

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

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**UiPath, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply)

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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# Your **Vote** Counts!

**UIPATH, INC.**

2024 Annual Meeting

Location: The Annual Meeting will be held in virtual format only, live via the Internet. Please visit [www.virtualshareholdermeeting.com/PATH2024](http://www.virtualshareholdermeeting.com/PATH2024) to attend and be sure to have the control number (indicated below) available.  
Vote by June 19, 2024  
11:59 PM ET

UIPATH, INC.  
ONE VANDERBILT AVENUE  
60TH FLOOR  
NEW YORK, NY 10017



V50161-P12905

## You invested in UIPATH, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 20, 2024 at 11:00 a.m., Eastern Time, at [www.virtualshareholdermeeting.com/PATH2024](http://www.virtualshareholdermeeting.com/PATH2024).**

### Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 6, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy. We encourage you to access and review all of the important information contained in the proxy materials before voting.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

**Smartphone users**  
Point your camera here and  
vote without entering a  
control number



### Vote Virtually at the Meeting\*

June 20, 2024  
11:00 AM EDT

Virtually at:  
[www.virtualshareholdermeeting.com/PATH2024](http://www.virtualshareholdermeeting.com/PATH2024)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect as directors the nine nominees named in the Company's proxy statement, each to hold office until our Annual Meeting of Stockholders in 2025. <b>Nominees:</b>	
1a. Daniel Dines	✓ For
1b. Philippe Botteri	✓ For
1c. Robert Enslin	✓ For
1d. Michael Gordon	✓ For
1e. Daniel D. Springer	✓ For
1f. Laela Sturdy	✓ For
1g. Karenann Terrell	✓ For
1h. Richard P. Wong	✓ For
1i. June Yang	✓ For
2. To approve, on a non-binding, advisory basis, the compensation paid to our named executive officers ("say-on-pay vote").	✓ For
3. To ratify the selection by the Audit Committee of our Board of Directors of KPMG LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2025.	✓ For
<b>NOTE:</b> Your proxy holder will also vote in their discretion on any other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".