

CDK Global, Inc.

WAIVERS OF CODE OF BUSINESS CONDUCT AND ETHICS

June 2017

Robert Tarkoff has served as a member of the Board of Directors (the “Board”) of CDK Global, Inc. (the “Company”) since June 2016 and is the President and Chief Executive Officer of Lithium Technologies, Inc. (“Lithium”). In June 2017, the Board, including all of the members of the audit committee in accordance with our Related Persons Transactions Policy, authorized the Company to enter into a three-year agreement with Lithium pursuant to which Lithium agrees to provide subscription and professional services to the Company in exchange for an aggregate fee of up to \$955,000. As part of the authorization the Board considered Mr. Tarkoff’s relationship with Lithium and subsequently waived the section of the Code which proscribes avoiding entering into business relationships that may have the appearance of conflicting with the interest of the Company.

Last update: June 7, 2017