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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Terrell Karenann K</u>  (Last) (First) (Middle) <u>C/O UIPATH, INC.</u> <u>ONE VANDERBILT AVENUE, 60TH FLOOR</u>  (Street) <u>NEW YORK NY 10017</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>UiPath, Inc. [ PATH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2023</u>		
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Class A Common Stock</u>	<u>06/15/2023</u>		<u>A</u> <sup>(1)</sup>		<u>10,995</u> <sup>(2)</sup>	<u>A</u>	<u>\$0.00</u>	<u>48,032</u>	<u>D</u>	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Explanation of Responses:**

1. This grant was made pursuant to the issuer's non-employee director compensation policy.

2. Includes 10,995 Restricted Stock Units (RSUs). Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement. Each Annual Director RSU vests on the earlier of the date of the following year's annual meeting (or the date immediately prior to the next annual meeting, if the non-employee director's service as a director ends at such meeting due to the director's failure to be re-elected or the director not standing for re-election); or the first anniversary of the date of grant, in each case subject to the director's continued service through such vesting date.

**Remarks:**

Brad Brubaker, as attorney in fact 06/16/2023  
for Terrell, Karenann K.

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Brad Brubaker, Eileen McCarthy and Allison Itin

of UiPath Inc. and Robin Lee

of Cooley LLP, signing individually, the undersigneds true and lawful attorneys-in-fact and agents to:

(1) prepare, execute in the undersigneds name and on the undersigneds behalf, and submit to the U.S. Securities and Exchange Commission (the SEC)

any documents necessary or appropriate

to obtain EDGAR codes and passwords

enabling the undersigned to make electronic

filings of reports with the SEC;

(2) execute for and on behalf of the undersigned,

in the undersigneds capacity as an officer,

director and/or greater than 10 percent stockholder

of UiPath Inc. (the Company), Forms 3, 4 and 5

(including any amendments thereto) in accordance

with Section 16(a) of the Securities Exchange

Act of 1934, as amended and the rules thereunder;

(3) do and perform any and all acts for and on behalf

of the undersigned which may be necessary

or desirable to complete and execute any such

Forms 3, 4 or 5 (including any amendments thereto)

and timely file such forms with the U.S.

Securities and Exchange Commission and

any stock exchange or similar authority; and

(4) take any other action of any nature

whatsoever in connection with the foregoing

which, in the opinion of such attorney-in-fact,

may be of benefit to, in the best interest

of, or legally required by, the undersigned,

it being understood that the documents

executed by such attorney-in-fact on behalf

of the undersigned pursuant to this Power

of Attorney shall be in such form and shall contain

such terms and conditions as such attorney-in-fact

may approve in such attorney-in-facts discretion.

The undersigned hereby grants to each such

attorney-in-fact full power and authority

to do and perform any and every act

and thing whatsoever requisite,

necessary or proper to be done in the exercise

of any of the rights and powers herein

granted, as fully to all intents and

purposes as the undersigned might or could do

if personally present, with full power of

substitution or revocation, hereby ratifying

and confirming all that such attorney-in-fact

or such attorney-in-facts substitute or substitutes,

shall lawfully do or cause to be done by

virtue of this power of attorney and the

rights and powers herein granted. The undersigned

acknowledges that the foregoing attorneys-in-fact,

in serving in such capacity at the request of the

undersigned, are not assuming, nor is the Company

assuming, any of the undersigneds responsibilities

to comply with Section 16 of the Securities

Exchange Act of 1934, as amended.

This Power of Attorney

shall remain in full force and effect until

the earliest to occur of (a) the undersigned

is no longer required to file Forms 3, 4 and 5

with respect to the undersigneds holdings

of and transactions in securities issued

by the Company, (b) revocation by the undelrsigned in a

signed writing delivered to the foregoing

attorneys-in-fact or (c) as to any attorney-in-fact

individually, until such attorney-in-fact is no longer

employed by the Company or employed by or a partner at

Cooley LLP, as applicable.

The undersigned has caused this Power of Attorney

To be executed as of March 9, 2023.

/s/ Karenann Terrell