UPWORK INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

☒ No fee required.
☐ Fee paid previously with preliminary materials.
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
Your Vote Counts!

UPWORK INC.

2023 Annual Meeting
Vote by June 8, 2023
11:59 P.M. ET

You invested in UPWORK INC. and it's time to vote!
You have the right to vote on proposals being presented at the Annual Meeting. This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 9, 2023.

Get informed before you vote
View the Notice and Proxy Statement and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 26, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sandmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.

For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users
Point your camera here and vote without entering a control number

Vote Virtually at the Meeting*
June 9, 2023
8:00 A.M. Pacific Time
Virtually at:
www.virtualshareholdermeeting.com/UPWK2023

*Please check the meeting materials for any special requirements for meeting attendance.
**THIS IS NOT A VOTABLE BALLOT**

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote on these important matters.

<table>
<thead>
<tr>
<th>Voting Item</th>
<th>Board Recommends</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Elect the two Class II directors, each to serve a three-year term expiring at the 2026 Annual Meeting and until such director’s successor is elected and qualified.</td>
<td>☑️ For</td>
</tr>
<tr>
<td>Nominees:</td>
<td></td>
</tr>
<tr>
<td>1a. Leela Stihivisan</td>
<td>☑️ For</td>
</tr>
<tr>
<td>1b. Gary Stolte</td>
<td>☑️ For</td>
</tr>
<tr>
<td>2. Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2023</td>
<td>☑️ For</td>
</tr>
<tr>
<td>3. Approve, on a non-binding advisory basis, the compensation of our named executive officers.</td>
<td>☑️ For</td>
</tr>
<tr>
<td>4. Adoption of the Restated Certificate of Incorporation in order to reflect recently adopted Delaware law provisions regarding officer exculpation and to make certain other technical and administrative changes, such as reflected in the Restated Certificate of Incorporation and described in the Proxy Statement.</td>
<td>☑️ For</td>
</tr>
</tbody>
</table>

**NOTE:** Such other business as may properly come before the meeting or any adjournment or postponement thereof.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".