



## Upwork Supplier Code of Conduct

### Introduction

Upwork Inc. and its subsidiaries (“Upwork,” “we,” or “our”) have a responsibility to operate with the highest ethical standards in order to build and maintain the trust of our community. Our [Code of Business Conduct and Ethics](#) provides our team members with the guidance and tools they need to carry out our core values in their day-to-day work. Accordingly, we expect our suppliers to embrace Upwork’s values, conduct their work with integrity, and act in an ethical manner.

This Supplier Code of Conduct (this “Supplier Code”) outlines our standards for conducting business in an ethical, lawful, and responsible way and clarifies our expectations of the businesses, consultants, agents, and subcontractors (collectively, “Suppliers”) who provide goods or services to, or on behalf of, Upwork.

We expect our Suppliers to have corporate governance practices in place to effectively support understanding and compliance with this Supplier Code. This includes effective management of policies, procedures, workforce training, and internal communications designed to identify, address, and remediate non-compliance with this Supplier Code. We encourage our Suppliers to share this Supplier Code with third parties to improve ethical and sustainable practices among their suppliers.

### Business Integrity

**Legal and Regulatory Compliance:** At a minimum, Suppliers will fully comply with all applicable laws and regulations concerning their operations, business practices, and the goods and services provided to Upwork.

**Confidentiality:** Suppliers will take all necessary steps to protect Upwork’s confidential information. Suppliers will effectively manage Upwork’s confidential information by limiting the collection, retention, use, disclosure, and processing of confidential information pertaining to Upwork. Suppliers will alert Upwork immediately should a potential or actual security breach be identified.

**Information Security and Data Privacy:** Suppliers will comply with all applicable information security and privacy laws and regulations when personal information is collected, stored, processed, transmitted, and shared. Suppliers will commit to meeting the reasonable privacy expectations of Upwork and will use only information technology and software that has been legitimately acquired and licensed.

**Anti-Corruption:** Suppliers will follow anti-corruption laws, including but not limited to the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, and the Organisation for Economic Co-operation and Development (OECD) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions. Suppliers will not tolerate, enable, or engage in any form of corruption, extortion, embezzlement, or bribery, either directly or indirectly. Suppliers that serve government customers or government-owned entities will comply with all laws, regulations, and contract clauses relating to the acquisition or sale of goods and services.

**Gifts and Entertainment:** Suppliers will not offer or provide extravagant gifts or entertainment to anyone acting on behalf of or as a representative of Upwork. Though every situation is distinct, “extravagant” generally includes any good or benefit valued over \$200. When offering a gift or entertainment to an Upwork representative, Suppliers should use their best judgment, consult with the Upwork representative to ensure that it complies with Upwork’s gift policy, and ensure that it complies with applicable laws and is consistent with local customs.

**Fair Competition and Antitrust:** Suppliers will compete fairly and follow antitrust and competition laws. Suppliers will not participate in any anti-competitive conduct, including coordination or collusion with competitors in an effort to discuss or exchange sensitive information; price fix or control bidding outcomes; split geographic markets, territories, or customer segments; or limit the production or sale of products.

**Trade:** Suppliers will comply with applicable trade laws, including the trade restrictions of the U.S. Treasury Department’s Office of Foreign Assets Control (OFAC). Suppliers will not illegally import, export, or re-export Upwork products, including but not limited to software, intellectual property, and technical information.

**Conflicts of Interest:** Suppliers will avoid conflicts of interest. A conflict of interest occurs when personal loyalties or interests are, or appear to be, at odds with Upwork’s interests.

Suppliers should immediately disclose to Upwork any real or potential interests, activities, or relationships that might conflict with Upwork’s best interest. Examples may include:

- Favors or beneficial treatment that the Supplier or their team members receive through their relationship with Upwork;
- Improper advantages gained by learning confidential or nonpublic information about Upwork; and
- Suppliers that employ or are controlled by Upwork employees or their family members.

**Insider Trading:** Suppliers will not engage in or facilitate insider trading. Upwork’s Insider Trading Policy applies to our suppliers and is available upon request.

**Records and Accounting:** Suppliers will maintain complete and accurate books and records relevant to their business with Upwork. This includes financial and business records regarding the sale of products or services to Upwork and any other transactions with Upwork. Suppliers will not engage in false or misleading accounting practices, including but not limited to creating “slush funds,” cash accounts, unaccounted cash funds, or similar improper financial practices.

**Fair Marketing and Sales Practices:** Suppliers will market and sell their products and services in an honest way. Suppliers will not engage in any misleading or deceptive practices, such as misrepresenting their products, services, and prices or those of their competitors.

**Product and Service Quality:** Suppliers will ensure that their products and services meet quality and safety standards and the terms and expectations outlined in any agreement made with Upwork. Suppliers should make every effort to procure goods and services for Upwork in a responsible manner.

## Human Rights and Labor Principles

**Human Rights and Labor Principles:** Suppliers will respect basic human rights and fair labor practices. As is stated in our [Global Human Rights Policy](#), Upwork does not tolerate human trafficking, forced labor, or child labor. In addition to complying with all applicable labor and employment laws and regulations, Suppliers will prohibit and take steps to avoid all forms of human trafficking, slavery, servitude, child labor, forced or compulsory labor, and all other trafficking-related activities within their value chains. Among other practices, Suppliers will:

- Enable employees to discontinue their employment freely upon reasonable notice;
- Compensate their employees fairly and follow local wage regulations;
- Ensure that working hours, including overtime, do not exceed applicable legal limits;
- Respect employees’ right to freely associate and collectively bargain;

- Practice fair and proper hiring, firing, and evaluation practices and provide employees' access to their identity or immigration documents, such as government-issued identification, passports, or work permits; and
- Engage their suppliers to minimize and respond to human rights risks and/or violations

**Workplace Health and Safety:** Suppliers will provide their workers with a safe, secure, and healthy work environment that complies with all applicable health and safety laws and regulations. Suppliers will take proactive measures to prevent workplace hazards, violence and threats of violence, harassment, and bullying.

**Equal Opportunity and Diversity, Inclusion, and Belonging:** Suppliers will comply with non-discrimination laws and operate as an equal opportunity employer. Suppliers will give every employee equal opportunities without regard to characteristics and statuses protected by applicable law. Protected characteristics and statuses around the world include such things as race, religion, national origin, social condition, criminal record, citizenship, culture, color, gender, gender identity, gender expression, pregnancy status, genetic characteristics, age, disability, medical condition, marital status, military status, civil status, HIV status, and sexual orientation.

Upwork seeks to partner with Suppliers that demonstrate programs and policies that actively build diversity, inclusion, and belonging in their workplace. Learn more about our approach on our [website](#).

**Inclusive Sourcing:** Suppliers should strive to include small and underrepresented suppliers within their sourcing and subcontracting activities where possible. Upwork's Inclusive Sourcing program was built to enable underrepresented communities to compete, build wealth, and thrive. In addition to building an inclusive portfolio of underrepresented Suppliers for Upwork's procurement program, we seek to partner with Suppliers who champion inclusive sourcing across their supply chain. Learn more about Upwork's Inclusive Sourcing program at [www.upwork.com/about/our-impact/inclusive-sourcing](http://www.upwork.com/about/our-impact/inclusive-sourcing).

## **Environmental Responsibility**

**Environmental Responsibility:** Suppliers will follow all applicable environmental laws and regulations and strive to decrease the environmental impact of their operations, supply chains, and product use. At a minimum, Suppliers will have proper procedures and permits in place to effectively manage regulated aspects of their operations, including but not limited to chemicals, hazardous materials, pollutants, waste, wastewater discharge, and greenhouse gas emissions.

**Environmental Efficiency:** Upwork strives to partner with Suppliers that demonstrate proactive measures to operate sustainably and protect the natural environment. Suppliers should understand and take steps to reduce their use of natural resources, waste, and energy and should have science-based targets for reducing their greenhouse gas emissions.

**Environmental Management and Transparency:** Suppliers should have the management systems in place to measure, control, and report the environmental impact of their operations and supply chain. Please read our [Global Environmental Policy](#) to learn more about our environmental priorities and the expectations of our business partners.

## Community Engagement

**Economic Opportunity:** Upwork's mission is to create economic opportunity so that people can have better lives. We support this mission through our work marketplace, through our own employee programs and benefits, through the Upwork Belonging Community, and through [The Upwork Foundation](#) and other initiatives. We seek to work with Suppliers who support our mission and have programs in place to increase inclusive economic opportunity. If you are an existing Supplier and would like to partner with Upwork on a community initiative, please contact your primary business partner at Upwork to discuss opportunities for collaboration.

## Compliance and Cooperation

**Compliance:** Suppliers will comply with this Supplier Code.

**Audits and Investigations:** Suppliers are expected to provide reasonable assistance to and will cooperate with any investigation or audit by Upwork, including of an alleged or suspected violation of this Supplier Code of Conduct. Suppliers will provide Upwork reasonable access to all documentation concerning the Supplier's compliance with this Supplier Code, as well as with the laws applicable to any work conducted by the Supplier on Upwork's behalf.

**Raising Concerns:** Suppliers are encouraged to communicate this Supplier Code of Conduct with all employees who conduct business with Upwork or work on an Upwork account. Suppliers are encouraged to contact their primary Upwork business partner to resolve any business or compliance concerns. Suppliers and other stakeholders may also report suspected violations of this Supplier Code of Conduct or violations by an Upwork team member of the Upwork Code of Business Conduct and Ethics anonymously and/or confidentially via the [Upwork Ethics Reporting Platform](#). The platform is administered by a third party and is available 24 hours a day, 7 days a week.

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