UPWORK INC.

2023 ANNUAL MEETING OF STOCKHOLDERS

June 9, 2023

RULES FOR CONDUCT OF ANNUAL MEETING

Thank you for participating in the virtual annual meeting of stockholders (the “Annual Meeting”) of Upwork Inc. (the “Company”). 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/UPWK2023 fifteen minutes prior to the meeting start. Stockholders as of the record date (April 10, 2023) 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 and 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 10, 2023 and 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/UPWK2023 or in the “Investor Relations” section of our website, which is located at investors.upwork.com, on or about June 10, 2023. 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 Annual Meeting until the Corporate 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 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 Annual Meeting should be addressed to the Inspector of Elections who is in attendance at the Annual Meeting.

h. If you encounter technical difficulties accessing our meeting or asking questions during the meeting, a support line will be available on the login page of the virtual meeting website.

2. **Statements and Questions**

a. After all matters have been presented, the Corporate 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.

d. Questions will be answered at the discretion of the Corporate Secretary. There is no guarantee that all questions will be answered.

e. The time permitted for the question and answer session will be limited to up to ten minutes.

f. If there are matters of individual concern to a stockholder (rather than of general concern to all stockholders and related to the business of the Annual Meeting), or if we are not able to answer all the questions posed, stockholders may contact us separately after the Annual Meeting through our Investor Relations department by email at investor@upwork.com.

3. **General**

a. The views, questions, and constructive comments of our 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 Annual Meeting;
   - Related to non-public information about the Company;
   - Related to personal matters or grievances;
   - Derogatory or otherwise not in good taste;
   - In substance, repetitious of statements made by other persons;
   - In furtherance of the stockholder’s personal or business interests;
   - Related to pending or threatened litigation; or
   - Out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the chairperson of the Annual Meeting or our Corporate Secretary in their sole judgment.

b. The chairperson of the Annual Meeting’s or the Corporate 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.