

**RESOLVED:** Stockholders request that, as elected directors' terms of office expire, Uber's board nominate at least one candidate for election to the board who:

- 1) understands the challenges of being an Uber driver, and has gained this understanding through (i) extensive experience as an Uber driver, or (ii) direct, personal engagement and consultation with Uber drivers on these challenges, as reasonably determined by the board; and
- 2) will qualify, subject to exceptions in extraordinary circumstances explicitly specified by the board, as an independent director who has not previously served as an executive officer of Uber.

### **Stockholder Supporting Statement**

Uber provides a novel method of earning income that allows its drivers to work where and when they want. However, despite these advantages, working for Uber presents unique disadvantages, such as lack of employee benefits traditionally associated with full time employment, safety risks associated with being an Uber driver, and unpredictable regulatory environments that lead to employment uncertainties. These challenges threaten the supply of Uber's greatest asset: its drivers.

Employee retention is an important component to any successful company, both in maintaining a capable and consistent workforce, and avoiding the costs of worker turnover. High worker turnover generally can result in increased costs for recruitment, hiring, training, orientation and onboarding, as well as a less enjoyable experience using a company's products, potentially impacting its bottom line. Uber's 2020 Annual Report notes, "If we are unable to attract or maintain a critical mass of Drivers...our platform will become less appealing to platform users, and our financial results would be adversely impacted."

In order to increase driver retention and continue providing an enjoyable experience to Uber's customers, we believe Uber must address the issues which have led to driver turnover. To do this, we believe it is essential to nominate a director to the board who meets the criteria described in the resolution so that drivers' interests are represented at the highest levels of Uber. We believe a current or former Uber driver would be the best candidate to address these issues because he/she lived and worked with them every day.

We believe there are three stakeholders in the gig economy: the company (Uber and stockholders), the consumer (customers), and the worker (drivers). We believe Uber has given the company and the consumers undue priority, with the needs of drivers left unaddressed. These misplaced priorities are engrained in Uber's Corporate Governance Guidelines, which list preferred criteria for prospective board members (including "relevant business experience, such as in the fields of operations, technology, or finance/accounting"). Conspicuously missing from this list is experience engaging or consulting with, or working as, an Uber driver. We believe nominating a director with this experience is a necessary step towards addressing drivers' needs that will positively impact Uber in the near and long term.