

# PAYCOM SOFTWARE, INC. WHISTLEBLOWER POLICY

## 1. General

The Paycom Software, Inc. (the “*Company*”) Code of Ethics and Business Conduct for Officers, Directors and Employees (the “*Code*”) requires members of the Board of Directors (the “*Board*”), officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Company, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. This Whistleblower Policy is subject to repeal and amendment at any time by the Board.

## 2. Reporting Responsibility

It is the responsibility of all members of the Board, officers and employees to comply with the Code and to report violations or suspected violations of the Code, including those violations relating to accounting, internal controls and auditing matters, in accordance with this Whistleblower Policy.

## 3. No Retaliation

No member of the Board, officer or employee who in good faith reports a violation or suspected violation of the Code shall suffer harassment, retaliation or adverse employment consequence. In addition, no member of the Board, officer, or employee who participates in an investigation into a violation or suspected violation of the Code shall suffer harassment, retaliation or adverse employment. An employee who retaliates against someone who has reported a violation or suspected violation in good faith is subject to discipline up to and including termination of employment. If, in the course of an investigation of a potential violation of the Code, the Company segregates information from an employee or reallocates an employee’s duties in good faith in order to further such investigation, such segregation or reallocation shall not be considered retaliation under this Whistleblower Policy. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company prior to seeking resolution outside the Company.

## 4. Reporting Violations or Suspected Violations

The Code addresses the Company’s open-door policy and suggests that employees share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, an employee’s supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor’s response, you are encouraged to speak with anyone in management whom you are comfortable in approaching or use the information below to contact our toll-free Corporate Compliance/Whistleblower Hotline, which is administered through a third party on a confidential, anonymous basis. The Corporate Compliance/Whistleblower Hotline may be used to report any good faith questions, concerns, suggestions or complaints regarding violations or suspected violations of the Code:

Phone number: 855-294-4589

Website: <https://secure.ethicspoint.com/domain/media/en/gui/40345/index.html>

Supervisors and managers are required to report violations and suspected violations of the Code (either directly or through the Corporate Compliance/Whistleblower Hotline referenced above) to the Company's Senior Director of Risk and Corporate Compliance, Chief Financial Officer, or Audit Committee, who have specific and exclusive responsibility in consultation with the Legal Department to investigate all reported violations.

For suspected fraud, individuals should contact the Company's Senior Director of Risk and Corporate Compliance, Chief Financial Officer, or Audit Committee directly or through the Corporate Compliance/Whistleblower Hotline referenced above.

Correspondence for the Audit Committee should be addressed as follows:

Paycom Software, Inc.  
7501 West Memorial Road  
Oklahoma City, OK 73142  
Attn: Audit Committee Chair

Nothing in this Whistleblower Policy prohibits employees from (i) reporting possible violations of law or regulation to, or communicating with or testifying before, any governmental agency or entity, including but not limited to the Department of Justice, the Securities and Exchange Commission, the Congress, and any agency Inspector General, (ii) making other disclosures that are protected under the whistleblower provisions of federal or state law or regulation, or (iii) disclosing information about wages or working conditions that is not proprietary Company information. Employees do not need the Company's prior authorization to make any such reports or disclosures and they are not required to notify the Company that they have made such reports or disclosures.

##### **5. Role of Senior Director of Risk and Corporate Compliance /Chief Financial Officer/Audit Committee Chair**

The Company has established a Risk and Corporate Compliance Department, led by the Senior Director of Risk and Corporate Compliance, empowered to enforce the Code and this Whistleblower Policy. The Senior Director of Risk and Corporate Compliance shall review all reported violations or suspected violations of the Code. The Senior Director of Risk and Corporate Compliance will also routinely notify by email the Chief Financial Officer, the Chair of the Audit Committee and the General Counsel of any reported violation or suspected violation of the Code.

The Senior Director of Risk and Corporate Compliance is authorized to delegate compliance-related responsibilities including enforcement of the Code and this Whistleblower Policy to other senior employees of the Company as he or she deems necessary or appropriate, including but not limited to the Director of Risk and Corporate Compliance.

The Senior Director of Risk and Corporate Compliance, in consultation with the Company's Legal Department, as led by the Company's General Counsel, and the Company's Accounting Department, as led by the Chief Financial Officer, shall evaluate and record in the Company's ethics and compliance log each complaint. The Senior Director of Risk and Corporate Compliance, in consultation with the General Counsel and/or the Company's Legal Department,

as appropriate, shall for all matters (i) oversee (under the authority of the Audit Committee) the investigation into each such complaint (including pursuant to any work plan developed as provided below), (ii) ensure that steps taken to investigate and materials related to the investigation are recorded in the Company's ethics and compliance log and retained, and (iii) close each complaint after it has been investigated and resolved. Should it be inappropriate or impermissible for the Senior Director of Risk and Corporate Compliance, General Counsel or Chief Financial Officer or other members of the Legal Department or Accounting Department to participate in or carry-out an investigation due to the subject matter of such investigation, then other employees from the Legal Department or Accounting Department shall undertake such responsibilities and work in consultation with the Chair of the Audit Committee.

The Senior Director of Risk and Corporate Compliance, in consultation with the Chief Financial Officer and the General Counsel, shall also identify, in the written notification to the Chair of the Audit Committee each complaint that he or she determines could potentially involve a material issue with the Company's accounting, financial reporting, internal controls or auditing matters or potentially pose a question about the integrity of the Company's executive officers or members of the Board and shall, collectively with the General Counsel (or his or her designee), the Chief Financial Officer (or his or her designee), and the Chair of the Audit Committee, develop a work plan and timeline for investigating such complaints. Such notification regarding any reported violation or suspected violation of the Code that relates or potentially relates to accounting, financial reporting, internal controls or auditing matters shall be made promptly as circumstances warrant and no later than five days after the receipt of such complaint and shall include a copy of such complaint in the notification email.

The Company's Senior Director of Risk and Corporate Compliance, Audit Committee, Legal Department and Accounting Department shall in all circumstances provide input and work collaboratively with each other to administer and investigate potential violations of the Code in accordance with this Whistleblower Policy.

## **6. Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code must act in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously, in bad faith, or knowingly to be false will be viewed as a serious disciplinary offense.

## **7. Confidentiality and Anonymity**

Violations or suspected violations of the Code may be submitted on a confidential or anonymous basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Also, legal or business requirements may not allow for complete anonymity. In some cases, it may not be possible to proceed with or properly conduct a complete investigation unless the complainant identifies himself or herself.

## **8. Handling of Reported Violations**

The appropriate recipient of a complaint will notify the sender (if the identity of the sender is known) and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.