



2023 ANNUAL MEETING OF STOCKHOLDERS OF UDEMY, INC.

**Wednesday, June 21, 2023
11:00 a.m., Pacific Time**

AGENDA

1. Call to Order
2. Introductions and Review of Agenda
3. Introduction of the Inspector of Elections
4. Report on Notice of the Meeting; List of Stockholders; and Quorum
5. Proposals Before the Meeting:

Proposal 1 – Election of Class II Directors

Proposal 2 – Advisory Vote to Approve Compensation of Named Executive Officers

Proposal 3 – Advisory Vote to Approve Frequency of Future Advisory Votes to Approve Compensation of Named Executive Officers

Proposal 4 – Ratification of the Appointment of Independent Registered Public Accounting Firm

6. Voting
7. Conclusion

RULES AND PROCEDURES FOR THE CONDUCT OF THE 2023 ANNUAL MEETING OF STOCKHOLDERS OF UDEMY, INC.

Udemy, Inc. (“*Udemy*”) welcomes you to its 2023 Annual Meeting of Stockholders (the “*meeting*”). The following rules and procedures have been established to provide for an orderly and informative meeting. We thank you in advance for your cooperation in adhering to them.

1. Udemy’s General Counsel will conduct the meeting and will preside and make determinations with respect to conduct of the meeting.
2. Only stockholders of record as of the close of business on April 24, 2023, or their proxy holders, may address the meeting.
3. You will be able to virtually attend the meeting, vote your shares electronically and submit your questions during the live audio webcast of the meeting by visiting <http://www.virtualshareholdermeeting.com/UDMY2023> and entering your control number. The meeting will begin at 11:00 a.m. Pacific Time on June 21, 2023.
4. Stockholders are encouraged to vote in advance of the meeting, even if they plan to attend. Stockholders of record may vote while virtually attending the meeting. Any stockholder of record virtually attending the meeting may revoke their vote and electronically vote at the meeting.
5. Recording of the meeting is prohibited.
6. Matters of individual concern to a stockholder may be submitted via our Investor Relations website at: <https://investors.udemy.com/shareholder-resources/contact-ir>
7. The views and comments of all stockholders are welcome. Questions may be asked by typing in the box provided on the web portal. To facilitate a response, questions should be brief and specific. However, the purposes of the meeting will be observed and we will not respond to questions that are irrelevant to Udemy’s business or operations, related to pending or threatened litigation, derogatory references that are not in good taste, unduly prolonged, substantially repetitious of statements made by other stockholders, or discussions related to personal grievances.
8. Udemy’s General Counsel has the inherent duty and power to issue such rulings during the meeting as may reasonably be intended to facilitate the conduct of the meeting’s business in an orderly fashion and enable him to ascertain the sense of the meeting on all matters coming before it for consideration and action.