

Craig-Hallum Capital Group 8th Annual Alpha Select Conference

November 2017



Safe Harbor Statement

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," "estimate," "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 attract and retain customers; our ability to deliver high-quality customer service; lack of demand growth for Enterprise Work Management applications; our ability to effectively manage our growth; our ability to consummate and integrate acquisitions and mergers; maintaining our senior management and key personnel; our ability to maintain and expand our direct sales organization; 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 March 30, 2017, and our recent Quarterly Report on Form 10-Q filed with the SEC on November 14, 2017. 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 press release 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 press release.



Upland Software at a Glance

Enterprise Work Management Cloud Software



PROJECT & IT MANAGEMENT



WORKFLOW AUTOMATION



DIGITAL **ENGAGEMENT**





Revenue



Revenue Growth

Adj. EBITDA

2,500+

Clients and Growing

\$18.6B

Market Opportunity

Source: Company information and management

- Based on the annualized mid-point of our guidance range for the quarter ending 12/31/2017 as disclosed in the November 9, 2017 Form 8-K.
- Year-over-year recurring revenue growth based on the mid-point of our guidance range for the guarter ending 12/31/2017 as disclosed in the November 9, 2017
- Adjusted EBITDA as a % of revenue based on the mid-point of our guidance range for the quarter ending 12/31/2017 as disclosed in November 9, 2017 Form 8-K. See slide 26 for definition and reconciliation of Adjusted EBITDA.
- See slide 12.

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Started

2012

Headquarters

Austin, TX



Acquisitive Growth Platform Company

> Acquisitions to Date

> > 15

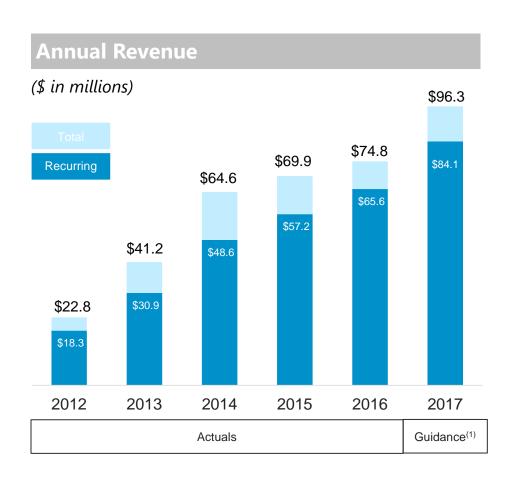


11 Reasons to Own UPLD

- Acquisitive Growth Platform Company with large, accretive consolidation opportunity
- 2. Differentiated, scalable customer-focused operating model
- 3. High recurring revenue
- 4. High Adjusted EBITDA margins
- 5. Low capital intensity
- Tax efficient vehicle
- High Adjusted FCF conversion
- 8. Focus on per share value creation (Adjusted EBITDA, FCF)
- Proven management team
- 10. Met/beat guidance in every quarter since IPO
- 11. Early innings, proven but with law of small numbers working for us



Annual Revenue Growth Trend



5 Growth Drivers

- 95%⁽²⁾ Net Dollar Retention Rate
- Acquire cloud-based EWM applications and restructure them for improved profitability & sustainable growth
- Installed base expansion sales
- Cross-sell
- Efficient new logo acquisition

Source: Company information and management.

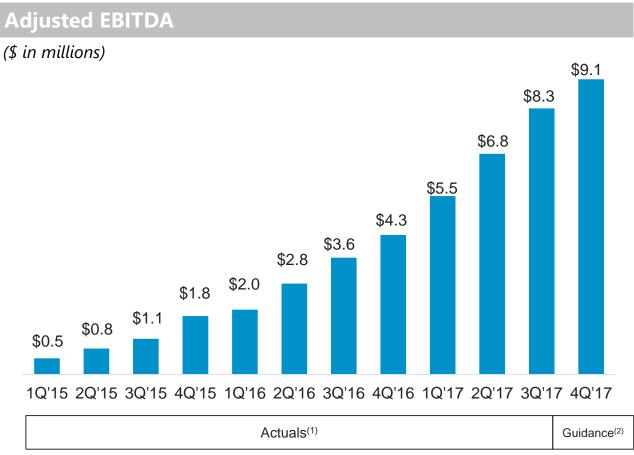
Recurring revenue referred to in the table above is also known as Subscription and Support Revenue.



⁽¹⁾ Based on the midpoint of our guidance range for the fiscal year ended December 31, 2017 as disclosed in the November 9, 2017 Form 8-K.

⁽²⁾ Based on key metric disclosed in Form 10-K filed March 30, 2017.

Quarterly Adjusted EBITDA Trend



Robust, Consistent Margin Expansion

- Driven by UplandOne operating platform and scale efficiencies
- 40% EBITDA long term margin target

Source: Company information and management.

- (1) Quarterly reported results (See slide 26 for definition and reconciliation of Adjusted EBITDA).
- (2) Based on the mid-point of our guidance range for the quarter ending December 31, 2017 as disclosed in the November 9, 2017 Form 8-K.



Recent Developments

RECORD Q3

36% RR Growth **32%** Adj. EBITDA⁽¹⁾

RECORD Q4 GUIDANCE

37% RR Growth⁽²⁾
35% Adj. EBITDA⁽²⁾
40% Adj. EBITDA long-term target

ACQUISITION WAR CHEST

\$43MM Follow-on **\$200MM** Credit facility

ACQUISITION

January 2017



ACQUISITION

April 2017



ACQUISITION

July 2017

Waterfall

Source: Company information and management.



⁽¹⁾ See slide 26 for the definition and reconciliation of Adjusted EBITDA.

⁽²⁾ Based on the midpoint of our guidance range for the quarter ending December 31, 2017 as disclosed in the November 9, 2017 Form 8-K. RR stands for Recurring Revenue also known as Subscription and Support Revenue.

Management Team



Jack McDonald



Tim Mattox



Mike Hill

Founder, Chairman and CEO

- + Chairman and CEO Perficient, Inc. (NASDAQ: PRFT) (1999-2009)
 - + Grew business from eight to 1200 employees, startup to \$250 million in revenues
 - + Completed seventeen acquisitions
 - + Created \$500+ million market cap on total net equity investment ~\$10 million
- + Led two prior successful software and technology deals
- + Started career as M&A lawyer with Skadden Arps and exec. with Blockbuster Entertainment

President and COO

- + Executive at Dell, Inc. (1998-2013)
 - + Ran worldwide product marketing for all desktops, notebooks, workstations, and associated software and peripherals, corporate and consumer (80% of Dell's revenue)
 - + Led global operations for pricing, forecasting (demand/supply and financial), and product launch for enterprise products (servers, storage, networking accounting for 50% of Dell's profits)
 - + Led corporate strategy for two years reporting directly to CEO/Chairman
 - + Ran Americas marketing to companies >400 employees including global multi-nationals
 - + Started, ran, and sold DellHost, Dell's web hosting service
- + Held management roles at Bain & Company (1994-1998) and Oracle (1989-1992)
- + MBA from Stanford and BS/MS degrees in electrical engineering and computer science from MIT

CFO

- + CFO Perficient, Inc. (NASDAQ: PRFT) (2004-2007)
 - + Grew revenues from \$30 million to over \$200 million run-rate in three years
 - + Completed eight acquisitions
 - + Led company from \$70 million to \$500 million in market cap
- + Started career at Ernst & Young LLP
- + BBA from the University of Texas, licensed CPA in Texas



We Provide Enterprise Work Management Cloud Solutions that Empower Teams

To compete knowledge workers need to act on information and collaborate with team members in real time — anytime, anywhere and from any device.





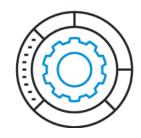
Enterprise Work Management: Overview

Award-winning cloud solutions that address specific business needs and deliver powerful results – not bloated suites or costly on-premise software.



Project and IT Management

Manage your organization's projects, professional workforce, and IT costs.



Workflow Automation

Optimize, automate and secure document intensive workflows across your enterprise and supply chain.



Digital Engagement

Effectively engage with your customers, prospects and community via the web and mobile.

...and all our products are backed by Upland's 100% Customer Success Commitment



Enterprise Work Management: Brands



Project and IT Management

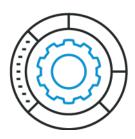
Tenrox

Eclipse PPM

PowerSteering

ComSci

RightAnswers (IT Support)



Workflow Automation

FileBound

AccuRoute

Ultriva



Digital Engagement

Mobile Messaging

Clickability

LeadLander

RightAnswers (Customer Service)



Enterprise Work Management: Solutions



Project and IT Management

Lean Six Sigma/Process Excellence
Project & Portfolio Management
Professional Services Automation
Risk Management
IT Governance
IT Cost Management
New Product Development PPM
Time & Expense Management
Knowledge Management for IT Support



Workflow Automation

Enterprise Content Management
Accounts Payable/Receivable Automation
Human Resources Automation
Healthcare Records Management
Contract Process Automation
Education Workflow Automation
Government Document Management
Electronic Kanban
Collaborative Supply Portal
Secure Document Process Automation

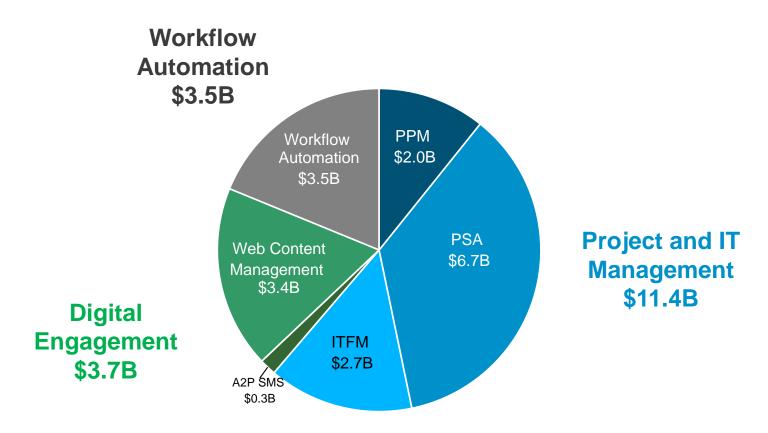


Digital Engagement

Application-to-Person Mobile Messaging Mobile & Text Marketing Web Content Management Website Visitor Analytics & Reporting Knowledge Management for Customer Service



Total Addressable Market \$18.6B



Sources

Magic Quadrant for Cloud-Based IT Project and Portfolio Management Services, Worldwide, Gartner, 23 May 2016.

Professional Service Automation (PSA) Software Market Size & Analysis By Application (Consulting Firms, Technological Companies, Marketing And Communication, Others), By Deployment (On-Premise, Cloud), By Region, And Segment Forecasts, 2014 – 2024, Grand View Research, December 2016.

Apptio S-1, https://www.sec.gov/Archives/edgar/data/1419625/000119312516693063/d76087ds1.htm

Worldwide CRM Applications Software Forecast, 2016–2020: Cloud-Based Applications Increase in Penetration Mix, August 2016. https://www.idc.com/getdoc.jsp?containerId=US41645115

Web Content Management: Market by Solution (Content Creation and Edit Tools, and Mobile Web CMS), Services (Managed Services, Support Training & Consulting), Deployment Type, User Type, Verticals, Regions - Global Forecast to 2020, Market and Markets, 2015.

Business Process Management (BPM) Cloud, Mobile, and Patterns: Market Shares, Strategies, and Forecasts, Worldwide, 2014 to 2020, Wintergreen Research, 2014. http://www.allstarss.com/blog/studies-reveal-massive-market-growth-potential-in-business-process-automation-software/ http://wintergreenresearch.com/reports/Business%20Process%20Management.htm,



Our Customers

FINANCIAL SERVICES



GOVERNMENT, NON-PROFIT, EDUCATION



MANUFACTURING, INDUSTRIAL





TECHNOLOGY























MEDIA





















CONSUMER





Why Customers Choose Upland



Award-Winning Cloud Products

You get the award-winning cloud solution that's purpose-built for your business need, not bloated suites or costly on-premise software. We make your best-of-breed strategy a reality.



Customer Success Commitment

At Upland, customer success means you achieve the value you expect from our software and are delighted by the experience. Our entire UplandOne business platform is built around it.



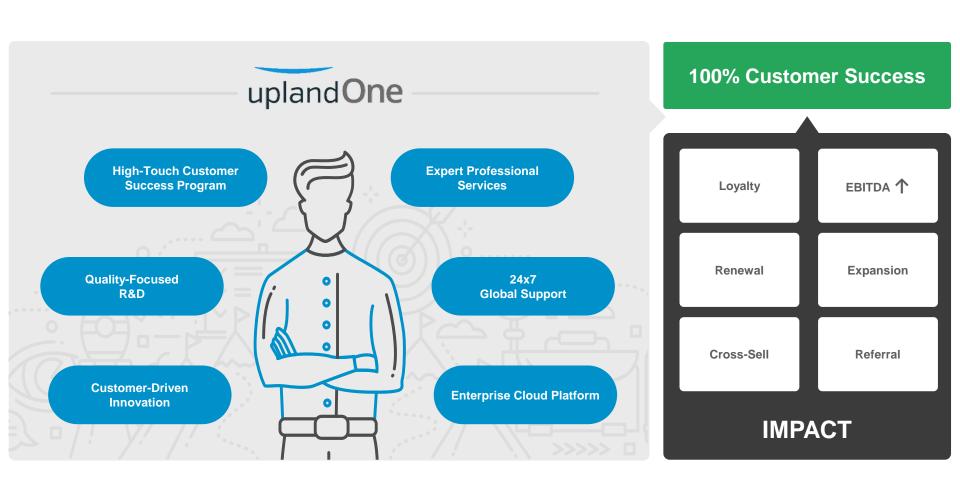
The Scale & Resources to Deliver

Upland is a financially strong, growing, publicly-traded company (symbol UPLD on the NASDAQ Global Market) with the scale and resources needed to invest in your success.



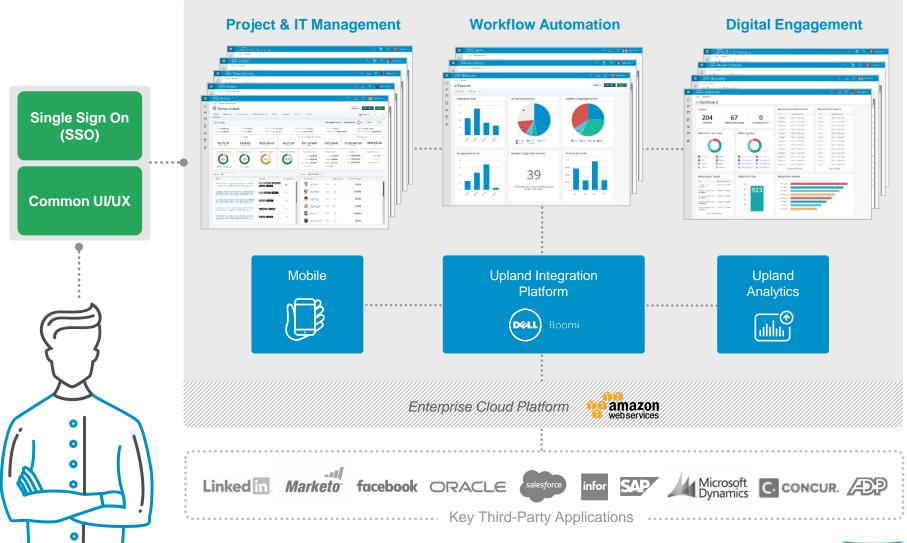
upland**One**

One Unified Operating Platform sets the foundation for customer success





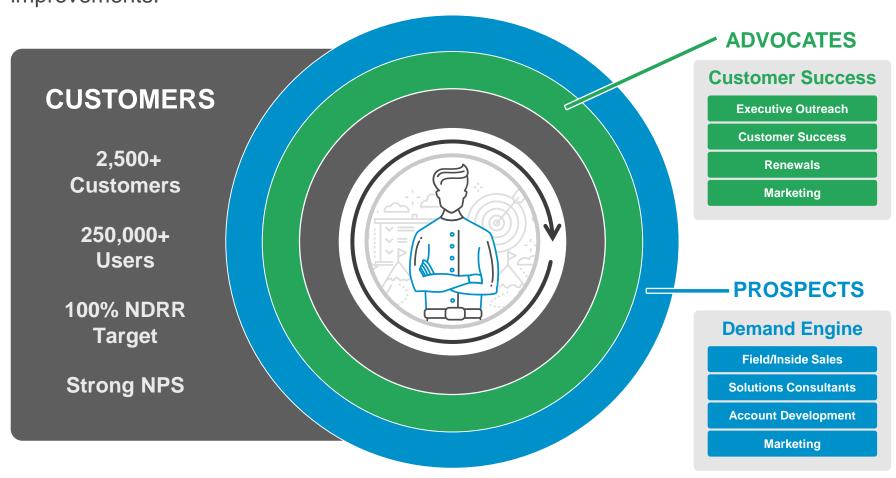
Upland Product Experience Architecture





Sales and Marketing

High-touch low-cost demand engine targets installed base. Customer Success teams focus on renewals, expansion, Premier Success Plans, cross-sell, and NPS improvements.





M&A Strategy

We are building on our market leadership by acquiring built-forpurpose products that extend our depth, breadth and scale.



- + Add \$25MM+ revenues per year through accretive acquisitions that build out our 3 product families
- + 6 accretive acquisitions in last 22 months
- + Proven team has done 36 successful tech acquisitions in 15 years
- + Within 90 days, acquired products brought into UplandOne model

Project & IT Management

FEB 2012

PowerSteering

Program & Portfolio Management

FEB 2012

Tenrox

Professional Service Automation

NOV 2012

EPM Live

Project Portfolio Management

NOV 2013

ComSci

IT Financial Management

NOV 2014

Eclipse PPM

Project Portfolio Management

APR 2017

RightAnswers

Enterprise Knowledge Management

Workflow Automation

MAY 2013

FileBound

Document & Workflow Automation

NOV 2015

Ultriva

Supply Chain Management

MAY 2016

Advanced Processing and Imaging

Document & Workflow Automation

JAN 2017

Omtool

Document Capture & Imaging

Digital Engagement

DEC 2013

Clickability

Web Content Management

DEC 2014

Mobile Commons

Mobile Engagement Management

IAN 2016

LeadLander

Website Visitor Analytics

MAR 2016

Hipcricket

Mobile Engagement Management

JUL 2017

Waterfall

Mobile Engagement Management



Summary

Enterprise Work Management Cloud Software



PROJECT & IT MANAGEMENT



WORKFLOW AUTOMATION



DIGITAL **ENGAGEMENT**



\$104MM 37% 3 35% X

Revenue



Revenue Growth

Adj. EBITDA

2,500+

Clients and Growing

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Acquisitive Growth Platform Company

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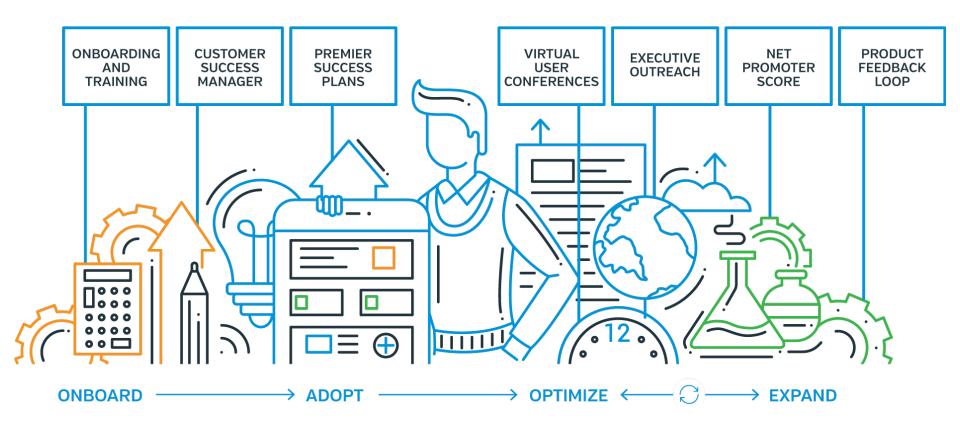




Appendix



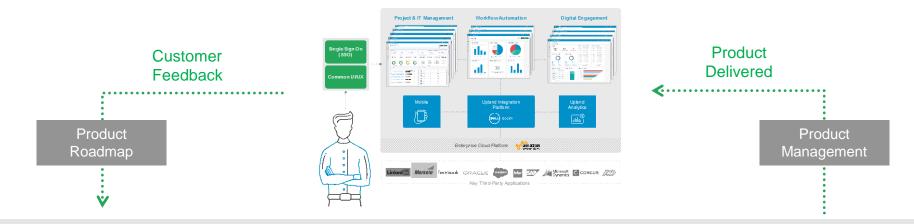
100% Customer Success Commitment



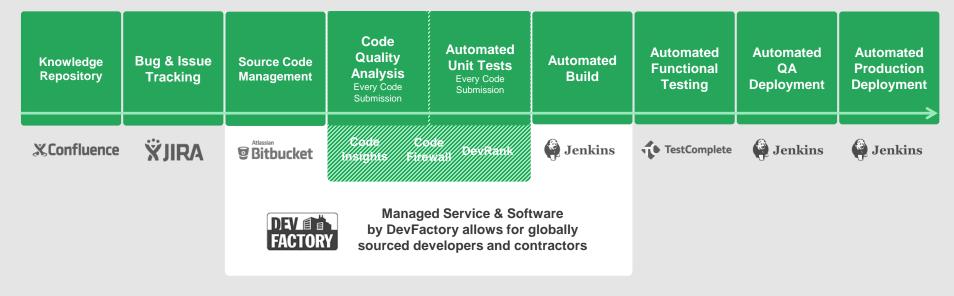


Upland Development Platform

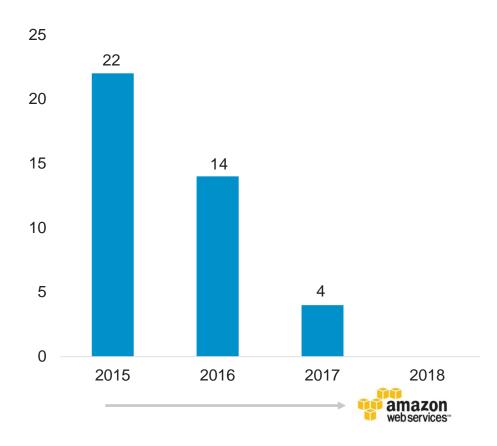
Upland Product Experience Architecture



Development Platform



Cloud Hosting Strategy



- All hosting to AWS by 2018
- Benefits include simplicity, security, compliance, geoexpansion, utilization variability and headroom, performance, market credibility
- + Enables seamless and rapid onboarding of new acquisitions
- + Saves \$1MM+ per year in capex
- Applications to be containerized for portability and optimization



Operating Targets (as a % of Revenue)

	Excludes Depreciation & Amortization and Stock-based compensation									
	4Q'15	1Q'16	2Q'16	3Q'16	4Q'16	1Q'17	2Q'17	3Q'17	4Q'17 ⁽³⁾	Target Model
Revenue	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Non-GAAP Gross Margin ⁽¹⁾	66%	67%	70%	70%	70%	72%	72%	71%		75%
Research & Development	21%	22%	21%	19%	15%	16%	16%	14%		13%
Sales & Marketing	17%	17%	16%	16%	15%	15%	17%	16%		12%
General & Administrative	18%	20%	20%	19%	18%	18%	15%	14%		10%
Adjusted EBITDA ⁽²⁾	10%	11%	15%	19%	22%	26%	29%	32%	35%	40%

Source: Company information.

⁽³⁾ Adjusted EBITDA as a % of revenue based on the mid-point of our guidance range for the quarter ending December 31, 2017 as disclosed in the November 9, 2017 Form 8-K.



⁽¹⁾ Non-GAAP Gross Margin is Gross Margin, calculated in accordance with GAAP, plus the impact of amortization of purchased intangible assets, depreciation expense, and stock-based compensation expenses.

⁽²⁾ See slide 26 for definition and reconciliation of Adjusted EBITDA.

Adjusted EBITDA Reconciliation to Net Loss

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.

Below is a reconciliation of Adjusted EBITDA to net loss, the most directly comparable GAAP measure:

Adjusted EBITDA	\$1.1	\$1.8	\$2.0	\$2.8	\$3.6	\$4.3	\$5.5	\$6.8	\$8.3
Purchase accounting deferred revenue discount	0.0	0.1	0.5	0.4	0.3	0.2	0.7	1.1	1.3
Acquisition-related expense	0.2	1.4	2.4	1.4	1.0	0.7	3.7	2.3	4.3
Stock-based compensation expense	0.6	0.7	0.7	0.9	1.1	1.7	2.3	3.6	1.9
Provision for (benefit from) income taxes	0.2	8.0	0.1	0.2	0.3	1.0	1.0	0.2	0.4
Loss on debt extinguishment	-	-	-	-	-	-	-	1.6	(1.6)
Other expense (income), net	(0.1)	0.2	0.8	0.3	0.1	(0.4)	0.1	0.0	0.1
Interest expense, net	0.5	0.5	0.6	0.7	0.7	0.8	0.9	1.2	2.3
Depreciation and amortization expense	2.0	2.4	2.5	2.5	2.5	2.3	2.4	2.6	3.1
Net loss	\$(2.3)	\$(4.3)	\$(5.6)	\$(3.6)	\$(2.4)	\$(2.0)	\$(5.6)	\$(5.8)	\$(3.5)
	3Q15	4Q15	1Q16	2Q16	3Q16	4Q16	1Q17	2Q17	3Q17

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Source: Company information and management



Project & IT Management

Upland's Project & IT Management product family enables you to manage your organization's projects, knowledge, professional workforce, and IT costs.

Product	Solution	Who It Helps and How	Primary Industries	Key Competitors	Why We Win
EclipsePPM	Project & Work Management	Helps business leaders and project managers to drive project execution, management, and prioritization while improving resource utilization, communication, and collaboration among stakeholders, project managers, resource managers, and team members.	Healthcare, Education, Government, Manufacturing, Software, Business Services	Changepoint Microsoft workfront Cigrižen	Use-case specific configurations Breadth of standard feature-set Ease and speed of implementation
PowerSteering	Project Portfolio Management (PPM)	Provides business leaders and PMO's with a highly configurable top-down cloud-based PPM solution to optimize complex project portfolios, balance capacity against demand, improve financial-based decision making, and align execution of projects to strategy and objectives across large organizations. Uniquely tailored for a variety of use-cases including Lean Six Sigma, Project Management Office (PMO), New Product Development, IT Management, and M&A Management.	Banking & Finance, Healthcare, Manufacturing, Government, Food & Beverage	Changepoint PLANVIEW Innotas* by planview	Better visibility and reporting Platform power and flexibility Strong implementation and support services
Tenrox	Professional Services Automation (PSA)	Gives professional and business services teams and finance departments a centralized yet configurable platform to manage their core business operations including project management, resource optimization, project accounting, time and expense management, and billing and revenue recognition. Adapts easily to existing business, finance, and operations processes.	Business Services, Software, Healthcare, Government, Manufacturing, Staffing Services, Financial Services	Changepoint FinancialForce Netsuite OpenAir	Out-of-the box integrations Better fit for MSFT environments Advanced Timesheet features
Timesheet	Time & Expense Management	Provides professional and business services teams with a cloud-based timesheet and expense reporting system, with full mobile capabilities, certified, out-of-the-box integrations to leading financials, HR, CRM, and other enterprise systems. Automates project time and attendance for payroll, project costing, and client billing.	Corporate Services, Technology, Healthcare	REPLICON* DOVICO* HARVEST Journyx	Out-of-the-box integrations Configurable timesheet template designer Robust reporting



Project & IT Management

Upland's Project & IT Management product family enables you to manage your organization's projects, knowledge, professional workforce, and IT costs.

Product	Solution	Who It Helps and How	Primary Industries	Key Competitors	Why We Win
RightAnswers	Knowledge Management (KM) for IT Support	Provides IT support teams with a centralized cloud knowledge hub to power IT support delivery: live contact agents, web and mobile self-service, and social communities. Knowledge-Paks® library of technical support knowledge provides more than 90,000 solutions for the most commonly used off-the-shelf software applications.	Large Enterprise IT Support	KANA. @ eGain mindtouch eGain commaround	Customer Success team Ease of use Enterprise scalability Features for support and self-service Cost savings
ComSci	IT Financial Management (ITFM)	Helps IT financial leaders, business unit leaders, and shared services organizations, like IT & Telecom, manage and communicate the cost, quality, and value of the services they deliver to the enterprise. Enables collaborative planning and budgeting between IT & Telecom and the lines of business they support, and enables continuous improvement initiatives that drive business transformation.	Large Enterprises in Banking, Finance, Healthcare, and Manufacturing	MICUS CAPPTIO FDIGITALFUEL SERVICENUW	Managed service delivery model Customer success Powerful Telco billing capabilities



Workflow Automation

Upland's Workflow Automation product family enables you to streamline, optimize, automate and secure document-intensive business processes across your enterprise and supply chain.

Product	Solution	Who It Helps and How	Primary Industries	Key Competitors	Why We Win
FileBound	Document & Workflow Automation	Provides IT and process owners in departments like Accounts Payable, Human Resources and Contracts Management with a user-friendly, powerful end-to-end cloud solution for workflow automation and document & forms management with robust analytics and mobile capabilities. Automates repetitive manual workflows and improves the way work flows through the enterprise.	Banking & Finance, Legal, Healthcare	M-Files® Documente OnBase by Hyland Laserfiche® Lexmork	Workflow capabilities Strong partner network Cloud offering Implementation timeframe/ROI
AccuRoute	Secure Document Capture & Fax	Empowers secure document process automation for IT and process owners through distributed document capture from a variety of sources. All-in-one software platform for enterprise-class secure capture, data extraction and fax that automates document-driven workflows and streamlines business processes.	Banking & Finance, Healthcare, Manufacturing, Government, Business Services, Utilities & Energy, Retail	PSIGEN kwiktag EMC COPTIAL EPPhesoft NUANCE	Robust vertical- focused functionality Scalability, supportability, integrations, customizable HP partnership
Ultriva	Supply Chain Visibility, Collaboration & Execution	Provides manufacturing plants, suppliers, and manufacturing customers with a cloud-based single-source platform enabling collaboration with suppliers, sister plants, component manufacturers, distributors, and customers, all in near real-time.	Industrial & Diversified Manufacturing, Healthcare, Aerospace & Defense, Energy, Automotive, Electronics, Sporting Goods, Consumer Package Goods.	Microsoft Dynamics ORACLE KINAXIS Synchrono infor CBECS Manhattan Associates.	Comprehensive e- Kanban functionality SaaS offering Speed of implementation Execution and analytics



Digital Engagement

Upland's Digital Engagement product family enables you to effectively engage with your customers, prospects, and community via the web and mobile technologies.

Product	Solution	Who It Helps and How	Primary Industries	Key Competitors	Why We Win
Clickability	Web Content Management (CMS)	Gives marketing teams and content publishers a powerful and flexible platform to publish and manage content globally, personalize customer experiences, integrate campaigns across multiple channels, and swiftly implement new marketing initiatives.	Software & Hardware, Media & Entertainment, Manufacturing, Utilities, Insurance	Sitecore Adobe ACQUICE	Completeness of solution including strong personalization Accelerated time-to-market TCO
LeadLander	Website Visitor Analytics & Reporting	Provides sales, marketing, and business development teams with specific details about each person visiting your website and their trail throughout your site. Generates instant email alerts when tagged companies visit your site plus daily and weekly visitor summaries.	Used across industries by sales, marketing, and business development teams.	visualvisitor KickFire KickFire Visitortrack Cader D For Your Walada	Ease of useSupportValue/Insights
Mobile Messaging	Enterprise Mobile Messaging & SMS (A2P SMS)	Provides communications teams, marketers, and program managers with an enterprise class platform for planning, executing, managing and analyzing complex mobile messaging campaigns.	Healthcare, Government, Business Services, Non- Profits and Advocacy, Consumer Brands, Media & Entertainment	mGage vibes vox va	Enterprise-grade platform with strong CRM capabilities Open API Domain expertise
RightAnswers	Knowledge Management (KM) for Customer Service	Provides call center teams with a centralized cloud knowledge hub to power all contact channels for customer service: live customer contact agents, web and mobile self-service and social communities. User-friendly templates enable every member of your organization to contribute to the knowledge base.	Large Enterprise Call Center for Customer Service	KANA. Grand e Gain comaround	Customer Success team Ease of use Enterprise scalability Features for support and self-service Cost savings

