Corporate Governance Guidelines

Policy Owner	Chief Legal Officer
Policy Champion	Chief Financial Officer

UiPath, Inc. (the "***Company***") has established the following guidelines for the conduct and operation of its Board of Directors (the "***Board***"). These guidelines are designed to give directors a flexible framework for effectively pursuing the Company's objectives for the benefit of its stockholders. These guidelines should be interpreted in the context of all applicable laws, the Company's charter documents, and the Company's other policies.

Board Composition And Selection

Size of the Board

The Board will establish the number of directors in accordance with the certificate of incorporation and bylaws of the Company; provided, however, that, notwithstanding the foregoing, until the Final Conversion Date (as defined in the certificate of incorporation of the Company), the number of directors that shall constitute the whole Board may also be fixed by a resolution approved by the affirmative vote of the holders of a majority of the voting power of the Company's Class A common stock and Class B common stock, voting together as a single class. The Board will periodically review the appropriate Board size, which may vary to accommodate the availability of suitable candidates and the Company's needs.

Independence of Directors

The Board will have a majority of independent directors, subject to any exceptions permitted by the applicable listing standards of the stock exchange that lists the Company's capital stock (the "***Exchange***"). To determine independence, the Board will consider the definition of independence in the applicable listing standards, and other factors that will contribute to effective oversight and decision-making.

At times required by the rules of the Securities and Exchange Commission (the "***SEC***") or listing standards of the Exchange and based on information provided by Board and advice of counsel, the Board or its Nominating and Corporate Governance Committee (the "***Nominating Committee***") will make affirmative determinations of director independence. Directors may be asked from time to time to leave a Board meeting when the Board is considering a transaction in which the director (or another organization with which the director is affiliated) has a financial or other interest. The Audit Committee of the Board (the "***Audit Committee***") shall review and approve any proposed related party transactions in compliance with the Company's policies and Exchange rules.

Management Directors

The Board anticipates that the co-Chief Executive Officer and Founder will serve on the Board. The Board also anticipates that other members of management who can assist the Board in fulfilling its responsibilities based on their experience and role at the Company may serve on the Board.

Board Leadership

The Board will select the Company's Chief Executive Officer(s) and chairperson of the Board in the manner that it determines to be in the best interests of the Company's stockholders and in accordance with Company's stockholder agreements. The Company does not believe there should be a fixed rule regarding the positions of Chief Executive Officer and chairperson being held by different individuals, or whether the chairperson should be an employee of the Company or should be electedfrom among the non-employee directors. The needs of the Company and the individuals available to assume these roles may require different outcomes at different times, and the Board believes that retaining flexibility in these decisions is in the best interests of the Company. The Nominating Committeewill periodically review this matter and make recommendations to the Board.

In the event that the Company does not have an independent chairperson of the Board, the Board of Directors may designate a lead independent director. The name of the chairperson or lead independent director will be listed in the Company's proxy statement. The lead independent director's duties shall include: (i) presiding at all meetings of the Board at which the chairperson is not present, including executive sessions of the independent directors; (ii) acting as liaison between the independent directors and the Chief Executive Officer and chairperson; (iii) presiding over meetings of the independent directors; (iv) consulting with the chairperson in planning and setting schedules and agendas for Board meetings; and (v) performing such other functions as the Board may delegate.

Selection of Directors

The Board will be responsible for nominating members for election to the Board by the Company's stockholders. The Board is also responsible for filling any vacancies on the Board as provided in the Company's charter documents. The Nominating Committee is responsible for identifying, reviewing, evaluating and recommending candidates to serve as directors of the Company, in accordance with its charter and consistent with the criteria listed below.

Stockholder Recommendations of Director Nominees

The Nominating Committee will consider director candidates recommended by the Company's stockholders. The Nominating Committee does not intend to alter the manner in which it evaluates a candidate for nomination to the Board based on whether or not the candidate was recommended by a Company stockholder.

For nominations of potential candidates made other than by the Board, the stockholder or other person making such nomination must comply with the Company's Bylaws, including without limitation, submission of the information or other materials required with respect to proposed nominees. Each potential candidate must provide a list of references and agree (i) to be interviewed by members of the Nominating Committee or other directors in the discretion of the Nominating Committee, and (ii) to a background check or other review of the qualifications of a proposed nominee by the Company. Prior to nomination of any potential candidate by the Board, each member of the Board will have an opportunity to meet with the candidate. Upon request, any candidate nominated will agree in writing to comply with these Corporate Governance Guidelines and all other policies and procedures of the Company applicable to the Board.

Board Membership Criteria

The Board will determine the appropriate characteristics, skills, and experience for the Board as a whole and for its individual members. The Board considers recommendations for nominees from the Nominating Committee. The Board will consider the minimum general criteria below, and may add any specific additional criteria with respect to specific searches, in selecting candidates and existing directors for serving

on the Board. An acceptable candidate may not fully satisfy all of the criteria, but is expected to satisfy nearly all of them. The Board believes that candidates for director should have certain minimum qualifications, including the highest personal integrity and ethics, the ability to read and understand basic financial statements, ability to understand the industry of the Company and being older than 21.

In considering candidates recommended by the Nominating Committee, the Board intends to consider other factors, such as: (i) possessing relevant expertise upon which to be able to offer advice and guidance to management; (ii) having sufficient time to devote to the affairs of the Company; (iii) demonstrating excellence in his or her field; (iv) having the ability to exercise sound business judgment; (v) experience as a board member or executive officer of another publicly held company; (vi) having a diverse personal background, perspective and experience; and (vii) having the commitment to rigorously represent the longterm interests of the Company's stockholders.

The Board reviews candidates for director nomination in the context of the current composition of the Board, the Company's operating requirements, and the long-term interests of the Company's stockholders. In conducting this assessment, the Board considers diversity (including diversity of gender, ethnic background and country of origin), age, skills and other factors that it deems appropriate to maintain a balance of knowledge, experience, and capability on the Board. For incumbent directors, the Board reviews those directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair the directors' independence. In the case of new director candidates, the Board also determines whether the nominee must be independent for purposes of the Exchange.

Changes in Board Membership Criteria

The Board wishes to maintain members who can productively contribute to the success of the Company. From time to time, the Board, in its discretion, may change the criteria for Board membership. When this occurs, the Board will evaluate existing members according to the new criteria. The Board may ask a director who no longer meets the complete criteria for board membership to adjust his or her committee assignments or resign from the Board.

Board Succession Planning

The Nominating Committee will develop and periodically review with the Board a plan with respect to board succession.

Term Limits

The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide continuity and valuable insight into the Company's operations and prospects because of their experience and understanding of the Company's history, policies, and objectives. The Board believes that it can ensure that it continues to evolve and adopt new ideas and viewpoints through the director nomination process in these guidelines. The director nomination process achieves what term limits seek to accomplish.

Limits on Board Memberships

Before accepting an invitation to serve on the board of directors or committee of another company Directors should disclose the details of the director or advisor roles they are considering accepting to chair of the Nominating & Governance Committee or the Chief Legal Officer for next steps, which may involve review and approval by the Nominating & Governance Committee . The Board recognizes that a director's ability to fulfill his or her responsibilities as a director can be impaired if he or she serves on multiple otherboards or board committees. Service on boards and board committees of other companies should be consistent with the Company's conflict-of-interest policies. Non-employee directors should generally serveon no more than four

(4) other public company boards and on no more than three (3) other public companyaudit committees, without the approval of the Board. In addition, non-employee directors who are executive

officers of other public companies should generally serve on no more than one other public company board, without the approval of the Board.

Retirement Age

The Board believes that it is inappropriate to have a retirement age for directors.

Directors Who Change Their Job Responsibility

A director who retires or materially changes his or her present job (other than an ordinary course promotion) should notify the Board and the Nominating Committee. While the Board does not believe any director who retires or materially changes his or her present job should necessarily leave the Board, the Nominating Committee should have the opportunity to review his or her qualifications and new circumstances and make an appropriate recommendation to the Board.

If a director is considering whether to resign, retire or not stand for re-election to the Board, the director should so inform the Board chair and the Nominating and Governance Chair in advance. The chairperson of the Nominating Committee shall inform the lead director and the Board of the directors. [Note, when the director reaches a decision on whether he or she is resigning, retiring or not standing for re-election and provides formal notice, such determination may trigger mandatory SEC disclosure by the Company.]

Role of the Board Of Directors

Stockholders select directors to provide oversight and strategic guidance to senior management. A director's responsibility is to fulfill his or her fiduciary duties of care and loyalty, and otherwise to exercise his or her business judgment in the best interests of the Company and its stockholders. Board service requires significant time and attention. More specifically, the Board has responsibilities to review, approve, and monitor fundamental financial and business strategies and significant corporate actions, assess the Company's major risks, and consider ways to address those risks, select and oversee management, and establish and oversee processes to maintain the Company's integrity. To fulfill their duties, directors must prepare for meetings and discussions with management, participate in Board meetings, review relevant materials, and serve on committees. The Company expects directors to maintain an attitude of constructive involvement and oversight, ask relevant and incisive questions, and demand honest and accurate answers. Directors must act with integrity and demonstrate a commitment to the Company, the Company's values, business, and long-term stockholder value.

Director Orientation and Education

The Nominating Committee may implement an orientation process for directors that includes background material on the Company's policies and procedures, meetings with senior management, and visits to the Company's facilities. The Company may also offer continuing education programs to assist the directors in maintaining the level of expertise necessary to perform their duties.

Directors are encouraged to be involved in continuing director education on an ongoing basis to enable them to better perform their duties and to recognize and appropriately address issues that arise. Directors are encouraged to attend seminars, conferences and other continuing education programs designed especially for directors of public companies, including but not limited to, accredited director education programs.

Director Compensation

The Compensation Committee of the Board (the "***Compensation Committee***") will review and approve, or

recommend to the Board for approval, the type and amount of director compensation for Board and committee service for non-management directors in accordance with applicable legal and regulatory guidelines. Compensation for non-management directors and committee members should be designed to be aligned with the long-term interests of the stockholders and consistent with market practices of similarly situated companies. In determining compensation, the Board will consider the impact on the director's independence and objectivity.

Board Meetings

Number of Meetings

The Board expects to have at least four regular Board meetings each year.

Attendance and Preparation

The Company expects Board members to prepare for, attend and participate in all meetings of the Board and committees on which they serve. Directors should notify the Company's Secretary when they will be absent from a meeting. Directors are also encouraged to attend the Company's annual meeting of stockholders. The Company will provide directors with appropriate materials before each meeting, except in unusual or exigent circumstances.

Agenda

The chairperson or lead independent director, together with co-Chief Executive Officer(s), will create a schedule of topics to be discussed during the year and an agenda for each Board meeting. Each Board member is encouraged to suggest topics for the agenda at any time, and each Board member is free to raise subjects that are not on the agenda.

Executive Session

The independent non-management directors of the Board will meet periodically in executive session but no less than two times per year or whatever minimum has been set by applicable listing standards. Executive session discussions may include any topics decided by the attendees. The directors generally shall not take formal action at these sessions, but may make recommendations for consideration by the full Board. The lead independent director, if any, will preside over the executive sessions and serve as the liaison between the independent directors and the Chief Executive Officer and chairperson.

Committee Reports

At each regular Board meeting, if requested by the Board, each committee will present a brief summary of the principal subjects discussed, any conclusions reached, and the final actions of the committee. The chairperson of the appropriate committee will present the report. Minutes of committee meetings will be available to any director.

Board Committees

Number of Committees; Independence of Members

The Board will constitute and maintain an Audit Committee, a Compensation Committee, and a Nominating Committee. Only independent directors may serve on the Audit Committee, the Compensation Committee, and the Nominating Committee. The Board may form, merge, or dissolve additional committees, as it deems appropriate. The chairperson may attend meetings of any committee in an *ex oficio*, non-voting capacity, subject to applicable SEC or listing standards and the other provisions of these guidelines.

Committee Functions and Charters

All standing committees will have a written charter that describes the committee's responsibilities. Unless otherwise directed by the Board, any new committee formed by the Board will develop a written charter delineating its responsibilities. Each committee will periodically review its charter and recommend any proposed charter changes to the Board.

Board Committee Membership

The Nominating Committee oversees the Board's committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board. The Nominating Committee will annually recommend to the Board each committee's chairperson and membership. In making those recommendations, the Nominating Committee will consider the interests, independence, and experience of the directors and the independence and experience requirements of the Exchange, the rules and regulations of the SEC, and applicable law.

Committee Meetings and Agenda

Each committee chairperson, in consultation with that committee's members, will determine the processes, frequency, length and agenda for each committee meeting and the appropriate attendees in light of that committee's charter, the authority delegated by the Board to that committee, and the legal, regulatory, accounting, and governance principles applicable to that committee's functions. Each committee may at its discretion have executive sessions consisting of only the members of such committee.

Board Access to Management; Use of Outside Advisors

Board members will have access to Company management, subject to such processes as deemed appropriate by the Nominating Committee. Board members are expected to use their judgment to ensure that this contact is not distracting to the Company's operations or to management's duties and responsibilities. Board members should copy the Chief Executive Officer on written communications to management whenever appropriate.

The Board and each committee will have the power to hire, at the expense of the Company, independent legal, financial, or other advisors that they may deem necessary, without consulting or obtaining the advanced approval of any officer.

Chief Executive Officer Evaluation

The Board will annually review the co-Chief Executive Officers' performance. The Board will evaluate performance based on objective criteria, including how well the business achieves long-term strategic objectives and successfully develops management. The Compensation Committee and Boardwill use this evaluation when considering the compensation of the co-Chief Executive Officers.

Management Succession Planning

The Board or a duly authorized committee of the Board should develop and periodically review with the co-Chief Executive Officers a plan with respect to executive officers' succession and consider appropriate individuals who might fill those positions. The co-Chief Executive Officers should also recommend and evaluate potential successors. The co-Chief Executive Officer will also review any development plans for those potential successors.

Board Assessment

The Board and/or one or more its committees will periodically review, discuss, and assess the performance of the Board and the committees, the results of which will be discussed with the Board.

Board Responsibilities

A director should discharge his or her duties, including duties as a member of any committee on which he or she serves, in good faith and in a manner the director reasonably believes to be in the best interests of the Company and its stockholders. Board members will comply with the laws and requirements of the Exchange and other applicable regulatory agencies and with all policies and guidelines of the Company, including without limitation, the Company's Global Code of Conduct.

Each director is expected to disclose promptly to the Board and respond promptly and accurately to periodic questionnaires or other inquiries from the Company regarding any existing or proposed relationships with the Company, including compensation and stock ownership, which could affect the independence of the director. Each director will also promptly inform the Board of any material change in such information, to the extent not already known by the Board.

Board members are expected to devote sufficient time and attention to prepare for, attend, and participate in Board meetings and meetings of committees on which they serve, including advance review of meeting materials that may be circulated prior to each meeting

Directors have an obligation to protect and keep confidential all of the Company's non-public information unless the Company has authorized public disclosure or unless otherwise required by applicable law. Confidential information includes all non-public information entrusted to or obtained by a director by reason of his or her position on the Board. This includes information regarding the Company's strategy, business, finances, and operations, and will include minutes, reports, and materials of the Board and committees, and other documents identified as confidential by the Company.

Directors may not use such confidential information for personal benefit or to benefit other persons or entities other than the Company. Unless authorized by the Company or applicable law, directors will refrain from disclosing confidential information to anyone outside the Company, especially anyone affiliated with any entity or person that employs the director or has sponsored the director's election to the Board. These obligations continue even after service on the Board has ended. The confidentiality obligations described above continue even after service on the Board has ended. Any questions or concerns about potential disclosures should be directed to the Company's General Counsel and Chief Legal Officer, who then may communicate with the Chief Executive Officer(s) or the Nominating Committee regarding the potential disclosures.

Stockholder Communications with the Board

Stockholders of the Company wishing to communicate with the Board or an individual director may send a written communication to the Board or such director c/o UiPath, Inc., 452 Fifth Avenue, 22nd floor, New York, New York 10018, Attn: Secretary. The Secretary will review each communication. The Secretary will forward such communication to the Board or to any individual director to whom the communication is addressed unless the communication contains advertisements or solicitations oris unduly hostile, threatening or similarly inappropriate, in which case the Secretary shall discard the communication or inform the proper authorities, as may be appropriate.

Review of Governance Guidelines

The Nominating Committee will periodically review and assess the adequacy of these guidelines and recommend any proposed changes to the Board for approval.

Approved by the Board of Directors: April 2021

Revised and approve by Board of Directors: August 31/September 1, 2021
Revised and submitted to Nominating Committee May 24 for Board of Directors approval May 27, 2022