Investor Presentation

March 2021

This presentation includes “forward-looking statements,” which are subject to substantial risks, uncertainties and assumptions, subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Accordingly, you should not place undue reliance on these forward-looking statements. Forward-looking statements include any statement that does not directly relate to any historical or current fact and often include words such as “believe,” “expect,” “anticipate,” “intend,” “plan,” “assume,” “assumption,” “forecast,” “estimate,” “theoretical,” “seek,” “will,” “may” or similar expressions.

Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: our financial performance and our ability to achieve, sustain or increase profitability or predict financial results; our ability to generate adequate cash flows from our business; our ability to attract and retain customers; our ability to deliver high-quality customer service; lack of demand growth for our applications; our ability to effectively manage our growth; our ability to continue to consummate and integrate acquisitions and mergers; our ability to manage and predict costs related to our acquisition program; our ability to maintain our senior management and key personnel; our ability to maintain and expand our direct sales organization; our ability to obtain financing in the future on acceptable terms or at all; the performance of our resellers; our ability to adapt to changing market conditions and competition; our ability to successfully enter new markets and manage our international expansion; fluctuations in currency exchange rates; the operation and reliability of our third-party data centers and other service providers; and factors that could affect our business and financial results identified in Upland's filings with the Securities and Exchange Commission (the "SEC"), including Upland's most recent 10-K, filed with the SEC on February 25, 2021. Additional information will also be set forth in Upland's future quarterly reports on Form 10-Q, annual reports on Form 10-K and other filings that Upland makes with the SEC.

The forward-looking statements herein represent Upland’s views as of the date of this presentation and these views could change. However, while Upland may elect to update these forward-looking statements at some point in the future, Upland specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing the views of Upland as of any date subsequent to the date of this presentation. Refer to our reconciliations of Adjusted EBITDA to Net Income in our Form 10-Q filings, Form 10-K filing, and earnings press releases.

Safe Harbor Statement

Jack McDonald

Founder, Chairman, and CEO

- Led two successful NASDAQ IPOs (UPLD + PRFT)
- Created >$3BN in shareholder / enterprise value across companies
- Led PRFT (1999 – 2010) from startup to $250MM global IT consulting leader
- Consistent value creation track record as public company Chairman / CEO
- Executed 50+ successful technology acquisitions as CEO in 20 years

Mike Hill

CFO

- CFO of PRFT (2004-2007) from $30MM to over $200MM annual revenue run-rate
- Executed as CFO 38+ successful technology acquisitions across three companies
- Consistent value creation track record as public company CFO
- Started career at Ernst & Young LLP (1991 – 1999)

Presenters

We transform how organizations sell, engage, and manage...

... with proven cloud tools that deliver value quickly without re-platforming or building from scratch.

Tools for Digital Transformation

From front to back office

Customer Experience Management
CXM

Document Workflow
DWF

Enterprise Sales & Marketing
ESM

Project & IT Management
PITM

28
acquisitions over the past 10 years

4
complementary product suites

7
functional areas (and growing)

10K+
customers around the globe

IT

Telecom expense management, IT financial management, and workflow automation

Marketing

CDP, email, SMS, VoC, contests and interactive content, mobile app marketing, and content operations

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Sales

Account management, opportunity management, RFP automation, and customer advocacy

Contact Center

CRM phone integration, knowledge management, and VoC

Project Management

Portfolio and project management, and professional services automation

HR & Legal

Secure cloud fax, document capture and routing, and workflow automation

Business Operations

Secure document workflow automation, expense and inventory management, and supply chain management

Digital Transformation is Driving Demand

Enterprises are challenged to resolve key pain points

Customer Expectations Continue to Grow

Rise of the customer experience economy – CX as today's competitive battleground.

Proliferation of customer touchpoints driving more complexity and more siloed interactions.

Disparate Data and Inefficient Processes Create Bottlenecks

Manual, time-intensive processes as the status quo.

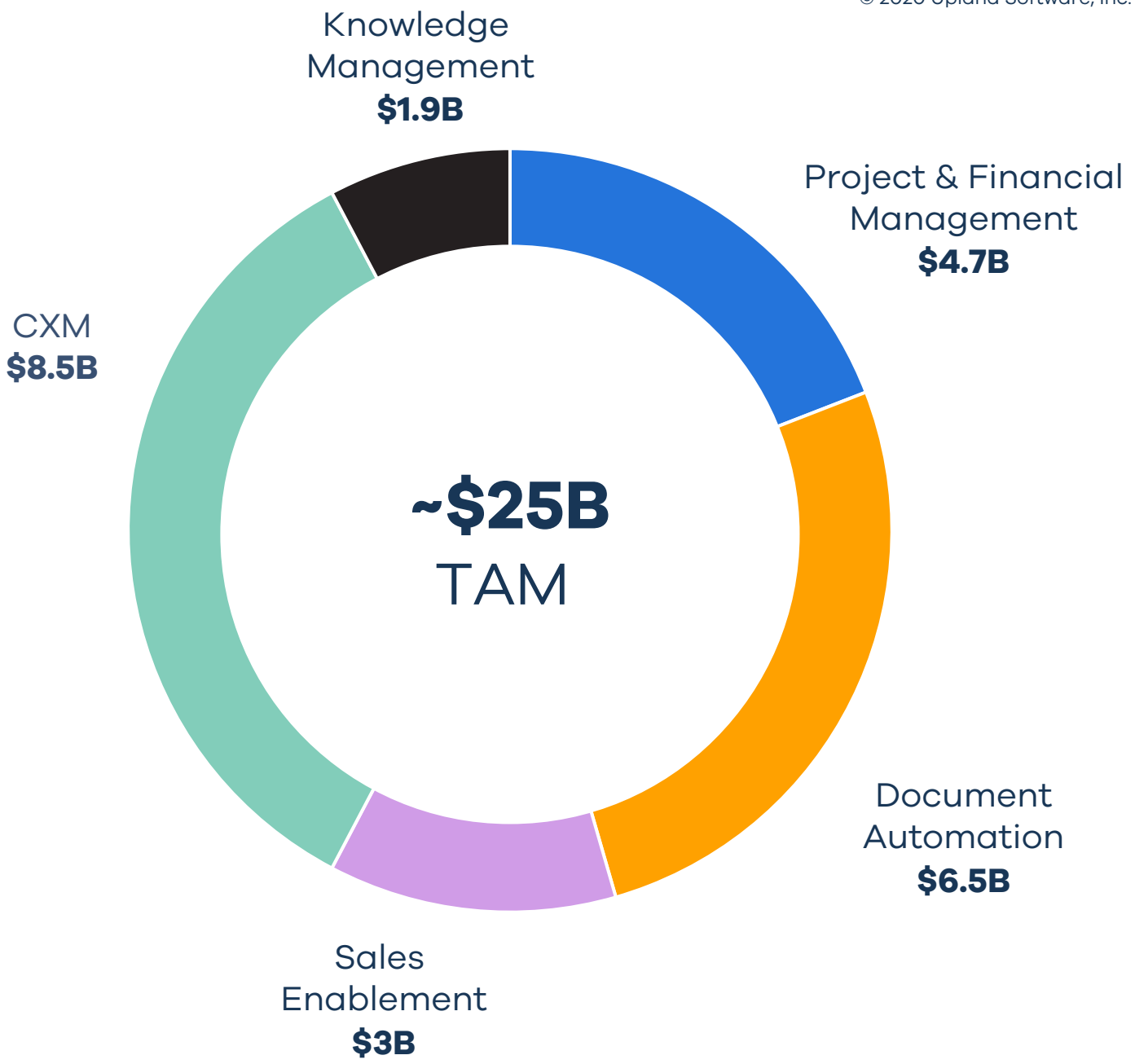
Complex, intertwined web of paper documents and digital workflows.

Operational Complexity Creates Cost and Productivity Challenges

Lack of coordination and alignment directly hurting the top and bottom-line.

Limited visibility into project budget and status driving bloated costs.

Creating Multiple Attractive Markets



Sources:

Gartner Enterprise Software Forecast Q2 2020
Gartner Market Share All Software Markets Worldwide 2019
https://www.openpr.com/news/2000791/knowledge-management-software-market-share-size-2020-global
http://www.marketsandmarkets.com/Market-Reports/customer-experience-management-cem-market-543.html
https://aragonresearch.com/sales-engagement/

Upland's Products Well Positioned

Plug & play time to value with enterprise scale

Beat small point solution vendors

- Scale & resources to deliver
- Product portfolio
- Incumbent position
- Strong financials

Extend large enterprise platforms

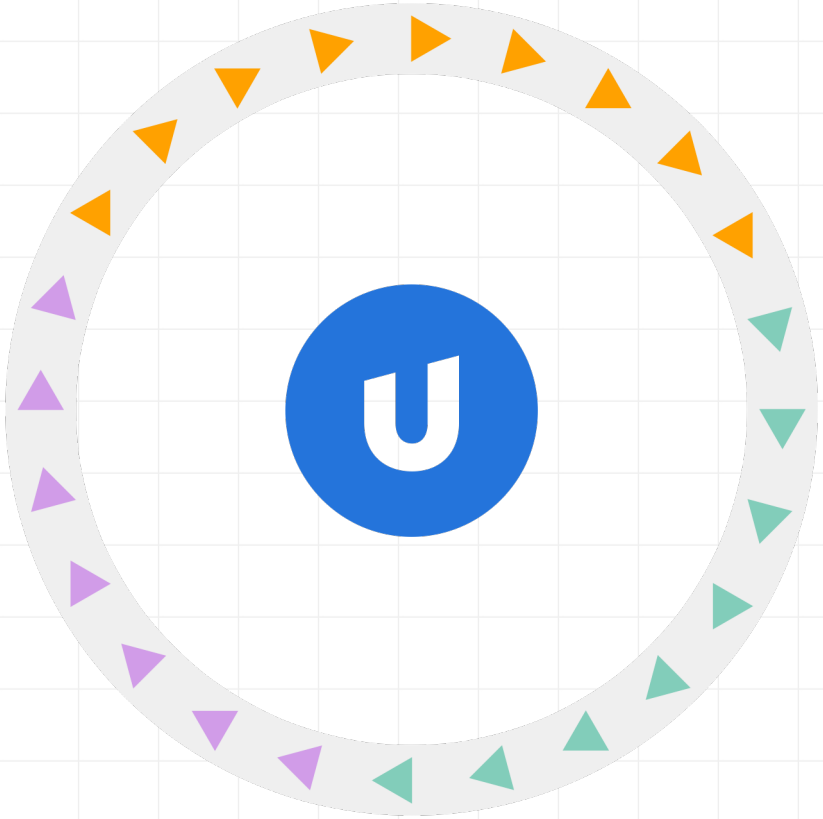
- Buy vs. build critical functionality
- Approved platform partner
- Faster time to value
- Leverage existing infrastructure

Replace homegrown apps & tools

- Plug & play
- Eliminate costly maintenance
- Modernize experience
- Migrate to cloud

Expansion and Cross Sell Motion

Upland Growth Flywheel



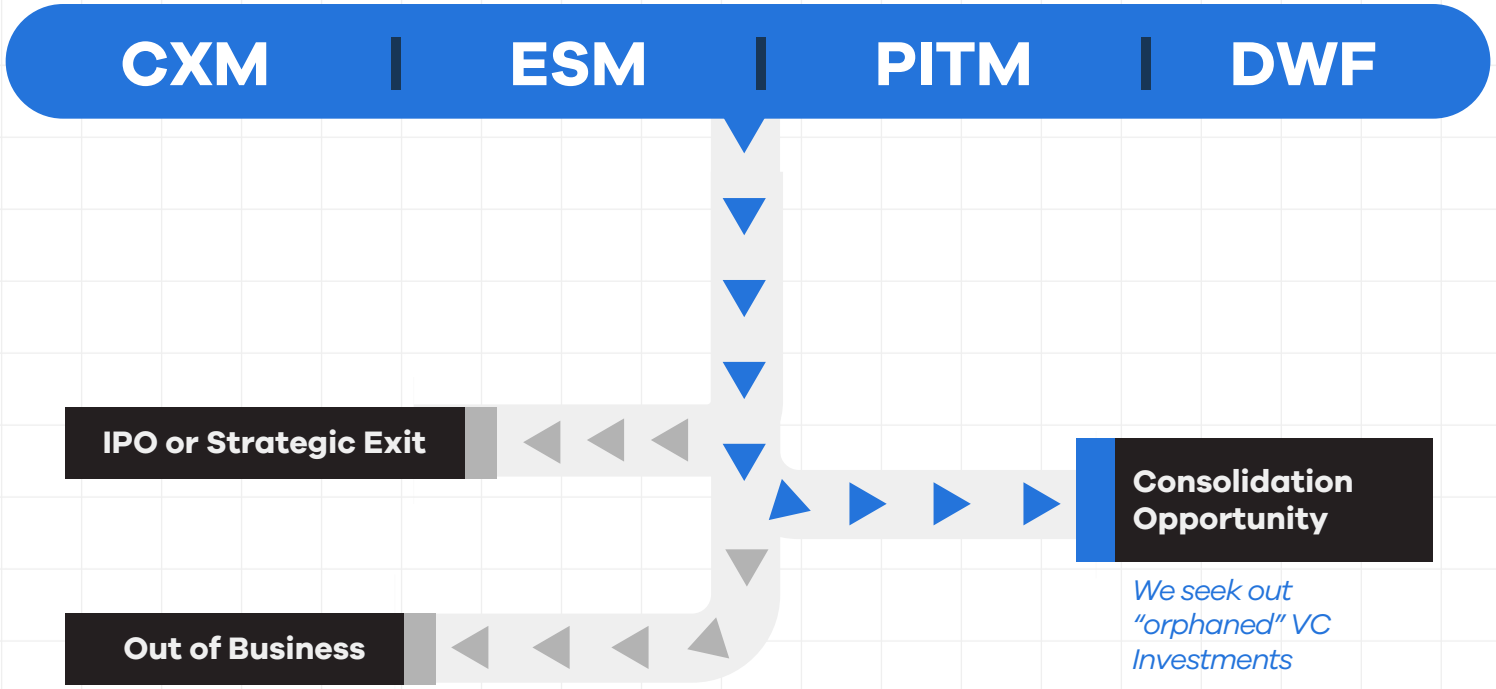
Build product portfolio and add blue chip customers through accretive acquisitions

Professionalize operations via UplandOne transformation playbook

Expand sales distribution to 10,000+ Upland customers

The Consolidation Opportunity

Fueled by continued VC cloud investments



Growing pipeline of targets

$318 billion invested by VCs since 2002[1] - majority in last 5 years

Proven, disciplined model

28 acquisitions to date of high quality, subscale, thematic cloud products at 5-8x pro forma AEBITDA

Accretive acquisitions

Product portfolio and customer base expansion, operating leverage through scale, AEBITDA per share

Source: Company information and management

(1) PwC/CBInsights MoneyTree™ data for Q1 2002 to Q4 2019, filtered by Sector (Software and Internet) and Stage (Seed / Angel, Series A / B / C / D / E+, or Other).

Transforming Operations with UplandOne Model

Scalable with high margins and high customer satisfaction

100% Customer Success Culture	Enterprise Grade Delivery	Customer-Driven Innovation via M&A	Outsourcing and Offshoring	Account Based Sales Distribution
Programmatic customer account management	AWS, global customer support and services	Accelerates product roadmap and cross-selling	Tap global labor staff with stars at fraction of price	Targeting key verticals and business functions

94%	34%
Net Dollar Retention Rate[1]	Adjusted EBITDA margin[2]
Satisfied Customers	Higher Margins

Source: Company information and management
(1) As disclosed in our Form 10-K as of December 31, 2020.
(2) As disclosed in our February 24, 2021 earnings press release for the year ended December 31, 2020.

Sales Distribution to 10,000+ Customers

Financial Services

Fidelity Investments, Goldman Sachs, JPMorganChase, PAYCHEX, Wells Fargo

Manufacturing, Industrial

Abbott, Emerson, Ingersoll Rand, PPG, ThermoFisher Scientific

Government, Nonprofit, Education

American Red Cross, Human Rights Campaign, The Nature Conservancy, National Association of Realtors

Corporate Services

ADP, CenturyLink, hp, RICOH, Xerox

Technology

Adobe, Cisco, Dell, GE, Hewlett Packard Enterprise, SAP

Healthcare

Cigna, McKesson, Merck, Pfizer, UnitedHealthcare Medicare Solutions

Telecom & Media

Comcast, Disney, HBO, NBCUniversal, Viacom

Consumer, Retail

Coca-Cola, Mary Kay, MillerCoors, Nestlé, PepsiCo

1,600+

Major accounts

~$160K ARR

1.X

Average products per account

New Team

Evolving cross selling motions at product, function, industry levels

Investment Highlights

Powering Digital Transformation

Cloud tools that deliver value quickly without re-platforming or building from scratch

Massive, Growing Market

Driven by cloud, digital transformation, and VC investment tailwinds

Powerful Growth Flywheel

Accretive M&A + Operating Model + Sales Distribution

Attractive Financial Model

High growth, recurring revenue, high margin, high cash flow model

Capital and Tax Efficient

~$1MM/yr CAPEX and $200MM+ NOLs

Self-Sustaining Growth Capital Model

Cash on-hand + FCF generation + responsible debt funds acquisitive growth without dependency on equity markets

Experienced Leadership

Experienced team driving value creation through prudent capital stewardship

Financial Overview

Financial Highlights

41%
Revenue growth CAGR
'16A-'20A[1]

>95%
Recurring Revenue[2]

94%
Net Dollar Retention Rate[3]

34%
Adjusted EBITDA margin[4]
Target 40% at scale

Strong free cash flow conversion
Low CAPEX, tax efficient

Disciplined use of leverage
Target Leverage 3.0 - 4.0x

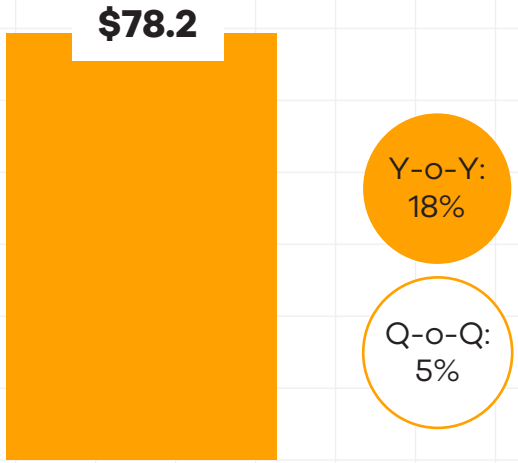
Source:

(1) Calculated based on annual revenue for the years ended December 31, 2016 and 2020.
(2) Recurring revenue is also known as subscription and support revenue; based on subscription and support revenue as disclosed in our Form 10-K for the year ended December 31, 2020.
(3) As disclosed in our Form 10-K as of December 31, 2020.
(4) As disclosed in our February 24, 2021 earnings press release for the year ended December 31, 2020. See appendix for definition and reconciliation of Adjusted EBITDA.

Q4 Financial Highlights

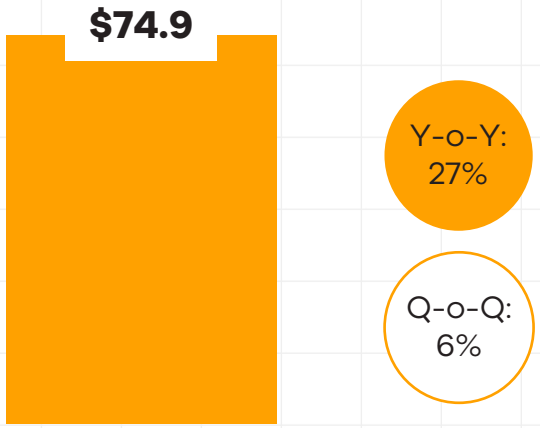
Total revenue

($ in millions)



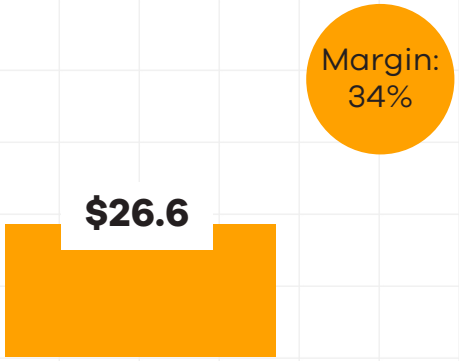
Subscription and support revenue

($ in millions)



Adjusted EBITDA

($ in millions)



Free Cash Flow[1]

($ in millions)

Strong performance in Q4, reflecting some impact of COVID-19 to new bookings and churn, offset by areas of strength

+ $21.5 million GAAP Operating Cash Flow and $21.2 million FCF[1]
+ Q4 overperformance driven by election year bump in CXM usage
+ Continued expansion of customer relationships and additions of customer accounts
+ Diversified, enterprise customer base with limited exposure to heavily impacted industry verticals

Source: Company information and management

(1) See definition of FCF and non-GAAP reconciliation table in appendix.

Annual Revenue Growth Trend

Growth Drivers

Accretive acquisitions

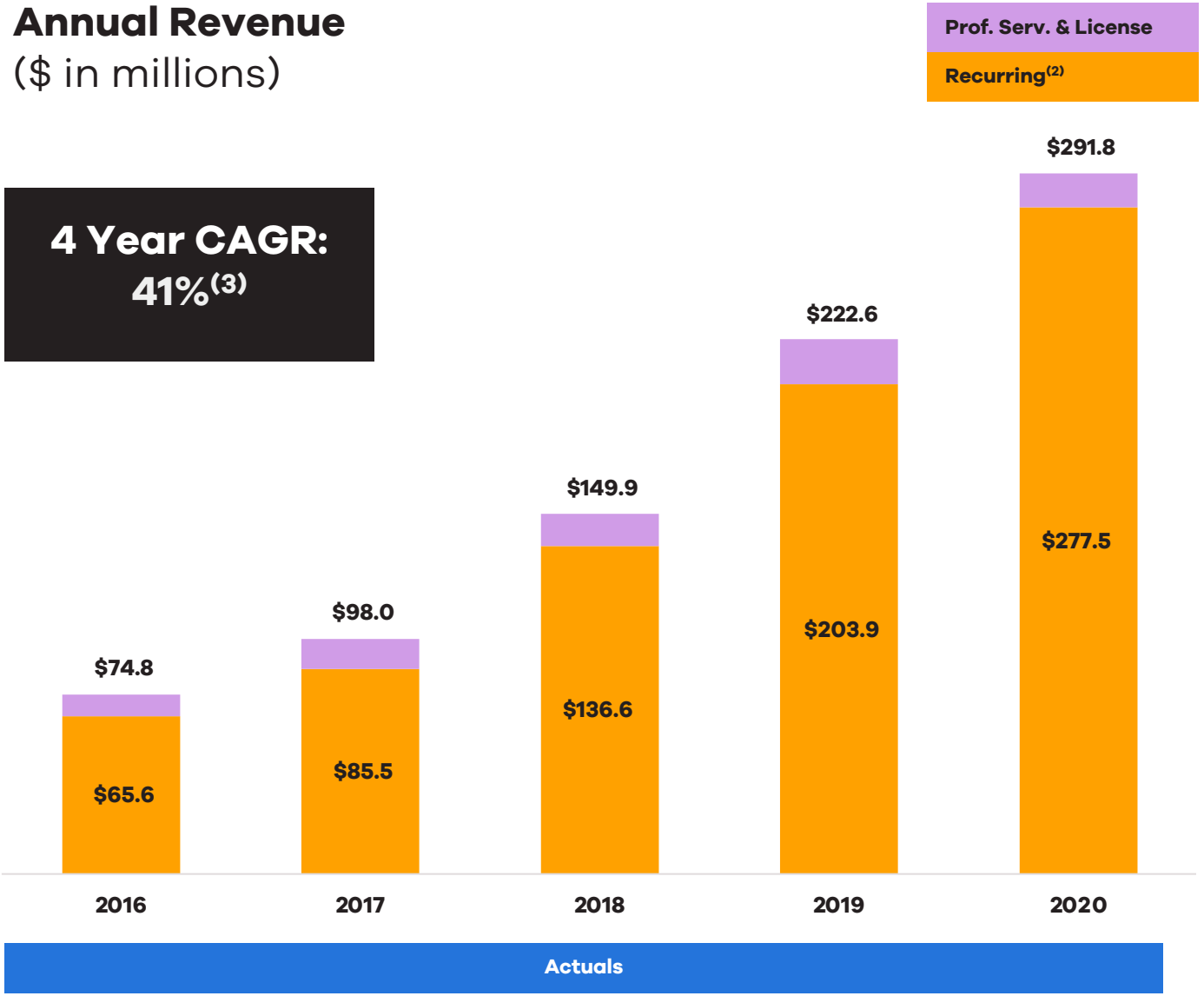
94% net dollar retention rate[1]

Installed base expansion

Price uplift, platinum support

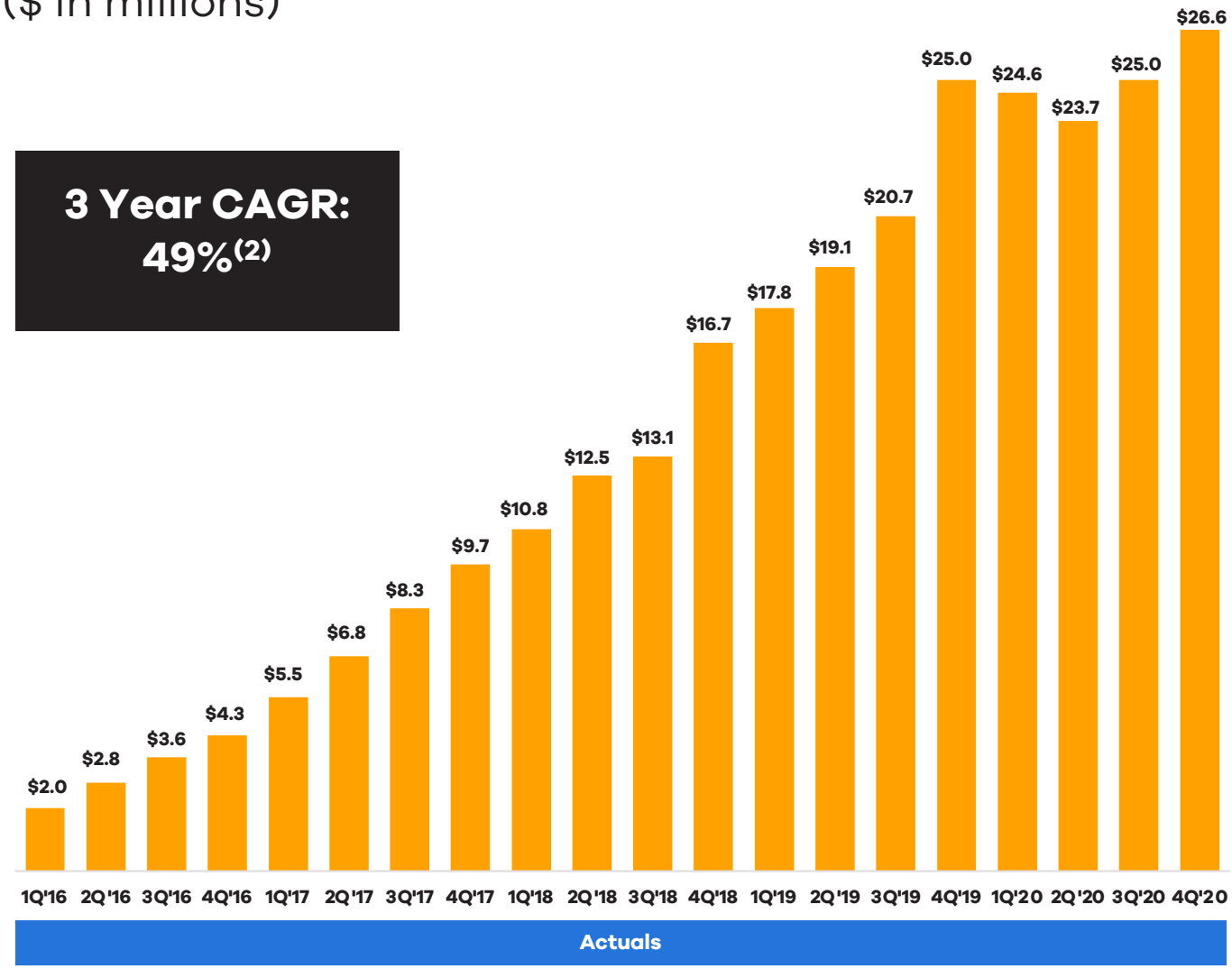
Efficient new logo acquisition

Annual Revenue
($ in millions)



Source: Company information and management
(1) As disclosed in our Form 10-K as of December 31, 2020.
(2) Recurring revenue is also known as subscription and support revenue.
(3) Calculated based on annual revenue for the years ended December 31, 2016 and 2020.

Quarterly Adjusted EBITDA
($ in millions)



Source: Company information and management

(1) As disclosed disclosed in our February 24, 2021 earnings press release for the quarter ended December 31, 2020.

(2) Calculated based on the LTM periods from 4Q'17 and 4Q'20.

Adjusted EBITDA Growth Trend

Consistent Margin Expansion

Driven by UplandOne operating platform and scale efficiencies

Adjusted EBITDA expansion from 3% at IPO to 34% today(1)

Investing in Go to Market team across Sales, Marketing, and Customer Success starting in FY 2020

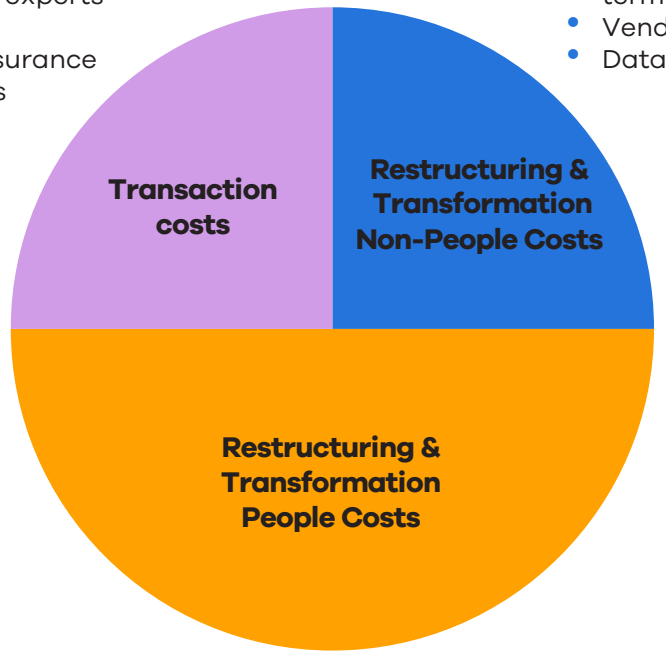
Appendix

Acquisition Related Expenses Are Temporary

Example Mix of Acq Related Expenses

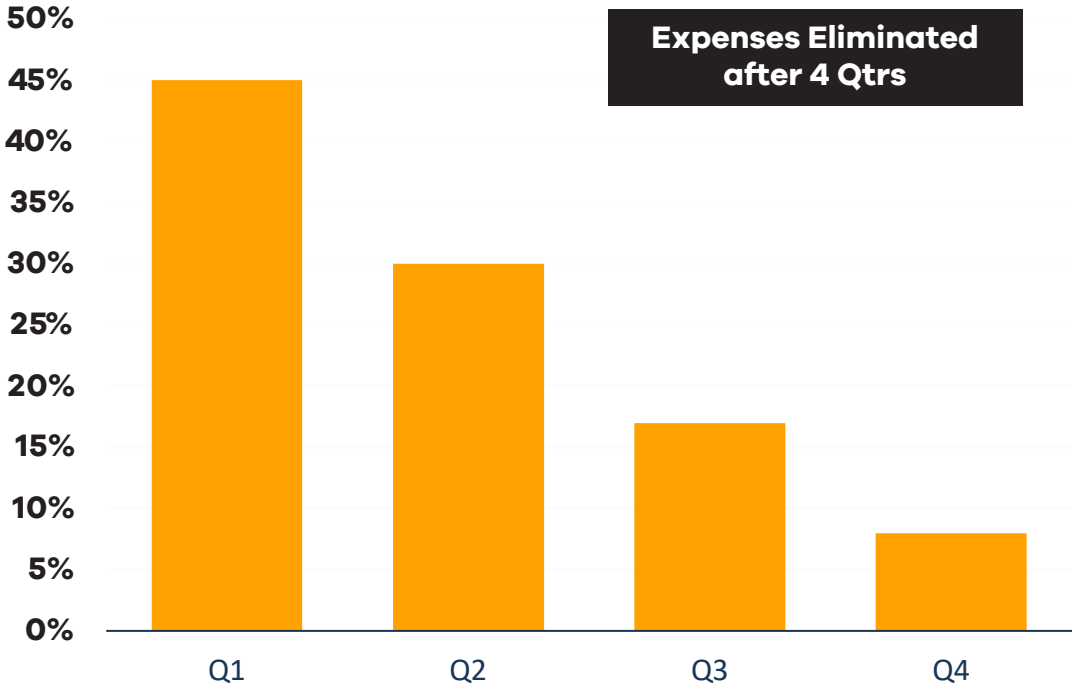
- Legal, accounting, tax diligence experts
- Banking fees
- Indemnity insurance
- M&A bonuses

- Office lease terminations
- Vendor cancellations
- Datacenter lift & shift



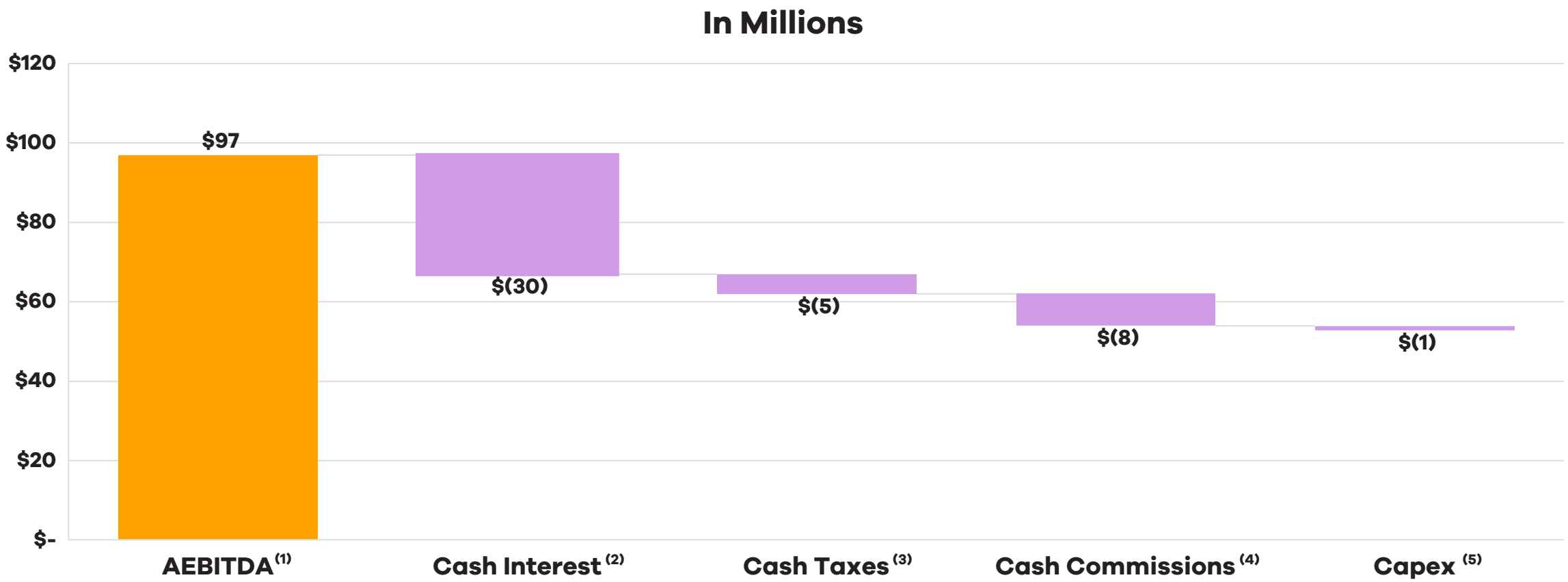
- Severance
- Transitional personnel compensation
- Temporary transitional contractors
- Marketing conversions

Example Timing of Acq Related Exp on P&L for Each Acq



Note: Expense recognition timing varies based on the timing of the close of the acquisition transaction within the initial calendar quarter and when each type of expense is incurred. Examples: acquisition transaction costs are generally expensed when the acquisition closes; people costs are expensed as compensation is earned over time; severance expense is recognized in the period that termination is communicated to the employee; and lease termination costs are expensed in the period when the lease is vacated.

Theoretical AEBITDA to FCF Bridge (FTM) Before Acquisition Related Expenses



Source: Company information and management
(1) Based on the midpoint of full year 2021 guidance in the March 2, 2021 Form 8-K.
(2)Annual net cash interest based on $533MM of gross debt outstanding at 5.4% interest rate.
(3)Annual cash taxes estimated based on cash taxes disclosed in the supplemental information of the Statement of Cash Flows for full year 2020 in the February 25, 2021 10-K and forecasting additional cash taxes for recent acquisitions.
(4)Estimated annual sales commissions to be paid, net of amortization of deferred commissions (i.e. annual increase in prepaid sales commissions).
(5)Annual capital expenditures for purchases of plant, property, and equipment based on full year 2020 in the February 25, 2021 10-K.
Note: The above bridge is representative of FCF prior to any Acquisition related expenses, which vary based on acquisition activity. See definition and reconciliation of FCF as non-GAAP measure in the appendix.

Note: This chart is for illustrative purposes only, does not constitute guidance and is based solely on assumptions. There can be no assurance that these illustrative amounts will represent future results. For example, annual cash taxes are estimated with high level assumptions and have not been determined by bottoms-up analysis around taxable income by jurisdiction and tax NOL usage over time. Similarly, cash interest could change with debt levels, cash commissions are dependent upon levels of future bookings, capex could vary, and acquisition related expenses vary based on the size and timing of acquisitions and end by Q1'22 if acquisition activity stops.

Organic Growth

- GAAP Recurring Revenue
- Operating assets owned for full prior year comparison period, excl. divested/sunset assets
- Deferred revenue discount can inflate reported organic growth
- Disclosed in 10-Q/K's and tied out by external independent auditors

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

Upland Software, Inc.

(Exact name of registrant as specified in its charter)

Comparison of Years Ended December 31, 2020 and December 31, 2019

Therefore, subscription and support revenue from our Organic Business increased by $20.0 million.

"...subscription and support revenue related to our organic business increased by $20.0 million."

Source: Company Information

Note: Above screen shot from the MD&A Section of our 2020 Form 10-K filed on February 25, 2021.

UplandOne Cloud Platform

20+ Products

Customer Experience Management

Enterprise Sales & Marketing

Document Workflow

Project & IT Management

Single Sign On | **Unified User Interface** | **Unified Analytics**

Integrations powered by Dell Boomi

Enterprise-Grade Cloud Platform

Third-Party Platforms

Acquisitions To Date

FEB 2012	**PowerSteering**	Project Portfolio Management
FEB 2012	**Tenrox**	Professional Services Automation
NOV 2012	**EPM Live**	Project & Work Management
MAY 2013	**FileBound**	Document & Workflow Automation
NOV 2013	**ComSci**	IT Financial Management
DEC 2013	**Clickability**	Enterprise Web Content Management
NOV 2014	**Eclipse PPM**	Project & Work Management
DEC 2014	**Mobile Commons**	Enterprise Mobile Messaging & SMS
NOV 2015	**Ultriva**	Supply Chain Management
JAN 2016	**LeadLander**	Website Visitor Analytics & Reporting
MAR 2016	**Hipcricket**	Enterprise Mobile Messaging & SMS
MAY 2016	**API**	Document & Workflow Automation
JAN 2017	**Omtool (AccuRoute)**	Secure Document Capture & Fax
APR 2017	**RightAnswers**	Enterprise Knowledge Management
JUL 2017	**Waterfall**	Enterprise Mobile Messaging & SMS
NOV 2017	**Qvidian**	RFP & Sales Proposal Automation
MAR 2018	**InterFAX**	Enterprise Cloud-Based Fax
JUN 2018	**RO Innovation**	Customer Reference & Sales Enablement

Acquisitions To Date (continued)

OCT 2018	**Rant & Rave**	*Cloud-Based Customer Engagement*
DEC 2018	**Adestra**	*Email Marketing Automation & Analytics*
APR 2019	**Post-Up**	*Email Marketing Automation & Analytics*
MAY 2019	**Kapost**	*Content Operations Platform*
AUG 2019	**Cimpl**	*Telecom Expense Management*
OCT 2019	**InGenius**	*Contact Center Productivity*
OCT 2019	**Altify**	*Customer Revenue Optimization*
FEB 2020	**Localytics**	*Mobile Application Personalization*
JAN 2021	**Second Street**	*Contests and Interactive Content*
MAR 2021	**BlueVenn**	*Customer Data Platform*

To supplement our consolidated financial statements, which are prepared and presented in accordance with GAAP, we use the following non-GAAP financial measures: Adjusted EBITDA, non-GAAP net income (loss), non-GAAP net income (loss) per share and free cash flow.

We use these non-GAAP financial measures for financial and operational decision-making and as a means to evaluate period-to-period comparisons. Our management believes that these non-GAAP financial measures provide meaningful supplemental information regarding our performance and liquidity by excluding certain expenses and expenditures that may not be indicative of our recurring core business operating results, such as our revenues excluding the impact for foreign currency fluctuations or our operating performance excluding not only non-cash charges, but also discrete cash charges that are infrequent in nature. We believe that both management and investors benefit from referring to these non-GAAP financial measures in assessing our performance and when planning, forecasting, and analyzing future periods. These non-GAAP financial measures also facilitate management's internal comparisons to our historical performance and liquidity as well as comparisons to our competitors' operating results. We believe these non-GAAP financial measures are useful to investors both because they allow for greater transparency with respect to key metrics used by management in its financial and operational decision-making and they are used by our institutional investors and the analyst community to help them analyze the health of our business. For a reconciliation of these non-GAAP financial measures to the most directly comparable GAAP financial measures, see the tables provided below in this presentation.

We are unable to reconcile any forward-looking non-GAAP financial measures to their directly comparable GAAP financial measures because the information which is needed to complete a reconciliation is unavailable at this time without unreasonable effort.

Upland defines Adjusted EBITDA as net loss, calculated in accordance with GAAP, plus depreciation and amortization expense, interest expense, net, other expense (income), net, loss on debt extinguishment, provision for income taxes, stock-based compensation expense, acquisition-related expenses, and purchase accounting adjustments for deferred revenue..

Upland defines Adjusted EBITDA margin as Adjusted EBITDA divided by total revenue.

Upland defines free cash flow as GAAP operating cash flow less purchases of property and equipment

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Non-GAAP Financial Measures

Adjusted EBITDA Reconciliation to Net Income (Loss)

(in Millions)

	1Q'18	2Q'18	3Q'18	4Q'18	1Q'19	2Q'19	3Q'19	4Q'19	1Q'20	2Q'20	3Q'20	4Q'20
Net Income (Loss)	$(3.2)	$(5.2)	$(4.2)	$1.8	$(7.8)	$(5.4)	$(12.3)	$(19.9)	$(20.1)	$(14.2)	$(11.3)	$(5.7)
Depreciation and amortization expense	4.2	5.0	5.4	6.7	7.4	7.8	8.6	10.9	11.7	11.7	11.7	12.1
Interest expense, net	2.5	3.1	3.1	4.5	5.1	5.2	5.5	6.4	7.6	7.9	8.1	7.9
Other expense (income), net	(0.3)	0.5	0.7	0.8	0.8	0.7	0.2	1.6	1.4	0.0	(0.6)	(0.7)
Loss on debt extinguishment	-	-	-	-	-	-	2.3	-	-	-	-	-
Provision for (benefit from) income taxes	0.5	0.9	0.7	(11.9)	(0.6)	(6.1)	0.5	(0.6)	(4.3)	(0.7)	1.1	(0.4)
Stock-based compensation expense	2.6	4.0	3.8	3.8	4.6	6.9	7.2	7.0	9.3	11.0	11.0	10.4
Acquisition-related expense	3.1	3.1	2.5	10.0	7.7	9.3	7.5	15.2	15.2	5.8	3.6	2.6
Purchase accounting deferred revenue discount	1.4	1.1	1.1	1.0	0.6	0.7	1.2	4.3	3.7	2.3	1.4	0.4
Adjusted EBITDA	**$10.8**	**$12.5**	**$13.1**	**$16.7**	**$17.8**	**$19.1**	**$20.7**	**$25.0**	**$24.6**	**$23.7**	**$25.0**	**$26.6**

Source: Company Information

We define Adjusted EBITDA as net loss, calculated in accordance with GAAP, plus depreciation and amortization expense, interest expense, net, other expense (income), net, loss on debt extinguishment, provision for income taxes, stock-based compensation expense, acquisition-related expenses, and purchase accounting adjustments for deferred revenue. We believe that Adjusted EBITDA provides useful information to management, investors and others in understanding and evaluating our operating results; however, Adjusted EBITDA should not be considered as an alternative to net loss or any other measure of financial performance calculated and presented in accordance with GAAP and has important limitations as an analytical tool, including that other companies might calculate Adjusted EBITDA or similarly titled measures differently. Because of these limitations, you should consider Adjusted EBITDA together with other financial performance measures, including various cash flow metrics, net loss and our other GAAP results.

Above is a reconciliation of Adjusted EBITDA to net income (loss), the most directly comparable GAAP measure.

GAAP Operating Cash Flow Reconciliation to Free Cash Flow

(in Millions)

	1Q'20	2Q'20	3Q'20	4Q'20
Net Cash provided by Operating Activities	$(5.3)	$0.8	$18.7	$21.5
Less: Purchase of property and equipment	$(0.3)	$(0.4)	$(0.1)	$(0.3)
Free Cash Flow	**$(5.6)**	**$0.4**	**$18.6**	**$21.2**

Upland defines free cash flow as GAAP operating cash flow less purchases of property and equipment