

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549  
**SCHEDULE 14A**  
(Rule 14a-101)

**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

**GITLAB INC.**

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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.

# Your **Vote** Counts!

**GITLAB INC.**

2024 Annual Meeting

Vote by June 10, 2024

11:59 PM ET

GITLAB INC.  
C/O. LEGAL DEPARTMENT  
268 BUSH STREET #350  
SAN FRANCISCO, CA 94104-3503



V45492-P10158

## You invested in GITLAB 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 11, 2024.**

## 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 May 28, 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.



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 11, 2024  
8:30 AM PDT

Virtually at:

[www.virtualshareholdermeeting.com/GTLB2024](http://www.virtualshareholdermeeting.com/GTLB2024)

\*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 Recommendations
1. Elect two Class III directors of GitLab Inc., each to serve a three-year term expiring at the 2027 Annual Meeting of Stockholders and until such director's successor is duly elected and qualified. <b>Nominees:</b> 01) Sundeep Bedi 02) Sue Bostrom	✔ For All
2. Ratify the appointment of KPMG LLP as GitLab Inc.'s independent registered public accounting firm for the fiscal year ending January 31, 2025.	✔ For
3. Approve, on a non-binding advisory basis, the compensation paid by GitLab Inc. to its named executive officers.	✔ For
4. Approve an amendment to GitLab Inc.'s restated certificate of incorporation to limit the liability of certain officers of GitLab Inc. as permitted pursuant to recent amendments to the Delaware General Corporation Law.	✔ For

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof. If no direction is made, this proxy will be voted "FOR ALL" for Proposal 1, "FOR" Proposal 2, "FOR" Proposal 3 and "FOR" Proposal 4.

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



