in the fiscal year ending 2029. Realization of these net operating loss and research and development tax credit carryforwards depends on future income, and there is a risk that a portion of our existing carryforwards could expire unused and be unavailable to offset future income tax liabilities, which could materially and adversely affect our results of operations.

In addition, 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 by "5% shareholders" over a three-year period, the corporation's ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes, such as research and development tax credits, to offset its post-change income may be limited. As a result, in the event that it is determined that we have in the past experienced an ownership change, or if we experience one or more ownership changes in the future as a result of subsequent shifts in our stock ownership, our ability to use our pre-change net operating loss carry-forwards and other pre-change tax attributes to offset U.S. federal taxable liability may be subject to limitations, which could potentially result in increased future tax liability to us. Furthermore, our state carryforwards may be subject to similar and additional limitations.

Taxing authorities may successfully assert that we should have collected or in the future should collect sales and use, value added or similar taxes, and we could be subject to liability with respect to past or future sales, which could adversely affect our operating results.

We do not collect sales and use, value added or similar taxes in all jurisdictions in which we have sales because we have been advised that such taxes are not applicable to our services in certain jurisdictions. Sales and use, value added and similar tax laws and rates vary greatly by jurisdiction. Certain jurisdictions in which we do not collect such taxes may assert that such taxes are applicable, which could result in tax assessments, penalties and interest, to us or our customers for the past amounts, and we may be required to collect such taxes in the future. If we are unsuccessful in collecting such taxes from our customers, we could be held liable for such costs, which may materially and adversely affect our operating results.

Risks Related to the Ownership of Our Common Stock

The concentration of our stock ownership with insiders will likely limit your ability to influence corporate matters, including the ability to influence the outcome of director elections and other matters requiring stockholder approval.

As of July 31, 2024, our executive officers, directors, current 5% or greater stockholders and affiliated entities together beneficially owned approximately 43.2% of our common stock outstanding with Jay Chaudhry, our chief executive officer and chairman of our board of directors, and his affiliates beneficially owning approximately 17.6% of our common stock. As a result, these stockholders, acting together, will have significant control over most matters that require approval by our stockholders, including the election of directors and approval of significant corporate transactions. Corporate action might be taken even if other stockholders oppose them. This concentration of ownership might also have the effect of delaying or preventing a change of control of us that other stockholders may view as beneficial.

Certain 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 members of our board of directors or current management and may adversely affect the market price of our common stock.

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that could delay or prevent a change in control of our company. These provisions could also make it difficult for stockholders to elect directors that are not nominated by the current members of our board of directors or take other corporate actions, including effecting changes in our management. These provisions include:

- a classified board of directors with three-year staggered terms, which could delay the ability of stockholders to change the membership of a majority of our board of directors;
- the ability of our board of directors to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer;

- the exclusive right of our board of directors to elect a director to fill a vacancy created by the expansion of our board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors;
- a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders;
- the requirement that a special meeting of stockholders may be called only by the chairperson of our board of directors, chief executive officer or president (in the absence of a chief executive officer) or a majority vote of our board of directors, which could delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors;
- the requirement for the affirmative vote of holders of at least 66 2/3% of the voting power of all of the then outstanding shares of the voting stock, voting together as a single class, to amend the provisions of our amended and restated certificate of incorporation relating to the issuance of preferred stock and management of our business or our amended and restated bylaws, which may inhibit the ability of an acquirer to affect such amendments to facilitate an unsolicited takeover attempt;
- the ability of our board of directors, by majority vote, to amend our amended and restated bylaws, which may allow our board of directors to take additional actions to prevent an unsolicited takeover and inhibit the ability of an acquirer to amend our amended and restated bylaws to facilitate an unsolicited takeover attempt; and
- advance notice procedures with which stockholders must comply to nominate candidates to our board of directors or to propose matters to be acted upon at a stockholders' meeting, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of us.

These provisions may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with us for a certain period of time.

The market price of our common stock may be volatile, and you could lose all or part of your investment.

The market price of our common stock has fluctuated substantially and may fluctuate significantly in the future in response to a number of factors, including those described in this "Risk Factors" section, many of which are beyond our control and may not be related to our operating performance. These fluctuations could cause you to lose all or part of your investment in our common stock. Factors that could cause fluctuations in the market price of our common stock include the following:

- actual or anticipated changes or fluctuations in our operating results;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- announcements by us or our competitors of new products or new or terminated significant contracts, commercial relationships or capital commitments;
- industry or financial analyst or investor reaction to our press releases, other public announcements and filings with the SEC;
- rumors and market speculation involving us or other companies in our industry;
- price and volume fluctuations in the overall stock market from time to time;
- volume fluctuations in the trading of our common stock from time to time;

- changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular;
- the sales of shares of our common stock by us or our stockholders;
- issuances of shares of our common stock, whether in connection with an acquisition or upon conversion of some or all of our outstanding Notes;
- failure of industry or financial analysts to maintain coverage of us, changes in financial estimates by any analysts who follow our company, or our failure to meet these estimates or the expectations of investors;
- actual or anticipated developments in our business or our competitors' businesses or the competitive landscape generally;
- litigation involving us, our industry or both, or investigations by regulators into our operations or those of our competitors;
- developments or disputes concerning our intellectual property rights or our solutions, or third-party proprietary rights;
- announced or completed acquisitions of businesses or technologies by us or our competitors;
- actual or perceived privacy, data protection, or security incidents or breaches;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business and our responses thereto;
- any major changes in our management or our board of directors, particularly with respect to Mr. Chaudhry;
- general economic conditions and slow or negative growth of our markets; and
- other events or factors, including those resulting from war, incidents of terrorism, global pandemics or responses to these events.

In addition, the stock market in general, and the market for technology companies in particular, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry factors may seriously affect the market price of our common stock, regardless of our actual operating performance. In addition, in the past, following periods of volatility in the overall market and the market prices of a particular company's securities, securities class action litigation has often been instituted against that company. Securities litigation, if instituted against us, could result in substantial costs and divert our management's attention and resources from our business. This could have an adverse effect on our business, operating results and financial condition.

Sales of substantial amounts of our common stock in the public markets, or the perception that they might occur, could reduce the price that our common stock might otherwise attain and may dilute your voting power and your ownership interest in us.

Sales of a substantial number of shares of our common stock in the public market, particularly sales by our directors, executive officers and significant stockholders, or the perception that these sales could occur, could adversely affect the market price of our common stock and may make it more difficult for you to sell your common stock at a time and price that you deem appropriate.

We may also issue our shares of common stock or securities convertible into shares of our common stock from time to time in connection with a financing, acquisition, investments or otherwise. Any such issuance could result in substantial dilution to our existing stockholders and cause the market price of our common stock to decline.

We do not intend to pay dividends in the foreseeable future. As a result, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.

We have never declared or paid any cash dividends on our common stock. We currently intend to retain all available funds and any future earnings for use in the operation of our business and do not anticipate paying any dividends on our common stock in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our board of directors. Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.

If industry or financial analysts issue inaccurate or unfavorable research regarding our common stock, our stock price and trading volume could decline.

The trading market for our common stock is influenced by the research and reports that industry or financial analysts publish about us or our business. We do not control these analysts or the content and opinions included in their reports. If any of the analysts who cover us issues an inaccurate or unfavorable opinion regarding our stock price, our stock price would likely decline. In addition, the stock prices of many companies in the technology industry have declined significantly after those companies have failed to meet, or significantly exceed, the financial guidance publicly announced by the companies or the expectations of analysts. If our financial results fail to meet, or significantly exceed, our announced guidance or the expectations of analysts or public investors, analysts could downgrade our common stock or publish unfavorable research about us. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, our visibility in the financial markets could decrease, which in turn could cause our stock price or trading volume to decline.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware and the federal district courts of the United States are the exclusive forums for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is 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 under the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws;
- any action to interpret, apply, enforce or determine the validity of our amended and restated certificate of incorporation or our amended and restated bylaws; and
- any action asserting a claim against us that is governed by the internal-affairs doctrine.

Our amended and restated certificate of incorporation further provides that the federal district courts of the United States are the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act of 1933, as amended.

Each of these exclusive-forum provisions may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage lawsuits against us and our directors, officers and other employees.

Risks Related to the Notes

Servicing our debt may require a significant amount of cash, and we may not have sufficient cash flow from our business or the ability to raise funds to pay our substantial debt.

On June 25, 2020, we issued \$1,150 million in aggregate principal amount of our 0.125% Convertible Senior Notes due 2025, or the Notes, which mature on July 1, 2025. We may be required to use a substantial portion of our cash flows from operations to pay interest, principal or other required payments on our indebtedness. For instance, holders of the Notes have the right to require us to repurchase their Notes upon the occurrence of a fundamental change (which is defined in the indenture governing the Notes) at a repurchase price equal to 100% of the principal amount of such Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date for such Notes. Additionally, upon conversion of the Notes, unless we elect to deliver solely shares of our 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 2025 Notes being converted. Our ability to make such payments or to refinance our indebtedness, including the Notes, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Such payments will reduce the funds available to us for working capital, capital expenditures and other corporate purposes and may limit our ability to obtain additional financing for working capital, capital expenditures, expansion plans and other investments. Our business may not continue to 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 equity capital on terms that may be onerous or highly dilutive. If we are unable to engage in any of these activities or engage in these activities on desirable terms, it could result in a default on our debt obligations, which would adversely affect our financial condition.

The conditional conversion feature of the Notes, when triggered, may adversely affect our financial condition and operating results.

During any period, the conditional conversion feature of the Notes is triggered, holders will be entitled to convert the Notes at any time during specified periods at their option. During the three months ended July 31, 2024, the conditions allowing holders of the Notes to convert were not met. If one or more holders elect to convert their Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our 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. As a result of the upcoming maturity date of the Notes (July 1, 2025), we have classified the Notes as current liabilities on the consolidated balance sheet as of July 31, 2024, which may be seen as a material adverse reduction of our net working capital.

The capped call transactions may affect the value of our common stock.

In connection with the pricing of the Notes, we entered into privately negotiated capped call transactions with certain of the initial purchasers and/or their respective affiliates and other financial institutions, or the Option Counterparties. The capped call transactions are expected generally to reduce the potential dilution upon conversion of the Notes and/or offset any cash payments we are required to make in excess of the principal amount of converted Notes, as the case may be, with such reduction and/or offset subject to a cap.

We have been advised that, in connection with establishing their initial hedges of the capped call transactions, the Option Counterparties purchased shares of our common stock and/or entered into various derivative transactions with respect to our common stock concurrently with or shortly after the pricing of the Notes.

In addition, the Option Counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our common stock and/or purchasing or selling our common stock or other securities of ours in secondary market transactions prior to the maturity of the Notes (and are likely to do so following any

conversion, repurchase or redemption of the Notes, to the extent we exercise the relevant election under the capped call transactions). This activity could also cause or avoid an increase or a decrease in the market price of our common stock.

We are subject to counterparty risk with respect to the capped call transactions.

The Option Counterparties are financial institutions, and we will be subject to the risk that any or all of them might default under the capped call transactions. Our exposure to the credit risk of the Option Counterparties will not be secured by any collateral. Past global economic conditions have resulted in the actual or perceived failure or financial difficulties of many financial institutions. If an Option Counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at that time under the capped call transactions with such Option Counterparty. Our exposure will depend on many factors but, generally, an increase in our exposure will be correlated to an increase in the market price and in the volatility of our common stock. In addition, upon a default by an Option Counterparty, we may suffer more dilution than we currently anticipate with respect to our common stock. We can provide no assurance as to the financial stability or viability of the Option Counterparties.

General Risks

Our business is subject to the risks of earthquakes, fire, floods and other natural catastrophic events, and to interruption by man-made problems such as power disruptions, computer viruses, acts of war, international conflicts, terrorism, and security breaches or incidents.

Our corporate headquarters are located in the San Francisco Bay Area, a region known for seismic activity. A significant natural disaster, such as an earthquake, fire, flood or public health emergency, occurring at our headquarters, in India, where we have a significant facility, or where a key channel partner or data center is located could adversely affect our business, results of operations and financial condition. Further, if a natural disaster or man-made problem were to affect our component suppliers or other third-party providers, including our network bandwidth providers, this could materially and adversely affect our ability to provide services in a timely or cost-effective manner.

In addition, natural disasters, acts of war, international conflicts, such as the current conflicts between Russia and Ukraine and in the Middle East, terrorism and other geopolitical unrest or health issues, such as an outbreak of a pandemic or epidemic disease, or fear of such events, could cause disruptions in our or our customers' businesses, national economies or the world economy as a whole. In addition, computer malware, viruses and computer hacking, fraudulent use attempts and phishing attacks have become more prevalent in our industry, and may become more frequent and effective through the use of AI, and our internal systems may be victimized by such attacks. Although we maintain incident management and disaster response plans, in the event of a major disruption caused by a natural disaster or man-made problem, we may be unable to continue our operations and may endure system interruptions, reputational harm, delays in our development activities, lengthy interruptions in service, security breaches and incidents and loss of critical data. Though it is difficult to determine what, if any, harm may directly result from any specific interruption or attack, any failure to maintain performance, reliability, security and availability of our platform to the satisfaction of our users may materially harm our reputation and our ability to retain existing customers and attract new customers.

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

We are subject to the U.S. Foreign Corrupt Practices Act of 1977, the U.K. Bribery Act 2010 and other anti-corruption, anti-bribery, anti-money laundering and similar laws in the United States and other countries in which we conduct activities. Anti-corruption and anti-bribery laws, which have been enforced aggressively and are interpreted broadly, 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. We leverage third parties, including channel partners, to sell subscriptions to our platform and conduct our business abroad. We and these third-party intermediaries may have direct or

indirect interactions with officials and employees of government agencies or state-owned or affiliated entities and we may be held liable for the corrupt or other illegal activities of these third-party business partners and intermediaries, our employees, representatives, contractors, channel partners and agents, even if we do not explicitly authorize such activities. While we have policies and procedures to address compliance with such laws, we cannot assure you that all of our employees and agents will not take actions in violation of our policies and applicable law, for which we may be ultimately held responsible. As we increase our international sales and business, our risks under these laws may increase. Noncompliance with these laws could subject us to investigations, severe criminal or civil sanctions, settlements, prosecution, loss of export privileges, suspension or debarment from U.S. government contracts, other enforcement actions, disgorgement of profits, significant fines, damages, other civil and criminal penalties or injunctions, whistleblower complaints, adverse media coverage and other consequences. Any investigations, actions or sanctions could materially harm our reputation, business, results of operations and financial condition.

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

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, and the rules and regulations of The Nasdaq Global Select Market, or Nasdaq. The requirements of these rules and regulations will increase our legal, accounting and financial compliance costs; make some activities more difficult, time-consuming and costly; and place significant strain on our personnel, systems and resources.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. We have developed our disclosure controls, internal control over financial reporting and other procedures to ensure information required to be disclosed by us in the reports that we will file with the SEC is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and information required to be disclosed in reports under the Exchange Act is accumulated and communicated to our principal executive and financial officers.

Our current controls and any new controls we develop may become inadequate because of changes in conditions in our business. Further, weaknesses in our internal controls may be discovered in the future. Any failure to develop or maintain effective controls, or any difficulties encountered in their implementation or improvement, could harm our operating results or cause us to fail to meet our reporting obligations and may result in a restatement of our financial statements for prior periods. Any failure to implement and maintain effective internal controls also 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 we will file with the SEC under Section 404 of the Sarbanes-Oxley Act. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the market price of our common stock.

In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, we have expended and anticipate we will continue to expend significant resources, including accounting-related costs, and provide significant management oversight. Any failure to maintain the adequacy of our internal controls, or consequent inability to produce accurate financial statements on a timely basis, could increase our operating costs and could materially impair our ability to operate our business. If our internal controls are perceived as inadequate or we are unable to produce timely or accurate financial statements, investors may lose confidence in our operating results and our stock price could decline. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on Nasdaq.

Pursuant to Section 404 of the Sarbanes-Oxley Act, we are required to have our independent registered public accounting firm attest to the effectiveness of our internal control over financial reporting. This assessment includes disclosure of any material weaknesses identified by our management in our internal control over financial reporting. We are also required to have our independent registered public accounting firm issue an opinion on the effectiveness of our internal control over financial reporting. During the evaluation and testing process, if we identify one or more material weaknesses in our internal control over financial reporting, we will be unable to assert that our internal controls are effective.

If we are unable to assert that our internal control over financial reporting is effective, or if, when required, our independent registered public accounting firm is unable to express an opinion on the effectiveness of our internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, which would cause the price of our common stock to decline, and we may be subject to investigation or sanctions by the SEC.

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

The preparation of financial statements in conformity with generally accepted accounting principles in the United States, or GAAP, requires management to make estimates and assumptions that affect the amounts reported in the 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 the consolidated financial statements include those related to determination of revenue recognition, deferred revenue, deferred contract acquisition costs, capitalized internal-use software, valuation of acquired intangible assets, period of benefit generated from our deferred contract acquisition costs, allowance for doubtful accounts, valuation of common stock options and stock-based awards, useful lives of property and equipment, useful lives of acquired intangible assets, recoverability of goodwill, valuation of deferred tax assets and liabilities, loss contingencies related to litigation, fair value of the Notes and the discount rate used for operating leases. 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 industry or financial analysts and investors, resulting in a decline in the trading price of our common stock.

Additionally, we regularly monitor our compliance with applicable financial reporting standards and review new pronouncements and drafts thereof that are relevant to us. As a result of new standards, changes to existing standards and changes in their interpretation, we might be required to change our accounting policies, alter our operational policies and implement new or enhance existing systems so that they reflect new or amended financial reporting standards, or we may be required to restate our published financial statements. Such changes to existing standards or changes in their interpretation may have an adverse effect on our reputation, business, financial position and profit, or cause an adverse deviation from our revenue and operating profit target, which may negatively impact our financial results.

We rely on third parties for certain essential financial and operational services, and a failure or disruption in these services could materially and adversely affect our ability to manage our business effectively.

We rely on third parties to provide many essential financial and operational services to support our business. Many of these vendors are less established and have shorter operating histories than traditional software vendors. Moreover, these vendors provide their services to us via a cloud-based model instead of software that is installed on our premises. As a result, we depend upon these vendors to provide us with services that are always available and are free of errors or defects that could cause disruptions in our business processes. Any failure by these vendors to do so, or any disruption in our ability to access the internet, would materially and adversely affect our ability to manage our operations.

We may become involved in litigation that may materially and adversely affect us.

From time to time, we may become, involved in various legal proceedings relating to matters incidental to the ordinary course of our business, including patent, commercial, product liability, employment, class action, whistleblower and other litigation and claims, and governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources, cause us to incur significant expenses or liability and/or require us to change our business practices. In addition, the expense of litigation and the timing of this expense from period to period are difficult to estimate, subject to change and could adversely affect our results of operations. Because of the potential risks, expenses and uncertainties of litigation, we may, from time to time, settle disputes, even where we have meritorious claims or defenses, by agreeing to settlement agreements. Because litigation is inherently unpredictable, we cannot assure you that the results of any of these actions will not have a material adverse effect on our business, financial condition, results of operations and prospects.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

As a leading cybersecurity provider, we understand the importance of robust cybersecurity practices, and safeguarding and certifying our solutions to internationally recognized commercial and government standards. Trust is the foundation of everything we do, and we earn that trust through a comprehensive approach to identifying, managing and mitigating cybersecurity risk to our business and operations.

Risk Management and Strategy

Our platform was built leveraging guidance from leading industry frameworks to effectively manage and mitigate cybersecurity risks. Our rigorous risk management processes, which include data privacy, product security and information security, are overseen by the audit committee of our board of directors and our internal security committee, and are designed to ensure confidentiality, integrity and availability of our platform. These processes have been integrated into our overall enterprise risk management framework, which is overseen by our board of directors.

Our internal security committee identifies and prioritizes protective measures across our enterprise and products, continuously driving improvements to our security approach as threats evolve. The committee members are key functional leaders from across the Company who share critical information and use data-driven strategies to manage cyber risks. The committee is led by our chief security officer and includes representatives from our security team, information technology, information security, incident response, engineering, enterprise risk, product management, cloud operations, legal and compliance teams. Our internal security committee has the primary responsibility for assessing, monitoring and managing our cybersecurity risks, including the prevention, detection, mitigation and remediation of cybersecurity incidents. The

personnel comprising our internal security committee are certified and experienced cybersecurity professionals and information security managers with many years of experience across a variety of technology sub-specialties.

As a provider of cybersecurity products and services, it is critical for us to identify and implement protective measures across our enterprise and products, continuously driving improvements to our security approach. Our in-house global threat research team, Zscaler ThreatLabZ, a team of more than 150 security experts, collectively works to identify and prevent emerging threats, using malware reverse engineering, behavior analytics, data science and AI. We use the threat intelligence generated by ThreatLabz and other sources to implement security checks and reviews throughout our product development lifecycle. Our internal security teams and external cybersecurity auditors continuously evaluate our products, including by performing regular penetration tests and risk assessments to identify potential vulnerabilities.

We regularly review our cybersecurity policies, standards and procedures to account for changes in the threat landscape, as well as in response to legal and regulatory developments. Our cybersecurity efforts also include mandatory training for all employees and contractors on our security and privacy policies.

Our cybersecurity risk management approach provides a framework for identifying, monitoring, evaluating and responding to risks from cybersecurity threats and incidents. This framework includes steps for identifying the sources of potential cybersecurity threats or incidents, including potential threats and incidents associated with a third-party vendor or service provider, assessing the severity and risk of potential threats and incidents and implementing cybersecurity countermeasures and mitigation strategies. We recognize that our relationships with third parties may pose significant risks, and therefore we have implemented practices for building vendor diligence, onboarding and monitoring capabilities to assess those risks. These efforts can include internal briefings from our security and technical personnel, as well as external reports and threat intelligence from governmental, public and private sources, including external consultants and reports produced by security tools deployed in our technical environment.

Our incident response plan includes processes and procedures for assessing potential internal and external threats, activation and notification, crisis management and post-incident analysis designed to safeguard the confidentiality, availability and integrity of our platform and assets. A cross-functional incident response team, comprised of representatives from our internal security committee including information technology, information security, engineering, cloud operations, compliance, privacy, legal and members of our executive leadership team, is responsible for the monitoring and disposition of potential incidents, such as data breaches, intrusions and other security events, and implementing our detailed incident response plan. Our approach includes procedures to appropriately inform management, the audit committee of the board of directors and the full board of directors, as applicable, about cybersecurity threats and incidents. In fiscal 2024, we did not identify any cybersecurity incidents that materially affected, or are reasonably likely to materially affect, our business, results of operations or financial condition.

For more information about these risks, please see “Risk Factors – Risks Related to Our Business” in this Annual Report on Form 10-K.

Governance

Our board of directors has oversight responsibility for our overall enterprise risk management. The audit committee of the board of directors oversees cybersecurity risk, with input from our internal security committee, based on its oversight of our risk management processes. In accordance with our incident response plan, the internal security committee meets at least monthly, provides cybersecurity updates to the audit committee quarterly and apprises the full board of directors as needed.

Item 2. Properties

Our corporate headquarters are located in San Jose, California, where we currently lease approximately 172,000 square feet of space under a sublease agreement that expires in 2026. We also maintain offices elsewhere in the United States, as well as multiple locations internationally, including in Asia, Europe and the Middle East. We lease all of our facilities and do

not own any real property. If necessary, we expect to add facilities as we grow our employee base and expand geographically.

We believe that our facilities are adequate to meet our needs for the immediate future and that, should it be needed, suitable additional space will be available to accommodate our operations.

Item 3. Legal Proceedings

The information called for by this Item is incorporated herein by reference to Item 8. "Financial Statements and Supplementary Data," Note 12, Commitments and Contingencies, of the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

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 for Common Stock

Our common stock has been listed on The Nasdaq Global Select Market under the ticker symbol "ZS" since March 16, 2018. Prior to that time, there was no public market for our common stock.

Holders of Record

As of July 31, 2024, we had 51 holders of record of our common stock. The actual number of stockholders is greater than this number of record holders and includes stockholders who are beneficial owners but whose shares are held in street name by brokers and other nominees.

Dividend Policy

We have never declared or paid cash dividends on our common stock. We currently intend to retain all available funds and any future earnings for use in the operation of our business and do not anticipate paying any dividends in the foreseeable future. Any future determination to declare dividends will be made at the discretion of our board of directors, subject to applicable laws, and will depend on our financial condition, operating results, capital requirements, general business conditions and other factors that our board of directors may deem relevant.

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 Proxy Statement for the 2024 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission within 120 days of the fiscal year ended July 31, 2024.

Recent Sales of Unregistered Equity Securities and Use of Proceeds

(a) Sale of Unregistered Equity Securities

None.

(b) Use of Proceeds

None.

(c) Issuer Purchases of Equity Securities

None.

Stock Performance Graph

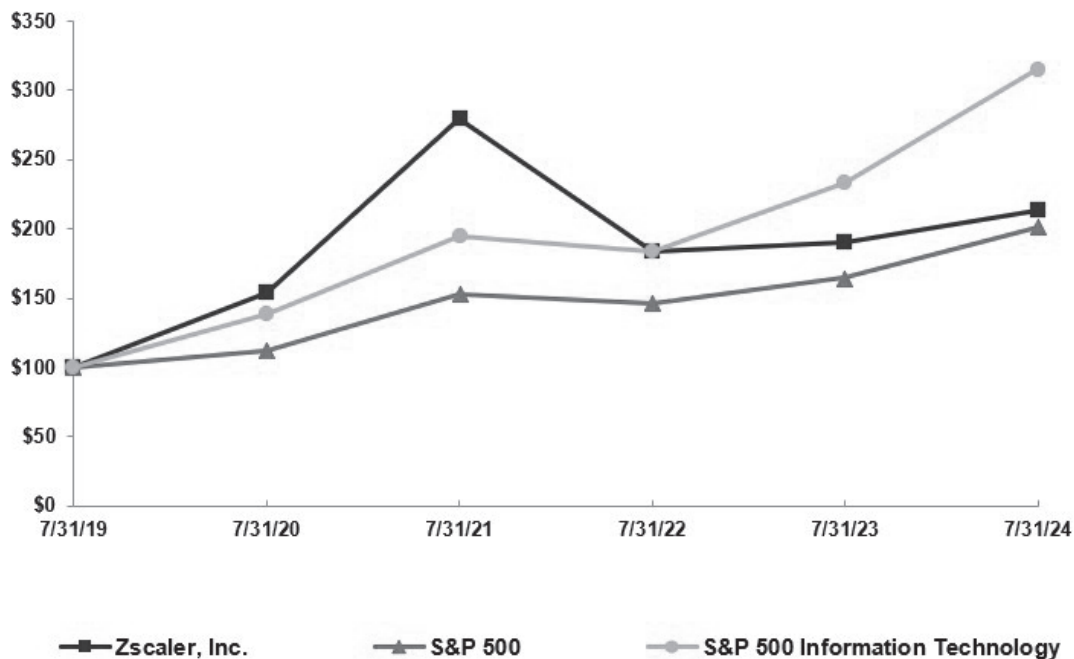
This performance graph shall not be deemed "soliciting material" or to be "filed" with the SEC for purposes of the Exchange Act, or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of Zscaler, Inc. under the Securities Act or the Exchange Act.

This performance graph compares the cumulative total return to our stockholders to the Standard & Poor's 500 Index and Standard & Poor Information Technology Index for the five years ended July 31, 2024. All values assume a \$100 initial investment and data for the Standard & Poor's 500 Index and Standard & Poor 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 common stock.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Zscaler, Inc., the S&P 500 Index
and the S&P 500 Information Technology Index



*\$100 invested on 7/31/19 in stock or index, including reinvestment of dividends.
Fiscal year ending July 31.

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Company/Index	July 31, 2019 (*)	July 31, 2020	July 31, 2021	July 31, 2022	July 31, 2023	July 31, 2024
Zscaler, Inc.	\$ 100.00	\$ 154.09	\$ 279.95	\$ 184.00	\$ 190.32	\$ 212.83
S&P 500 Index	\$ 100.00	\$ 111.96	\$ 152.76	\$ 145.67	\$ 164.63	\$ 201.10
S&P 500 Information Technology Index	\$ 100.00	\$ 138.91	\$ 194.51	\$ 183.79	\$ 233.14	\$ 315.19

(*) Base period.

Item 6. Reserved

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 the consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. As discussed in the section titled "Special Note Regarding Forward-Looking Statements," the following discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those discussed below. Factors that could cause or contribute to such difference include, but are not limited to, those identified below and those discussed in the section titled "Risk Factors" and elsewhere in this Annual Report on Form 10-K. Our fiscal year end is July 31, and our fiscal quarters end on October 31, January 31, April 30 and July 31. Our fiscal year ended July 31, 2024, July 31, 2023 and July 31, 2022 are referred to as fiscal 2024, fiscal 2023 and fiscal 2022, respectively.

Overview

Zscaler was incorporated in 2007, during the early stages of cloud adoption and mobility, based on a vision that the internet would become the new corporate network as the cloud becomes the new data center. We predicted that with rapid cloud adoption and increasing workforce mobility, traditional perimeter security approaches would provide inadequate protection for users and data and an increasingly poor user experience. We pioneered a cloud platform, the Zscaler Zero Trust Exchange, that represents a fundamental shift in the architectural design and approach to networking and security.

We generate revenue primarily from sales of subscriptions to access our cloud platform, together with related support services. We also generate an immaterial amount of revenue from professional and other services, which consist primarily of fees associated with mapping, implementation, network design and training. Our subscription pricing is primarily calculated on a per-user basis. We recognize subscription and support revenue ratably over the life of the contract, which is generally one to three years. As of July 31, 2024, we had expanded our operations to over 8,650 customers across major industries, with users in over 185 countries. Government agencies and some of the largest enterprises in the world rely on us to support their digital transformation, including approximately 35% of the Forbes Global 2000 as of July 31, 2024.

We operate our business as one reportable segment. Our revenue has experienced significant growth in recent periods. For fiscal 2024, fiscal 2023 and fiscal 2022, our revenue was \$2,167.8 million, \$1,617.0 million and \$1,090.9 million, respectively. We have incurred net losses in all annual periods since our inception. For fiscal 2024, fiscal 2023 and fiscal 2022, our net loss was \$57.7 million, \$202.3 million and \$390.3 million, respectively. We expect we will continue to incur net losses for the foreseeable future, as we continue to invest in our sales and marketing organization to maximize our market opportunity, to invest in research and development efforts to enhance the functionality of our cloud platform, and to address any legal matters and related accruals, as further described in Note 12, Commitments and Contingencies, of the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Impact of Macroeconomic Conditions

Recent changes in macroeconomic conditions such as high inflation, high interest rates and potential recessionary environments, geopolitical factors, such as the current conflicts between Russia and Ukraine and in the Middle East, and global health crises, such as the recent resurgence of the COVID-19 pandemic, can cause uncertainty in our business. We continue to see customer scrutiny of and elongated approval processes for transactions, particularly larger deals, as customers continue to scrutinize purchasing decisions and are requiring multiple approvals for large expenditures in response to the uncertain economic environment. These macroeconomic conditions may impact the future demand for subscriptions of our cloud platform.

Certain Factors Affecting Our Performance

Increased Internet Traffic and Adoption of Cloud-Based Software and Security

The adoption of cloud applications and infrastructure, explosion of internet traffic volumes and shift to mobile-first computing generally, and the pace at which enterprises adopt the internet as their corporate network in particular, impact our ability to drive market adoption of our cloud platform. We believe that most enterprises are in the early stages of a broad transformation to the cloud. Organizations are increasingly relying on the internet to operate their businesses, deploying new SaaS applications and migrating internally managed line-of-business applications to the cloud. However, the growing dependence on the internet has increased exposure to malicious or compromised websites, and sophisticated hackers are exploiting the gaps left by legacy network security appliances. To securely access the internet and transform their networks, organizations must also make fundamental changes in their network and security architectures. We believe that most organizations have yet to fully make these investments. As our cloud platform enables organizations to securely embrace digital transformation, we believe that the imperative for organizations to securely move to the cloud will increase demand for our cloud platform and broaden our customer base.

New Customer Acquisition

We believe that our ability to increase the number of customers, and more significantly customers in the Forbes Global 2000, on our cloud platform is an indicator of our market penetration and our future business opportunities. As of July 31, 2024, 2023 and 2022, we had over 8,650, 7,700 and 6,700 customers, respectively, across all major geographies. As of July 31, 2024, we had approximately 35% of the Forbes Global 2000 as customers. Our ability to continue to grow these numbers will increase our future opportunities for renewals and follow-on sales. We believe that we have significant room to capture additional market share and intend to continue to invest significantly in sales and marketing to engage our prospective customers, increase brand awareness, further leverage our channel partnerships and drive adoption of our solution. However, as a result of the challenging and uncertain economic environment, potential new customers are carefully considering purchasing decisions, particularly for large expenditures. We expect customer cautiousness to continue in the near term, elongating our sales cycles and the timing of large deals.

Follow-On Sales

We typically expand our relationship with our customers over time. While most of our new customers route all of their internet-bound web traffic through our cloud platform, some of our customers initially use our services for specific users or specific security functionality. We leverage our land-and-expand model with the goal of generating incremental revenue, often within the term of the initial subscription, by increasing sales to our existing customers in one of three ways:

- expanding deployment of our cloud platform to cover additional users;
- upgrading to more advanced capabilities for their current purchases; and
- selling a subscription to a new solution or product, for example selling a ZPA subscription to a ZIA customer or a ZIA subscription to a ZPA customer.

These purchases increase the annual recurring revenue, or ARR, attributable to our customers over time. To establish ARR for a customer, we use the total amount of each order booked to compute the annual recurring value of revenue that we would recognize if the customer continues to renew all contractual subscriptions. For example, a contract for \$3.0 million with a contractual term of three years would have an ARR of \$1.0 million as long as our customer uses our cloud platform.

Investing in Business Growth

Since our founding, we have invested significantly in growing our business. We intend to continue (i) investing in our research and development organization and our development efforts to offer new solutions on our cloud platform and (ii)

dedicating resources to update and upgrade our existing solutions. In addition, we expect our general and administrative expenses to increase in absolute dollars in the foreseeable future, as we continue to operate as a public company, and address any legal matters and related accruals, as further described in Note 12, Commitments and Contingencies, of the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

We also intend to continue to invest significantly in sales and marketing to grow and train our sales force, broaden our brand awareness and expand and deepen our channel partner relationships. While these planned investments will increase our operating expenses in the short term, we believe that over the long term these investments will help us to expand our customer base and grow our business. We also are investing in programs to increase recognition of our brand and solutions, including joint marketing activities with our channel partners and strategic partners.

While we expect our operating expenses to increase in absolute dollars in the foreseeable future, as a result of these activities, we intend to balance these investments in future growth with a continued focus on managing our results of operations and investing judiciously. In the long term we anticipate that these investments will positively impact our business and results of operations.

Key Business Metrics and Other Financial Measures

We review a number of operating and financial metrics, including the following key metrics, to measure our performance, identify trends, formulate business plans and make strategic decisions.

Dollar-Based Net Retention Rate

We believe that dollar-based net retention rate is an indicator to measure the long-term value of our customer relationships because it is driven by our ability to retain and expand the recurring revenue generated from our existing customers. Our dollar-based net retention rate compares the recurring revenue from a set of customers against the same metric for the prior 12-month period on a trailing basis. Because our customers have repeat buying patterns and the average term of our contracts is more than 12 months, we measure this metric over a set of customers who were with us as of the last day of the same reporting period in the prior fiscal year. For the trailing 12 months ended July 31, 2024 and 2023, the dollar-based net retention rate was 115% and 121%, respectively.

We calculate our dollar-based net retention rate as follows:

- **Denominator:** To calculate our dollar-based net retention rate as of the end of a reporting period, we first establish the ARR from all active subscriptions as of the last day of the same reporting period in the prior fiscal year. This effectively represents recurring dollars that we expect in the next 12-month period from the cohort of customers that existed on the last day of the same reporting period in the prior fiscal year.
- **Numerator:** We measure the ARR for that same cohort of customers representing all subscriptions based on confirmed customer orders booked by us as of the end of the reporting period.

Dollar-based net retention rate is obtained by dividing the numerator by the denominator. Our dollar-based net retention rate may fluctuate due to a number of factors, including the performance of our cloud platform, our success in selling bigger deals, including deals for all employees with our higher-end bundles, selling multiple-pillars from the start of our contract with new customers, faster upsells within a year, the timing and the rate of ARR expansion of our existing customers, potential changes in our rate of renewals and other risk factors described elsewhere in this Annual Report on Form 10-K.

Non-GAAP Financial Measures

In addition to our results determined in accordance with GAAP, we believe the following non-GAAP measures are useful in evaluating our operating performance. We use the following non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that non-GAAP financial information,

when taken collectively, may be helpful to investors because it provides consistency and comparability with past financial performance. However, non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP. In particular, free cash flow is not a substitute for cash provided by operating activities. Additionally, the utility of free cash flow as a measure of our liquidity is further limited as it does not represent the total increase or decrease in our cash balance for a given period. In addition, other companies, including companies in our industry, may calculate similarly-titled non-GAAP measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as tools for comparison. A reconciliation is provided below for each non-GAAP financial measure to the most directly comparable financial measure stated in accordance with GAAP. Investors are encouraged to review the related GAAP financial measures and the reconciliation of these non-GAAP financial measures to their most directly comparable GAAP financial measures, and not to rely on any single financial measure to evaluate our business.

Non-GAAP Gross Profit and Non-GAAP Gross Margin

We define non-GAAP gross profit as GAAP gross profit excluding stock-based compensation expense and related payroll taxes and amortization expense of acquired intangible assets. We define non-GAAP gross margin as non-GAAP gross profit as a percentage of revenue.

	Year Ended July 31,		
	2024	2023	2022
	(in thousands)		
GAAP gross profit	\$ 1,690,642	\$ 1,254,120	\$ 848,664
Add:			
Stock-based compensation expense and related payroll taxes	52,766	40,297	25,292
Amortization expense of acquired intangible assets	12,879	9,574	7,975
Non-GAAP gross profit	<u>\$ 1,756,287</u>	<u>\$ 1,303,991</u>	<u>\$ 881,931</u>
GAAP gross margin	78 %	78 %	78 %
Non-GAAP gross margin	81 %	81 %	81 %

Non-GAAP Income from Operations and Non-GAAP Operating Margin

We define non-GAAP income from operations as GAAP loss from operations excluding stock-based compensation expense and related payroll taxes, amortization expense of acquired intangible assets, and restructuring and other charges. We define non-GAAP operating margin as non-GAAP income from operations as a percentage of revenue.

	Year Ended July 31,		
	2024	2023	2022
	(in thousands)		
GAAP loss from operations	\$ (121,477)	\$ (234,623)	\$ (327,429)
Add:			
Stock-based compensation expense and related payroll taxes	549,100	457,815	430,020
Amortization expense of acquired intangible assets	14,624	11,060	9,010
Restructuring and other charges ⁽¹⁾	—	6,564	—
Non-GAAP income from operations	<u>\$ 442,247</u>	<u>\$ 240,816</u>	<u>\$ 111,601</u>
GAAP operating margin	(6)%	(15)%	(30)%
Non-GAAP operating margin	20 %	15 %	10 %

⁽¹⁾ In connection with a restructuring plan announced in March 2023, we incurred stock-based compensation expense of approximately \$1.0 million, which is included in stock-based compensation expense and related payroll taxes.

Free Cash Flow and Free Cash Flow Margin

Free cash flow is a non-GAAP financial measure that we calculate as net cash provided by operating activities less purchases of property, equipment and other assets and capitalized internal-use software. Free cash flow margin is calculated as free cash flow divided by revenue. We believe that free cash flow and free cash flow margin are useful indicators of liquidity that provide information to management and investors about the amount of cash generated from our operations that, after the investments in property, equipment and other assets and capitalized internal-use software, can be used for strategic initiatives, including investing in our business, and strengthening our financial position.

Free cash flow includes the cyclical impact of inflows and outflows resulting from contributions to our employee stock purchase plan for which the purchase period of approximately six months ends in each of our second and fourth fiscal quarters. Payroll contributions accrued as of July 31, 2024 will be used to purchase shares at the end of the current ESPP purchase period ending on December 16, 2024. Payroll contributions ultimately used to purchase shares are reclassified to stockholders' equity on the purchase date.

	Year Ended July 31,		
	2024	2023	2022
	(in thousands)		
Net cash provided by operating activities	\$ 779,846	\$ 462,343	\$ 321,912
Less:			
Purchases of property, equipment and other assets	(144,588)	(97,197)	(69,296)
Capitalized internal-use software	(50,308)	(31,527)	(21,284)
Free cash flow	<u>\$ 584,950</u>	<u>\$ 333,619</u>	<u>\$ 231,332</u>
As a percentage of revenue:			
Net cash provided by operating activities	36 %	29 %	30 %
Less:			
Purchases of property, equipment and other assets	(7)	(6)	(7)
Capitalized internal-use software	(2)	(2)	(2)
Free cash flow margin	<u>27 %</u>	<u>21 %</u>	<u>21 %</u>

Calculated Billings

Calculated billings is a non-GAAP financial measure that we believe is a key metric to measure our periodic performance. Calculated billings represents our total revenue plus the change in deferred revenue in a period. Calculated billings in any particular period aims to reflect amounts invoiced for subscriptions to access our cloud platform, together with related support services for our new and existing customers. We typically invoice our customers annually in advance, and to a lesser extent quarterly in advance, monthly in advance or multi-year in advance. Calculated billings increased \$587.6 million, or 29%, in fiscal 2024 over fiscal 2023, and \$554.0 million, or 37%, in fiscal 2023 over fiscal 2022. As calculated billings continues to grow in absolute terms, we expect our calculated billings growth rate to trend down over time. We also expect that calculated billings will be affected by seasonality in terms of when we enter into agreements with customers; and the mix of billings in each reporting period.

	Year Ended July 31,		
	2024	2023	2022
	(in thousands)		
Revenue	\$ 2,167,771	\$ 1,616,952	\$ 1,090,946
Add: Total deferred revenue, end of period	1,894,974	1,439,676	1,021,123
Less: Total deferred revenue, beginning of period	(1,439,676)	(1,021,123)	(630,601)
Calculated billings	<u>\$ 2,623,069</u>	<u>\$ 2,035,505</u>	<u>\$ 1,481,468</u>

Components of Results of Operations

Revenue

We generate revenue primarily from sales of subscriptions to access our cloud platform, together with related support services. Subscription and related support services accounted for approximately 97% of our revenue for all periods presented. Our contracts with our customers do not at any time provide the customer with the right to take possession of the software that runs our cloud platform. Our customers may also purchase professional services, such as mapping, implementation, network design and training. Professional services account for an immaterial portion of our revenue.

We generate revenue from contracts with typical durations ranging from one to three years. We typically invoice our customers annually in advance, and to a lesser extent quarterly in advance, monthly in advance or multi-year in advance. We recognize revenue ratably over the life of the contract. Amounts that have been invoiced are recorded in deferred revenue, or they are recorded in revenue if the revenue recognition criteria have been met. Subscriptions that are invoiced annually in advance or multi-year in advance represent a significant portion of our short-term and long-term deferred revenue in comparison to invoices issued quarterly in advance or monthly in advance. Accordingly, we cannot predict the mix of invoicing schedules in any given period.

We generally experience seasonality in terms of when we enter into agreements with our customers. We typically enter into a higher percentage of agreements with new customers, as well as renewal agreements with existing customers, in the second half of our fiscal year. However, because we recognize revenue ratably over the terms of our subscription contracts, a substantial portion of the revenue that we report in each period is attributable to the recognition of deferred revenue relating to agreements that we entered into during previous periods. Consequently, increases or decreases in new sales or renewals in any one period may not be immediately reflected as revenue for that period. Accordingly, the effect of downturns in sales and market acceptance of our platform, and potential changes in our rate of renewals, may not be fully reflected in our results of operations until future periods.

Cost of Revenue

Cost of revenue includes expenses related to operating our cloud platform in data centers, depreciation of our data center equipment, amortization of our capitalized internal-use software, amortization of intangible assets acquired through our business acquisitions and allocated overhead expenses (i.e., facilities, IT, depreciation expense and amortization expense). Cost of revenue also includes employee-related expenses, including salaries, bonuses, stock-based compensation expense and employee benefit expenses associated with our customer support and cloud operations organizations.

As our customers expand and increase the use of our cloud platform, driven by additional applications and connected devices, our cost of revenue will increase due to higher bandwidth and data center expenses. However, we expect to continue to benefit from economies of scale as our customers increase the use of our cloud platform. We intend to continue to invest additional resources in our cloud platform and our customer support organizations as we grow our business. The level and timing of investment in these areas could affect our cost of revenue in the future.

Gross Profit and Gross Margin

Gross profit, or revenue less cost of revenue, and gross margin, or gross profit as a percentage of revenue, have been and will continue to be affected by various factors, including the timing of our acquisition of new customers and our renewals of and follow-on sales to existing customers, the average sales price of our services, mix of services offered in our solutions, including new product introductions, the data center and bandwidth costs associated with operating our cloud platform, the extent to which we expand our customer support and cloud operations organizations and the extent to which we can increase the efficiency of our technology, infrastructure and data centers through technological improvements. We expect our gross profit to increase in absolute dollars and our gross margin to increase slightly over the long term, although our gross profit and gross margin could fluctuate from period to period depending on the interplay of all of the above factors.

Operating Expenses

Our operating expenses consist of sales and marketing expenses, research and development expenses, general and administrative expenses and restructuring and other charges. Personnel expenses are the most significant component of operating expenses and consist of salaries, benefits, bonuses, stock-based compensation expense and, with respect to sales and marketing expenses, sales commissions that are recognized as expenses over the period of benefit. Operating expenses also include overhead expenses for facilities, IT, depreciation expense and amortization expense.

Sales and Marketing

Sales and marketing expenses consist primarily of employee compensation and related expenses, including salaries, bonuses and benefits for our sales and marketing employees, sales commissions that are recognized as expenses over the period of benefit, stock-based compensation expense, marketing programs, travel and entertainment expenses, expenses for conferences and events, amortization of intangible assets acquired through our business acquisitions and allocated overhead expenses. We capitalize our sales commissions and associated payroll taxes that are incremental to the acquisition of channel partner and direct customer contracts and recognize them as expenses over the estimated period of benefit. The amount recognized in our sales and marketing expenses reflects the amortization of expenses previously deferred as attributable to each period presented in this Annual Report on Form 10-K, as described below under "Critical Accounting Policies and Estimates."

We intend to continue to make significant investments in our sales and marketing organization to drive additional revenue, further penetrate the market and expand our global customer base. As a result, we expect our sales and marketing expenses to continue to increase in absolute dollars and to be our largest operating expense category for the foreseeable future. In particular, we will continue to invest in growing and training our sales force, broadening our brand awareness and expanding and deepening our channel partner relationships. However, we expect our sales and marketing expenses to decrease as a percentage of our revenue over the long term, although our sales and marketing expenses may fluctuate as a percentage of our revenue from period to period due to the timing and extent of these expenses.

Research and Development

Our research and development expenses support our efforts to add new products, new features to our existing offerings and to ensure the reliability, availability and scalability of our solutions. Our cloud platform is software-driven, and our research and development teams employ software engineers in the design, and the related development, testing, certification and support, of these solutions. Accordingly, a majority of our research and development expenses result from employee-related expenses, including salaries, bonuses and benefits, stock-based compensation expense and expenses associated with technology tools used by our engineers. We expect our research and development expenses to continue to increase in absolute dollars for the foreseeable future, as we continue to invest in research and development efforts to enhance the functionality of our cloud platform, improve the reliability, availability and scalability of our platform and access new customer markets. However, we expect our research and development expenses to decrease as a percentage of our revenue over the long term, although our research and development expenses may fluctuate as a percentage of our revenue from period to period due to the timing and extent of these expenses.

General and Administrative

General and administrative expenses consist primarily of employee-related expenses, including salaries and bonuses, stock-based compensation expense and employee benefit expenses for our finance, legal, human resources and administrative personnel, as well as professional fees for external legal services (including certain litigation-related expenses), accounting and other related consulting services. The litigation-related expenses include professional fees and related expenses incurred by us in defending or settling significant claims that we deem not to be in the ordinary course of our business and, if applicable, accruals related to estimated losses in connection with these claims. We expect our general and administrative expenses to increase in absolute dollars for the foreseeable future as we increase the size of our general and administrative

organizations, incur additional costs to support our business growth and due to any legal matters and related accruals, as further described in Note 12, Commitments and Contingencies, to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K. However, we expect our general and administrative expenses to decrease as a percentage of our revenue over the long term, although our general and administrative expenses may fluctuate as a percentage of our revenue from period to period due to the timing and extent of these expenses. In particular, litigation-related expenses related to significant litigation claims may result in significant fluctuations from period to period, as they are inherently subject to change and difficult to estimate.

Restructuring and Other Charges

Restructuring and other charges occur when we commit to a restructuring plan, the restructuring plan identifies all significant actions, the period of time to complete the restructuring plan indicates that significant changes to the restructuring plan are not likely and employees who are impacted have been notified of the pending involuntary termination. A restructuring plan generally includes significant actions involving employee-related severance charges, employee-related benefits, stock-based compensation expense related to the modification of equity incentive awards and other charges associated with the restructuring (the "restructuring charges"). Restructuring charges are accrued in the period in which it is probable that the employees are entitled to the restructuring benefits and the amounts can be reasonably estimated.

Interest Expense

Interest expense consists primarily of amortization of debt issuance costs, recognition of contractual interest expense related to the Notes, and gains and losses related to changes in the fair value of interest rate swaps. For further information refer to Note 8, Derivative Instruments and Note 10, Convertible Senior Notes, of our consolidated financial statements included elsewhere in this Annual Report on Form 10-K. Effective August 1, 2022, we adopted ASU 2020-06. The adoption of this standard resulted in the elimination of the amortization of the debt discount as interest expense and the portion of the issuance costs initially allocated to equity is now classified as debt and amortized as interest expense. For further information, refer to Note 1, Business and Summary of Significant Accounting Policies, of our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Interest Income

Interest income consists primarily of income earned on our cash equivalents and short-term investments.

Other Expense, Net

Other expense, net consists primarily of foreign currency transaction gains and losses and changes in fair value of our non-designated derivative instruments.

Provision for Income Taxes

Our provision for income taxes consists primarily of income and withholding taxes in the foreign jurisdictions, and U.S. income taxes from a tax law change related to mandatory capitalization of research and development expenses for tax years starting January 1, 2022. In the United States, we have recorded deferred tax assets for which we provide a full valuation allowance, which includes net operating loss carryforwards and research and development tax credits. We expect to maintain this full valuation allowance for the foreseeable future as it is more likely than not that some or all of those deferred tax assets may not be realized based on our history of losses. Additionally, in the U.K., we have recorded deferred tax assets for which we provide a full valuation allowance, which includes net operating loss carryforwards. We expect to maintain this full valuation allowance for the foreseeable future as it is more likely than not that some or all of those deferred tax assets may not be realized based on our history of losses.

Results of Operations

The following tables set forth our results of operations for the periods presented in dollars and as a percentage of our revenue:

	Year Ended July 31,		
	2024	2023	2022
	(in thousands)		
Revenue	\$ 2,167,771	\$ 1,616,952	\$ 1,090,946
Cost of revenue ⁽¹⁾⁽²⁾	477,129	362,832	242,282
Gross profit	1,690,642	1,254,120	848,664
Operating expenses:			
Sales and marketing ⁽¹⁾⁽²⁾	1,100,239	953,864	735,219
Research and development ⁽¹⁾⁽²⁾	499,828	349,735	289,139
General and administrative ⁽¹⁾	212,052	177,544	151,735
Restructuring and other charges ⁽¹⁾	—	7,600	—
Total operating expenses	1,812,119	1,488,743	1,176,093
Loss from operations	(121,477)	(234,623)	(327,429)
Interest income	109,130	60,462	4,586
Interest expense ⁽³⁾⁽⁵⁾	(13,132)	(6,541)	(56,579)
Other expense, net	(3,750)	(1,862)	(4,208)
Loss before income taxes	(29,229)	(182,564)	(383,630)
Provision for income taxes ⁽⁴⁾	28,477	19,771	6,648
Net loss	\$ (57,706)	\$ (202,335)	\$ (390,278)

⁽¹⁾ Includes stock-based compensation expense and related payroll taxes as follows:

Cost of revenue	\$ 52,766	\$ 40,297	\$ 25,292
Sales and marketing	230,597	222,280	202,211
Research and development	186,107	121,151	123,422
General and administrative	79,630	73,051	79,095
Restructuring and other charges	—	1,036	—
Total	\$ 549,100	\$ 457,815	\$ 430,020

⁽²⁾ Includes amortization expense of acquired intangible assets as follows:

Cost of revenue	\$ 12,879	\$ 9,574	\$ 7,975
Sales and marketing	1,232	773	704
Research and development	513	713	331
Total	\$ 14,624	\$ 11,060	\$ 9,010

⁽³⁾ Includes amortization of debt discount and issuance costs

	\$ 3,914	\$ 3,894	\$ 55,141
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⁽⁴⁾ Includes tax benefit associated with the business acquisitions

	\$ (1,864)	\$ —	\$ —
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⁽⁵⁾ Effective August 1, 2022, we adopted ASU 2020-06 using the modified retrospective method under which prior period amounts have not been adjusted. This standard resulted in our convertible senior notes being accounted for as a single unit of debt and we will no longer be required to record the conversion feature in equity. This further eliminated the need for amortization of the debt discount as interest expense and the portion of the issuance costs initially allocated to equity is now classified as debt and amortized as interest expense. For further information refer to Note 1, Business and Summary of

Significant Accounting Policies of our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

The following table sets forth our results of operations for the periods presented as a percentage of our revenue:

	Year Ended July 31,		
	2024	2023	2022
Revenue	100%	100%	100%
Cost of revenue	22	22	22
Gross margin	78	78	78
Operating expenses			
Sales and marketing	51	59	67
Research and development	23	22	27
General and administrative	10	11	14
Restructuring and other charges	—	1	—
Total operating expenses	84	93	108
Operating margin	(6)	(15)	(30)
Interest income	6	4	—
Interest expense	(1)	—	(5)
Other expense, net	—	—	—
Loss before income taxes	(1)	(11)	(35)
Provision for income taxes	2	1	1
Net loss	(3)%	(12)%	(36)%

Comparison of Fiscal 2024 and Fiscal 2023

Revenue

	Year Ended July 31,		Change	
	2024	2023	\$	%
	(in thousands)			
Revenue	\$ 2,167,771	\$ 1,616,952	\$ 550,819	34 %

Revenue increased by \$550.8 million, or 34%, in fiscal 2024, compared to fiscal 2023. The change in revenue was driven primarily by an increase in users and sales of additional subscriptions to existing customers, which contributed \$471.8 million in additional revenue. The remainder of the increase was primarily attributable to the addition of new customers, as we increased our customer base by 12% from fiscal 2023 to fiscal 2024.

Cost of Revenue and Gross Margin

	Year Ended July 31,		Change	
	2024	2023	\$	%
	(in thousands)			
Cost of revenue	\$ 477,129	\$ 362,832	\$ 114,297	32 %
Gross margin	78 %	78 %		

Cost of revenue increased by \$114.3 million, or 32%, in fiscal 2024, compared to fiscal 2023. The change was driven primarily by the expanded use of our cloud platform by existing and new customers, which led to an increase of \$70.2 million for data center and equipment-related costs for hosting and operating our cloud platform. Additionally, our employee-related expenses increased by \$44.4 million, inclusive of an increase of \$11.7 million in stock-based compensation expense, driven primarily by an increase in headcount in our customer support and cloud operations organizations. The remainder of the increase was primarily attributable to increased expenses of \$2.0 million in facility and IT services.

Gross margin remained flat at 78% for fiscal 2024 compared to fiscal 2023.

Operating Expenses

Sales and Marketing Expenses

	Year Ended July 31,		Change	
	2024	2023	\$	%
	(in thousands)			
Sales and marketing expenses	\$ 1,100,239	\$ 953,864	\$ 146,375	15 %

Sales and marketing expenses increased by \$146.4 million, or 15%, for fiscal 2024, compared to fiscal 2023. The change was driven primarily by an increase of \$98.3 million in employee-related expenses, inclusive of an increase of \$31.1 million in sales commissions expense and an increase of \$3.5 million in stock-based compensation expense. The increase in stock-based compensation expense was driven primarily by an increase in headcount, offset by a reversal in February 2024 of \$11.7 million of stock-based compensation expense associated with the cancellation of unvested equity awards resulting from the departure of our Chief Operating Officer, who led sales activities. The remainder of the increase was primarily attributable to increased expenses of \$30.2 million in marketing and advertising expenses, \$16.4 million in travel expenses, \$6.1 million in facility-related expenses and \$3.0 million in professional services.

Research and Development Expenses

	Year Ended July 31,		Change	
	2024	2023	\$	%
	(in thousands)			
Research and development expenses	\$ 499,828	\$ 349,735	\$ 150,093	43 %

Research and development expenses increased by \$150.1 million, or 43%, for fiscal 2024, compared to fiscal 2023, as we continued to develop and enhance the functionality of our cloud platform and integrate technologies acquired through our business combinations. The change was driven primarily by an increase of \$145.9 million in employee-related expenses, inclusive of an increase of \$62.6 million in stock-based compensation expense, primarily due to an increase in headcount. The increase in stock-based compensation expense for fiscal 2024 was partially driven by a reversal of \$9.9 million of stock-based compensation expense recognized in fiscal 2023, which reduced the stock-based compensation expense in that period. The reversal of stock-based compensation expense resulted from the cancellation of unvested equity awards in connection with the departure of our President, who led research and development activities, in October 2022. The remainder of the increase was primarily attributable to increased expenses of \$22.5 million in facility, cloud hosting, software and equipment-related expenses to support our growth. The net increase was offset by higher capitalized internal-use software development costs of \$19.1 million to support the enhancement and growth of our cloud platform.

General and Administrative Expenses

	Year Ended July 31,		Change	
	2024	2023	\$	%
	(in thousands)			
General and administrative expenses	\$ 212,052	\$ 177,544	\$ 34,508	19 %

General and administrative expenses increased by \$34.5 million, or 19%, for fiscal 2024, compared to fiscal 2023. The change was driven primarily by an increase of \$21.7 million in employee-related expenses, inclusive of an increase of \$6.2 million in stock-based compensation expense, primarily due to an increase in headcount. The remainder of the increase is primarily due to an increase of \$4.1 million in facility-related expenses and an increase in miscellaneous expenses to support the growth of our business.

Restructuring and Other Charges

	Year Ended July 31,		Change	
	2024	2023	\$	%
	(in thousands)			
Restructuring and other charges	\$ —	\$ 7,600	\$ (7,600)	— %

Restructuring and other charges for the year ended July 31, 2023 are associated with a restructuring plan announced in March 2023, under which we incurred \$7.6 million of restructuring charges, consisting of \$6.6 million of employee severance and benefit charges, and \$1.0 million of stock-based compensation expense related to modified equity incentive awards. The restructuring plan was completed during the fiscal quarter ended October 31, 2023.

Interest Income

	Year Ended July 31,		Change	
	2024	2023	\$	%
	(in thousands)			
Interest income	\$ 109,130	\$ 60,462	\$ 48,668	80 %

Interest income increased by \$48.7 million for fiscal 2024, compared to fiscal 2023. The change was driven primarily by higher interest rates and our increased balance of cash equivalents and short-term investments.

Interest Expense

	Year Ended July 31,		Change	
	2024	2023	\$	%
	(in thousands)			
Interest expense	\$ (13,132)	\$ (6,541)	\$ (6,591)	101 %

Interest expense increased by \$6.6 million for fiscal 2024, compared to fiscal 2023. The change was driven primarily by fair value hedge adjustments related to our Notes.

Other Expense, Net

	Year Ended July 31,		Change	
	2024	2023	\$	%
	(in thousands)			
Other expense, net	\$ (3,750)	\$ (1,862)	\$ (1,888)	101 %

Other expense, net increased by \$1.9 million for fiscal 2024, compared to fiscal 2023. The change was driven primarily by fluctuations in foreign currency transactions gains and losses.

Provision for Income Taxes

	Year Ended July 31,		Change	
	2024	2023	\$	%
	(in thousands)			
Provision for income taxes	\$ 28,477	\$ 19,771	\$ 8,706	44 %

Our provision for income taxes increased by \$8.7 million, or 44%, for fiscal 2024, compared to fiscal 2023. The change was primarily driven by the increase in our pre-tax income in both foreign and U.S. jurisdictions in which we conduct business, offset by the reduction of the valuation allowance due to the establishment of deferred tax liabilities from the business acquisition. For further information, refer to Note 15, Income Taxes, of the consolidated financial statements included elsewhere in this Annual Report on form 10-K. Our effective tax rate of (97.4)% and (10.9)% in fiscal 2024 and fiscal 2023, respectively, differs from the applicable U.S. statutory federal income tax rate due to our valuation allowance against our U.S. federal, state, and U.K. deferred tax assets as well as our foreign income being taxed at different rates than the U.S. statutory rate.

Comparison of Fiscal 2023 and Fiscal 2022

For a discussion of our results of operations for the year ended July 31, 2023 as compared to the year ended July 31, 2022, refer to Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, of our Annual Report on Form 10-K filed with the SEC on September 14, 2023.

Liquidity and Capital Resources

As of July 31, 2024, our principal sources of liquidity were cash, cash equivalents and short-term investments totaling \$2,409.7 million, which were held for working capital and general corporate purposes. Our cash equivalents and investments consist of highly liquid investments in money market funds, U.S. treasury securities, U.S. government agency securities, certificates of deposit and corporate debt securities.

In June 2020, we completed the private offering of the Notes with an aggregate principal amount of \$1,150.0 million. The total net proceeds from the offering, after deducting initial purchase discount and issuance costs, was \$1,130.5 million. In connection with the Notes, we entered into the Capped Call transactions which are expected to reduce the potential dilution of our common stock upon any conversion of the Notes and/or offset any cash payments we could be required to make in excess of the principal amount of converted Notes. We used an aggregate amount of \$145.2 million of the net proceeds of the Notes to purchase the Capped Calls.

We have generated significant losses from operations, as reflected in our accumulated deficit of \$1,148.1 million as of July 31, 2024. We expect to continue to incur operating losses and have in the past and may in the future generate negative cash flows due to expected investments to grow our business, including potential business acquisitions and other strategic transactions.

We believe that our existing cash, cash equivalents and short-term investments will be sufficient to fund our working capital, capital expenditure, and convertible senior notes repayment requirements for at least the next 12 months from the

issuance of our financial statements. Our foreseeable cash needs, in addition to our recurring operating costs, include our expected capital expenditures to support expansion of our infrastructure and workforce, lease obligations, purchase commitments, potential business acquisitions, convertible senior notes repayment requirements and other strategic transactions. Our assessment of the period of time through which our financial resources will be adequate to support our operations is a forward-looking statement and involves risks and uncertainties. Our actual results could vary as a result of, and our future capital requirements, both near-term and long-term, will depend on, many factors, including our growth rate, the timing and extent of spending to support our research and development efforts, the expansion of sales and marketing and international operating activities, the timing of new introductions of solutions or features, and the continuing market acceptance of our services, the impact of macroeconomic conditions, such as high inflation and recessionary environments, and the impact of global crises to our and our customers', vendors' and partners' businesses. We have and may in the future enter into arrangements to acquire or invest in complementary businesses, services and technologies, including intellectual property rights. We have based this estimate on assumptions that may prove to be wrong, and we could use our available capital resources sooner than we currently expect. Additionally, some of the factors that may influence our operations are not within our control, such as general economic conditions, geopolitical developments and the impact of global crises. 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 when desired, or if we cannot expand our operations or otherwise capitalize on our business opportunities because we lack sufficient capital, our business, operating results and financial condition would be adversely affected.

We typically invoice our customers annually in advance, and to a lesser extent quarterly in advance, monthly in advance or multi-year in advance. Therefore, a substantial source of our cash is from such prepayments, which are included on our consolidated balance sheets as a contract liability. Deferred revenue consists of the unearned portion of billed fees for our subscriptions, which is subsequently recognized as revenue in accordance with our revenue recognition policy. As of July 31, 2024, we had deferred revenue of \$1,895.0 million, of which \$1,643.9 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. Subscriptions that are invoiced annually in advance or multi-year in advance contribute significantly to our short-term and long-term deferred revenue in comparison to our invoices issued quarterly in advance or monthly in advance. Accordingly, we cannot predict the mix of invoicing schedules in any given period.

As of July 31, 2024, we did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

The following table summarizes our cash flows for the periods presented:

	Year Ended July 31,		
	2024	2023	2022
	(in thousands)		
Net cash provided by operating activities	\$ 779,846	\$ 462,343	\$ 321,912
Net cash provided by (used in) investing activities	\$ (683,180)	\$ (259,337)	\$ 374,063
Net cash provided by financing activities	\$ 64,208	\$ 45,990	\$ 41,337

Operating Activities

Net cash provided by operating activities during fiscal 2024 was \$779.8 million, which resulted from a net loss of \$57.7 million, adjusted for non-cash charges of \$771.5 million and net cash inflows of \$66.1 million from changes in operating assets and liabilities. Non-cash charges primarily consisted of \$527.7 million for stock-based compensation expense, \$130.1 million for amortization of deferred contract acquisition costs, \$66.3 million for depreciation and amortization expense, \$49.4 million for non-cash operating lease costs, \$14.6 million for amortization expense of acquired

intangible assets and \$3.9 million for amortization of debt discount and issuance costs, partially offset by amortization (accretion) of investments purchased at a premium (discount) of \$19.1 million and \$5.6 million for deferred income taxes.

Net cash inflows from changes in operating assets and liabilities were primarily the result of an increase of \$450.3 million in deferred revenue from advance invoicing in accordance with our subscription contracts, an increase of \$43.6 million in accrued expenses, other current and noncurrent liabilities, an increase of \$10.5 million in accrued compensation and an increase of \$4.2 million in accounts payable. Net cash inflows were partially offset by cash outflows resulting from an increase of \$200.3 million in deferred contract acquisition costs, as our sales commission payments increased due to the addition of new customers and expansion of our existing customer subscriptions, an increase of \$153.0 million in accounts receivable primarily due to timing of billings and collections, a decrease of \$49.2 million in operating lease liabilities primarily due to lease payments and an increase of \$40.0 million in prepaid expenses, other current and noncurrent assets.

Net cash provided by operating activities during fiscal 2023 was \$462.3 million, which resulted from a net loss of \$202.3 million, adjusted for non-cash charges of \$636.1 million and net cash inflows of \$28.6 million from changes in operating assets and liabilities. Non-cash charges primarily consisted of \$444.8 million for stock-based compensation expense, \$98.7 million for amortization of deferred contract acquisition costs, \$55.8 million for depreciation and amortization expense, \$32.2 million for non-cash operating lease costs, \$11.1 million for amortization expense of acquired intangible assets and \$3.9 million for amortization of debt discount and issuance costs, partially offset by amortization (accretion) of investments purchased at a premium (discount) of \$6.6 million and \$3.3 million for net unrealized gains on hedging transactions.

Net cash inflows from changes in operating assets and liabilities were primarily the result of an increase of \$418.6 million in deferred revenue from advance invoicing in accordance with our subscription contracts, an increase of \$26.8 million in accrued expenses, other current and noncurrent liabilities and an increase of \$24.5 million in accrued compensation. Net cash inflows were partially offset by cash outflows resulting from an increase of \$183.9 million in accounts receivable primarily due to timing of billings and collections, an increase of \$177.0 million in deferred contract acquisition costs, as our sales commission payments increased due to the addition of new customers and expansion of our existing customer subscriptions, an increase of \$39.9 million in prepaid expenses, other current and noncurrent assets, a decrease of \$32.2 million in operating lease liabilities primarily due to lease payments and a decrease of \$8.4 million in accounts payable.

Net cash provided by operating activities during fiscal 2022 was \$321.9 million, which resulted from a net loss of \$390.3 million, adjusted for non-cash charges of \$614.7 million and net cash inflows of \$97.5 million from changes in operating assets and liabilities. Non-cash charges primarily consisted of \$409.6 million for stock-based compensation expense, \$68.5 million for amortization of deferred contract acquisition costs, \$55.1 million for amortization of debt discount and issuance costs, \$40.5 million for depreciation and amortization expense, \$25.6 million for non-cash operating lease costs, \$9.0 million for amortization expense of acquired intangible assets and \$6.6 million for amortization of investment premiums, net of accretion of purchase discounts.

Net cash inflows from changes in operating assets and liabilities were primarily the result of an increase of \$391.2 million in deferred revenue from advance invoicing in accordance with our subscription contracts, an increase of \$18.3 million in accrued compensation, an increase of \$14.4 million in accounts payable and an increase of \$13.4 million in accrued expenses, other current and noncurrent liabilities. Net cash inflows were partially offset by cash outflows resulting from an increase of \$158.5 million in deferred contract acquisition costs, as our sales commission payments increased due to the addition of new customers and expansion of our existing customer subscriptions, an increase of \$143.3 million in accounts receivable primarily due to timing of billings and collections, a decrease of \$27.7 million in operating lease liabilities primarily due to lease payments and an increase of \$10.3 million in prepaid expenses, other current and noncurrent assets.

Investing Activities

Net cash used in investing activities during fiscal 2024 of \$683.2 million was primarily attributable to the purchases of short-term investments of \$1,291.0 million, \$374.7 million, net of cash acquired for business acquisitions, capital expenditures of \$194.9 million to support the growth and expansion of our cloud platform, and \$2.0 million for purchases of strategic investments. These activities were partially offset by proceeds from the maturities and sales of short-term investments of \$1,179.4 million.

Net cash used in investing activities during fiscal 2023 of \$259.3 million was primarily attributable to the purchases of short-term investments of \$1,064.1 million, capital expenditures of \$128.7 million to support the growth and expansion of our cloud platform, \$15.6 million, net of cash acquired for business acquisitions, and \$3.2 million for purchases of strategic investments. These activities were partially offset by proceeds from the maturities and sales of short-term investments of \$952.4 million.

Net cash provided by investing activities during fiscal 2022 of \$374.1 million was primarily attributable to the proceeds from the maturities of short-term investments of \$1,334.9 million. These activities were partially offset by purchases of short-term investments of \$844.9 million, capital expenditures of \$90.6 million to support the growth and expansion of our cloud platform and \$25.3 million, net of cash acquired for business acquisitions.

Financing Activities

Net cash provided by financing activities of \$64.2 million during fiscal 2024 was primarily attributable to \$52.0 million in proceeds from the issuance of common stock under the ESPP and \$12.2 million in proceeds from the exercise of stock options.

Net cash provided by financing activities of \$46.0 million during fiscal 2023 was primarily attributable to \$42.3 million in proceeds from issuance of common stock under the ESPP and \$3.9 million in proceeds from the exercise of stock options.

Net cash provided by financing activities of \$41.3 million during fiscal 2022 was primarily attributable to \$34.6 million in proceeds from issuance of common stock under the ESPP and \$6.9 million in proceeds from the exercise of stock options.

Contractual Obligations and Commitments

Our principal commitments consist of obligations under our convertible senior notes, real estate arrangements, colocation and bandwidth arrangements and non-cancelable purchase obligations. For additional information, refer to Note 10, Convertible Senior Notes, Note 11, Operating Leases and Note 12, Commitments and Contingencies, of the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Critical Accounting Policies and Estimates

Our financial statements are prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, as well as related disclosures. We evaluate our estimates and assumptions on an ongoing basis. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Our actual results could differ from these estimates. We refer to accounting estimates of this type as critical accounting policies and estimates, which we discuss below.

We have identified certain accounting policies that are significant to the preparation of our financial statements. These accounting policies are important for an understanding of our financial condition and results of operations. Critical

accounting policies are those that are most important to the presentation of our financial condition and results of operations and require management's subjective or complex judgment, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods. While our significant accounting policies are more fully described in the notes to the consolidated financial statements appearing elsewhere in this Annual Report on Form 10-K, we believe the following accounting policies have the most significant impact on the consolidated financial statements.

Revenue Recognition

In accordance with Accounting Standards Codification, or ASC, Topic 606, Revenue From Contracts With Customers, or ASC 606, revenue is recognized when a customer obtains control of promised services. The amount of revenue recognized reflects the consideration that we expect to be entitled to receive in exchange for these services. To achieve the core principle of this standard, we apply the following five steps:

1) Identify the contract with a customer

We consider the terms and conditions of the contracts and our customary business practices in identifying our contracts under ASC 606. We determine we have a contract with a customer when the contract is approved, we can identify each party's rights regarding the services to be transferred, we can identify the payment terms for the services, we have determined the customer to have the ability and intent to pay, and the contract has commercial substance. We apply judgment in determining the customer's ability and intent to pay, which is based on a variety of factors, including the customer's historical payment experience or, in the case of a new customer, credit and financial information pertaining to the customer.

2) Identify the performance obligations in the contract

Performance obligations promised in a contract are identified based on the services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the service either on its own or together with other resources that are readily available from third parties or from us, and are distinct in the context of the contract, whereby the transfer of the services is separately identifiable from other promises in the contract. Our performance obligations consist of (i) our subscription and support services and (ii) professional and other services.

3) Determine the transaction price

The transaction price is determined based on the consideration to which we expect to be entitled in exchange for transferring services to the customer. Variable consideration is included in the transaction price if, in our judgment, it is probable that a significant future reversal of cumulative revenue under the contract will not occur. None of our contracts contain a significant financing component.

4) Allocate the transaction price to performance obligations in the contract

If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative standalone selling price, or SSP.

5) Recognize revenue when or as we satisfy a performance obligation

Revenue is recognized at the time the related performance obligation is satisfied by transferring the promised service to a customer. Revenue is recognized when control of the services is transferred to our customers, in an amount that reflects the consideration that we expect to receive in exchange for those services. We generate all our revenue from contracts with customers and apply judgment in identifying and evaluating any terms and conditions in contracts which may impact revenue recognition.

Subscription and Support Revenue

We generate revenue primarily from sales of subscriptions to access our cloud platform, together with related support services to our customers. Arrangements with customers do not provide the customer with the right to take possession of our software operating our cloud platform at any time. Instead, customers are granted continuous access to our cloud platform over the contractual period. A time-elapsed output method is used to measure progress because we transfer control evenly over the contractual period. Accordingly, the fixed consideration related to subscription and support revenue is generally recognized on a straight-line basis over the contract term beginning on the date that our service is made available to the customer.

The typical subscription and support term is one to three years. Most of our contracts are non-cancelable over the contractual term. Customers typically have the right to terminate their contracts for cause if we fail to perform in accordance with the contractual terms. Some of our customers have the option to purchase additional subscription and support services at a stated price. These options generally do not provide a material right as they are priced at our SSP.

Professional and Other Services Revenue

Professional and other services revenue consists of fees associated with providing deployment advisory services that educate and assist our customers on the best use of our solutions, as well as advise customers on best practices as they deploy our solution. These services are distinct from subscription and support services. Professional services do not result in significant customization of the subscription service. Revenue from professional services provided on a time and materials basis is recognized as the services are performed. Total professional and other services revenue has historically been insignificant.

Contracts with Multiple Performance Obligations

Most of our contracts with customers contain multiple promised services consisting of (i) our subscription and support services and (ii) professional and other services that are distinct and accounted for separately. The transaction price is allocated to the separate performance obligations on a relative SSP basis. We determine SSP based on our overall pricing objectives, taking into consideration the type of subscription and support services and professional and other services, the geographical region of the customer and the number of users.

Variable Consideration

Revenue from sales is recorded at the net sales price, which is the transaction price, and includes estimates of variable consideration. The amount of variable consideration that is included in the transaction price is constrained, and is included in the net sales price only to the extent that it is probable that a significant reversal in the amount of the cumulative revenue will not occur when the uncertainty is resolved.

If our services do not meet certain service level commitments, our customers are entitled to receive service credits, and in certain cases, refunds, each representing a form of variable consideration. We have not historically experienced any significant incidents affecting the defined levels of reliability and performance as required by our subscription contracts. Accordingly, any estimated refunds related to these agreements in the consolidated financial statements were not material during the periods presented.

We provide rebates and other credits within our contracts with certain customers which are estimated based on the most likely amounts expected to be earned or claimed on the related sales transaction. Overall, the transaction price is reduced to reflect our estimate of the amount of consideration to which we are entitled based on the terms of the contract. Estimated rebates and other credits were not material during the periods presented.

Contract Balances

Contract liabilities consist of deferred revenue and include payments received in advance of performance under the contract. Such amounts are recognized as revenue over the contractual period.

We receive payments from customers based upon contractual billing schedules; accounts receivable are recorded when the right to consideration becomes unconditional. Payment terms on invoiced amounts are typically 30 days. Contract assets include amounts related to our contractual right to consideration for both completed and partially completed performance obligations that may not have been invoiced and such amounts have been insignificant to date.

Costs to Obtain and Fulfill a Contract

We capitalize sales commissions and associated payroll taxes paid to sales personnel that are incremental to the acquisition of channel partner and direct customer contracts. These costs are recorded as deferred contract acquisition costs on the consolidated balance sheets. We determine whether costs should be deferred based on our sales compensation plans, if the commissions are in fact incremental and would not have occurred absent the customer contract.

Sales commissions for renewal of a contract are not considered commensurate with the commissions paid for the acquisition of the initial contract given the substantive difference in commission rates in proportion to their respective contract values. Commissions paid upon the initial acquisition of a contract are amortized over an estimated period of benefit of five years while commissions paid for renewal contracts are amortized over the contractual term of the renewals. Amortization is recognized on a straight-line basis commensurate with the pattern of revenue recognition. We determine the period of benefit for commissions paid for the acquisition of the initial contract by taking into consideration the expected subscription term and expected renewals of our customer contracts, the duration of our relationships with customers, customer retention data, our technology development life cycle and other factors. Management exercises judgment to determine the period of benefit to amortize contract acquisition costs by considering factors such as expected renewals of customer contracts, duration of customer relationships and our technology development life cycle. Although we believe that the historical assumptions and estimates we have made are reasonable and appropriate, different assumptions and estimates could materially impact our reported financial results. Amortization of deferred contract acquisition costs is included in sales and marketing expense in the consolidated statements of operations. We periodically review these deferred costs to determine whether events or changes in circumstances have occurred that could impact the period of benefit of these deferred contract acquisition costs.

Recently Issued Accounting Pronouncements

Refer to Note 1, Business and Summary of Significant Accounting Policies, to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K for more information regarding recently issued accounting pronouncements.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

We have operations in the United States and internationally, and we are exposed to market risk in the ordinary course of our business.

Interest Rate Risk

As of July 31, 2024, we had cash, cash equivalents and short-term investments totaling \$2,409.7 million, which were held for working capital purposes. Our cash equivalents and investments consist of highly liquid investments in money market funds, U.S. treasury securities, U.S. government agency securities, certificates of deposit and corporate debt securities. The primary objectives of our investment activities are the preservation of capital, the fulfillment of liquidity needs and the fiduciary control of cash and investments. We do not enter into investments for trading or speculative purposes. The

carrying amount of our cash equivalents reasonably approximates fair value, due to the short maturities of these instruments. Our investments are exposed to market risk due to a fluctuation in interest rates, which may affect our interest income and the fair market value of our investments. As of July 31, 2024, the effect of a hypothetical 100 basis point change in interest rates would have changed the fair value of our investments in available-for-sale securities by \$10.0 million. Fluctuations in the fair value of our investments in available-for-sale securities caused by a change in interest rates (gains or losses on the carrying amount) are recorded in other comprehensive income (loss), and are realized only if we sell the underlying securities prior to maturity.

We also use interest rate swaps to economically convert certain of our fixed interest rate Notes to floating interest rates, in order to match the floating rate nature of a portion of our cash, cash equivalents, and short-term investments. These interest rate swaps are designated as fair value hedges, and changes in fair value of the interest rate swaps offset the changes in fair market value of the Notes due to benchmark interest rate movements. Gains or losses related to our fair value hedges are included within interest expense in the consolidated statement of operations in the period of change together with the offsetting loss or gain on the hedged item attributed to risk being hedged.

Convertible Senior Notes

In June 2020, we issued our Notes with an aggregate principal amount of \$1,150.0 million. In connection with the issuance of the Notes, we entered into privately negotiated capped call transactions with certain counterparties (the "Capped Calls"). The Capped Calls are expected generally to offset the potential dilution to our common stock as a result of any conversion of the Notes.

The Notes have a fixed annual interest rate of 0.125%, accordingly, we do not have economic interest rate exposure on the Notes. However, the fair value of the Notes is exposed to interest rate risk. Generally, the fair value of the Notes will increase as interest rates fall and decrease as interest rates rise. Through July 31, 2022, we carried the Notes at face value less unamortized debt discount and debt issuance costs on our consolidated balance sheet. Effective August 1, 2022, upon adoption of ASU 2020-06, we carry the Notes at face value less debt issuance costs on our consolidated balance sheet. For further information refer to Note 1, Business and Summary of Significant Accounting Policies of our consolidated financial statements included elsewhere in this Annual Report on Form 10-K. We present the fair value for required disclosure purposes only. In addition, the fair value of the Notes also fluctuates when the market price of our common stock fluctuates. The fair value was determined based on the quoted bid price of the Notes in an over-the-counter market on the last trading day of the reporting period. For further information refer to Note 10, Convertible Senior Notes, to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Foreign Currency Risk

The vast majority of our sales contracts are denominated in U.S. dollars, with a small number of contracts denominated in foreign currencies. A portion of our operating expenses are incurred outside the United States, denominated in foreign currencies and subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the British Pound, Indian Rupee, Euro, Japanese Yen, Canadian Dollar and Australian Dollar. Additionally, fluctuations in foreign currency exchange rates may cause us to recognize transaction gains and losses in our consolidated statements of operations. The effect of a hypothetical 10% change in foreign currency exchange rates applicable to our business would not have a material impact on the consolidated financial statements for all periods presented.

We have a foreign currency risk management program, and we enter into foreign currency forward contracts to hedge a portion of our forecasted foreign currency-denominated expenses. These foreign currency derivative contracts have a maturity up to 24 months or less and are designated as cash flow hedges to protect our earnings subjected to foreign currency risk. We also use foreign currency forward contracts to mitigate variability in gains and losses generated from the remeasurement of certain monetary assets and liabilities denominated in foreign currencies.

Item 8. Financial Statements and Supplementary Data

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Zscaler, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Zscaler, Inc. and its subsidiaries (the "Company") as of July 31, 2024 and 2023, and the related consolidated statements of operations, of comprehensive loss, of stockholders' equity and of cash flows for each of the three years in the period ended July 31, 2024, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of July 31, 2024, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of July 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended July 31, 2024 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of July 31, 2024, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Change in Accounting Principle

As discussed in Note 1 to the consolidated financial statements, the Company changed the manner in which it accounts for convertible senior notes as of August 1, 2022.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (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 audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As described in Management’s Report on Internal Control over Financial Reporting, management has excluded Airgap Networks Inc. and Avalor Technologies Ltd. from its assessment of internal control over financial reporting as of July 31, 2024, because they were acquired by the Company in purchase business combinations during 2024. We have also excluded Airgap Networks Inc. and Avalor Technologies Ltd. from our audit of internal control over financial reporting. Airgap Networks Inc. and Avalor Technologies Ltd. are wholly-owned subsidiaries whose total assets and total revenues excluded from management’s assessment and our audit of internal control over financial reporting collectively represent approximately 0.4% and 0.1%, respectively, of the related consolidated financial statement amounts as of and for the year ended July 31, 2024.

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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters 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 – Subscription and Support Revenue

As described in Notes 1 and 2 to the consolidated financial statements, revenue is recognized when control of the services is transferred to the customers, in an amount that reflects the consideration that the Company expects to receive in exchange for those services. The Company generates all revenue from contracts with customers and management applies judgment in identifying and evaluating any terms and conditions in contracts which may impact revenue recognition. For the year ended July 31, 2024, the Company’s revenue was \$2,168 million of which approximately 97% relates to subscription and support revenue.

The principal consideration for our determination that performing procedures relating to revenue recognition for subscription and support revenue is a critical audit matter is a high degree of auditor effort in performing procedures related to the Company’s revenue recognition.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process for subscription and support revenue. These procedures also included, among others (i)

testing revenue recognized for a sample of subscription and support revenue transactions by obtaining and inspecting source documents, such as sales quotes, purchase orders, sales orders, invoices, and payment receipts and (ii) confirming a sample of outstanding customer invoice balances as of July 31, 2024 and, for confirmations not returned, obtaining and inspecting source documents, such as sales quotes, purchase orders, sales orders, invoices, and subsequent payment receipts.

/s/ PricewaterhouseCoopers LLP

San Jose, California

September 12, 2024

We have served as the Company's auditor since 2015.

ZSCALER, INC.
Consolidated Balance Sheets
(in thousands, except per share amounts)

July 31,

	2024	2023
Assets		
Current assets:		
Cash and cash equivalents	\$ 1,423,080	\$ 1,262,206
Short-term investments	986,574	838,026
Accounts receivable, net	736,529	582,636
Deferred contract acquisition costs	148,873	115,827
Prepaid expenses and other current assets	101,561	91,619
Total current assets	3,396,617	2,890,314
Property and equipment, net	383,121	242,355
Operating lease right-of-use assets	89,758	70,671
Deferred contract acquisition costs, noncurrent	296,525	259,407
Acquired intangible assets, net	63,835	25,859
Goodwill	417,029	89,192
Other noncurrent assets	58,083	30,519
Total assets	<u>\$ 4,704,968</u>	<u>\$ 3,608,317</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 23,309	\$ 18,481
Accrued expenses and other current liabilities	91,708	64,975
Accrued compensation	160,810	136,800
Deferred revenue	1,643,919	1,281,143
Convertible senior notes	1,142,275	—
Operating lease liabilities	50,866	34,469
Total current liabilities	3,112,887	1,535,868
Convertible senior notes, noncurrent	—	1,134,159
Deferred revenue, noncurrent	251,055	158,533
Operating lease liabilities, noncurrent	44,824	41,917
Other noncurrent liabilities	22,100	12,728
Total liabilities	<u>3,430,866</u>	<u>2,883,205</u>
Commitments and contingencies (Note 12)		
Stockholders' Equity		
Preferred stock; \$0.001 par value; 200,000 shares authorized as of July 31, 2024 and 2023, respectively; no shares issued and outstanding as of July 31, 2024 and 2023	—	—
Common stock; \$0.001 par value; 1,000,000 shares authorized as of July 31, 2024 and 2023, respectively; 152,490 and 147,169 shares issued and outstanding as of July 31, 2024 and 2023, respectively	152	147
Additional paid-in capital	2,426,819	1,816,915
Accumulated other comprehensive loss	(4,789)	(1,576)
Accumulated deficit	(1,148,080)	(1,090,374)
Total stockholders' equity	<u>1,274,102</u>	<u>725,112</u>
Total liabilities and stockholders' equity	<u>\$ 4,704,968</u>	<u>\$ 3,608,317</u>

The accompanying notes are an integral part of these consolidated financial statements.

ZSCALER, INC.
Consolidated Statements of Operations
(in thousands, except per share amounts)

	Year Ended July 31,		
	2024	2023	2022
Revenue	\$ 2,167,771	\$ 1,616,952	\$ 1,090,946
Cost of revenue	477,129	362,832	242,282
Gross profit	1,690,642	1,254,120	848,664
Operating expenses:			
Sales and marketing	1,100,239	953,864	735,219
Research and development	499,828	349,735	289,139
General and administrative	212,052	177,544	151,735
Restructuring and other charges	—	7,600	—
Total operating expenses	1,812,119	1,488,743	1,176,093
Loss from operations	(121,477)	(234,623)	(327,429)
Interest income	109,130	60,462	4,586
Interest expense	(13,132)	(6,541)	(56,579)
Other expense, net	(3,750)	(1,862)	(4,208)
Loss before income taxes	(29,229)	(182,564)	(383,630)
Provision for income taxes	28,477	19,771	6,648
Net loss	\$ (57,706)	\$ (202,335)	\$ (390,278)
Net loss per share, basic and diluted	\$ (0.39)	\$ (1.40)	\$ (2.77)
Weighted-average shares used in computing net loss per share, basic and diluted	149,586	144,942	140,895

The accompanying notes are an integral part of these consolidated financial statements.

ZSCALER, INC.
Consolidated Statements of Comprehensive Loss
(in thousands)

	Year Ended July 31,		
	2024	2023	2022
Net loss	\$ (57,706)	\$ (202,335)	\$ (390,278)
Available-for-sale securities:			
Change in net unrealized gains (losses) on available-for-sale securities	9,948	1,592	(12,083)
Cash flow hedging instruments:			
Change in net unrealized gains (losses)	(10,761)	11,103	(20,130)
Net realized (gains) losses reclassified into net loss	(2,400)	11,579	7,013
Net change on cash flow hedges	(13,161)	22,682	(13,117)
Other comprehensive income (loss)	(3,213)	24,274	(25,200)
Comprehensive loss	\$ (60,919)	\$ (178,061)	\$ (415,478)

The accompanying notes are an integral part of these consolidated financial statements.

ZSCALER, INC.
Consolidated Statements of Stockholders' Equity
(in thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance as of July 31, 2021	138,662	\$ 139	\$ 1,131,006	\$ (650)	\$ (601,600)	\$ 528,895
Issuance of common stock upon exercise of stock options	905	—	6,943	—	—	6,943
Issuance of common stock under the employee stock purchase plan	319	—	34,649	—	—	34,649
Vesting of restricted stock units, performance stock awards and other stock issuances	3,152	4	1,699	—	—	1,703
Stock-based compensation	—	—	416,588	—	—	416,588
Other comprehensive loss	—	—	—	(25,200)	—	(25,200)
Net loss	—	—	—	—	(390,278)	(390,278)
Balance as of July 31, 2022	143,038	143	1,590,885	(25,850)	(991,878)	573,300
Cumulative effect adjustment from adoption of ASU 2020-06 (Note 1)	—	—	(273,738)	—	103,839	(169,899)
Issuance of common stock upon exercise of stock options	451	—	3,944	—	—	3,944
Issuance of common stock under the employee stock purchase plan	425	—	42,263	—	—	42,263
Vesting of restricted stock units, performance stock awards and other stock issuances	3,255	4	(4)	—	—	—
Stock-based compensation	—	—	453,565	—	—	453,565
Other comprehensive income	—	—	—	24,274	—	24,274
Net loss	—	—	—	—	(202,335)	(202,335)
Balance as of July 31, 2023	147,169	147	1,816,915	(1,576)	(1,090,374)	725,112
Issuance of common stock upon exercise of stock options	864	—	12,249	—	—	12,249
Issuance of common stock under the employee equity stock purchase plan	489	—	51,998	—	—	51,998
Vesting of restricted stock units and performance stock awards	3,624	5	(5)	—	—	—
Issuance of restricted shares of common stock in connection with business acquisitions subject to future vesting	344	—	—	—	—	—
Issuance of replacement awards attributable to pre-combination vesting in connection with business acquisitions	—	—	3,805	—	—	3,805
Stock-based compensation	—	—	541,857	—	—	541,857
Other comprehensive loss	—	—	—	(3,213)	—	(3,213)
Net loss	—	—	—	—	(57,706)	(57,706)
Balance as of July 31, 2024	152,490	\$ 152	\$ 2,426,819	\$ (4,789)	\$ (1,148,080)	\$ 1,274,102

The accompanying notes are an integral part of these consolidated financial statements.

ZSCALER, INC.
Consolidated Statements of Cash Flows
(in thousands)

	Year Ended July 31,		
	2024	2023	2022
Cash Flows From Operating Activities			
Net loss	\$ (57,706)	\$ (202,335)	\$ (390,278)
Adjustments to reconcile net loss to cash provided by operating activities:			
Depreciation and amortization expense	66,308	55,756	40,456
Amortization expense of acquired intangible assets	14,624	11,060	9,010
Amortization of deferred contract acquisition costs	130,139	98,718	68,531
Amortization of debt issuance costs	3,914	3,894	55,141
Non-cash operating lease costs	49,445	32,212	25,626
Stock-based compensation expense	527,676	444,834	409,562
Amortization (accretion) of investments purchased at a premium (discount)	(19,062)	(6,582)	6,580
Unrealized (gains) losses on hedging transactions	753	(3,319)	1,499
Deferred income taxes	(5,633)	352	(562)
Other	3,320	(820)	(1,104)
Changes in operating assets and liabilities, net of effects of business combinations:			
Accounts receivable	(152,960)	(183,858)	(143,336)
Deferred contract acquisition costs	(200,303)	(176,950)	(158,503)
Prepaid expenses, other current and noncurrent assets	(39,971)	(39,922)	(10,287)
Accounts payable	4,164	(8,416)	14,358
Accrued expenses, other current and noncurrent liabilities	43,556	26,814	13,377
Accrued compensation	10,507	24,538	18,326
Deferred revenue	450,314	418,564	391,179
Operating lease liabilities	(49,239)	(32,197)	(27,663)
Net cash provided by operating activities	779,846	462,343	321,912
Cash Flows From Investing Activities			
Purchases of property, equipment and other assets	(144,588)	(97,197)	(69,296)
Capitalized internal-use software	(50,308)	(31,527)	(21,284)
Payments for business acquisitions, net of cash acquired	(374,702)	(15,643)	(25,287)
Purchase of strategic investments	(2,000)	(3,206)	—
Purchases of short-term investments	(1,291,015)	(1,064,143)	(844,944)
Proceeds from maturities of short-term investments	1,132,268	901,849	1,334,874
Proceeds from sale of short-term investments	47,165	50,530	—
Net cash provided (used) by investing activities	(683,180)	(259,337)	374,063
Cash Flows From Financing Activities			
Proceeds from issuance of common stock upon exercise of stock options	12,249	3,944	6,943
Proceeds from issuance of common stock under the employee stock purchase plan	51,998	42,263	34,649
Payment of deferred consideration related to business acquisitions	—	(215)	(250)
Other	(39)	(2)	(5)
Net cash provided by financing activities	64,208	45,990	41,337
Net increase in cash and cash equivalents	160,874	248,996	737,312
Cash and cash equivalents at beginning of period	1,262,206	1,013,210	275,898
Cash and cash equivalents at end of period	<u>\$ 1,423,080</u>	<u>\$ 1,262,206</u>	<u>\$ 1,013,210</u>

The accompanying notes are an integral part of these consolidated financial statements.

ZSCALER, INC.
Consolidated Statements of Cash Flows (continued)
(in thousands)

	Year Ended July 31,		
	2024	2023	2022
Supplemental Disclosure of Cash Flow Information			
Cash paid for income taxes, net of tax refunds	\$ 23,123	\$ 14,940	\$ 5,606
Cash paid for interest expense	\$ 1,436	\$ 1,438	\$ 1,438
Non-Cash Activities			
Operating lease right-of-use assets obtained in exchange for operating lease obligations, net of terminations	\$ 64,700	\$ 29,129	\$ 51,962
Equity consideration for business acquisitions	\$ 3,805	\$ —	\$ —
Net change in purchased equipment included in accounts payable and accrued expenses	\$ 1,111	\$ 1,588	\$ (997)

The accompanying notes are an integral part of these consolidated financial statements.

ZSCALER, INC.

Notes to Consolidated Financial Statements

Note 1. Business and Summary of Significant Accounting Policies

Description of the Business

Zscaler, Inc. ("Zscaler," the "Company," "we," "us," or "our") is a cloud security company that developed a platform incorporating core security functionalities needed to enable fast and secure access to cloud resources based on identity, context and organization's policies. Our solution is a purpose-built, multi-tenant, distributed cloud platform that incorporates the security functionality needed to enable users, applications, and devices to safely and efficiently utilize authorized applications and services based on an organization's business policies. We deliver our solutions using a software-as-a-service ("SaaS") business model and sell subscriptions to customers to access our cloud platform, together with related support services. We were incorporated in Delaware in September 2007 and conduct business worldwide, with presence in North America, Europe and Asia. Our headquarters are in San Jose, California.

Fiscal Year

Our fiscal year ends on July 31. References to fiscal 2024, for example, refer to our fiscal year ending July 31, 2024.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries and have been prepared in conformity with generally accepted accounting principles in the United States ("GAAP"). All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions that affect the amounts reported and disclosed in the financial statements and accompanying notes. Such estimates include, but are not limited to, the determination of revenue recognition, deferred revenue, deferred contract acquisition costs, capitalized internal-use software, valuation of acquired intangible assets, period of benefit generated from our deferred contract acquisition costs, allowance for doubtful accounts, valuation of common stock options and stock-based awards, useful lives of property and equipment, useful lives of acquired intangible assets, recoverability of goodwill, valuation of deferred tax assets and liabilities, loss contingencies related to litigation, fair value of convertible senior notes and the discount rate used for operating leases. Management determines these estimates and assumptions based on historical experience and on various other assumptions that are believed to be reasonable. Actual results could differ significantly from these estimates, and such differences may be material to the consolidated financial statements.

Due to uncertainty in the macroeconomic environment, including the effects of inflation and geopolitical events, there is ongoing disruption in the global economy and financial markets. We are not aware of any specific event or circumstances that would require an update to our estimates, judgments or assumptions or a revision to the carrying value of our assets or liabilities as of the date of issuance of these consolidated financial statements. These estimates, judgments and assumptions may change in the future, as new events occur or additional information is obtained.

Foreign Currency

The functional currency of our foreign subsidiaries is the U.S. dollar. Accordingly, monetary assets and liabilities of our foreign subsidiaries are re-measured into U.S. dollars at the exchange rates in effect at the reporting date, non-monetary assets and liabilities are re-measured at historical rates, revenue and expenses are re-measured at average exchange rates in effect during each reporting period. Foreign currency transaction gains and losses are recorded in other expense, net in the

consolidated statements of operations. Foreign currency remeasurement gains and losses and foreign currency transaction gains and losses are not significant to the consolidated financial statements for all periods presented.

Concentration of Risks

We generate revenue primarily from sale of subscriptions to access our cloud platform, together with related support services. Our sales team, along with our channel partner network of global telecommunications service providers, system integrators and value-added resellers (collectively "channel partners"), sells our services worldwide to organizations of all sizes. Due to the nature of our services and the terms and conditions of our contracts with our channel partners, our business could be affected unfavorably if we are not able to continue our relationships with them.

Our financial instruments that are exposed to concentrations of credit risk consist primarily of cash, cash equivalents, derivative contracts, short-term investments and accounts receivable. Although we deposit our cash with multiple financial institutions, the deposits, at times, may exceed federally insured limits. Cash equivalents and short-term investments consist of highly liquid investments in money market funds, U.S. treasury, U.S. agency securities, certificates of deposit and corporate debt securities, which are invested through financial institutions.

We grant credit to our customers in the normal course of business. We monitor the financial condition of our customers to reduce credit risk. Refer to Note 2, Revenue Recognition, for information regarding customers with concentration of 10% or more of the total balance of accounts receivable, net.

Segment Information

We operate as one reportable and operating segment. Our chief operating decision maker is our chief executive officer, who reviews financial information presented on a consolidated basis for purposes of making operating decisions, assessing financial performance and allocating resources.

Revenue Recognition

In accordance with Accounting Standards Codification ("ASC") Topic 606, Revenue From Contracts With Customers ("ASC 606"), revenue is recognized when a customer obtains control of promised services. The amount of revenue recognized reflects the consideration that we expect to be entitled to receive in exchange for these services. To achieve the core principle of this standard, we apply the following five steps:

1) Identify the contract with a customer

We consider the terms and conditions of the contracts and our customary business practices in identifying our contracts under ASC 606. We determine we have a contract with a customer when the contract is approved, we can identify each party's rights regarding the services to be transferred, we can identify the payment terms for the services, we have determined the customer has the ability and intent to pay and the contract has commercial substance. We apply judgment in determining the customer's ability and intent to pay, which is based on a variety of factors, including the customer's historical payment experience or, in the case of a new customer, credit and financial information pertaining to the customer.

2) Identify the performance obligations in the contract

Performance obligations promised in a contract are identified based on the services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the service either on its own or together with other resources that are readily available from third parties or from us, and are distinct in the context of the contract, whereby the transfer of the services is separately identifiable from other promises in the contract. Our performance obligations consist of (i) our subscription and support services and (ii) professional and other services.

3) Determine the transaction price

The transaction price is determined based on the consideration to which we expect to be entitled in exchange for transferring services to the customer. Variable consideration is included in the transaction price if, in our judgment, it is probable that a significant future reversal of cumulative revenue under the contract will not occur. None of our contracts contain a significant financing component.

4) Allocate the transaction price to performance obligations in the contract

If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative standalone selling price ("SSP").

5) Recognize revenue when or as we satisfy a performance obligation

Revenue is recognized at the time the related performance obligation is satisfied by transferring the promised service to a customer. Revenue is recognized when control of the services is transferred to our customers, in an amount that reflects the consideration that we expect to receive in exchange for those services. We generate all our revenue from contracts with customers and apply judgment in identifying and evaluating any terms and conditions in contracts which may impact revenue recognition.

Subscription and Support Revenue

We generate revenue primarily from sales of subscriptions to access our cloud platform, together with related support services to our customers. Arrangements with customers do not provide the customer with the right to take possession of our software operating our cloud platform at any time. Instead, customers are granted continuous access to our cloud platform over the contractual period. A time-elapsed output method is used to measure progress because we transfer control evenly over the contractual period. Accordingly, the fixed consideration related to subscription and support revenue is generally recognized on a straight-line basis over the contract term beginning on the date that our service is made available to the customer.

The typical subscription and support term is one to three years. Most of our contracts are non-cancelable over the contractual term. Customers typically have the right to terminate their contracts for cause if we fail to perform in accordance with the contractual terms. Some of our customers have the option to purchase additional subscription and support services at a stated price. These options generally do not provide a material right as they are priced at our SSP.

Professional and Other Services Revenue

Professional and other services revenue consists of fees associated with providing deployment advisory services that educate and assist our customers on the best use of our solutions, as well as advise customers on best practices as they deploy our solution. These services are distinct from subscription and support services. Professional services do not result in significant customization of the subscription service. Revenue from professional services provided on a time and materials basis is recognized as the services are performed. Total professional and other services revenue has historically not been material.

Contracts with Multiple Performance Obligations

Most of our contracts with customers contain multiple promised services consisting of: (i) our subscription and support services and (ii) professional and other services that are distinct and accounted for separately. The transaction price is allocated to the separate performance obligations on a relative SSP basis. We determine SSP based on our overall pricing objectives, taking into consideration the type of subscription and support services and professional and other services, the geographical region of the customer and the number of users.

Variable Consideration

Revenue from sales is recorded at the net sales price, which is the transaction price, and includes estimates of variable consideration. The amount of variable consideration that is included in the transaction price is constrained and included in the net sales price only to the extent that it is probable that a significant reversal in the amount of the cumulative revenue will not occur when the uncertainty is resolved.

If our services do not meet certain service level commitments, our customers are entitled to receive service credits, and in certain cases, refunds, each representing a form of variable consideration. We have historically not experienced any significant incidents affecting the defined levels of reliability and performance as required by our subscription contracts. Accordingly, estimated refunds related to these agreements were not material to the periods presented.

We provide rebates and other credits within our contracts with certain customers, which are estimated based on the value expected to be earned or claimed on the related sales transaction. Overall, the transaction price is reduced to reflect our estimate of the amount of consideration to which we are entitled based on the terms of the contract. Estimated rebates and other credits were not material during the periods presented.

Accounts Receivable and Allowance

Accounts receivable are recorded at the invoiced amount and are non-interest bearing. Accounts receivable are stated at their net realizable value, net of an allowance for doubtful accounts. We have a well-established collections history from our customers. Credit is extended to customers based on an evaluation of their financial condition and other factors. In determining the necessary allowance for doubtful accounts, we estimate the lifetime expected credit losses against the existing accounts receivable balance. Our estimate is based on certain factors including historical loss rates, current economic conditions, reasonable and supportable forecasts and customer-specific circumstances. The allowance for doubtful accounts has historically not been material. There were no material write-offs recognized in the periods presented. Accordingly, the movements in the allowance for doubtful accounts were not material for any of the periods presented. We do not have any off-balance-sheet credit exposure related to our customers.

Cash Equivalents and Short-Term Investments

We classify all highly liquid investments purchased with an original maturity of 90 days or less from the date of purchase as cash equivalents and all highly liquid investments with original maturities beyond 90 days at the time of purchase as short-term investments. Our cash equivalents and short-term investments consist of highly liquid investments in money market funds, U.S. treasury securities, U.S. government agency securities, certificates of deposit and corporate debt securities.

We classify our investments as available-for-sale investments and present them within current assets since these investments represent funds available for current operations and we have the ability and intent, if necessary, to liquidate any of these investments in order to meet our liquidity needs or to grow our business, including for potential business acquisitions or other strategic transactions. Our investments are carried at fair value, with unrealized gains and losses unrelated to credit loss factors reported in accumulated other comprehensive income (loss) ("AOCI").

Our investments are reviewed periodically when there is a decline in a security's fair value below the amortized cost basis. We consider our intent to sell and whether it is more likely than not that we will be required to sell the securities before the recovery of its cost basis. If either of these criteria are triggered, the amortized cost basis of the debt security is written down to fair value through other expense, net. If neither criteria is met, we evaluate whether the decline in fair value below the amortized cost basis is related to credit-related factors or other factors such as interest rate fluctuations. The factors considered in this analysis include the extent the fair value is less than the amortized cost basis, whether there were changes to the rating of the security by a ratings agency, whether the issuer has failed to make scheduled interest payments and other adverse conditions as applicable. Credit-related impairment losses, limited by the amount that the fair value is less than the amortized cost basis, are recorded through an allowance for credit losses in other expense, net. For purposes of identifying and measuring credit-related impairments, our policy is to exclude the applicable accrued interest from both the fair value and amortized cost basis of the related debt security. Accrued interest receivable, net of the allowance for credit losses, if any, is recorded to prepaid expenses and other current assets. There were no credit-related impairments recognized on our investments during the periods presented.

Interest income, amortization (accretion) of investments purchased at a premium (discount) and realized gains and losses are included in interest income in the consolidated statements of operations. We use the specific identification method to determine the cost in calculating realized gains and losses upon the sale of these investments.

Strategic Investments

Our strategic investments consist of non-marketable equity investments of privately held companies. Investments in non-marketable equity investments of privately held companies without readily determinable fair values are measured using the measurement alternative, as we have less than 20% ownership and do not have the ability to exercise significant influence over their operations. The carrying amount of non-marketable equity investments is adjusted based on observable price changes from orderly transactions for identical or similar investments of the same issuer and by impairments when events or circumstances indicate a decline in value has occurred. Non-marketable equity investments that have been remeasured during the period due to an observable event or impairment are classified within Level 3 in the fair value hierarchy because we estimate the value based on valuation methods which may include a combination of the observable transaction price at the transaction date and other unobservable inputs including volatility, rights, and obligations of the investments we hold. Our strategic investments are included within other noncurrent assets in the consolidated balance sheets and adjustments to their carrying amounts are recorded in other expense, net in the consolidated statements of operations. There were no material events or circumstances impacting the carrying amount of our strategic investments during the periods presented.

Fair Value of Financial Instruments

Our financial instruments consist of cash equivalents, short-term investments, accounts receivable, accounts payable, accrued liabilities, derivative instruments and convertible senior notes. Cash equivalents and short-term investments are recorded at fair value. Accounts receivable, accounts payable and accrued liabilities are stated at their carrying value, which approximates fair value due to the short-time to the expected receipt or payment date. Assets recorded at fair value on a recurring basis in the consolidated balance sheets, consisting of cash equivalents and short-term investments, are categorized in accordance with the fair value hierarchy based upon the level of judgment associated with the inputs used to measure their fair values. We carry the convertible senior notes at face value less debt issuance costs and hedge accounting fair value adjustments on our consolidated balance sheet. The fair value of the convertible senior notes is presented at each reporting period for disclosure purposes only.

Property and Equipment

Property and equipment, net are stated at historical cost net of accumulated depreciation. Property and equipment, excluding leasehold improvements, are depreciated using the straight-line method over the estimated useful lives of the respective assets, generally ranging from three to five years. Leasehold improvements are amortized using the straight-line method over the shorter of the estimated useful lives of the respective assets or the lease term. Expenditures for maintenance

and repairs are expensed as incurred and significant improvements and betterments that substantially enhance the life of an asset are capitalized.

In August 2023, we completed an assessment of the useful lives of our servers and networking equipment, which resulted in an extension of their useful lives from four to five years. This change in accounting estimate was effective beginning fiscal 2024. Based on the carrying amount of these assets as of July 31, 2023, this change decreased depreciation expense by \$13.4 million for fiscal 2024.

Capitalized Internal-Use Software

We capitalize certain costs incurred during the application development stage in connection with software development for our cloud security platform. Costs related to preliminary project activities and post-implementation activities are expensed as incurred. Capitalized costs are recorded as part of property and equipment in the consolidated balance sheets. Maintenance and training costs are expensed as incurred. Capitalized internal-use software is amortized on a straight-line basis over its estimated useful life, which is generally three to five years, and is recorded as cost of revenue in the consolidated statements of operations. Capitalization of development costs, inclusive of stock-based compensation, of software for internal-use in fiscal 2024, fiscal 2023 and fiscal 2022 was \$76.9 million, \$48.6 million and \$32.7 million, respectively. Amortization expense of capitalized software for internal-use in fiscal 2024, fiscal 2023 and fiscal 2022 was \$36.3 million, \$24.2 million and \$13.0 million, respectively.

Business Combinations

We account for our business combinations using the acquisition method of accounting, which requires, among other things, allocation of the fair value of purchase consideration to the tangible and intangible assets acquired and liabilities assumed at their estimated fair values on the acquisition date. The excess of the fair value of purchase consideration over the values of these identifiable assets and liabilities is recorded as goodwill. When determining the fair value of assets acquired and liabilities assumed, we make estimates and assumptions, especially with respect to intangible assets. Our estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. During the measurement period, not to exceed one year from the date of acquisition, we may record adjustments to the assets acquired and liabilities assumed, with a corresponding offset to goodwill if new information is obtained related to facts and circumstances that existed as of the acquisition date. After the measurement period, any subsequent adjustments are reflected in the consolidated statements of operations. Acquisition costs, such as legal and consulting fees, are expensed as incurred.

Goodwill and Other Long-Lived Assets, including Acquired Intangible Assets

Goodwill represents the excess of the fair value of purchase consideration in a business combination over the fair value of net tangible and intangible assets acquired. Goodwill amounts are not amortized, but rather tested for impairment at least annually or more often if circumstances indicate that the carrying value may not be recoverable. There was no impairment of goodwill during any of the periods presented.

Acquired intangible assets consist of identifiable intangible assets, including developed technology and customer relationships, resulting from business combinations. Acquired finite-lived intangible assets are initially recorded at fair value and are amortized on a straight-line basis over their estimated useful lives. Amortization expense of developed technology and customer relationships is recorded primarily within cost of revenues and sales and marketing expenses, respectively, in the consolidated statements of operations.

Long-lived assets, such as property and equipment and acquired intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. We measure the recoverability of these assets by comparing the carrying amounts to the future undiscounted cash flows that these assets are expected to generate. If the total of the future undiscounted cash flows are less than the carrying amount of an asset, we record an impairment charge for the amount by which the carrying amount of the asset exceeds the fair value. There were no asset impairments for all periods presented.

Restructuring and Other Charges

Restructuring and other charges occur when we commit to a restructuring plan, the restructuring plan identifies all significant actions, the period of time to complete the restructuring plan indicates that significant changes to the restructuring plan are not likely and employees who are impacted have been notified of the pending involuntary termination. A restructuring plan generally includes significant actions involving employee-related severance charges, employee-related benefits, stock-based compensation expense related to the modification of equity incentive awards and other charges associated with the restructuring (the "restructuring charges"). Restructuring charges are accrued in the period in which it is probable that the employees are entitled to the restructuring benefits and the amounts can be reasonably estimated. Restructuring charges are recorded within restructuring and other charges in the consolidated statement of operations. The restructuring liability accrued but not paid at the end of the reporting period is included within accrued compensation in the consolidated balance sheets.

Derivative Instruments

We enter into foreign currency forward contracts, a portion of which we designate as cash flow hedges, in order to manage the volatility of cash flows that relate to our cost of revenues and operating expenses denominated in foreign currencies.

We also use interest rate swaps to economically convert a certain tranche of our fixed interest rate convertible senior notes to floating interest rates, in order to match the floating rate nature of a portion of our cash, cash equivalents, and short-term investments. These interest rate swaps are designated as fair value hedges, and changes in fair value of the interest rate swaps offset the changes in fair market value of the convertible senior notes due to benchmark interest rate movements. Gains or losses related to our fair value hedges are included within interest expense in the consolidated statement of operations in the period of change together with the offsetting loss or gain on the hedged item attributed to the risk being hedged. We measure hedge effectiveness of the interest rate swaps using regression analysis at inception and periodically thereafter.

Gains or losses related to our cash flow hedges are recorded as a component of AOCI in the consolidated statements of stockholders' equity until the forecasted transaction occurs in earnings. When the forecasted transaction occurs, the related gains and losses are reclassified into earnings within the financial statement line item associated with the underlying hedged transaction. If the underlying hedged transaction does not occur, or it becomes probable that the hedged transaction will not occur, the cumulative unrealized gain or loss is reclassified immediately from AOCI into earnings within the financial statement line item associated with the underlying hedged transaction. We measure hedge effectiveness using regression analysis at hedge inception and periodically thereafter. We include time value in our effectiveness assessment.

We recognize changes in the fair value of non-designated derivative instruments within other expense, net in the consolidated statements of operations in the same period that the fair value measurement occurs.

All of our derivative instruments are measured at fair value. We have elected to present the derivative assets and derivative liabilities on a gross basis on the consolidated balance sheets. Derivative instruments are classified in the consolidated statements of cash flows as cash from operating activities, which reflect the classification of the underlying hedged transactions.

Operating Leases

We enter into operating lease arrangements for real estate assets related to office space and co-location assets related to space and racks at data center facilities. We determine if an arrangement contains a lease at its inception by assessing whether there is an identified asset and whether the arrangement conveys the right to control the use of the identified asset in exchange for consideration. Operating leases related balances are included in "operating lease right-of-use assets," "operating lease liabilities," and "operating lease liabilities, noncurrent" in the consolidated balance sheets. Right-of-use assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make payments arising from the lease. Operating lease right-of-use assets and lease liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. Lease payments consist of the fixed payments under the arrangement. The operating lease liabilities are adjusted for any unpaid lease incentives, such as tenant improvement allowances. Variable costs, such as maintenance and utilities based on actual usage, are not included in the measurement of right-to-use assets and lease liabilities but are expensed when the event determining the amount of variable consideration to be paid occurs. As the implicit rate of our leases is not determinable, we use an incremental borrowing rate ("IBR") based on the information available at the lease commencement date in determining the present value of lease payments. The lease expense is recognized on a straight-line basis over the lease term.

We generally use the base, non-cancelable lease term when recognizing the right-of-use assets and lease liabilities, unless it is reasonably certain that a renewal or termination option will be exercised. We account for lease components and non-lease components as a single lease component.

Leases with a term of twelve months or less are not recognized on the consolidated balance sheets.

Stock-Based Compensation

Compensation expense related to stock-based awards granted to employees and non-employees is calculated based on the fair value of stock-based awards on the date of grant. We recognize stock-based compensation expense in the consolidated statement of operations over an award's requisite service period based on the award's fair value.

Stock-based compensation for common stock options is measured based on the fair value of the awards granted, determined using the Black-Scholes option pricing model. Stock-based compensation expense is recognized on a straight-line basis over the requisite service period, generally four years.

Stock-based compensation for purchase rights granted under the employee stock purchase plan ("ESPP") is measured based on the fair value of the number of awards estimated at the beginning of the offering period, as determined using the Black-Scholes option pricing model. Stock-based compensation expense is recognized on a straight-line basis over the two-year offering period.

Stock-based compensation for restricted stock units ("RSUs") with only service conditions is measured based on the market closing price of our common stock on the grant date. Stock-based compensation expense is recognized on a straight-line basis over the requisite service period, generally four years.

Stock-based compensation for performance stock awards ("PSAs"), which have the same grant date and service inception date, and subject to both service and performance conditions, is measured based on the probable number of shares to be attained and the market closing price of our common stock at the grant date. The expense is recognized using the accelerated attribution method over the requisite service period. For PSAs where the service inception date of the awards precedes the grant date, stock-based compensation expense is recognized based on the number of PSAs for which it is

probable that the performance condition will be met, using the accelerated attribution method and the market closing price of our common stock at each reporting date up to the grant date. The number of these PSAs for which it is probable that the performance condition will be met is determined using management's best estimate at the end of each reporting period. At the completion of the performance period for these PSAs, any earned PSAs are granted upon approval of the compensation committee of our board of directors.

We account for forfeitures as they occur for all stock-based awards.

Convertible Senior Notes

We adopted Financial Accounting Standard Board ("FASB") issued Accounting Standard Update ("ASU") No. 2020-06, Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging - Contracts in Entity's Own Equity (Subtopic 815-40) ("ASU 2020-06") as of August 1, 2022, the beginning of fiscal 2023, using the modified retrospective method.

Prior to the adoption of ASU 2020-06, in accounting for the issuance of the convertible senior notes, the convertible senior notes were separated into liability and equity components. The carrying amounts of the liability component was calculated by measuring the fair value of similar liabilities that do not have associated convertible features. The carrying amount of the equity component representing the conversion option was determined by deducting the fair value of the liability component from the par value of the convertible senior notes as a whole. This difference represents the debt discount that was amortized to interest expense over the respective terms of the convertible senior notes using the effective interest rate method. The equity component was recorded in additional paid-in capital and was not remeasured as long as it continued to meet the conditions for equity classification.

In accounting for the related debt issuance costs, we allocated the total amount incurred to the liability and equity components of the convertible senior notes based on their relative values. Issuance costs attributable to the liability component were being amortized to interest expense over the contractual term of the convertible senior notes. The issuance costs attributable to the equity component were netted against the equity component representing the conversion option in additional paid-in capital.

To the extent that we receive the convertible senior notes conversion requests prior to their maturity, a portion of the equity component is classified as temporary equity, which is measured as the difference between the principal and net carrying amount of the convertible senior notes requested for conversion. Upon settlement of the conversion requests, the difference between the fair value and the amortized book value of the liability component of the convertible senior notes requested for conversion is recorded as a gain or loss on early note conversion. The fair value of the convertible senior notes is measured based on a similar liability that does not have an associated convertible feature based on the remaining term of the convertible senior notes.

Upon adoption of ASU 2020-06 and using the modified retrospective method, prior period amounts have not been adjusted. This standard resulted in our convertible senior notes being accounted for as a single unit of debt and we will no longer be required to record the conversion feature in equity. This further eliminated the need for amortization of the debt discount as interest expense and the portion of the issuance costs initially allocated to equity is now classified as debt and amortized as interest expense. As of August 1, 2022, the adoption of this new standard resulted in an increase of \$169.9 million to the carrying amount of the convertible senior notes, a decrease of \$273.7 million to additional paid-in capital and a cumulative-effect adjustment of \$103.8 million to accumulated deficit.

Prior to the adoption of this standard, we used the treasury stock method to calculate the potentially diluted effect of the convertible senior notes; however, upon adoption of this standard we are required to use the if-converted method. Accordingly, to account for the potentially diluted shares related to the convertible senior notes under a net income position, we are required to add back the related interest expense to the net income and include approximately 7.63 million shares related to the convertible senior notes. Since we have reported net losses for all periods presented, the convertible senior

notes were determined to be anti-dilutive and therefore had no impact to the diluted net loss per share for all periods presented.

Research and Development

Our research and development expenses support our efforts to add new products, new features to our existing offerings and to ensure the reliability, availability and scalability of our solutions. Our cloud platform is software-driven, and our research and development teams employ software engineers in the design and the related development, testing, certification and support of our solutions. Accordingly, the majority of our research and development expenses result from employee-related costs, including salaries, bonuses, benefits, stock-based compensation and costs associated with technology tools used by our engineers.

Advertising Expenses

Advertising expenses are charged to sales and marketing expenses in the consolidated statements of operations as incurred. We recognized advertising expense of \$25.0 million, \$24.0 million and \$22.1 million in fiscal 2024, fiscal 2023 and fiscal 2022, respectively.

Warranties and Indemnification

Our cloud platform is generally warranted to be free of defects under normal use and to perform substantially in accordance with the subscription agreement. Additionally, our contracts generally include provisions for indemnifying customers and channel partners against liabilities if our services infringe or misappropriate a third party's intellectual property rights. Costs and liabilities incurred as a result of warranties and indemnification obligations were not material during the periods presented.

Legal Contingencies

We may be subject to legal proceedings and litigation arising from time to time. We record a liability when we believe that it is both probable that a loss has been incurred and the amount can be reasonably estimated. We periodically evaluate developments in our legal matters that could affect the amount of liability that we accrue, if any, and adjust, as appropriate. Until the final resolution of any such matter for which we may be required to record a liability, there may be a loss exposure in excess of the liability recorded and such amount could be significant. We expense legal fees as incurred.

Income Taxes

We account for income taxes using the asset and liability method. Deferred income taxes are recognized by applying the enacted statutory tax rates applicable to future years to differences between the carrying amounts of existing assets and liabilities and their respective tax bases and net operating loss and tax credit carryforwards. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance to amounts that are more likely than not to be realized.

We recognize tax benefits from uncertain tax positions only if we believe that it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement.

Comprehensive Loss

Comprehensive loss is comprised of the net loss and other comprehensive income (loss). Our other comprehensive income (loss) includes unrealized gains and losses on available-for-sale securities and unrealized gains and losses and realized gains and losses reclassified into net loss on cash flow hedges, as reflected in the consolidated statements of comprehensive loss.

Net Loss Per Share

Basic net loss per share is computed by dividing the net loss by the weighted-average number of shares of common stock outstanding during the period, less shares subject to repurchase.

Diluted earnings per share adjusts basic earnings per share for all potentially dilutive common stock equivalents outstanding during the period. Potentially dilutive securities consist primarily of stock options, share purchase rights under the ESPP, unvested RSUs, unvested PSAs, unvested common stock and shares related to convertible senior notes. Since we have reported net losses for all periods presented, we have excluded all potentially dilutive securities from the calculation of the diluted net loss per share, as their effect is antidilutive. Accordingly, basic and diluted net loss per share is the same for all periods presented.

Recently Adopted Accounting Pronouncements

In October 2021, the FASB issued ASU No. 2021-08, Business Combinations (Topic 805) on Accounting for Contract Assets and Contract Liabilities from Contracts with Customers. This standard requires contract assets and contract liabilities from contracts with customers that are acquired in a business combination to be recognized and measured as if the acquirer had originated the original contract. Previously, acquired contract assets and liabilities were measured at fair value. We early adopted this standard in the first quarter of fiscal 2022 and it did not have a material impact to the consolidated financial statements.

In June 2020, the FASB issued ASU No. 2020-06. This standard removes the separation model for convertible debt with a cash conversion feature and convertible instruments with a beneficial conversion feature. Such convertible debt will be accounted for as a single liability measured at its amortized cost, as long as no other features require bifurcation and recognition as derivatives. The update also requires the if-converted method to be used for convertible instruments and the effect of potential share settlement be included in the diluted earnings per share calculation when an instrument may be settled in cash or shares. We adopted this standard effective on August 1, 2022, the beginning of fiscal 2023, using the modified retrospective method. In accordance with the adoption of ASU 2020-06 and using the modified retrospective method, prior period amounts have not been adjusted. For further information, refer to Convertible Senior Notes section in this Note 1, Business and Summary of Significant Accounting Policies.

Recently Issued Accounting Pronouncements Not Yet Adopted

In November 2023, the Financial Accounting Standards Board ("FASB") issued ASU No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which requires disclosure of incremental segment information on an annual and interim basis. This standard is effective for us in the annual periods beginning in fiscal 2025 and interim periods beginning in the first quarter of fiscal 2026. We are currently evaluating the potential impact of this standard on financial statement disclosures.

In December 2023, the FASB issued 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The amended guidance enhances income tax disclosures primarily related to the effective tax rate reconciliation and income taxes paid information. This guidance requires disclosures of specific categories in the effective tax rate reconciliation and further information on reconciling items meeting a quantitative threshold. In addition, the amended guidance requires disaggregating income taxes paid (net of refunds received) by federal, state and foreign taxes. It also requires disaggregating individual jurisdictions in which income taxes paid (net of refunds received) is equal to or greater than 5% of total income

taxes paid (net of refunds received). This standard is effective for us in the annual periods beginning in fiscal 2026 and interim periods beginning in the first quarter of fiscal 2027. We are currently evaluating the potential impact of this standard on financial statement disclosures.

Note 2. Revenue Recognition

Disaggregation of Revenue

Subscription and support revenue is recognized over time and accounted for approximately 97% of our revenue for each of fiscal 2024, fiscal 2023 and fiscal 2022, respectively.

The following table summarizes the revenue by region based on the shipping address of customers who have contracted to use our cloud platform:

	Year Ended July 31,					
	2024		2023		2022	
	Amount	% Revenue	Amount	% Revenue	Amount	% Revenue
	(in thousands, except for percentage data)					
United States	\$ 1,092,304	50 %	\$ 808,527	50 %	\$ 536,924	49 %
Europe, Middle East and Africa	672,421	31	515,136	32	370,035	34
Asia Pacific	327,816	15	241,250	15	155,460	14
Other	75,230	4	52,039	3	28,527	3
Total	<u>\$ 2,167,771</u>	<u>100 %</u>	<u>\$ 1,616,952</u>	<u>100 %</u>	<u>\$ 1,090,946</u>	<u>100 %</u>

The following table summarizes the revenue from contracts by type of customer:

	Year Ended July 31,					
	2024		2023		2022	
	Amount	% Revenue	Amount	% Revenue	Amount	% Revenue
	(in thousands, except for percentage data)					
Channel partners	\$ 1,967,908	91 %	\$ 1,488,379	92 %	\$ 1,016,747	93 %
Direct customers	199,863	9	128,573	8	74,199	7
Total	<u>\$ 2,167,771</u>	<u>100 %</u>	<u>\$ 1,616,952</u>	<u>100 %</u>	<u>\$ 1,090,946</u>	<u>100 %</u>

Significant Customers

No single customer accounted for 10% or more of the total revenue or the total balance of accounts receivable, net in the periods presented.

Contract Balances

Contract liabilities consist of deferred revenue and include payments received in advance of performance under the contract. Such amounts are recognized as revenue over the contractual period. Deferred revenue, including current and noncurrent balances as of July 31, 2024 and July 31, 2023 was \$1,895.0 million and \$1,439.7 million, respectively. In fiscal 2024, fiscal 2023 and fiscal 2022 we recognized revenue of \$1,277.8 million, \$919.9 million and \$570.3 million, respectively, that was included in the corresponding contract liability balance at the beginning of the related fiscal year.

We receive payments from customers based upon contractual billing schedules and accounts receivable are recorded when the right to consideration becomes unconditional. Payment terms on invoiced amounts are typically 30 days but may be up to 90 days for some of our channel partners. Contract assets include amounts related to our contractual right to

consideration for both completed and partially completed performance obligations that may not have been invoiced and such amounts have historically not been material.

Remaining Performance Obligations

The typical subscription and support term is one to three years. Most of our subscription and support contracts are non-cancelable over the contractual term. However, customers typically have the right to terminate their contracts for cause, if we fail to perform. As of July 31, 2024, the aggregate amount of the transaction price allocated to remaining performance obligations was \$4,417.6 million. We expect to recognize 48% of the transaction price over the next 12 months and 94% of the transaction price over the next three years, with the remainder recognized thereafter.

Costs to Obtain and Fulfill a Contract

We capitalize sales commission and associated payroll taxes paid to sales personnel that are incremental to the acquisition of channel partner and direct customer contracts. These costs are recorded as deferred contract acquisition costs in the consolidated balance sheets. We determine whether costs should be deferred based on our sales compensation plans, if the commissions are in fact incremental and would not have occurred absent the customer contract.

Sales commissions for renewal of a contract are not considered commensurate with the commissions paid for the acquisition of the initial contract given the substantive difference in commission rates in proportion to their respective contract values. Commissions paid upon the initial acquisition of a contract are amortized over an estimated period of benefit of five years while commissions paid for renewal contracts are amortized over the contractual term of the renewals. Amortization of deferred contract acquisition costs is recognized on a straight-line basis commensurate with the pattern of revenue recognition and included in sales and marketing expense in the consolidated statements of operations.

We determine the period of benefit for commissions paid for the acquisition of the initial contract by taking into consideration the expected subscription term and expected renewals of our customer contracts, the duration of our relationships with our customers, customer retention data, our technology development lifecycle and other factors. We periodically review the carrying amount of deferred contract acquisition costs to determine whether events or changes in circumstances have occurred that could impact the period of benefit of these deferred costs. We did not recognize any impairment losses of deferred contract acquisition costs during the periods presented.

The activity of the deferred contract acquisition costs consisted of the following:

	Year Ended July 31,		
	2024	2023	2022
	(in thousands)		
Beginning balance	\$ 375,234	\$ 297,002	\$ 207,030
Capitalization of contract acquisition costs	200,303	176,950	158,503
Amortization of deferred contract acquisition costs	(130,139)	(98,718)	(68,531)
Ending balance	\$ 445,398	\$ 375,234	\$ 297,002

The outstanding balance of the deferred contract acquisition costs consisted of the following:

	July 31,	
	2024	2023
	(in thousands)	
Deferred contract acquisition costs, current	\$ 148,873	\$ 115,827
Deferred contract acquisition costs, noncurrent	296,525	259,407
Total deferred contract acquisition costs	<u>\$ 445,398</u>	<u>\$ 375,234</u>

Note 3. Cash Equivalents and Short-Term Investments

Cash equivalents and short-term investments consisted of the following as of July 31, 2024:

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
	(in thousands)			
Cash equivalents:				
Money market funds	\$ 956,932	\$ —	\$ —	\$ 956,932
U.S. treasury securities	178,188	—	(15)	178,173
U.S. government agency securities	57,555	—	(6)	57,549
Certificates of deposit	80,940	—	—	80,940
Total cash equivalents	<u>\$ 1,273,615</u>	<u>\$ —</u>	<u>\$ (21)</u>	<u>\$ 1,273,594</u>
Short-term investments:				
U.S. treasury securities	\$ 257,841	\$ 8	\$ (828)	\$ 257,021
U.S. government agency securities	160,574	43	(542)	160,075
Corporate debt securities	568,589	1,514	(625)	569,478
Total short-term investments	<u>\$ 987,004</u>	<u>\$ 1,565</u>	<u>\$ (1,995)</u>	<u>\$ 986,574</u>
Total cash equivalents and short-term investments	<u>\$ 2,260,619</u>	<u>\$ 1,565</u>	<u>\$ (2,016)</u>	<u>\$ 2,260,168</u>

Cash equivalents and short-term investments consisted of the following as of July 31, 2023:

	<u>Amortized Cost</u>	<u>Unrealized Gains</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>
	(in thousands)			
Cash equivalents:				
Money market funds	\$ 768,003	\$ —	\$ —	\$ 768,003
U.S. treasury securities	157,250	—	(30)	157,220
U.S. government agency securities	166,671	—	(35)	166,636
Corporate debt securities	38,800	—	—	38,800
Total cash equivalents	<u>\$ 1,130,724</u>	<u>\$ —</u>	<u>\$ (65)</u>	<u>\$ 1,130,659</u>
Short-term investments:				
U.S. treasury securities	\$ 175,451	\$ —	\$ (1,875)	\$ 173,576
U.S. government agency securities	266,392	2	(4,299)	262,095
Corporate debt securities	406,517	49	(4,211)	402,355
Total short-term investments	<u>\$ 848,360</u>	<u>\$ 51</u>	<u>\$ (10,385)</u>	<u>\$ 838,026</u>
Total cash equivalents and short-term investments	<u>\$ 1,979,084</u>	<u>\$ 51</u>	<u>\$ (10,450)</u>	<u>\$ 1,968,685</u>

The amortized cost and fair value of our short-term investments based on their stated maturities consisted of the following as of July 31, 2024:

	<u>Amortized Cost</u>	<u>Fair Value</u>
	(in thousands)	
Due within one year	\$ 476,116	\$ 475,325
Due between one to three years	510,888	511,249
Total	<u>\$ 987,004</u>	<u>\$ 986,574</u>

Short-term investments that were in continuous unrealized loss position as of July 31, 2024 consisted of the following:

	<u>Less than 12 Months</u>		<u>Greater than 12 Months</u>		<u>Total</u>	
	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>
	(in thousands)					
U.S. treasury securities	\$ 152,574	\$ (115)	\$ 87,808	\$ (713)	\$ 240,382	\$ (828)
U.S. government agency securities	65,563	(28)	65,334	(514)	130,897	(542)
Corporate debt securities	81,020	(102)	94,666	(523)	175,686	(625)
Total	<u>\$ 299,157</u>	<u>\$ (245)</u>	<u>\$ 247,808</u>	<u>\$ (1,750)</u>	<u>\$ 546,965</u>	<u>\$ (1,995)</u>

Short-term investments that were in continuous unrealized loss position as of July 31, 2023 consisted of the following:

	Less than 12 Months		Greater than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
(in thousands)						
U.S. treasury securities	\$ 173,576	\$ (1,875)	\$ —	\$ —	\$ 173,576	\$ (1,875)
U.S. government agency securities	119,558	(292)	131,530	(4,007)	251,088	(4,299)
Corporate debt securities	232,504	(2,034)	82,599	(2,177)	315,103	(4,211)
Total	<u>\$ 525,638</u>	<u>\$ (4,201)</u>	<u>\$ 214,129</u>	<u>\$ (6,184)</u>	<u>\$ 739,767</u>	<u>\$ (10,385)</u>

We review the individual securities that have unrealized losses in our short-term investment portfolio on a regular basis. We evaluate, among others, whether we have the intention to sell any of these investments and whether it is not more likely than not that we will be required to sell any of them before recovery of the amortized cost basis. Neither of these criteria were met in any period presented. We additionally evaluate whether the decline in fair value of the corporate debt securities below their amortized cost basis is related to credit losses or other factors. Based on this evaluation, we determined that unrealized losses of the above securities were primarily attributable to changes in interest rates and non credit-related factors. Accordingly, we determined that an allowance for credit losses was unnecessary for our short-term investments as of July 31, 2024 and 2023.

As of July 31, 2024 and 2023, we recorded \$10.7 million and \$7.2 million, respectively, of accrued interest receivable within prepaid expenses and other current assets in the consolidated balance sheets.

Strategic Investments

Our strategic investments consist primarily of non-marketable equity securities of privately held companies which do not have a readily determinable fair value. These investments are primarily accounted for under the cost method as we have less than 20% ownership and do not have the ability to exercise significant influence over their operations. As of July 31, 2024 and 2023, the carrying amount of our strategic investments was \$9.8 million and \$7.8 million, respectively, and is included within other noncurrent assets in the consolidated balance sheets. There were no material events or circumstances impacting their carrying amount during the periods presented.

Note 4. Fair Value Measurements

Fair value is defined as the exchange price that would be received from the sale of an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. We measure our financial assets and liabilities at fair value at each reporting period using a fair value hierarchy which requires us to maximize the use of observable inputs and minimize 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 fair value:

- Level I - Observable inputs are unadjusted quoted prices in active markets for identical assets or liabilities;
- Level II - Observable inputs are quoted prices for similar assets and liabilities in active markets or inputs other than quoted prices that are observable for the assets or liabilities, either directly or indirectly through market corroboration, for substantially the full term of the financial instruments; and
- Level III - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. These inputs are based on our own assumptions used to measure assets and liabilities at fair value and require significant management judgment or estimation.

Our money market funds are classified within Level I due to the highly liquid nature of these assets and have quoted prices in active markets. Certain of our investments in available-for-sale securities (i.e., U.S. treasury securities, U.S. government agency securities, certificates of deposit and corporate debt securities), as well as our assets and liabilities arising

from our foreign currency forward contracts and our interest rate swap contracts, are classified within Level II. The fair value of our Level II financial assets and liabilities is determined by using inputs based on non-binding market consensus prices that are primarily corroborated by observable market data or quoted market prices for similar instruments, for substantially the full term of the financial assets and liabilities.

Assets and liabilities that are measured at fair value on a recurring basis consisted of the following as of July 31, 2024:

		<u>Level I</u>	<u>Level II</u>	<u>Level III</u>
	<u>Fair Value</u>	<u>Quoted Prices in Active Markets for Identical Assets</u>	<u>Significant Other Observable Inputs</u>	<u>Significant Unobservable Inputs</u>
(in thousands)				
Cash equivalents:				
Money market funds	\$ 956,932	\$ 956,932	\$ —	\$ —
U.S. treasury securities	178,173	—	178,173	—
U.S. government agency securities	57,549	—	57,549	—
Certificates of deposit	80,940	—	80,940	—
Total cash equivalents	<u>\$ 1,273,594</u>	<u>\$ 956,932</u>	<u>\$ 316,662</u>	<u>\$ —</u>
Short-term investments:				
U.S. treasury securities	\$ 257,021	\$ —	\$ 257,021	\$ —
U.S. government agency securities	160,075	—	160,075	—
Corporate debt securities	569,478	—	569,478	—
Total short-term investments	<u>\$ 986,574</u>	<u>\$ —</u>	<u>\$ 986,574</u>	<u>\$ —</u>
Total cash equivalents and short-term investments	<u>\$ 2,260,168</u>	<u>\$ 956,932</u>	<u>\$ 1,303,236</u>	<u>\$ —</u>
Designated derivative instruments:				
Foreign currency contracts assets-current ⁽¹⁾	\$ 2,541	\$ —	\$ 2,541	\$ —
Foreign currency contracts assets-noncurrent ⁽²⁾	\$ 800	\$ —	\$ 800	\$ —
Foreign currency contracts liabilities-current ⁽³⁾	\$ 3,731	\$ —	\$ 3,731	\$ —
Foreign currency contracts liabilities-noncurrent ⁽⁴⁾	\$ 844	\$ —	\$ 844	\$ —
Interest rate contracts liabilities-current ⁽³⁾	\$ 3,829	\$ —	\$ 3,829	\$ —
Non-designated derivative instruments:				
Foreign currency contracts assets-current ⁽¹⁾	\$ 2,132	\$ —	\$ 2,132	\$ —
Foreign currency contracts liabilities-current ⁽³⁾	\$ 1,748	\$ —	\$ 1,748	\$ —

⁽¹⁾ Included within prepaid expenses and other current assets in the consolidated balance sheets.

⁽²⁾ Included within other noncurrent assets in the consolidated balance sheets.

⁽³⁾ Included within accrued expenses and other current liabilities in the consolidated balance sheets.

⁽⁴⁾ Included within other noncurrent liabilities in the consolidated balance sheets.

Assets that are measured at fair value on a recurring basis consisted of the following as of July 31, 2023:

	Fair Value	Level I	Level II	Level III
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
(in thousands)				
Cash equivalents:				
Money market funds	\$ 768,003	\$ 768,003	\$ —	\$ —
U.S. treasury securities	157,220	—	157,220	—
U.S. government agency securities	166,636	—	166,636	—
Corporate debt securities	38,800	—	38,800	—
Total cash equivalents	\$ 1,130,659	\$ 768,003	\$ 362,656	\$ —
Short-term investments:				
U.S. treasury securities	\$ 173,576	\$ —	\$ 173,576	\$ —
U.S. government agency securities	262,095	—	262,095	—
Corporate debt securities	402,355	—	402,355	—
Total short-term investments	\$ 838,026	\$ —	\$ 838,026	\$ —
Total cash equivalents and short-term investments	\$ 1,968,685	\$ 768,003	\$ 1,200,682	\$ —
Designated derivative instruments:				
Foreign currency contracts assets-current ⁽¹⁾	\$ 12,581	\$ —	\$ 12,581	\$ —
Foreign currency contracts assets-noncurrent ⁽²⁾	\$ 2,264	\$ —	\$ 2,264	\$ —
Foreign currency contracts liabilities-current ⁽³⁾	\$ 1,452	\$ —	\$ 1,452	\$ —
Foreign currency contracts liabilities-noncurrent ⁽⁴⁾	\$ 669	\$ —	\$ 669	\$ —
Interest rate contracts liabilities-current ⁽³⁾	\$ 6,439	\$ —	\$ 6,439	\$ —
Interest rate contracts liabilities-noncurrent ⁽⁴⁾	\$ 1,588	\$ —	\$ 1,588	\$ —
Non-designated derivative instruments:				
Foreign currency contracts assets-current ⁽¹⁾	\$ 2,061	\$ —	\$ 2,061	\$ —
Foreign currency contracts liabilities-current ⁽³⁾	\$ 465	\$ —	\$ 465	\$ —

⁽¹⁾ Included within prepaid expenses and other current assets in the consolidated balance sheets.

⁽²⁾ Included within other noncurrent assets in the consolidated balance sheets.

⁽³⁾ Included within accrued expenses and other current liabilities in the consolidated balance sheets.

⁽⁴⁾ Included within other noncurrent liabilities in the consolidated balance sheets.

We did not have transfers between levels of the fair value hierarchy of assets measured at fair value during the periods presented.

Refer to Note 10, Convertible Senior Notes, for the carrying amount and estimated fair value of our convertible senior notes as of July 31, 2024 and 2023.

Note 5. Balance Sheet Components

Property and Equipment and Purchased Intangible Assets

Property and equipment consisted of the following:

	Estimated Useful Life	July 31,	
		2024	2023
(in thousands)			
Hosting equipment ⁽¹⁾	4 - 5 years	\$ 418,775	\$ 280,851
Capitalized internal-use software	3 - 5 years	197,769	120,877
Computers and equipment	3 - 5 years	6,741	7,107
Purchased software	3 years	1,102	1,311
Furniture and fixtures	5 years	1,071	1,025
Leasehold improvements	Shorter of useful life or lease term	7,974	7,608
Total property and equipment, gross		633,432	418,779
Less: Accumulated depreciation and amortization		(250,311)	(176,424)
Total property and equipment, net		\$ 383,121	\$ 242,355

⁽¹⁾ In August 2023, we extended the useful lives of hosting equipment from four to five years. Refer to Note 1, Business and Summary of Significant Accounting Policies, for further information.

Purchased intangible assets consist of internet protocol (IP) addresses and source codes, which are amortized on a straight-line basis over an estimated useful life of 10 years. As of July 31, 2024, their historical cost and accumulated amortization were \$12.4 million and \$2.8 million, respectively. As of July 31, 2023, their historical cost and accumulated amortization were \$8.6 million and \$1.6 million, respectively. Purchased intangible assets are included within other noncurrent assets in the consolidated balance sheets.

We recognized depreciation and amortization expense on property and equipment and purchased intangible assets of \$66.3 million, \$55.8 million and \$40.5 million in fiscal 2024, fiscal 2023 and fiscal 2022, respectively. Additionally, we recognized stock-based compensation expense on the amortization of capitalized stock-based compensation associated with capitalized internal-use software of \$13.0 million, \$8.4 million and \$4.5 million in fiscal 2024, fiscal 2023 and fiscal 2022, respectively.

Accrued compensation

Accrued compensation consisted of the following:

	July 31,	
	2024	2023
(in thousands)		
Accrued commissions	\$ 51,371	\$ 47,997
Accrued bonuses	53,452	37,417
Accrued payroll and related expenses	47,184	44,024
Employee stock purchase plan	8,803	7,362
Total accrued compensation	\$ 160,810	\$ 136,800

Note 6. Business Combinations

Airgap Networks Inc.

On April 12, 2024, we completed the acquisition of Airgap Networks Inc. ("Airgap"), an early-stage technology company incorporated in the United States, for total purchase price consideration of \$124.4 million. We plan to integrate Airgap's technology into our cloud platform.

In addition to the consideration noted above, pursuant to the terms of the purchase agreement, certain Airgap employees who became our employees are entitled to receive deferred merger consideration with a fair value as of the grant date of \$20.3 million payable in the form of restricted shares of our common stock. These awards are subject to time-based vesting and will be recognized as stock-based compensation expense during the post-combination period. Additionally, in connection with this acquisition, we committed to issue replacement awards with a fair value as of the closing date of the acquisition of \$6.2 million, of which \$1.4 million attributable to pre-combination vesting was allocated to the purchase price consideration. The remaining balance is attributable to post-combination vesting and will be recognized as compensation expense during the post-combination period.

In connection with this acquisition, we completed a valuation of the acquired identifiable intangible assets as of April 12, 2024. The purchase price consideration was allocated on a preliminary basis, subject to working capital adjustment, to identified intangible assets, which include \$28.7 million of developed technology, \$3.1 million of customer relationships, and \$95.5 million of goodwill. The developed technology was valued using a replacement cost approach, which is based on the cost of a market participant to reconstruct a substitute asset of comparable utility. The customer relationships were also valued using the replacement cost approach, which is based on the cost a market participant would incur to generate the acquired portfolio of customers. Goodwill represents the excess of the purchase price paid over the fair value of the net assets acquired and is primarily attributable to the acquired workforce and expected operating synergies. The acquisition-related transaction expenses were not material and recorded as incurred within general and administrative expenses in the consolidated statement of operations for fiscal 2024.

The acquisition qualified as a stock transaction for tax purposes. The goodwill is not expected to be deductible for income tax purposes.

During the measurement period, which may be up to one year from the acquisition date, we may record adjustments to the fair value of the acquired intangible assets, deferred tax and goodwill.

The preliminary allocation of the purchase price consideration consisted of the following:

	<u>Amount</u>	<u>Estimated Useful Life</u>
	(in thousands)	
Assets acquired:		
Cash, cash equivalents and other assets	\$ 5,764	
Acquired intangible assets:		
Developed technology	28,700	5 years
Customer relationships	3,100	5 years
Goodwill	95,463	
Total	\$ 133,027	
Liabilities assumed:		
Accounts payable, accrued expenses and other liabilities	\$ 3,467	
Deferred tax liability	5,123	
Total	\$ 8,590	
Total purchase price consideration	<u>\$ 124,437</u>	

Avalor Technologies Ltd.

On March 8, 2024 we completed the acquisition of Avalor Technologies Ltd. ("Avalor"), an early-stage technology company incorporated in Israel, for total purchase price consideration of \$256.7 million. We plan to integrate this company's technology into our cloud platform.

In addition to the consideration noted above, pursuant to the terms of the stock purchase agreement, certain Avalor employees who became our employees are entitled to receive deferred merger consideration with a fair value as of the grant date of \$46.5 million payable in the form of restricted shares of our common stock. These awards are subject to time-based vesting and will be recognized as stock-based compensation expense during the post-combination period. Additionally, in connection with this acquisition, we committed to issue replacement awards with a fair value as of the closing date of the acquisition of \$14.4 million, of which \$2.4 million attributable to pre-combination vesting was allocated to the purchase price consideration. The remaining balance is attributable to post-combination vesting and will be recognized as compensation expense during the post-combination period.

In connection with this acquisition, we completed a valuation of the acquired identifiable intangible assets as of March 8, 2024. The purchase price consideration was allocated on a preliminary basis, subject to working capital adjustment to identified intangible assets, which include \$14.7 million of developed technology, \$3.3 million of customer relationships, and \$229.2 million of goodwill. The developed technology was valued using a replacement cost approach, which is based on the cost of a market participant to reconstruct a substitute asset of comparable utility. The customer relationships were also valued using the replacement cost approach, which is based on the cost a market participant would incur to generate the acquired portfolio of customers. Goodwill represents the excess of the purchase price paid over the fair value of the net assets acquired and is primarily attributable to the acquired workforce and expected operating synergies. The acquisition-related transaction expenses were not material and recorded as incurred within general and administrative expenses in the consolidated statement of operations for fiscal 2024.

The acquisition qualified as a stock transaction for tax purposes. The goodwill is not expected to be deductible for income tax purposes.

During the measurement period, which may be up to one year from the acquisition date, we may record adjustments to the fair value of the acquired intangible assets, deferred tax and goodwill.

The preliminary allocation of the purchase price consideration consisted of the following:

	<u>Amount</u>	<u>Estimated Useful Life</u>
	(in thousands)	
Assets acquired:		
Cash, cash equivalents and other assets	\$ 13,405	
Acquired intangible assets:		
Developed technology	14,700	5 years
Customer relationships	3,300	5 years
Deferred tax asset	841	
Goodwill	229,151	
Total	<u>\$ 261,397</u>	
Liabilities assumed:		
Accounts payable, accrued expenses and other liabilities	\$ 4,017	
Deferred tax liability	693	
Total	<u>\$ 4,710</u>	
Total purchase price consideration	<u><u>\$ 256,687</u></u>	

Securelyshare Software Private Ltd.

On August 31, 2023, we completed the acquisition of Securelyshare Software Private Ltd. ("Securelyshare"), an early-stage technology company incorporated in India, for total purchase price consideration of \$5.3 million. We have integrated this company's technology into our cloud platform. The transaction was accounted for as a business combination. We recognized intangible assets of \$2.8 million for developed technology and goodwill of \$3.2 million. The developed technology is amortized over its economic useful life of five years. Goodwill represents the excess of the purchase price paid over the fair value of the net assets acquired and is primarily attributable to the acquired workforce and expected operating synergies. The acquisition qualified as a stock transaction for tax purposes. The goodwill is not expected to be deductible for income tax purposes. The acquisition-related transaction expenses were not material and recorded as incurred within general and administrative expenses in the consolidated statement of operations for fiscal 2024.

Canonic Security Technologies Ltd.

On February 20, 2023, we completed the acquisition of Canonic Security Technologies Ltd. ("Canonic"), an early-stage technology company incorporated in Israel, for total purchase price consideration of \$16.5 million. We have integrated this company's technology into our cloud platform.

In addition to the cash consideration noted above, pursuant to the terms of the purchase agreement, certain of Canonic's employees who became our employees are entitled to receive deferred merger consideration with a fair value as of the grant date of \$4.1 million payable in the form of restricted shares of our common stock. These awards are subject to time-based vesting and will be recognized as stock-based compensation expense during the post-combination period.

In connection with this acquisition, we completed a valuation of the acquired identifiable assets as of February 20, 2023. The allocation of the purchase price consideration resulted in the recognition of \$10.6 million of goodwill and \$5.1 million of developed technology. The developed technology was valued using a replacement cost approach, which is based on the cost of a market participant to reconstruct a substitute asset of comparable utility. Goodwill represents the excess of the purchase price paid over the fair value of the net assets acquired and is primarily attributable to the acquired workforce and expected operating synergies. The acquisition-related transaction expenses were not material and recorded as incurred within general and administrative expenses in the consolidated statement of operations for fiscal 2023.

The acquisition qualified as a stock transaction for tax purposes. The goodwill is not expected to be deductible for income tax purposes.

The allocation of the purchase price consideration consisted of the following:

	<u>Amount</u>	<u>Estimated Useful Life</u>
	(in thousands)	
Assets acquired:		
Cash, cash equivalents and other assets	\$ 673	
Acquired intangible assets:		
Developed technology	5,100	5 years
Deferred tax asset	781	
Goodwill	10,645	
Total	<u>\$ 17,199</u>	
Liabilities assumed:		
Accounts payable, accrued expenses and other liabilities	\$ 692	
Total	<u>\$ 692</u>	
Total purchase price consideration	<u><u>\$ 16,507</u></u>	

ShiftRight, Inc.

On June 17, 2022, we completed the acquisition of ShiftRight, Inc. (“ShiftRight”), an early-stage technology company incorporated in the United States for a total purchase price consideration of \$25.6 million. We have integrated this company’s technology into our cloud platform.

In addition to the cash consideration noted above, pursuant to the terms of the purchase agreement, certain of ShiftRight’s employees who became our employees are entitled to receive deferred merger consideration with a fair value as of the grant date of \$15.2 million payable in the form of restricted shares of our common stock. These awards are subject to time-based vesting and will be recognized as stock-based compensation expense during the post-combination period.

In connection with this acquisition, we completed a valuation of the acquired intangible assets as of June 17, 2022. The allocation of the purchase price consideration resulted in the recognition of \$18.7 million of goodwill and \$7.1 million of developed technology. The developed technology was valued using a replacement cost approach, which is based on the cost of a market participant to reconstruct a substitute asset of comparable utility. Goodwill represents the excess of the purchase price paid over the fair value of the net assets acquired and is primarily attributable to the acquired workforce and expected operating synergies. The acquisition-related transaction expenses were not material and recorded as incurred within general and administrative expenses in the consolidated statement of operations for fiscal 2022.

The acquisition qualified as a stock transaction for tax purposes. The goodwill is not expected to be deductible for income tax purposes.

The allocation of the purchase price consideration consisted of the following:

	<u>Amount</u>	<u>Estimated Useful Life</u>
	(in thousands)	
Assets acquired:		
Cash and other assets	\$ 535	
Acquired intangible assets:		
Developed technology	7,100	5 years
Goodwill	18,724	
Total	<u>\$ 26,359</u>	
Liabilities assumed:		
Deferred tax liability	\$ 682	
Other liabilities	99	
Total	<u>\$ 781</u>	
Total purchase price consideration	<u><u>\$ 25,578</u></u>	

Other Business Combinations

In November 2021, we completed a business acquisition for a total purchase price consideration of \$2.1 million, consisting of \$0.4 million paid in cash at closing and the issuance of shares of our common stock with an aggregate fair value of \$1.7 million at closing.

In addition to the cash consideration noted above, pursuant to the terms of the purchase agreement, certain employees of the acquired company who became our employees are entitled to receive deferred merger consideration payable in the form of restricted shares of our common stock. These awards are subject to time-based vesting and will be recognized as stock-based compensation expense during the post-combination period.

Based on the valuation of the acquired intangible assets, the allocation of the purchase price consideration resulted in the recognition of \$1.6 million of developed technology and \$0.8 million of goodwill. The developed technology is amortized over its economic useful life of 5.0 years. The acquisition-related transaction expenses were not material and recorded as incurred within general and administrative expenses in the consolidated statement of operations for fiscal 2022.

The acquisition qualified as a stock transaction for tax purposes. Goodwill is not expected to be deductible for income tax purposes.

Pro Forma Financial Information

The pro forma financial information from the above business acquisitions, assuming the acquisition had occurred as of the beginning of the fiscal year prior to the fiscal year of the acquisition, as well as revenue and earnings generated during the current fiscal year, were not material for disclosure purposes.

Note 7. Goodwill and Acquired Intangible Assets

Goodwill

Changes in the carrying amount of goodwill consisted of the following:

	Amount
	(in thousands)
Balance as of July 31, 2023	\$ 89,192
Goodwill acquired	327,837
Balance as of July 31, 2024	<u>\$ 417,029</u>

Acquired Intangible Assets

Acquired intangible assets consist of developed technology and customer relationships acquired through our business acquisitions and asset acquisitions. Acquired intangible assets are amortized using the straight-line method over their estimated useful lives.

During fiscal 2024, in connection with the acquisition of Airgap, Avalor and Securelyshare, we acquired developed technology and customer relationships with a fair value of \$46.2 million and \$6.4 million, respectively, and each of them with an estimated useful life of five years. For further information refer to Note 6, Business Combinations.

Changes in acquired intangible assets for July 31, 2024 and 2023, consisted of the following:

	Gross Carrying Amount			Accumulated Amortization			Net Carrying Amount		Weighted Average Remaining Useful life
	July 31, 2023	Additions	July 31, 2024	July 31, 2023	Amortization Expense July 31, 2024	July 31, 2024	July 31, 2023	July 31, 2024	July 31, 2024
	(in thousands)								(years)
Developed technology	\$ 53,456	\$ 46,200	\$ 99,656	\$ (29,259)	\$ (13,392)	\$ (42,651)	\$ 24,197	\$ 57,005	4.2
Customer relationships	3,560	6,400	9,960	(1,898)	(1,232)	(3,130)	1,662	6,830	4.4
Total	<u>\$ 57,016</u>	<u>\$ 52,600</u>	<u>\$ 109,616</u>	<u>\$ (31,157)</u>	<u>\$ (14,624)</u>	<u>\$ (45,781)</u>	<u>\$ 25,859</u>	<u>\$ 63,835</u>	4.2

As of July 31, 2023, the weighted-average remaining useful life for developed technology and customer relationships was 3.0 years and 2.3 years, respectively.

Amortization expense of acquired intangible assets was \$14.6 million, \$11.1 million and \$9.0 million in fiscal 2024, fiscal 2023 and fiscal 2022, respectively. Amortization expense of developed technology and customer relationships is included primarily within cost of revenue and sales and marketing expenses, respectively, in the consolidated statements of operations.

Future amortization expense of acquired intangible assets as of July 31, 2024 consists of the following:

	Amount (in thousands)
Fiscal Year ending July 31,	
2025	\$ 16,785
2026	15,772
2027	12,948
2028	11,115
2029	7,215
Total	<u>\$ 63,835</u>

Note 8. Derivative Instruments

Foreign Currency Forward Contracts

As a global business, we are exposed to foreign currency exchange rate risk. Substantially all of our revenue is transacted in U.S. dollars; however, a portion of our cost of revenue and operating expenditures are incurred outside of the United States and are denominated in foreign currencies, making them subject to fluctuations in foreign currency exchange rates. In order to mitigate the impact of foreign currency fluctuations on our future cash flows and earnings, we enter into foreign currency forward contracts, which we designate as cash flow hedges. The maximum length of time over which forecasted foreign currency denominated operating expenses are hedged is 21 months. All cash flow hedges were considered effective for all periods presented.

We also use foreign currency forward contracts to mitigate variability in gains and losses generated from the remeasurement of certain monetary assets and liabilities denominated in foreign currencies. The outstanding non-designated derivative instruments are carried at fair value with the change in fair value recorded in other expense, net in the consolidated statement of operations in the same period as the changes in fair value from the remeasurement of the underlying assets and liabilities. Cash flows from such derivatives are classified as operating activities. These foreign exchange contracts typically have maturities of approximately one to four months. Changes in the fair value of these derivatives were not material for all periods presented.

As of July 31, 2024 and July 31, 2023, the total notional amount of our outstanding designated foreign currency forward contracts was \$544.5 million and \$457.6 million, respectively, and for our outstanding non-designated foreign currency forward contracts was \$352.8 million and \$182.9 million, respectively. As of July 31, 2024, an estimated \$2.2 million of the unrealized gain related to our cash flow hedges are expected to be released into earnings over the next 12 months. Refer to Note 4, Fair Value Measurements, for the fair value of our derivative instruments as reported on the consolidated balance sheet as of July 31, 2024 and July 31, 2023.

Changes in the fair value of our non-designated derivative instruments recognized within other expense, net in the consolidated statement of operations were not material for all periods presented.

The changes in accumulated other comprehensive income (loss) related to our cash flow hedges consisted of the following:

	Year Ended July 31,		
	2024	2023	2022
	(in thousands)		
Balance of AOCI as of the beginning of the period	\$ 8,937	\$ (13,745)	\$ (628)
Net unrealized gains (losses) recognized in accumulated other comprehensive income	(10,761)	11,103	(20,130)
Gains (losses) reclassified from AOCI into the consolidated statement of operations ⁽¹⁾	(2,400)	11,579	7,013
Balance of AOCI as of the end of the period	<u>\$ (4,224)</u>	<u>\$ 8,937</u>	<u>\$ (13,745)</u>

⁽¹⁾ (Gains) losses related to our cash flow hedges reclassified from AOCI into the consolidated statement of operations consisted of the following:

	Year Ended July 31,		
	2024	2023	2022
	(in thousands)		
Cost of revenue	\$ (785)	\$ 1,835	\$ 617
Sales and marketing	(789)	7,670	520
Research and development	(433)	1,506	284
General and administrative	(393)	568	5,592
Total	<u>\$ (2,400)</u>	<u>\$ 11,579</u>	<u>\$ 7,013</u>

Our derivative contracts expose us to credit risk to the extent that the counterparties may be unable to meet the terms of the underlying contracts. We mitigate this credit risk by transacting with major financial institutions with high credit ratings and standards. We periodically assess the creditworthiness of our counterparties to ensure they continue to meet our credit quality requirements. We also enter into master netting arrangements, which permit net settlement of transactions with the same counterparty. The potential impact of these rights of set-off associated with our derivative instruments was not material as of July 31, 2024 and July 31, 2023. We are not required to pledge, and are not entitled to receive, cash collateral related to these derivative instruments. We do not enter into derivative contracts for trading or speculative purposes.

Interest Rate Swap Contracts

During fiscal 2023, we entered into interest rate swaps contracts, maturing on July 1, 2025, designated as fair value hedges intended to hedge a portion of our fair value risk exposure due to changing interest rates by economically converting the fixed interest rate of a certain tranche of our convertible senior notes to a floating interest rate. As of July 31, 2024 and July 31, 2023, the carrying amount of the hedged convertible senior notes was \$498.2 million and \$496.4 million, respectively. The total notional amount of our outstanding interest rate swaps was \$500.0 million as of July 31, 2024 and July 31, 2023. The gains and losses related to changes in the fair value of the interest rate swaps are included within interest expense in the consolidated statement of operations and substantially offset changes in the fair value of the hedged portion of the underlying convertible senior notes that are attributable to the changes in underlying benchmark interest rates. As of July 31, 2024 and July 31, 2023, the cumulative amount of fair value hedge accounting adjustments included in the carrying amount of the convertible senior notes was \$4.1 million and \$8.3 million, respectively.

The effect of derivative instruments designated as fair value hedges included within interest expense in the statement of operations consisted of the following:

	Gains (Losses)	
	Year Ended July 31,	
	2024	2023
	(in thousands)	
Interest rate swaps:		
Hedge accounting fair value adjustments	\$ (4,241)	\$ 8,306
Derivatives designated as hedging instruments	4,198	(8,028)
Total	\$ (43)	\$ 278

Note 9. Restructuring and Other Charges

On March 1, 2023, we announced a restructuring plan as a part of our planned efforts to streamline operations and to align people, roles, and projects to our strategic priorities. These actions included the reduction of our worldwide headcount by approximately 3%.

During fiscal 2023, we incurred \$7.6 million of restructuring charges, consisting of \$6.6 million of employee severance and benefit charges and \$1.0 million of stock-based compensation expense related to modified equity incentive awards. These charges were recorded within restructuring and other charges in the consolidated statements of operations. The restructuring plan was completed during the fiscal quarter ended October 31, 2023.

Note 10. Convertible Senior Notes

On June 25, 2020, we issued \$1,150.0 million in aggregate principal amount of 0.125% convertible senior notes due 2025 (the "Notes"), including the exercise in full by the initial purchasers of the Notes of their option to purchase an additional \$150.0 million principal amount of the Notes. The Notes are unsecured obligations and bear interest at a rate of 0.125% per year and interest is payable semiannually in arrears on January 1 and July 1 of each year, beginning on January 1, 2021. The Notes mature on July 1, 2025, unless earlier converted, redeemed or repurchased. The total net proceeds from the offering, after deducting initial purchase discounts and other debt issuance costs, was \$1,130.5 million.

The Notes do not contain any financial covenants or restrictions on the payments of dividends, the incurrence of indebtedness or the issuance or repurchase of securities by us or any of our subsidiaries.

The following table presents details of the Notes:

	Initial Conversion Rate per \$1,000 Principal	Initial Conversion Price	Initial Number of Shares
			(in thousands)
Notes	6.6315 shares	\$150.80	7,626

The Notes are convertible at the option of the holders at any time prior to the close of business on the business day immediately preceding April 1, 2025, only 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 our common stock for at least 20 trading days (whether or not consecutive) during a 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 Notes on each applicable trading day;
- During the five-business day period after any five consecutive trading day period (the "measurement period") in

which the trading price per \$1,000 principal amount of the Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our common stock and the conversion rate of the Notes on each such trading day;

- If we call any or all of the Notes for redemption, the Notes called for redemption (or, at our election all Notes) may be submitted for conversion 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 set forth within the indenture governing the Notes.

On or after April 1, 2025, 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 Notes at any time, in multiples of \$1,000 principal amount, at their option regardless of the foregoing circumstances. Upon conversion, we will satisfy the conversion obligation by paying or delivering, as the case may be, cash, shares of our common stock or a combination of cash and shares of our common stock, at our election. It is our current intent to settle the principal amount of the Notes in cash.

During the three months ended July 31, 2024, the conditions allowing holders of the Notes to convert were not met. As of July 31, 2024, we classified the Notes within current liabilities as they mature on July 1, 2025. As of July 31, 2023, we classified the Notes within noncurrent liabilities as we had the election of repaying the Notes in cash, shares of our common stock, or a combination of both. Conversion notices received were not material for any period presented.

Prior to July 5, 2023, we were not permitted to redeem the Notes. On and subsequent to July 5, 2023, and prior to the 21st scheduled trading day immediately preceding the maturity date, we may redeem for cash all or any portion of the Notes, at our option, if the last reported sale price of our common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day-period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which we provide notice of redemption at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. No sinking fund is provided for the Notes. If we redeem less than all the outstanding Notes, and only Notes called for redemption may be converted in connection with such partial redemption, at least \$100.0 million aggregate principal amount of Notes must be outstanding and not subject to such partial redemption as of the relevant redemption notice date.

In the event of a corporate event that constitutes a "fundamental change" (as defined in the indenture governing the Notes), holders of the Notes will have the right, at their option to require us to repurchase for cash all or any portion of the Notes upon the occurrence of a fundamental change, at a purchase price equal to 100% of the principal amount of the Notes plus any accrued and unpaid interest, up to but excluding, the date of such repurchase. In addition, following certain corporate events that occur prior to the maturity date, or if we issue a notice of redemption, we will, in certain circumstances, increase the conversion rate for a holder who elects to convert its Notes in connection with such corporate event or notice of redemption, as the case may be.

In accounting for the issuance of the Notes and the related transaction costs, we separated the Notes into liability and equity components. The carrying amount of the liability component was initially calculated by measuring the fair value of similar liabilities that do not have associated convertible features utilizing the interest rate of 5.75%. The carrying amount of the equity component representing the conversion option was \$278.5 million and was determined by deducting the fair value of the liability component from the par value of the Notes. This difference represents the debt discount that is amortized to interest expense over the term of the Notes using the effective interest rate method. The equity component was recorded in additional paid-in capital and is not remeasured as long as it continues to meet the conditions for equity classification.

Total issuance costs of \$19.5 million related to the Notes were allocated between liability, totaling \$14.8 million, and equity, totaling \$4.7 million, in the same proportion as the allocation of the total proceeds to the liability and equity components. Issuance costs attributable to the liability component are being amortized to interest expense over the term of the Notes. The excess of the principal amount of the liability component over its carrying amount is amortized to interest expense over the contractual term of the Notes at an effective interest rate of 6.03%. The issuance costs attributable to the equity component were netted against additional paid-in capital. The amount recorded for the equity component of the Notes was \$273.4 million, net of allocated issuance costs of \$4.7 million and deferred tax impact of \$0.4 million.

Upon adoption of ASU 2020-06 as of August 1, 2022, we accounted for our Notes as a single unit of debt and no longer record the conversion feature in equity. This further eliminated the need for amortization of the debt discount as interest expense and the portion of the issuance costs initially allocated to equity is now classified as debt and amortized as interest expense. As of August 1, 2022, the adoption of this new standard resulted in an increase of \$169.9 million to the carrying amount of the convertible senior notes, a decrease of \$273.7 million to additional paid-in capital and a cumulative-effect adjustment of \$103.8 million to accumulated deficit. For further information, refer to Note 1, Business and Summary of Significant Accounting Policies.

During fiscal 2023, we entered into interest rate swap contracts designated as fair value hedges of certain of our Notes. For further information refer to Note 8, Derivative Instruments.

The net carrying amount of the Notes consisted of the following:

	July 31,	
	2024	2023
(in thousands)		
Principal amount	\$ 1,149,954	\$ 1,149,993
Less:		
Unamortized debt issuance costs	3,614	7,528
Hedge accounting fair value adjustments	4,065	8,306
Total	\$ 1,142,275	\$ 1,134,159

The interest expense related to the Notes consisted of the following:

	Year Ended July 31,		
	2024	2023	2022
(in thousands)			
Contractual interest expense	\$ 1,436	\$ 1,439	\$ 1,438
Amortization of debt discount ⁽¹⁾	—	—	52,358
Amortization of debt issuance costs ⁽¹⁾	3,914	3,894	2,783
Total	\$ 5,350	\$ 5,333	\$ 56,579

⁽¹⁾ The decrease in total interest expense beginning in fiscal 2023, was due to the derecognition of unamortized debt discount partially offset by the increase in the amortization of issuance costs previously recognized in equity. These changes were the result of adoption of ASU 2020-06, as described in Note 1, Business and Summary of Significant Accounting Policies.

The total fair value of the Notes was \$1,465.5 million and \$1,411.4 million as of July 31, 2024 and 2023, respectively. The fair value was determined based on the closing trading price per \$1,000 of the Notes as of the last day of trading for the period. We consider the fair value of the Notes as of July 31, 2024 and 2023 to be a Level II measurement as they are not actively traded. The fair value of the Notes is primarily affected by the trading price of our common stock and market interest rates.

In connection with the pricing of the Notes, we entered into capped call transactions with the option counterparties (the "Capped Calls"). The Capped Calls each have an initial strike price of \$150.80 per share, subject to certain adjustments, which corresponds to the initial conversion price of the Notes. The Capped Calls have an initial cap price of \$246.76 per share, subject to certain adjustments. The Capped Calls are generally expected to reduce potential dilution to our common stock upon any conversion of the Notes and/or offset any cash payments we are required to make in excess of the principal amount of the converted Notes, as the case may be, with such reduction and/or offset subject to a cap. The Capped Calls are subject to adjustment upon the occurrence of specified extraordinary events affecting us, including merger events, tender offers and the announcement of such events. In addition, the Capped Calls are subject to certain specified additional disruption events that may give rise to a termination of the Capped Calls, including nationalization, insolvency or delisting, changes in law, failures to deliver, insolvency filings and hedging disruptions. For accounting purposes, the Capped Calls are separate transactions, and not part of the terms of the Notes. As the Capped Calls qualify for a scope exception from derivative accounting for instruments that are both indexed to the issuer's own stock and classified in stockholder's equity in the consolidated balance sheet, the premium of \$145.2 million paid for the purchase of the Capped Calls was recorded as a reduction to additional paid-in capital and will not be remeasured. We have not exercised any Capped Call options during any of the periods presented.

Note 11. Operating Leases

The following is a summary of our operating lease costs:

	Year Ended July 31,								
	2024			2023			2022		
	Real Estate Arrangement	Co-Location Arrangement	Total	Real Estate Arrangements	Co-Location Arrangements	Total	Real Estate Arrangements	Co-Location Arrangements	Total
	(in thousands)								
Operating lease, including imputed interest	\$ 9,902	\$ 39,577	\$49,479	\$ 7,858	\$ 24,677	\$32,535	\$ 6,347	\$ 19,356	\$25,703
Short-term lease cost	5,138	8,090	13,228	4,314	5,688	10,002	2,826	1,889	4,715
Variable lease cost	9,907	6,047	15,954	6,992	4,956	11,948	3,163	4,480	7,643
Total operating lease costs	\$ 24,947	\$ 53,714	\$78,661	\$ 19,164	\$ 35,321	\$54,485	\$ 12,336	\$ 25,725	\$38,061
Weighted-average remaining lease term (in years)	2.1	1.9		3.0	2.0		3.7	2.7	
Weighted-average discount rate	5.3 %	4.7 %		4.5 %	3.2 %		4.1 %	2.2 %	

The following table presents information about our leases in the consolidated balance sheets:

	July 31,					
	2024			2023		
	Real Estate Arrangements	Co-Location Arrangements	Total	Real Estate Arrangements	Co-Location Arrangements	Total
	(in thousands)					
Operating lease right-of-use assets	\$ 22,612	\$ 67,146	\$ 89,758	\$ 18,493	\$ 52,178	\$ 70,671
Operating lease liabilities, current	\$ 11,381	\$ 39,485	\$ 50,866	\$ 6,777	\$ 27,692	\$ 34,469
Operating lease liabilities, noncurrent	\$ 12,974	\$ 31,850	\$ 44,824	\$ 14,875	\$ 27,042	\$ 41,917

Cash paid, net of tenant incentives for amounts included in the measurement of operating lease liabilities was \$49.2 million, \$32.2 million and \$27.7 million for fiscal 2024, fiscal 2023 and fiscal 2022, respectively.

Maturities of operating lease liabilities consisted of the following as of July 31, 2024:

	Real Estate Arrangements	Co-Location Arrangements	Total
Year ending July 31,	(in thousands)		
2025	\$ 12,381	\$ 41,920	\$ 54,301
2026	10,537	24,396	34,933
2027	2,481	8,598	11,079
2028	481	—	481
Total future minimum lease payments	25,880	74,914	100,794
Less: Imputed interest	1,525	3,579	5,104
Total	\$ 24,355	\$ 71,335	\$ 95,690

As of July 31, 2024, we have entered into non-cancelable operating leases with a term greater than 12 months that have not yet commenced with undiscounted future minimum payments of \$9.6 million, which are excluded from the above table. These operating leases will commence between August 2024 and November 2024 with lease terms of approximately 3.0 years.

Note 12. Commitments and Contingencies

Non-cancelable Purchase Obligations

In the normal course of business, we enter into non-cancelable purchase commitments with various third parties to purchase products and services such as cloud infrastructure capacity, subscription-based cloud service arrangements, technology equipment, corporate and marketing events and consulting services.

The maturities of non-cancelable purchase obligations with a remaining term in excess of one year as of July 31, 2024 consisted of the following:

	Amount (in thousands)
Year ending July 31,	
2025	\$ 57,961
2026	77,644
2027	51,088
2028	38,967
2029	18,750
Total	\$ 244,410

Other Commitments

As of July 31, 2024 and 2023, we had outstanding irrevocable standby unsecured letters of credits and a guarantee for an aggregate value of \$2.5 million and \$2.1 million, respectively which serve as security under certain real estate leases included in Note 11, Operating Leases.

Legal Matters

Litigation and Claims

We are a party to various litigation matters from time to time and subject to claims that arise in the ordinary course of business, including patent, commercial, product liability, employment, class action, whistleblower and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. In addition, third parties may from time to time assert claims against us in the form of letters and other communications. There is no pending or threatened legal

proceeding to which we are a party that, in our opinion, is likely to have a material adverse effect on our future financial results or operations; however, the results of litigation and claims are inherently unpredictable. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors. The expense of litigation and the timing of this expense from period to period are difficult to estimate, subject to change and could adversely affect our results of operations.

Note 13. Stock-Based Compensation

Equity Incentive Plan

Equity incentive awards which may be granted to eligible participants under our Fiscal Year 2018 Equity Incentive Plan (the "2018 Plan") include restricted stock units, restricted stock, stock options, nonstatutory stock options, stock appreciation rights, performance units and performance shares.

As of July 31, 2024, a total of 53.1 million shares of common stock have been reserved for the issuance of equity awards under the 2018 Plan, of which 30.9 million shares were available for grant. The number of shares of common stock available for issuance under the 2018 Plan also includes an annual increase on the first day of each fiscal year pursuant to its automatic annual increase provision.

Stock Options

The activity of stock options for fiscal 2024 consisted of the following:

	Outstanding Stock Options	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
(in thousands, except per share amounts)				
Balance as of July 31, 2023	1,267	\$18.54	2.1	\$ 179,678
Granted	50	\$198.03		
Exercised	(864)	\$14.17		\$ 157,832
Canceled, forfeited or expired	—	—		
Balance as of July 31, 2024	453	\$46.72	2.5	\$ 60,923
Exercisable and expected to vest as of July 31, 2023	1,210	\$12.82	1.8	\$ 178,616
Exercisable and expected to vest as of July 31, 2024	367	\$15.84	1.0	\$ 59,989

The weighted-average grant-date fair value per share of stock options granted was \$117.41 and \$88.97 during fiscal 2024 and fiscal 2023 respectively. There were no stock options granted during fiscal 2022.

The total grant-date fair value of stock options vested was \$1.4 million, \$1.5 million and \$3.9 million during fiscal 2024, fiscal 2023 and fiscal 2022, respectively. The total intrinsic value of options exercised was \$157.8 million, \$56.5 million and \$230.1 million, during fiscal 2024, fiscal 2023 and fiscal 2022, respectively.

We estimate the fair value of stock options using the Black-Scholes option pricing model with the following assumptions:

	Year Ended July 31	
	2024	2023
Expected term (in years)	6.0	6.1
Expected stock price volatility	59.5%	58.2%
Risk-free interest rate	4.2%	3.9%
Dividend yield	0.0%	0.0%

The expected term was estimated using the simplified method. The expected volatility was determined using a weighted-average of the historical volatility of our common stock and peer volatility. Peer volatility was calculated as the average of historical volatilities of selected industry peers corresponding to the expected term of the awards. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for the expected term of the stock-based award. Our expected dividend yield is zero, as we have not and do not currently intend to declare dividends in the foreseeable future.

Restricted Stock Units and Performance Stock Awards

The 2018 Plan allows for the grant of RSUs and PSAs. Generally, RSUs are subject to a four-year vesting period.

The right to earn PSAs is subject to the achievement of the defined and approved performance metrics and continuous employment service. The performance metrics are defined and approved by the compensation committee of our board of directors or by our senior management for certain types of awards. Generally, earned PSAs are subject to additional time-based vesting.

As of July 31, 2024, outstanding PSAs for which their performance metrics have not been defined and/or approved were not material. As of July 31, 2024, these awards are not considered granted for accounting purposes and accordingly, have been excluded from the table below.

The activity of RSUs and PSAs consisted of the following for fiscal 2024:

	Underlying Shares	Weighted-Average Grant Date Fair Value	Aggregate Intrinsic Value
	(in thousands, except per share data)		
Balance as of July 31, 2023	9,351	\$139.95	\$ 1,499,714
Granted	6,018	\$181.24	
Vested	(3,624)	\$136.82	\$ 684,393
Canceled or forfeited	(1,931)	\$160.35	
Balance as of July 31, 2024	<u>9,814</u>	<u>\$162.41</u>	<u>\$ 1,760,079</u>

The aggregate fair value, as of the respective vesting dates, of RSUs and PSAs vested was \$684.4 million, \$462.3 million and \$694.9 million, during fiscal 2024, fiscal 2023 and fiscal 2022, respectively.

Employee Stock Purchase Plan

In fiscal 2018, we adopted the Fiscal Year 2018 Employee Stock Purchase Plan (the "ESPP"). Through July 31, 2024, a total of 10.3 million shares of common stock have been reserved for issuance under the ESPP, out of which 6.3 million shares were available for future grant as of July 31, 2024. The number of shares reserved includes an annual increase on the first day of each fiscal year pursuant to the ESPP's automatic annual increase provision. The ESPP provides for consecutive offering periods that will typically have a duration of approximately 24 months in length and are comprised of four purchase periods

of approximately six months in length. The offering periods are scheduled to start on the first trading day on or after June 15 and December 15 of each year. The ESPP contains a reset provision under which the offering period resets if the fair market value of our common stock on the purchase date is less than the fair market value on the first day of the offering period. During fiscal 2024, fiscal 2023 and fiscal 2022, employees purchased under the ESPP approximately 0.5 million, 0.4 million and 0.3 million shares of common stock, respectively, at an average purchase price of \$106.46, \$99.59 and \$108.61, respectively, with cash proceeds of \$52.0 million, \$42.3 million and \$34.6 million, respectively.

ESPP employee payroll contributions accrued as of July 31, 2024 and 2023, were \$8.8 million and \$7.4 million, respectively, and are included within accrued compensation in the consolidated balance sheets. Payroll contributions accrued as of July 31, 2024 will be used to purchase shares at the end of the current ESPP purchase period ending on December 16, 2024. Payroll contributions ultimately used to purchase shares are reclassified to stockholders' equity on the purchase date.

In June 2024, one outstanding ESPP offering period was reset and automatically rolled over into a new ESPP offering period that started on June 17, 2024. The reset was accounted for as a modification, which resulted in an incremental stock-based compensation of \$2.7 million, which will be recognized over the remaining term of the modified ESPP offering period of 18 months. In December 2022, certain outstanding ESPP offering periods were reset and automatically rolled over into a new ESPP offering period that started on December 15, 2022. The reset was accounted for as a modification, which resulted in an incremental stock-based compensation of \$8.3 million, which has been recognized over the remaining term of the modified ESPP offering periods, ranging from approximately 6 months to 18 months.

The fair value of the purchase rights offered under the ESPP was estimated on the grant date using the Black-Scholes option-pricing model with the following assumptions:

	Year Ended July 31,		
	2024	2023	2022
Expected term (in years)	0.5 - 2.0	0.5 - 2.0	0.5 - 2.0
Expected stock price volatility	42.5% - 64.8%	58.1% - 75.9%	44.1% - 79.4%
Risk-free interest rate	4.4% - 5.4%	4.2% - 5.3%	0.1% - 3.2%
Dividend yield	0.0%	0.0%	0.0%

The expected term represents the term from the first day of the offering period to the purchase dates within each offering period. The expected volatility was based on the historical volatility of our common stock. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for the expected term of the stock-based award. Our expected dividend yield is zero, as we have not and do not currently intend to declare dividends in the foreseeable future.

Departure of the Chief Operating Officer of the Company

In February 2024, our Chief Operating Officer, who led sales activities, resigned from his position at the Company. In connection with his resignation, we recognized a reversal of stock-based compensation expense of \$11.7 million associated with the cancellation of unvested incentive equity awards, which was recognized in sales and marketing expenses in the consolidated statement of operations in fiscal 2024.

Departure of the President of the Company

In October 2022, our President, who led research and development activities, resigned from his position as President of the Company, but continued to serve as a member of our Board of Directors through January 2024. In connection with his resignation as President of the Company, we recognized a reversal of stock-based compensation expense of \$9.9 million associated with the cancellation of unvested incentive equity awards, which was recognized in research and development expenses in the consolidated statement of operations in fiscal 2023.

Modification of Equity Incentive Awards

During fiscal 2023, we modified the equity incentive awards of certain employees. In accordance with the accounting for the modification, we recognized stock-based compensation expense of \$6.0 million in research and development expenses and \$1.3 million in sales and marketing expenses, respectively, in the consolidated statement of operations in fiscal 2023. The stock-based compensation expense from modified equity incentive awards in fiscal 2024 and fiscal 2022 was not material.

Stock-based Compensation Expense

The components of stock-based compensation expense recognized in the consolidated statements of operations consisted of the following:

	Year Ended July 31,		
	2024	2023	2022
	(in thousands)		
Cost of revenue	\$ 50,820	\$ 39,168	\$ 23,847
Sales and marketing	219,096	215,597	191,091
Research and development	180,554	117,915	118,299
General and administrative	77,206	71,118	76,325
Restructuring and other charges	—	1,036	—
Total	<u>\$ 527,676</u>	<u>\$ 444,834</u>	<u>\$ 409,562</u>

As of July 31, 2024, the unrecognized stock-based compensation cost related to outstanding equity-based awards, including awards for which the service inception date has been met but the grant date has not been met, was \$1,519.8 million, which we expect to be amortized over a weighted-average period of 2.8 years.

During fiscal 2024, fiscal 2023 and fiscal 2022, we capitalized stock-based compensation primarily associated with the development of software for internal-use of \$27.2 million, \$17.2 million and \$11.5 million, respectively.

Note 14. Common Stock

Holders of our common stock are entitled to one vote for each share of common stock held and are not entitled to receive dividends unless declared by our board of directors.

Common Stock Reserved for Future Issuance

The following table summarizes our shares of common stock reserved for future issuance:

	July 31, 2024
	(in thousands)
Equity awards outstanding:	
Stock options	453
Unvested RSUs	8,805
Committed unvested PSAs, based on the target number of shares	607
Unvested PSAs	1,009
Share purchase rights committed under the ESPP	514
Equity awards available for future grants:	
2018 Plan	30,892
ESPP	6,255
Stock reserved for settlement of the Notes	7,626
Total	<u>56,161</u>

Note 15. Income Taxes

The following table sets forth the geographical breakdown of the income (loss) before the provision for income taxes:

	Year ended July 31,		
	2024	2023	2022
	(in thousands)		
Domestic	\$ (112,758)	\$ (228,715)	\$ (413,148)
International	83,529	46,151	29,518
Loss before provision for income taxes	<u>\$ (29,229)</u>	<u>\$ (182,564)</u>	<u>\$ (383,630)</u>

The following table sets forth the components of the provision for income taxes:

	Year ended July 31,		
	2024	2023	2022
	(in thousands)		
Current:			
Federal	\$ 203	\$ 1,091	\$ —
State	1,337	3,890	399
Foreign	32,620	14,438	6,996
Total current tax expense	<u>34,160</u>	<u>19,419</u>	<u>7,395</u>
Deferred:			
Federal	(4,526)	—	(858)
State	(693)	—	(185)
Foreign	(464)	352	296
Total deferred tax benefit (expense)	<u>(5,683)</u>	<u>352</u>	<u>(747)</u>
Total provision for income taxes	<u>\$ 28,477</u>	<u>\$ 19,771</u>	<u>\$ 6,648</u>

During fiscal 2024, fiscal 2023 and fiscal 2022, we recognized tax benefits on total stock-based compensation expense of \$23.0 million, \$13.4 million and \$1.4 million, respectively, which are reflected within the provision for income taxes in the consolidated statements of operations.

The following table presents the reconciliation of the statutory federal income tax rate to our effective rate:

	Year ended July 31,		
	2024	2023	2022
Tax at federal statutory rate	21.0 %	21.0 %	21.0 %
State taxes	(0.4)	(2.1)	(0.1)
Impact of foreign rate differential	36.2	10.1	(0.4)
Stock-based compensation	162.6	(0.8)	17.6
U.S. tax credits	101.8	8.6	3.9
Change in valuation allowance	(471.3)	(34.1)	(43.6)
Withholding tax	(12.5)	(1.3)	(0.2)
Waived deductions under Section 59A	74.3	(11.8)	—
Transaction costs	(1.3)	—	—
Meals and entertainment	(7.0)	(0.8)	(0.2)
Other	(0.8)	0.3	0.3
Effective tax rate	<u>(97.4)%</u>	<u>(10.9)%</u>	<u>(1.7)%</u>

Our effective tax rate for fiscal 2024 differs from the U.S. statutory rate primarily due to a portion of our earnings that are taxed at different rates from the U.S. statutory rate, the benefit of stock compensation deductions, withholding taxes related to customer payments in certain foreign jurisdictions in which we conduct business, and the impact of the valuation allowance we maintain against our U.S. federal and state deferred tax assets. During fiscal 2024, we also effectuated certain tax planning actions which reduced the amount of waived deductions under Section 59A related to our fiscal 2023.

Our effective tax rate for fiscal 2023 differs from the U.S. statutory rate primarily due to a portion of our earnings that are taxed at different rates from the U.S. statutory rate, the effect of waived deductions under Section 59A, the benefit of stock compensation deductions, withholding taxes related to customer payments in certain foreign jurisdictions in which we conduct business, and the impact of the valuation allowance we maintain against our U.S. federal and state deferred tax assets.

Our effective tax rate for fiscal 2022 differs from the U.S. statutory rate primarily due to our foreign earnings that are taxed at different rates than the U.S. statutory rate, the benefit of stock compensation deductions, withholding taxes related to customer payments in certain foreign jurisdictions in which we conduct business, and the impact of the valuation allowance we maintain against our U.S. federal and state deferred tax assets.

During fiscal 2024 and 2022, we recognized an income tax benefit of \$5.2 million and \$1.0 million, respectively, as a result of a release in our valuation allowance on deferred tax assets due to deferred taxes recorded as part of the acquisition accounting of business combinations. During fiscal 2023, we did not recognize income tax benefits from business combinations. Refer to Note 6, Business Combinations, for further information.

The following table presents the tax effects of temporary differences that give rise to significant portions of our deferred tax assets and liabilities:

	July 31,	
	2024	2023
(in thousands)		
Deferred tax assets:		
Net operating losses carryovers	\$ 373,611	\$ 401,261
Deferred revenue	181,654	122,326
Research and development capitalization	168,918	92,901
Tax credits carryovers	157,861	98,564
Other	100,930	75,641
Gross deferred tax assets	982,974	790,693
Less: Valuation allowance	(833,908)	(671,381)
Total deferred tax assets	<u>\$ 149,066</u>	<u>\$ 119,312</u>
Deferred tax liabilities:		
Intangible assets	\$ (10,273)	\$ (4,765)
Deferred contract acquisition costs	(99,123)	(86,805)
Property and equipment	(9,929)	(4,690)
Operating lease right-of-use assets	(29,137)	(22,403)
Total deferred tax liabilities	<u>\$ (148,462)</u>	<u>\$ (118,663)</u>
Net deferred tax assets	<u>\$ 604</u>	<u>\$ 649</u>

A deferred tax liability has not been recognized on the excess of the amount for financial reporting over the tax basis of investments in foreign subsidiaries that are indefinitely reinvested outside the U.S. Income taxes are generally incurred upon a repatriation of assets, a sale, or a liquidation of the subsidiary. The excess of the amount for financial reporting over the tax basis in the investments in foreign subsidiaries, as well as the unrecognized deferred tax liability, are not material for the periods presented.

The following table presents the change in the valuation allowance:

	Year ended July 31,		
	2024	2023	2022
(in thousands)			
Balance as of the beginning of the period	\$ 671,381	\$ 553,916	\$ 345,756
Change during the period	162,527	117,465	208,160
Balance as of the end of the period	<u>\$ 833,908</u>	<u>\$ 671,381</u>	<u>\$ 553,916</u>

The realization of deferred tax assets is dependent upon the generation of sufficient taxable income of the appropriate character in future periods. We regularly assess our ability to realize the deferred tax assets on a quarterly basis and we establish a valuation allowance if it is more-likely-than-not that some portion of the deferred tax assets will not be realized. We weigh all available positive and negative evidence, including our earnings history and results of recent operations, scheduled reversals of deferred tax liabilities, projected future taxable income, and tax planning strategies. Due to the weight of objectively verifiable negative evidence, including our history of losses, we believe that it is more likely than not that our U.S. federal and state deferred tax assets will not be realized as of July 31, 2024 and 2023. Accordingly, we have maintained a full valuation allowance against such deferred tax assets. Due to the weight of objectively verifiable negative evidence, our

U.K. deferred tax assets are not more likely than not to be realized in the future and a full valuation allowance has been maintained as of July 31, 2024 and 2023.

The amount of the deferred tax asset considered realizable, however, could be adjusted if estimates of future taxable income during the carryforward period are reduced or increased or if objective negative evidence in the form of cumulative losses is no longer present and additional weight may be given to subjective evidence such as our projections for growth. In the event we determine that we will be able to realize all or part of our net deferred tax assets in the future, the valuation allowance against our deferred tax assets will be reversed in the period in which we make such determination. The release of a valuation allowance may cause greater volatility in the effective tax rate in the periods in which the valuation allowance is released. The valuation allowance against our U.S. federal, state and U.K. deferred tax assets increased by \$162.5 million, \$117.5 million and \$208.2 million in fiscal 2024, fiscal 2023 and fiscal 2022, respectively. The increase in the valuation allowance in fiscal 2024, fiscal 2023 and fiscal 2022 was related to tax losses for which insufficient positive evidence exists to support their realizability.

As of July 31, 2024, we have net operating loss carryforwards for U.S. federal income tax purposes of \$1,497.6 million, which are available to offset future federal taxable income. These net operating losses will carry forward indefinitely. As of July 31, 2024, we have net operating loss carryforwards for state income tax purposes of \$630.8 million. Beginning in 2024, \$554.9 million of state net operating losses will begin to expire at different periods. The remaining \$75.9 million of state net operating losses will carry forward indefinitely. As of July 31, 2024, we had foreign net operating loss carryforward of \$75.6 million, all of which will be carried forward indefinitely.

As of July 31, 2024, we also had U.S. federal, California and foreign research and development and other tax credit carryforwards of \$133.4 million, \$73.9 million and \$1.9 million respectively. If not utilized, the federal research and development tax credit carryforwards will begin expiring at different periods beginning in 2033. Our California research and development tax credits may be carried forward indefinitely. Foreign tax credits will begin to expire in the fiscal year ending 2029.

Federal and state tax laws impose restrictions on the utilization of net operating loss carryforwards in the event of a change in our ownership as defined by the Internal Revenue Code, Sections 382. Under Section 382 of the Code, substantial changes in our ownership and the ownership of acquired companies may limit the amount of net operating loss carryforwards that are available to offset taxable income. The annual limitation would not automatically result in the loss of net operating loss carryforwards but may limit the amount available in any given future period.

We are subject to income taxes in the U.S. and various foreign jurisdictions. As of July 31, 2024, all years are open for examination and may become subject to examination in the future. Significant judgment is required in evaluating our tax positions and determining our income tax expense for the fiscal year. During the ordinary course of business, there are transactions and calculations for which the ultimate tax determination is uncertain. Our estimate of the potential outcome of any tax position is subject to management's assessment of relevant risks, facts and circumstances existing at that time. These unrecognized tax benefits are established when we believe that certain positions might be challenged despite the belief that our tax return positions are fully supportable. We recognize interest and penalties associated with our unrecognized tax benefits as a component of our income tax expense. For the periods presented, we did not have material interest or penalties associated with the unrecognized tax benefits in the consolidated financial statements.

We had \$63.9 million of gross unrecognized tax benefits as of July 31, 2024, of which \$2.9 million would affect our effective tax rate if recognized. The remaining gross unrecognized tax benefits relate to income tax positions which, if recognized, would be in the form of additional deferred tax assets that would be offset by a valuation allowance. As of July 31, 2024, we do not believe that our estimates, as otherwise provided for, on such tax positions will significantly increase or decrease within the next twelve months. We recognize interest and penalties related to our unrecognized tax benefits within our provision for income taxes. The amount of interest and penalties accrued as of July 31, 2024 were insignificant.

The changes in our gross unrecognized tax benefits consisted of the following:

	Amount
	(in thousands)
Balance as of July 31, 2022	\$ 29,699
Gross increase for tax positions of prior years	1,653
Gross (decrease) for tax positions of prior years	—
Gross increase for tax positions of current year	9,337
Balance as of July 31, 2023	40,689
Gross increase for tax positions of prior years	6,960
Gross (decrease) for tax positions of prior years	(2,102)
Gross increase for tax positions of current year	18,378
Balance as of July 31, 2024	<u>\$ 63,925</u>

Note 16. Net Loss Per Share

Basic net loss per share is computed by dividing the net loss by the weighted-average number of shares of common stock outstanding during the period, less shares subject to repurchase. The diluted net loss per share is computed by giving effect to all potential dilutive common stock equivalents outstanding for the period. For purposes of this calculation, our stock options, share purchase rights under the employee stock purchase plan, unvested RSUs, unvested PSAs, unvested common stock and shares related to the Notes are considered to be potential common stock equivalents.

The computation of basic and diluted net loss per share consisted of the following:

	Year Ended July 31,		
	2024	2023	2022
	(in thousands, except per share data)		
Net loss	\$ (57,706)	\$ (202,335)	\$ (390,278)
Weighted-average shares used in computing net loss per share, basic and diluted	149,586	144,942	140,895
Net loss per share, basic and diluted	<u>\$ (0.39)</u>	<u>\$ (1.40)</u>	<u>\$ (2.77)</u>

Since we have reported net losses for all periods presented, we have excluded all potentially dilutive securities from the calculation of the diluted net loss per share as their effect is antidilutive and accordingly, the basic and diluted net loss per share is the same for all periods presented.

Prior to the adoption of ASU 2020-06, we calculated the potential dilutive effect of the Notes under the treasury stock method. As a result, only the amount by which the conversion value exceeded the aggregate principal amount of the Notes (the “conversion spread”) was considered in the diluted earnings per share computation. The conversion spread only had a dilutive impact on diluted net income per share when the average market price of our common stock for a given reporting period exceeded the initial conversion price of \$150.80 per share for the Notes.

Upon the adoption of ASU 2020-06 on August 1, 2022, we calculated the potential dilutive effect of the Notes under the if-converted method. Under this method, diluted earnings per share are determined by assuming that all of the Notes were converted into shares of our common stock at the beginning of the reporting period.

In connection with the issuance of the Notes, we entered into Capped Calls, which were not included for purposes of calculating the number of diluted shares outstanding, as their effect would have been anti-dilutive. The Capped Calls are

expected to partially offset the potential dilution to our common stock upon any conversion of the Notes. We have not exercised any of the Capped Calls as of July 31, 2024.

The following table summarizes the outstanding potentially dilutive securities that were excluded from the computation of diluted net loss per share as their effect would be antidilutive:

	July 31,		
	2024	2023	2022
	(in thousands)		
Unvested RSUs and shares of common stock	9,198	8,442	6,769
Stock options	453	1,267	1,673
Unvested PSAs ⁽¹⁾	1,009	1,012	832
Share purchase rights under the ESPP	514	1,119	850
Notes ⁽²⁾	7,626	7,626	7,626
Total	<u>18,800</u>	<u>19,466</u>	<u>17,750</u>

⁽¹⁾ The number of unvested PSAs is estimated at 100% of the target number of shares granted and excludes unvested PSAs for which performance conditions have not been established as of July 31, 2024, as they are not considered outstanding for accounting purposes. For further information refer to Note 13, Stock-Based Compensation.

⁽²⁾ The shares underlying the conversion option in the Notes were not considered in the calculation of diluted net loss per share for all the periods presented, as their effect would have been antidilutive. Based on the initial conversion price, the entire outstanding principal amount of the Notes as of July 31, 2024 would have been convertible into approximately 7.6 million shares of our common stock, which is reflected in the above table. As we expect to settle the principal amount of the Notes in cash, only the amount by which the conversion value exceeds the aggregate principal amount of the Notes (the "conversion spread") is considered in the diluted earnings per share computation under the treasury stock method. The conversion spread has a dilutive impact on diluted net income per share when the average market price of our common stock for a given reporting period exceeds the initial conversion price of \$150.80 per share for the Notes. Conversion notices received through July 31, 2024, have not been material.

Note 17. Segment and Geographic Information

Our chief operating decision maker ("CODM") is our chief executive officer. We derive our revenue primarily from sales of subscription services to our cloud platform and related support services. Our CODM reviews financial information presented on a consolidated basis for the purposes of allocating resources and evaluating financial performance. Accordingly, we determined that we operate as one operating segment.

Our long-lived assets consist of property and equipment and operating lease right-of-use assets, which are summarized by geographic area as follows:

	July 31,	
	2024	2023
	(in thousands)	
United States	\$ 325,146	\$ 213,611
Rest of the world	147,735	99,415
Total	<u>\$ 472,881</u>	<u>\$ 313,026</u>

Refer to Note 2, Revenue Recognition for information on revenue by geography.

Note 18. 401(k) Plan

We have a defined-contribution plan intended to qualify under Section 401 of the Internal Revenue Code (the "401(k) Plan"). We contract with a third-party provider to act as a custodian and trustee, and to process and maintain the records of participant data. We make matching contributions to the plan for our employees. Our matching contributions to the plan were not material for all the periods 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

We maintain “disclosure controls and procedures,” as defined in Rule 13a–15(e) and Rule 15d–15(e) under the Exchange Act that are designed to provide reasonable assurance that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to provide reasonable assurance that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of July 31, 2024. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

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) and Rule 15d-15(f) under the Exchange Act. Our management conducted an evaluation of the effectiveness of our internal control over financial reporting as of July 31, 2024 based on the criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on the results of its evaluation, management concluded that our internal control over financial reporting was effective as of July 31, 2024. The effectiveness of our internal control over financial reporting as of July 31, 2024 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in its report which is included in Item 8 of this Form 10-K.

Management excluded Airgap, acquired on April 12, 2024, and Avalor, acquired on March 8, 2024, from its evaluation of internal control over financial reporting as of July 31, 2024. Airgap and Avalor are wholly-owned subsidiaries whose total assets and total revenues excluded from management’s assessment of internal controls over financial reporting collectively represent approximately 0.4% and 0.1%, respectively, of the related consolidated financial statement amounts as of and for the year ended July 31, 2024.

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 Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the fiscal quarter ended July 31, 2024 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations

in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Item 9B. Other Information

Securities Trading Plans of Directors and Executive Officers

During our last fiscal quarter, the following officers and directors, as defined in Rule 16a-1(f), adopted a “Rule 10b5-1 trading arrangement” as defined in Regulation S-K Item 408, as follows:

On June 29, 2024, Robert Schlossman, the Company’s chief legal officer and secretary, adopted a Rule 10b5-1 trading arrangement providing for the sale from time to time of an aggregate of (i) up to 24,793 shares of our common stock and (ii) up to 100% of the shares of our common stock issued upon the settlement of 30,987 outstanding RSUs and PSUs, less the number of shares sold to cover tax withholding obligations in connection with the vesting and settlement of such RSUs and PSUs. The trading arrangement is intended to satisfy the affirmative defense in Rule 10b5-1(c). The duration of the trading arrangement is until September 25, 2025, or earlier if all transactions under the trading arrangement are completed.

No other officers or directors, as defined in Rule 16a-1(f) adopted or terminated a “Rule 10b5-1 trading arrangement” as defined in Regulation S-K Item 408, during the last fiscal quarter.

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 (other than the information set forth in the next paragraph) will be included in our definitive proxy statement for our 2024 annual meeting of stockholders, or the 2024 Proxy Statement, which will be filed with the SEC within 120 days after the end of our fiscal year ended July 31, 2024, and is incorporated herein by reference.

We have adopted a code of business conduct and ethics, or Code of Conduct, that applies to all of our employees, executive officers and directors. The full text of the Code of Conduct is available on our website at ir.zscaler.com. The nominating and corporate governance committee of our board of directors is responsible for overseeing the Code of Conduct and must approve any waivers of the Code of Conduct for employees, executive officers and directors. We expect that any amendments to the Code of Conduct, or any waivers of its requirements, will be disclosed on our website, as required by applicable law or the listing standards of The Nasdaq Global Market.

Item 11. Executive Compensation

The information required by this item is incorporated herein by reference to our 2024 Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is incorporated herein by reference to our 2024 Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated herein by reference to our 2024 Proxy Statement.

Item 14. Principal Accountant Fees and Services

The information required by this item is incorporated herein by reference to our 2024 Proxy Statement.

PART IV

Item 15. Exhibits, Financial Statement Schedule

(a)(1) Financial Statements

See Index to Financial Statements in Item 8 of this Annual Report on Form 10-K.

(a)(2) Financial Statement Schedule

All financial statement schedules have been omitted as the information is not required under the related instructions or is not applicable or because the information required is already included in the financial statements or the notes to those financial statements.

(a)(3) Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation.	10-Q	001-38413	3.1	June 7, 2018	
3.2	Amended and Restated Bylaws.	8-K	001-38413	3.1	March 2, 2023	
4.1	Form of common stock certificate of the Registrant.	S-1	333-223072	4.2	February 16, 2018	
4.2	Description of Capital Stock.	10-K	001-38413	4.3	September 18, 2019	
4.3	Indenture, dated as of June 25, 2020, by and between the Registrant and U.S. Bank National Association, as Trustee.	8-K	001-38413	4.1	June 25, 2020	
4.4	Form of Note, representing Registrant's 0.125% Convertible Senior Notes due 2025 (included as Exhibit A to the Indenture filed as Exhibit 4.3).	8-K	001-38413	4.1	June 25, 2020	
10.1	Form of Indemnification Agreement between the Registrant and each of its directors and executive officers.	S-1	333-223072	10.1	February 16, 2018	
10.2+	Fiscal Year 2018 Equity Incentive Plan and related form agreements.	10-K	001-38413	10.2	September 18, 2019	
10.3+	Fiscal Year 2018 Employee Stock Purchase Plan and related form agreements.	S-1/A	333-223072	10.3	March 13, 2018	
10.4+	2007 Stock Plan and related form agreements.	S-1/A	333-223072	10.4	March 5, 2018	
10.5+	Employee Incentive Compensation Plan.	S-1	333-223072	10.5	February 16, 2018	
10.6+	Change of Control and Severance Policy.	S-1	333-223072	10.7	February 16, 2018	
10.7+	Employment Agreement between the Registrant and Jagtar S. Chaudhry, dated as of August 23, 2017.	S-1	333-223072	10.8	February 16, 2018	
10.8+	Offer Letter between the Registrant and Remo Canessa, dated as of January 8, 2017.	S-1	333-223072	10.10	February 16, 2018	
10.9+	Offer Letter between the Registrant and Robert Schlossman, dated as of December 22, 2015.	S-1	333-223072	10.11	February 16, 2018	
10.10+	Offer Letter between the Registrant and Karen Blasing, dated as of December 23, 2016.	S-1	333-223072	10.14	February 16, 2018	
10.11+	Offer Letter between the Registrant and Andrew Brown, dated as of October 14, 2015.	S-1	333-223072	10.15	February 16, 2018	
10.12+	Offer Letter between the Registrant and Scott Darling, dated as of November 16, 2016.	S-1	333-223072	10.16	February 16, 2018	
10.13+	Offer Letter between the Registrant and Charles Giancarlo, dated as of November 22, 2016.	S-1	333-223072	10.17	February 16, 2018	
10.14†	Sublease, by and between Registrant and Micron Technology, Inc.	10-Q	001-38413	10.1	June 5, 2019	
10.15	Form of Confirmation for Capped Call Transactions.	8-K	001-38413	10.1	June 25, 2020	
10.16+	Offer Letter between the Registrant and Syam Nair, dated as of April 12, 2023.	10-Q	001-38413	10.1	December 12, 2023	
10.17+	Offer Letter between the Registrant and Mike Rich, dated as of November 2, 2023.					X

19.1	Insider Trading Policy	X
21.1	Significant Subsidiaries of the Registrant.	X
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.	X
24.1	Power of Attorney (incorporated by reference to the signature page to this Annual Report on Form 10-K).	X
31.1	Certification of the Principal 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.	X
31.2	Certification of the Principal 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.	X
32.1*	Certification of the Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	X
97.1+	Compensation Recovery Policy.	X
101.INS	XBRL Instance Document	X
101.SCH	XBRL Taxonomy Extension Schema Document	X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	X

+ Indicates management contract or compensatory plan or arrangement.

† Certain portions of this exhibit (indicated by "[***]") have been omitted as Registrant determined the omitted information (i) is not material and (ii) would be competitively harmful to Registrant if publicly disclosed.

* 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.

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, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Zscaler, Inc.

September 12, 2024

/s/ Remo Canessa

Remo Canessa

Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jagtar Chaudhry and Remo Canessa, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this report, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, proxy, and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his substitute, may lawfully 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 by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jagtar Chaudhry</u> Jagtar Chaudhry	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	September 12, 2024
<u>/s/ Remo Canessa</u> Remo Canessa	Chief Financial Officer (Principal Accounting and Financial Officer)	September 12, 2024
<u>/s/ James Beer</u> James Beer	Director	September 12, 2024
<u>/s/ Karen Blasing</u> Karen Blasing	Director	September 12, 2024
<u>/s/ Andrew Brown</u> Andrew Brown	Director	September 12, 2024
<u>/s/ Scott Darling</u> Scott Darling	Director	September 12, 2024
<u>/s/ Charles Giancarlo</u> Charles Giancarlo	Director	September 12, 2024
<u>/s/ Eileen Naughton</u> Eileen Naughton	Director	September 12, 2024
<u>/s/ David Schneider</u> David Schneider	Director	September 12, 2024

Corporate Information

Corporate Executives

Jay Chaudhry

Chief Executive Officer and
Chairman of the Board of Directors

Remo Canessa

Chief Financial Officer

Adam Geller

Chief Product Officer

Syam Nair

Chief Technology Officer

Mike Rich

Chief Revenue Officer and
President of Global Sales

Robert Schlossman

Chief Legal Officer and Secretary

Board of Directors

Jay Chaudhry

Chief Executive Officer and
Chairman of the Board of Directors

James Beer

Former Chief Financial Officer,
Atlassian Corporation

Karen Blasing

Former Chief Financial Officer,
Guidewire Software

Andrew Brown

Chief Executive Officer and
Co-Founder, Sand Hill East

Scott Darling

President, Dell Technologies Capital

Charles Giancarlo

Chief Executive Officer, Pure Storage

Eileen Naughton

Former Chief People Officer, Google

David Schneider

General Partner, Coatue Management

Corporate Information

Corporate Address

Zscaler, Inc.
120 Holger Way
San Jose, California 95134, USA
T: +1.408.533.0288
F: +1 408.868.4089
www.zscaler.com

Common Stock Listing

Nasdaq
Ticker Symbol: ZS

Annual Meeting

Friday, January 10, 2025, at 1 p.m. PST
Virtual Meeting

Registrar and Transfer Agent

For questions regarding your account,
changes of address or consolidation of
accounts, please contact the Company's
transfer agent:

Equiniti Trust Company, LLC

6201 15th Avenue
Brooklyn, NY 11219
T: (800) 937.5449 or +1 708.921.8124

Legal Counsel

Wilson Sonsini Goodrich & Rosati
Professional Corporation
Palo Alto, California

Independent Auditors

PricewaterhouseCoopers
San Jose, California

Investor Relations

Zscaler, Inc.
Investor Relations
120 Holger Way
San Jose, California 95134
ir@zscaler.com



120 Holger Way
San Jose, CA 95134

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