

# Frequently Asked Questions about UiPath's MSSA

We provide these Frequently Asked Questions in the hope that it will be useful as you review UiPath's [Master Software and Services Agreement](#) ("MSSA").

The information contained herein is provided on an "AS IS" basis, without warranty of any kind, express or implied for informational purposes only and to address common questions UiPath's customers and partners ("Customer/s") may have regarding UiPath's MSSA, and is not intended to be legal advice or a claim, promise or guarantee about the accuracy, completeness or adequacy of the information contained in or linked herein and will not form part of the MSSA being contemplated by UiPath and Customer.

## What is the UiPath Software and how does it work?

UiPath offers a software platform for the whole lifecycle of automations (discovering, building, managing, running, engaging, and measuring). These automations perform tasks on a computer as if a human performed them: reading, clicking, and typing in the user interface. With UiPath's full platform capabilities, these automations can be enhanced with direct integrations with other systems, with AI to read scanned documents/handwriting/virtual screens, with custom created user interfaces and a digital assistant to engage automation users, with technology to monitor work patterns to find tasks for automation, and with a full management tool to schedule/deploy/manage these deployments from a central location("Software"). UiPath's Software basic components (Studio, robots and Orchestrator) can be installed on premise whereas some other components can be provided as a hosted service (or cloud) (i.e., Automation Cloud Orchestrator) opposed to on premise. Do keep in mind that UiPath is not a Software as a Service provider. Please discuss with your procurement/acquisitions team the scope of purchase (i.e., cloud or on premise).

## Why use the MSSA?

The UiPath Software works as a "one-for-all" model and our MSSA was specifically drafted to accommodate and describe the unique features of the Software, the support and maintenance, professional services offering ("Services"), if any, SLAs, data sharing functionality, use of Customer data, and the fact that we don't have access to the data imported into the Software. We regularly review our MSSA and have tried to create a fair and balanced agreement based on customer feedback and industry accepted positions.

## What is the scope of the MSSA?

Under the MSSA, UiPath provides a worldwide license for the Software and for the materials developed by UiPath for Customer during performance of Services, which allows Affiliates to use the license purchased by the Customer in accordance with the terms and conditions of the MSSA. See Section 4.2. to the MSSA.

## Who can use the Software?

UiPath's MSSA defines "Authorized Users" very broadly in order to enable UiPath Customers to use the Software in a wide variety of use cases as soon as the Software License Keys are delivered to the Customer. The Customer decides and controls which individuals will have access to the Software as long as it is used solely for their internal business purposes and in accordance with the Licensing Policy and UiPath's Acceptable Use Policy. Moreover, both the Customer and Customer's Affiliates are entitled to place orders to UiPath for Software licensing or professional services purposes. See Section 3.1. of the MSSA.

## What does "Acceptable Use" mean?

UiPath expect its Customers and their Authorized Users to respect the law and generally accepted industry standards

while using the UiPath's Software and materials developed by UiPath for Customer during performance of Services, if any. See <https://www.uipath.com/legal/trust-and-security/legal-support#content-3>.

#### What does "Licensing Policy" mean?

The UiPath licensing policy regulates the license granted and specific restrictions applicable to the current UiPath Software version and is available to all Customers at <https://licensing.uipath.com>.

#### Does UiPath offer an acceptance test period for the Software?

No. The UiPath Software is available and ready for use from the first day of your License Term and does not require testing prior to use so no acceptance test period is required or offered for it. All UiPath Customers receive standard technical support and updates to the Software at no additional charge during the license term to ensure proper operation of the Software. Additionally, UiPath understands that a Customer may want to evaluate the UiPath Software prior to purchasing and makes available a free trial on [www.uipath.com](http://www.uipath.com).

#### Does UiPath offer termination for convenience?

No. UiPath offers the Software on a subscription basis so does not permit a "termination for convenience" by either party. A fundamental element of UiPath's pricing and business model is that both parties commit to the full License Term specified in the applicable Quote. When a Customer signs up for a specified subscription length (one year or multi-year), UiPath guarantees the price the Customer receives up front for the entire duration of the Term based on the Customer's commitment. Customer may terminate the agreement for cause in accordance with Section 11 of the MSSA.

#### Does UiPath offer unlimited liability?

No. UiPath's MSSA contains an industry-standard limitation of liability that mutually protects UiPath and the Customer by equally limiting each party's damages for a breach of the agreement. See Section 8 to the MSSA.

#### Does UiPath use Customer made security, support and privacy exhibits? Are audits allowed?

No. UiPath's ability to provide a one-to-many service delivery model requires that we standardize our security, privacy & support methodologies. UiPath's documentation accurately capture how the Software works and we are not able to entertain one-off exhibits that are written with other services or pieces of software in mind, or to generically cover a wide array of Customer purchases. As a result, UiPath does not agree to individual Customer's policies which do not accurately reflect UiPath's own controls and rules. We do not allow our Customers to independently audit our Software and/or records.

#### Does UiPath have access to Customer data?

The Customer and its Authorized Users have complete control and access of er the Customer data that is imported into the Software. UiPath does not have access to the Customer unencrypted data (unless such access is specifically granted) and has no visibility over the data imported into the Software.

#### How does UiPath secure Customer data and demonstrate compliance?

UiPath undergoes third party audits, tests and certifications to demonstrate and document the operational and security measures that our Customers expect. These include an annual SOC 2 – Type I Audit and Report (with SOC 2 Type II on the roadmap and expected for April 2021), an ISO 27001 certification, Veracode review, regular penetration tests, bug bounty programs as well as internal and external testing before every GA/Major release for our Software (such as static code analysis, 3rd party dependencies vulnerability scans, dynamic analysis, 3rd party dependencies scans and anti-malware scans). Additional information on UiPath's security measures can be found in the UiPath Trust Portal at <https://www.uipath.com/legal/trust-and-security/security>.

#### How does UiPath tackle privacy?

UiPath considers privacy as an essential part of the business, which is why we commit to respecting one of the strictest privacy standards - the GDPR. In order to satisfy the Customer's different privacy compliance needs, UiPath offers both on premise and cloud Software. Therefore, the Customer can choose to use the Software fully on its infrastructure, without any data going outside the Customer's environment. The on-premise version of our Software does not require any Customer Personal Identifiable Information (PII) or Protected Health Information (PHI) for it to function. This way UiPath does not see, access, store, handle or perform any kind of activity with the Customer's data imported into the Software. All customer data will be encrypted and because we do not have visibility to the data our customers import into the

Software, we enter into our Data Processing Agreement and/or a Business Associate Agreement, covering obligations related to PII and/or PHI, including GDPR, with all our Customers that use the cloud version of our Software. In this scenario, UiPath, acting as a processor (as defined by the GDPR) processes customer data (that includes user-identifiable transactional and interactional data that we need to operate the Software and to manage your license with UiPath) . Additional information on the topic of privacy can be found in the UiPath Privacy page, at <https://www.uipath.com/legal/trust-and-security/privacy>.

#### **What personal data does UiPath process for Software support purposes?**

UiPath only requires business contact details in order to identify you as a Customer and to better be able to provide the support you need, such as employee name, job title, company name, e-mail address, telephone number. UiPath does not require any Customer PII and/or PHI for purposes of Software support and UiPath deletes all data received for support purposes.

#### **Does UiPath offer professional services? Does UiPath work with subcontractors?**

Yes. UiPath can provide professional services for implementation, integration, and configuration of UiPath's Software. Because UiPath's Services are limited to the above there are no deliverables that can be considered "work for hire" and UiPath provides Customer a broad license to use the materials resulting from the Services. UiPath may use third party subcontractors for the delivery of Services and will be responsible for performance of those Services.

#### **Does UiPath offer an SLA for the Software?**

UiPath commits to an uptime availability of 99.5% for the Hosted Software. Since UiPath has the same operational business model for its entire customer base the Support terms cannot be modified on a Customer-by-Customer basis. UiPath's Support and SLA Policy can be found in the UiPath Trust Portal at [https://www.uipath.com/hubfs/legalspot/UiPath\\_Support\\_Terms.pdf](https://www.uipath.com/hubfs/legalspot/UiPath_Support_Terms.pdf).

#### **What is the Trust Portal? How are changes implemented in the Trust Portal?**

The UiPath Trust Portal was designed to offer transparency to our Customers, and keep them updated, on all the certifications we have and standards that we meet and is where we store all our applicable policies and terms and conditions for certain Software and Services, as mentioned herein. Material changes to the Trust Portal will be notified before becoming applicable, thus allowing any Customer a period of time to adjust. If the change is required by law or a competent authority's binding decision, the changes will apply immediately.

***All the information provided herein is detailed at length and available on UiPath's Trust Portal at <https://www.uipath.com/legal/trust-and-security> and also referenced in the preamble of the MSSA.***