

UPWORK INC.

2020 ANNUAL MEETING OF STOCKHOLDERS

June 1, 2020

RULES FOR CONDUCT OF ANNUAL MEETING

Thank you for participating in Upwork Inc.'s (the "*Company*") virtual Annual Meeting. In the interest of an orderly meeting, we ask you to honor the following rules of procedure:

1. General Matters

- a. The meeting will be a virtual meeting. If you would like to attend the virtual meeting, please go to www.virtualshareholdermeeting.com/UPWK2020 ten minutes prior to the meeting start. Stockholders as of the record date (April 7, 2020) may login by entering the 16-digit control number sent to them previously. The meeting will begin at 8:00 a.m. Pacific Time.
- b. The Annual Meeting will be conducted by Hayden Brown, our President & Chief Executive Officer and a member of our Board of Directors, who will preside and make determinations with respect to the conduct of the Annual Meeting as the Chair of the Annual Meeting.
- c. The business of the Annual Meeting will be taken up and the only matters to be presented for a vote at the Annual Meeting are the proposals set forth in the Proxy Statement.
- d. Attendance at the Annual Meeting is limited to stockholders (or their proxy holders) of record on April 7, 2020 and invited guests, who must register before entering the virtual meeting room.
- e. Recording of this meeting is prohibited. A webcast playback will be available at www.virtualshareholdermeeting.com/UPWK2020 on or about June 2, 2020. The webcast playback will be available for up to 90 days after this meeting.
- f. While stockholders are encouraged to vote in advance of the meeting, they may also vote, or change their prior votes, via the website (once properly logged in) during the virtual Annual Meeting until the Secretary has announced that the polls have closed. Please note that if you have already voted by proxy there is no need to vote at the virtual Annual Meeting unless you wish to change your vote. No further voting will be permitted after the closing of the polls.
- g. Questions about voting your proxy or voting at the virtual Annual Meeting should be addressed to the Inspector of Elections who is in attendance at the Annual Meeting.

2. **Questions Regarding Proposals**

- a. As the proposals that are the subject of this Annual Meeting come up for discussion, the Secretary will ask if there are any questions relating to the proposals.
- b. Only validated stockholders or proxyholders will be able to ask questions in the designated field on the web portal. When asking a question via the web portal, please identify yourself by your name and organization and state your status as a stockholder.
- c. We will limit each stockholder to one question in order to give other stockholders an opportunity to ask questions. It will help us if questions are succinct and cover only one topic per question. Questions from multiple stockholders on the same topic or that are otherwise related may be grouped, summarized and answered together.
- e. Questions will be answered at the discretion of the Secretary. There is no guarantee that all questions will be answered.

3. **General**

- a. The views, questions and constructive comments of the stockholders are valued and welcome. Only validated stockholders or proxyholders will be able to ask questions in the designated field on the web portal. We will not be taking questions from the media at the Annual Meeting. The Company does not intend to address any questions or discussions that are, among other things:
 - Irrelevant to the business of the Company or to the business of the Annual Meeting;
 - Related to non-public information of the Company;
 - Derogatory or otherwise that are not in good taste;
 - In furtherance of the stockholder's personal or business interests;
 - In substance, repetitious of statements made by other persons;
 - Related to personal matters or grievances; or
 - Out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Secretary in his sole judgment.
- b. The Secretary's determination as to the relevancy or appropriateness of a question or comment will be binding.

Thank you for your cooperation and for joining the Company at the Annual Meeting.