

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Upwork Inc. (“**Upwork**” or the “**Company**”) is to assist the Board with respect to corporate governance matters, including:

- identifying, considering and recommending candidates for membership on the Board;
- developing and recommending corporate governance guidelines and policies for Upwork;
- overseeing the evaluation of the Board and its committees;
- advising the Board on corporate governance matters and any related matters required by federal securities laws; and
- overseeing policies and programs concerning corporate responsibility and sustainability.

This charter (this “**Charter**”) sets forth the authority and responsibility of the Committee in fulfilling its purpose.

MEMBERSHIP

The Committee will consist of two or more members of the Board, with the exact number being determined by the Board. Each member of the Committee will:

- be an “independent director” as defined under the applicable rules, regulations and listing requirements of the stock exchange upon which the Company’s securities are listed for trading (the “**Exchange Rules**”), except as may otherwise be permitted by the Exchange Rules;
- be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member; and
- meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “**Chair**”). If the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings. Members of the Committee may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee.

RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purposes outlined in the “Purpose” section of this Charter are set forth below. These duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given Upwork’s needs and circumstances. The Committee may engage in such other activities, and establish such policies and procedures, from time to time as it deems necessary or advisable in fulfilling its responsibilities.

Nominating Duties

1. Periodically consider and assess the desirability of developing policies regarding the director nomination processes and, if the Committee determines it appropriate to have such policies, to develop and recommend such policies.
2. Periodically consider and make recommendations to the Board regarding the size, structure and composition of the Board and committees of the Board.
3. Develop and recommend the desired qualifications, expertise and characteristics of Board members.
4. Identify, consider and assist in recruiting qualified candidates for Board membership, consistent with criteria approved by the Board.
5. Oversee inquiries into the backgrounds and qualifications of potential candidates for membership on the Board.
6. Review, and recommend to the Board for determination, the independence of the non-employee directors and members of the Committee, the Audit Committee, Compensation Committee and other independent committees of the Board.
7. Consider nominations properly submitted by Upwork's stockholders in accordance with the procedures set forth in Upwork's Certificate of Incorporation and/or Bylaws or determined by the Committee from time to time.
8. Recommend for the Board's selection all nominees to become members of the Board by appointment or to be proposed by the Board for election by the stockholders.

Corporate Governance Duties

9. Develop and recommend to the Board a set of corporate governance guidelines and any future changes thereto applicable to Upwork ("***Corporate Governance Guidelines***").
10. Review and assess the adequacy of any Corporate Governance Guidelines and any other compliance policies that the Committee deems appropriate at least annually, and recommend revisions for approval by the Board.
11. Develop, recommend to the Board, and oversee any Upwork program relating to corporate responsibility and sustainability, including environmental, social and corporate governance matters. Review and assess with management Upwork's performance, risks, controls and procedures relating to corporate responsibility and sustainability.
12. Recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address interested director, ethical, legal or other matters that may arise.
13. Consider the Board's leadership structure, including the separation of the Chairman and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.
14. Periodically consider procedures for stockholder communications with members of the Board.
15. Oversee a process for evaluation of the performance of the Board and its principal committees on an annual basis.

16. Make such recommendations to the Board and its committees as the Committee may consider necessary or appropriate and consistent with its purpose, and take such other actions and perform such other services as may be referred to it from time to time by the Board or required under the federal securities laws, the rules and regulations promulgated by the Commission under the Securities Exchange Act of 1934, as amended (the “**Commission Rules**”) and the Exchange Rules.

17. Discharge the responsibilities as set forth in such policies, codes and guidelines approved by the Board.

STUDIES AND ADVISORS

The Committee, in discharging its responsibilities, may conduct or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, facilities and personnel of Upwork. The Committee has the sole authority and right, at the expense of Upwork, to retain legal and other consultants, search firms, experts and advisors of its choice to assist the Committee in connection with its functions, including any studies or investigations, and shall have direct oversight of the work performed by such advisors and the right to terminate their services. The Committee will have the sole authority to approve the fees and other retention terms of such advisors. Upwork will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any search firms, consultants, accountants, legal counsel, experts and other advisors retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

Irrespective of the retention of legal and other consultants, search firms, experts and other advisors to assist the Committee, the Committee shall exercise its own judgment in the fulfillment of its functions.

MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF

Meetings of the Committee will be held from time to time, as determined appropriate by the Committee. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with Upwork’s Bylaws. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held in person or via telephonic or video conference. The Committee may also act by unanimous written consent in lieu of a meeting, in accordance with the Company’s Bylaws. Subject to the requirements of this Charter, applicable law, the Exchange Rules and the Commission Rules, the Committee and the Chair may invite or exclude any director, executive or employee of Upwork, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting.

MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Chair will report to the Board from time to time with respect to the activities of the Committee, including on significant matters related to the Committee’s responsibilities and the Committee’s deliberations and actions. The minutes of the Committee and actions by the unanimous written consent of the Committee members will be made available to the other members of the Board.

DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules, the Commission Rules, and Upwork's Certificate of Incorporation and Bylaws, form and delegate, either exclusively or non-exclusively, authority to subcommittees. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law, the Exchange Rules and the Commission Rules.

REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate the Committee's composition and performance on an annual basis and submit a report to the Board. The Committee also will review and reassess the adequacy of this Charter annually, and recommend to the Board any changes the Committee determines are appropriate.

PUBLICATION

The Company will make this Charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, will publish it on the Company's website at.

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This Charter was approved by the Board on August 30, 2018.