

# AUDIT, RISK AND COMPLIANCE COMMITTEE CHARTER

## PURPOSE

The purpose of the Audit, Risk and Compliance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Upwork Inc. (“**Upwork**” or the “**Company**”) is to assist the Board in fulfilling its oversight responsibilities relating to Upwork’s financial accounting, reporting and controls. The Committee’s principal functions are to assist the Board in its oversight of:

- the accounting and financial reporting processes of Upwork, including audits of the financial statements of Upwork;
- the qualifications, independence and performance of Upwork’s independent auditors (the “**Independent Auditors**”);
- risk assessment and risk management;
- the performance of Upwork’s internal audit function; and
- compliance by Upwork with legal and regulatory requirements.

This charter (this “**Charter**”) sets forth the authority and responsibility of the Committee in fulfilling its purpose. The function of the Committee is primarily one of oversight. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that Upwork’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles (“**GAAP**”). This is the responsibility of Upwork’s management and the Independent Auditors.

## MEMBERSHIP

The Committee will consist of three or more members of the Board (provided that the Committee may consist of a lesser number of members as permitted by the Exchange Act or the Exchange Rules, each as defined below), with the exact number 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 “independent” as defined in Section 10A(m) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and Rule 10A-3 and any other rules and regulations promulgated by the Securities and Exchange Commission (the “**Commission**”) under the Exchange Act (the “**Commission Rules**”), except as may otherwise be permitted by the Commission Rules;
- not have participated in the preparation of the financial statements of Upwork or any current subsidiary of Upwork at any time during the past three years;
- have the ability to read and understand financial statements and meet the financial sophistication and experience requirements of the Exchange Act, the Commission Rules and 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.

In addition, at least one member of the Committee will have prior experience in accounting, financial management or financial oversight, as required by the Exchange Rules, and qualify as an “audit committee financial expert” as defined in Item 407 of Regulation S-K promulgated by the Commission. The determination by the Board that a person is an “audit committee financial expert” will not impose on such

person individually, on the Committee or on the Board as a whole, any greater duties, obligations or liability than would exist in the absence of such determination.

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.

The Committee will:

### **Financial Statements and Disclosures**

1. Review and discuss with management, Upwork’s quarterly and annual financial results and discuss the related earnings press release prior to distribution to the public.
2. Review Upwork’s quarterly and annual financial statements.
3. In connection with the Committee’s review of the annual financial statements and prior to the filing of Upwork’s quarterly or annual report on Form 10-Q and 10-K, respectively:
  - discuss with the Independent Auditors and management the financial statements and the results of the Independent Auditors’ audit or review of the financial statements;
  - discuss any items required to be communicated by the Independent Auditors in accordance with the applicable requirements of the Public Company Accounting Oversight Board (the “*PCAOB*”); and
  - recommend to the Board whether the annual financial statements should be included in Upwork’s Annual Report on Form 10-K.
4. Discuss with the Independent Auditors and management Upwork’s critical accounting policies and practices.
5. In connection with the Committee’s review of the quarterly financial statements:
  - discuss with the Independent Auditors and Upwork’s management the quarterly financial statements and the results of the Independent Auditors’ SAS No. 100, *Interim Financial Information* (Codification of Statements on Auditing Standards, AU § 722) or similar review of the quarterly financial statements;
  - discuss significant issues, events and transactions and any significant changes regarding accounting principles, practices, policies, judgments or estimates with Upwork’s management and the Independent Auditors; and
  - review Upwork’s specific disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

6. Discuss on a general basis the type of information to be disclosed and type of presentation to be made regarding financial information and earnings guidance to analysts and rating agencies.

### **Internal Controls**

7. Review and discuss with the Independent Auditors and Upwork's management their periodic reviews of the adequacy and effectiveness of Upwork's accounting and financial reporting processes and systems of internal control, including any significant deficiencies and material weaknesses in their design or operation.

8. Review any allegations of fraud involving management or any employee of Upwork with a significant role in Upwork's accounting and financial reporting process and systems of internal controls that are disclosed to the Committee.

9. Discuss any comments or recommendations of the Independent Auditors outlined in their annual management letter or internal control reports.

10. Periodically consult with the Independent Auditors out of the presence of Upwork's management about internal controls, the fullness and accuracy of Upwork's financial statements and any other matters that the Committee or the Independent Auditors believe should be discussed privately with the Committee.

11. Establish procedures for (i) the receipt, retention and treatment of complaints received by Upwork regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential anonymous submission by employees of Upwork of concerns regarding questionable accounting or auditing matters. Oversee the review of any such complaints and submissions that have been received, including the current status and the resolution if one has been reached.

### **Independent Auditors**

12. Be directly responsible for the selection, appointment, discharge, compensation, retention and oversight of the work of the Independent Auditors and any other registered public accounting firm engaged for the purpose of preparing or issuing and audit report or performing other audit-related services for the Company. The Independent Auditors will report directly to the Committee.

13. Review and discuss with the Independent Auditors and management (a) any significant audit problems or difficulties, including difficulties encountered by the Independent Auditors during their audit work (such as restrictions on the scope of their activities or their access to information), (b) any significant disagreements between management and the Independent Auditors and (c) management's response to these problems, difficulties or disagreements.

14. Review the qualification, performance and continuing independence of the Independent Auditors, including:

- obtaining and reviewing, on an annual basis, a letter from the Independent Auditors describing all relationships between the Independent Auditors and Upwork required to be disclosed by the applicable requirements of the PCAOB;
- reviewing and discussing with the Independent Auditors their independence, including the nature and scope of any such relationships;
- overseeing the rotation of the Independent Auditors' lead audit and concurring partners and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law; and
- taking, or recommending that the Board take, appropriate action to oversee the independence of the Independent Auditors.

15. Consider and assess the desirability of developing hiring policies for Upwork's hiring of employees or former employees of the Independent Auditors, as required by regulations and by applicable listing standards.

16. Review the Independent Auditors' annual audit plan, scope of audit activities and staffing.

17. Approve the fees and other compensation to be paid to the Independent Auditors (or other registered public accounting firms), and pre-approve all audit and non-audit related services provided by the Independent Auditors (or other registered public accounting firms) permitted by the Exchange Rules, Commission Rules and applicable law or regulation. The Committee may establish pre-approval policies and procedures, as permitted by the Exchange Rules, Commission Rules and applicable law, for the engagement of the Independent Auditors (or other registered public accounting firms) to render services to Upwork, including, without limitation, policies that would allow the delegation of pre-approval authority to one or more members of the Committee.

18. Review and discuss with the Independent Auditors the reports delivered to the Committee by the Independent Auditors regarding:

- critical accounting policies, estimates and practices used;
- alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the alternatives, and the treatment preferred by the Independent Auditors; and
- other material written communications between the Independent Auditors and Upwork's management.

19. Conduct an annual review of the Independent Auditor's report describing its internal quality control procedures; any material issues raised within the preceding five years respecting one or more independent audits carried out by the firm and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the Independent Auditor and Upwork.

#### **Internal Audit**

20. Oversee the activities of the internal audit function within Upwork.

21. Periodically meet separately with management and with internal auditors (or other personnel responsible for the internal audit function).

#### **Risk Oversight**

22. Review with management Upwork's major financial risk and enterprise exposures and the steps management has taken to monitor or mitigate such exposures, including Upwork's procedures and any related policies with respect to risk assessment and risk management.

23. Review with management Upwork's cybersecurity and other information technology risks, controls and procedures, including Upwork's plans to mitigate cybersecurity risks and respond to data breaches.

24. Review with management Upwork's risk exposures in other areas, as the Committee deems necessary or appropriate from time to time.

25. Oversee the implementation and administration of Upwork's policies and programs related to enterprise risk management, including approving any amendments or any other matters related to such policies and programs.

## **Compliance**

26. Review with management Upwork's (a) programs for promoting and monitoring compliance with applicable legal and regulatory requirements, and (b) major legal and regulatory compliance risk exposures and the steps management has taken to monitor or mitigate such exposures.

27. On a regular basis, review the status of any legal and regulatory matters that could have a significant impact on Upwork's financial statements.

28. Oversee the implementation and administration of Upwork's policies and programs related to compliance with legal and regulatory requirements, including the Company's anti-money laundering program and export control policy, including approving any amendments or any other matters related to such policies and programs.

## **General**

29. Annually prepare a report to Upwork's stockholders for inclusion in Upwork's annual proxy statement as required by the Commission Rules.

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

31. Perform any other activities required by applicable law, rules or regulations, including the Commission Rules and Exchange Rules, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

## **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 at least once each quarter or more frequently, 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 and 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 Exchange Act, will publish it on the Company's website.

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