
**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

COUCHBASE, 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.



A Letter To Our Stockholders



At Couchbase, our mission is to simplify how organizations develop, deploy and run modern applications – wherever they are. We are the cloud database platform for modern applications. Every day we come to work energized about the future we are helping our customers create. And with the acceleration of AI driving one of the most transformative shifts the world has ever seen, never have our mission and our platform's strengths been more relevant.

We finished fiscal 2024 with strong momentum, capping off a historic year for Couchbase. I couldn't be more proud of the progress we made across our strategic initiatives. We delivered top line growth, with total annual recurring revenue growing 25% year-over-year. We increased the mix of Capella in our business as our database-as-a-service now represents 11% of our annual recurring revenue and over 25% of our customer base. We drove leverage and efficiency across the business, refining our go-to-market motion and delivering multiple important enhancements across our platform at an accelerated pace. Team Couchbase accomplished all of these and more, all in a challenging macroeconomic environment.

Looking ahead to fiscal 2025, we have a massive opportunity in front of us. Our strong foundation rests upon a carefully architected platform that was deliberately built to enable mission critical, adaptive applications that are often being deployed at the edge in an increasingly AI-powered world. Our priorities going forward are to continue to drive sustained growth, capitalize on the inflection we are seeing across the business, and accelerate the pace of leverage in our model.

Couchbase has sustainable differentiation, is focused on efficient growth, and has a highly motivated and aligned world class team. These in combination make me confident that we can achieve our fiscal 2025 ambitions and reach the next phase of growth. We are inspired by the generational opportunity that is in front of us and it is an honor to create value for our customers, partners, employees and stockholders. Great things are ahead for Couchbase!

A handwritten signature in black ink, appearing to read "Matt Cain".

Matt Cain
Chair, President and Chief Executive Officer
Couchbase, Inc.

Special Note about Forward-Looking Statements

This Proxy Statement contains forward-looking statements that involve risks and uncertainties, including our strategies and expected financial performance, our future business prospects, our market opportunities, our competitive position and trends for our products. We caution you that such statements reflect our best judgment based on factors currently known to us, and that actual events or results could differ materially. Please refer to the documents that we file from time to time with the SEC, including our Form 10-K for the year ended January 31, 2024. Couchbase does not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made.



COUCHBASE, INC.
3250 Olcott Street
Santa Clara, California 95054

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
to be held at 9:00 a.m. Pacific Time on Thursday, May 30, 2024**

Dear Stockholders of Couchbase, Inc.:

We cordially invite you to attend the 2024 annual meeting of stockholders (the "*Annual Meeting*") of Couchbase, Inc., a Delaware corporation, to be held on Thursday, May 30, 2024 at 9:00 a.m. Pacific Time. The Annual Meeting will be conducted virtually via live audio webcast. You will be able to attend the Annual Meeting virtually by visiting www.virtualshareholdermeeting.com/BASE2024, where you will be able to listen to the meeting live, submit questions, and vote online.

Whether or not you attend the Annual Meeting, it is important that your shares be represented and voted at the meeting. Therefore, we urge you to promptly vote and submit your proxy via the Internet, by telephone, or by mail.

We are holding the Annual Meeting for the following purposes, as more fully described in the accompanying proxy statement:

1. To elect three Class III directors named in the accompanying proxy statement to hold office until our 2027 annual meeting of stockholders and until their respective successors are elected and qualified;
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2025;
3. To approve an amendment to our amended and restated certificate of incorporation ("*Restated Charter*") to reflect Delaware law provisions regarding officer exculpation; and
4. To transact such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

Our board of directors has fixed the close of business on April 4, 2024 as the record date for the Annual Meeting. Stockholders of record on 2024 are entitled to notice of and to vote at the Annual Meeting. Further information regarding voting rights and the matters to be voted upon is presented in the accompanying proxy statement.

The accompanying proxy statement and our annual report can be accessed by visiting: <http://www.proxyvote.com>. You will be asked to enter the 16-digit control number located on your proxy card.

YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the Annual Meeting, we urge you to submit your vote via the Internet, telephone, or mail as soon as possible to ensure your shares are represented. For additional instructions on voting by telephone or the Internet, please refer to your proxy card. Returning the proxy does not deprive you of your right to attend the Annual Meeting and to vote your shares at the Annual Meeting.

By order of the Board of Directors,

A handwritten signature in blue ink, appearing to read 'M. Chow', is written over a light blue horizontal line.

Margaret Chow

Senior Vice President, Chief Legal Officer and Corporate Secretary
Santa Clara, California

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GENERAL INFORMATION

COUCHBASE, INC.

PROXY STATEMENT

**FOR 2024 ANNUAL MEETING OF STOCKHOLDERS
To be held at 9:00 a.m., Pacific Time, on Thursday, May 30, 2024**

This proxy statement and the enclosed form of proxy are furnished in connection with the solicitation of proxies by our board of directors for use at the 2024 annual meeting of stockholders of Couchbase, Inc., a Delaware corporation, and any postponements, adjournments or continuations thereof (the “*Annual Meeting*”). The Annual Meeting will be held on Thursday, May 30, 2024 at 9:00 a.m. Pacific Time. The Annual Meeting will be conducted virtually via live audio webcast. You will be able to attend the Annual Meeting virtually by visiting www.virtualshareholdermeeting.com/BASE2024, where you will be able to listen to the meeting live, submit questions and vote online. The Notice of Internet Availability of Proxy Materials (the “*Notice*”) containing instructions on how to access this proxy statement and our annual report on Form 10-K for the fiscal year ended January 31, 2024 is first being mailed on or about , 2024 to all stockholders entitled to vote at the Annual Meeting. The proxy materials and our annual report for the fiscal year ended January 31, 2024 can be accessed by following the instructions in the Notice.

The information provided in the “question and answer” format below is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement and references to our website address in this proxy statement are inactive textual references only.

What matters am I voting on?

You are being asked to vote on:

- the election of three Class III directors named in this proxy statement to hold office until our 2027 annual meeting of stockholders and until their respective successors are elected and qualified;
- the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2025; and
- the approval of an amendment to our Restated Charter to reflect Delaware law provisions regarding officer exculpation.

As of the date of this proxy statement, our management and board of directors were not aware of any other matters to be presented at the annual meeting.

How does the board of directors recommend that I vote on these proposals?

Our board of directors recommends that you vote your shares:

- “FOR” the election of each Class III director nominee named in this proxy statement;
- “FOR” the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2025; and
- “FOR” the approval of an amendment to our Restated Charter to reflect Delaware law provisions regarding officer exculpation.

How many votes are needed for approval of each proposal?

- *Proposal No. 1:* Each director is elected by a plurality of the voting power of the shares present in person (including virtually) or represented by proxy at the Annual Meeting and entitled to vote on the election of directors. A plurality means that the nominees with the largest number of FOR votes are elected as directors. You may (1) vote FOR the election of each of the director nominees named herein or (2) WITHHOLD authority to vote for each such director nominee. Because the outcome of this proposal will be determined by a plurality vote, any shares not voted FOR a particular nominee, whether as a result of choosing to WITHHOLD authority to vote or a broker non-vote, will have no effect on the outcome of the election.
- *Proposal No. 2:* The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2025 requires the affirmative vote of a majority of the voting power of the shares present in person (including virtually) or represented by proxy at the Annual Meeting and entitled to vote thereon. You may vote FOR or AGAINST this proposal, or you may indicate that you wish to ABSTAIN from voting on this proposal. Abstentions will be counted for purposes of determining the presence or absence of a quorum and will also count as votes against this proposal, i.e., will have the same effect as a vote AGAINST this proposal. Broker non-votes will have no effect on the outcome of this proposal. Because this is a routine proposal, we do not expect any broker non-votes on this proposal.
- *Proposal No. 3:* The approval of an amendment to our Restated Charter to reflect Delaware law provisions regarding officer exculpation requires the affirmative vote of a majority of the voting power of the then-outstanding shares of the company. You may vote FOR or AGAINST this proposal, or you may indicate that you wish to ABSTAIN from voting on this proposal. Abstentions will be counted for purposes of determining the presence or absence of a quorum and will also count as votes against this proposal, i.e., will have the same effect as a vote AGAINST this proposal. Broker non-votes will count as votes against the outcome of this proposal.

Who is entitled to vote at the Annual Meeting?

Holders of our common stock as of the close of business on April 4, 2024, the record date for the Annual Meeting, may vote at the Annual Meeting. As of the record date, there were 50,201,373 shares of our common stock outstanding. Each share of common stock is entitled to one vote on each matter properly brought before the Annual Meeting. Stockholders are not permitted to cumulate votes with respect to the election of directors.

Stockholders of Record. If your shares are registered directly in your name with our transfer agent, Equiniti Trust Company, LLC, then you are considered the stockholder of record with respect to those shares, and the Notice was sent directly to you by us. As a stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote on your own behalf at the Annual Meeting. Throughout this proxy statement, we refer to these holders as “stockholders of record.”

Street Name Stockholders. If your shares are held in a brokerage account or by a broker, bank or other nominee, then you are considered the beneficial owner of shares held in street name, and the Notice was forwarded to you by your broker, bank or other nominee, which is considered the stockholder of record with respect to those shares. As a beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote the shares held in your account by following the instructions that your broker, bank or other nominee sent to you. Throughout this proxy statement, we refer to these holders as “street name stockholders.”

Is there a list of registered stockholders entitled to vote at the annual meeting?

A complete list of registered stockholders entitled to vote at the Annual Meeting will be open to examination by any stockholder for any purpose germane to the meeting for a period of at least 10 days prior to the meeting during ordinary business hours at the principal place of business of the corporation. Stockholders interested in viewing the list can contact our corporate secretary to schedule an appointment by writing to Couchbase, Inc., Attention: Corporate Secretary, 3250 Olcott Street, Santa Clara, California, 95054. Such list will also be available during the Annual Meeting online at www.virtualshareholdermeeting.com/BASE2024.

Are a certain number of shares required to be present at the Annual Meeting?

A quorum is the minimum number of shares required to be present or represented at the Annual Meeting for the meeting to be properly held under our amended and restated bylaws and Delaware law. The holders attending the Annual Meeting virtually or by proxy, of a majority of the voting power of our capital stock issued and outstanding and entitled to vote will constitute a quorum to transact business at the Annual Meeting. Abstentions, choosing to withhold authority to vote and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. If there is no quorum, the chair of the meeting may adjourn the meeting to another time or place.

How do I vote and what are the voting deadlines?

Stockholder of Record. If you are a stockholder of record, you may vote in one of the following ways:

- by Internet prior to the Annual Meeting at www.proxyvote.com, 24 hours a day, 7 days a week, until 11:59 p.m. Eastern Time on May 29, 2024 (have your Notice or proxy card in hand when you visit the website);
- by toll-free telephone at 1-800-690-9603, 24 hours a day, 7 days a week, until 11:59 p.m. Eastern Time on May 29, 2024 (have your Notice or proxy card in hand when you call);
- by completing, signing and mailing your proxy card (if you received printed proxy materials), which must be received prior to the Annual Meeting; or
- by attending the Annual Meeting virtually by visiting www.virtualshareholdermeeting.com/BASE2024, where you may vote during the meeting (have your Notice or proxy card in hand when you visit the website).

Street Name Stockholders. If you are a street name stockholder, then you will receive voting instructions from your broker, bank or other nominee. The availability of Internet and telephone voting options will depend on the voting process of your broker, bank or other nominee. We therefore recommend that you follow the voting instructions in the materials you receive. If your voting instruction form or Notice indicates that you may vote your shares through the proxyvote.com website, then you may vote those shares at the Annual Meeting with the control number indicated on that voting instruction form or Notice. Otherwise, you may not vote your shares at the Annual Meeting unless you obtain a legal proxy from your broker, bank or other nominee.

What if I do not specify how my shares are to be voted or fail to provide timely directions to my broker, bank or other nominee?

Stockholder of Record. If you are a stockholder of record and you submit a proxy, but you do not provide voting instructions, your shares will be voted:

- “FOR” the election of each Class III director nominee named in this proxy statement;
- “FOR” the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2025; and
- “FOR” the approval of an amendment to our Restated Charter to reflect Delaware law provisions regarding officer exculpation.

In addition, if any other matters are properly brought before the Annual Meeting, the persons named as proxies will be authorized to vote or otherwise act on those matters in accordance with their judgment.

Street Name Stockholders. Brokers, banks and other nominees holding shares of common stock in street name for customers are generally required to vote such shares in the manner directed by their customers. In the absence of timely directions, your broker, bank or other nominee may generally have discretion to vote your shares on our sole routine matter: the proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2025. However, several large brokers recently eliminated the practice of discretionary voting of uninstructed shares, including on matters generally identified as “routine” such as the matter mentioned immediately above. Your broker, bank or other nominee will not have discretion to vote on any other proposals, which are considered non-routine matters, absent direction from you. In the event that your broker, bank or other nominee votes your shares on our sole routine matter, but is not able to vote your shares on the routine or non-routine matters, then those shares will be treated as broker non-votes with respect to the non-routine proposals. Accordingly, if you own shares through a nominee, such as a broker or bank, please be sure to instruct your nominee how to vote to ensure that your shares are counted on each of the proposals.

Can I change my vote or revoke my proxy?

Stockholder of Record. If you are a stockholder of record, you can change your vote or revoke your proxy before the Annual Meeting by:

- entering a new vote by Internet or telephone (subject to the applicable deadlines for each method as set forth above);
- completing and returning a later-dated proxy card, which must be received prior to the Annual Meeting;
- delivering a written notice of revocation to our corporate secretary at Couchbase, Inc., 3250 Olcott Street, Santa Clara, California, 95054, Attention: Corporate Secretary, which must be received prior to the Annual Meeting; or
- attending and voting at the Annual Meeting (although attendance at the Annual Meeting will not, by itself, revoke a proxy).

Street Name Stockholders. If you are a street name stockholder, then your broker, bank or other nominee can provide you with instructions on how to change or revoke your proxy.

What do I need to do to attend the Annual Meeting?

We will be hosting the Annual Meeting via live audio webcast only.

Stockholder of Record. If you were a stockholder of record as of the record date, then you may attend the Annual Meeting virtually, and will be able to submit your questions during the meeting and vote your shares electronically during the meeting by visiting www.virtualshareholdermeeting.com/BASE2024. To attend and participate in the Annual Meeting, you will need the control number included on your Notice or proxy card. The Annual Meeting live audio webcast will begin promptly at 9:00 a.m. Pacific Time. We encourage you to access the meeting prior to the start time. Online check-in will begin at 8:45 a.m. Pacific Time, and you should allow ample time for the check-in procedures.

Street Name Stockholders. If you were a street name stockholder as of the record date and your voting instruction form or Notice indicates that you may vote your shares through the proxyvote.com website, then you may access and participate in the Annual Meeting with the control number indicated on that voting instruction form or Notice. Otherwise, street name stockholders should contact their bank, broker or other nominee and obtain a legal proxy in order to be able to attend and participate in the Annual Meeting.

How can I get help if I have trouble checking in or listening to the Annual Meeting online?

If you encounter difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the virtual meeting log-in page.

What is the effect of giving a proxy?

Proxies are solicited by and on behalf of our board of directors. Matthew M. Cain and Margaret Chow have been designated as proxy holders with full power of substitution for the Annual Meeting by our board of directors. When proxies are properly dated, executed and returned, the shares represented by such proxies will be voted at the Annual Meeting in accordance with the instructions of the stockholder. If the proxy is dated and signed, but no specific instructions are given, however, the shares will be voted in accordance with the recommendations of our board of directors on the proposals as described above. If any other matters are properly brought before the Annual Meeting, then the proxy holders will use their own judgment to determine how to vote your shares. If the Annual Meeting is postponed or adjourned, then the proxy holders can vote your shares on the new meeting date, unless you have properly revoked your proxy, as described above.

Who will count the votes?

A representative of Broadridge Financial Solutions, Inc. will tabulate the votes and act as inspector of election.

How can I contact Couchbase's transfer agent?

You may contact our transfer agent, Equiniti Trust Company, LLC, by telephone at (800) 937-5449, or by writing Equiniti Trust Company, LLC, (EQ) at P.O. Box 500, Newark, NJ 07101 or by overnight mail to 55 Challenger Road, Floor 2, Ridgefield Park, NJ 07660. You may also access instructions with respect to certain stockholder matters (e.g., change of address) via the Internet at www.astfinancial.com.

How are proxies solicited for the Annual Meeting and who is paying for such solicitation?

Our board of directors is soliciting proxies for use at the Annual Meeting by means of the proxy materials. We will bear the entire cost of proxy solicitation, including the preparation, assembly, printing, mailing and distribution of the proxy materials. Copies of solicitation materials will also be made available upon request to brokers, banks and other nominees to forward to the beneficial owners of the shares held of record by such brokers, banks or other nominees. The original solicitation of proxies may be supplemented by solicitation by telephone, electronic communications or other means by our directors, officers or employees. No additional compensation will be paid to these individuals for any such services, although we may reimburse such individuals for their reasonable out-of-pocket expenses in connection with such solicitation. If you choose to access the proxy materials and/or vote through the internet, you are responsible for any internet access charges you may incur.

Where can I find the voting results of the Annual Meeting?

We will disclose voting results on a Current Report on Form 8-K that we will file with the U.S. Securities and Exchange Commission, or SEC, within four business days after the meeting. If final voting results are not available to us in time to file a Form 8-K, we will file a Form 8-K to publish preliminary results and will provide the final results in an amendment to the Form 8-K as soon as they become available.

Why did I receive a Notice of Internet Availability of Proxy Materials instead of a full set of proxy materials?

In accordance with the rules of the SEC we have elected to furnish our proxy materials, including this proxy statement and our annual report, primarily via the Internet. As a result, we are mailing to our stockholders a Notice instead of a paper copy of the proxy materials. The Notice contains instructions on how to access our proxy materials on the Internet, how to vote on the proposals, how to request printed copies of the proxy materials and our annual report, and how to request to receive all future proxy materials in printed form by mail or electronically by e-mail. We encourage stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce our costs and the environmental impact of our annual meetings.

What does it mean if I receive more than one Notice of Internet Availability of Proxy Materials or more than one set of printed proxy materials?

If you receive more than one Notice or more than one set of printed proxy materials, then your shares may be registered in more than one name and/or are registered in different accounts. Please follow the voting instructions on each Notice or each set of printed proxy materials, as applicable, to ensure that all of your shares are voted.

I share an address with another stockholder, and we received only one paper copy of the Notice of Internet Availability of Proxy Materials or proxy statement and annual report. How may I obtain an additional copy of the Notice of Internet Availability of Proxy Materials or proxy statement and annual report?

We have adopted a procedure approved by the SEC called “householding,” under which we can deliver a single copy of the Notice and, if applicable, the proxy statement and annual report, to multiple stockholders who share the same address unless we receive contrary instructions from one or more stockholders. This procedure reduces our printing and mailing costs. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written or oral request, we will deliver promptly a separate copy of the Notice and, if applicable, the proxy statement and annual report, to any stockholder at a shared address to which we delivered a single copy of these documents. To receive a separate copy, or, if you are receiving multiple copies, to request that we only send a single copy of next year’s Notice or proxy statement and annual report, as applicable, you may contact us as follows:

Couchbase, Inc.
Attention: Corporate Secretary
3250 Olcott Street
Santa Clara, California 95054
Tel: (650) 417-7500

Street name stockholders may contact their broker, bank or other nominee to request information about householding.

Why is the Annual Meeting being held virtually?

We are continuously exploring technologies and services that will best permit our stockholders to engage with us from any location around the world and exercise their vote. We have decided to conduct the Annual Meeting on a virtual basis because we believe a virtual meeting improves communication and enables increased stockholder attendance and participation.

The virtual meeting technology that we use provides ease of access and real-time communication, while reducing the environmental impact and costs associated with an in-person meeting. We believe that by hosting our Annual Meeting virtually, our stockholders will be provided the same rights and opportunities to participate as they would at an in-person meeting, while offering a greater level of flexibility for many of our stockholders who may not be able to attend an Annual Meeting of stockholders in person.

How can I submit a question during the Annual Meeting?

If you want to submit a question during the Annual Meeting, log into www.virtualshareholdermeeting.com/BASE2024, type your question into the “Ask a Question” field, and click “Submit.” Stockholders are permitted to submit questions during the annual meeting via the virtual meeting website that are in compliance with the meeting rules of conduct provided on the virtual meeting website and subject to a limit of one question per stockholder. We will answer as many questions submitted in accordance with the meeting rules of conduct as possible in the time allotted for the meeting. Only questions that are relevant to an agenda item to be voted on by stockholders will be answered.

What is the deadline to propose actions for consideration at next year's annual meeting of stockholders or to nominate individuals to serve as directors?

If a stockholder would like us to consider including a proposal in our proxy statement for our 2025 annual meeting pursuant to Rule 14a-8 of the Exchange Act, then the proposal must be received by our corporate secretary at our principal executive offices on or before December 18, 2024. In addition, stockholder proposals must comply with the requirements of Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

Couchbase, Inc.
Attention: Corporate Secretary
3250 Olcott Street
Santa Clara, California 95054

Our amended and restated bylaws also establish an advance notice procedure for stockholders who wish to present a proposal or nominate a director at an annual meeting, but do not seek to include the proposal or director nominee in our proxy statement. In order to be properly brought before our 2025 annual meeting, the stockholder must provide timely written notice to our corporate secretary, at our principal executive offices, and any such proposal or nomination must constitute a proper matter for stockholder action. The written notice must contain the information specified in our amended and restated bylaws. In addition, the notice must contain the information required by, and otherwise comply with, Rule 14a-19(b) of the Exchange Act, if applicable. To be timely, a stockholder's written notice must be received by our corporate secretary at our principal executive offices:

- no earlier than 8:00 a.m. Pacific Time on , and
- no later than 5:00 p.m. Pacific Time on .

In the event that we hold our 2025 annual meeting more or less than 25 days after the one-year anniversary of this year's annual meeting, then such written notice must be received by our corporate secretary at our principal executive offices:

- no earlier than 8:00 a.m. Pacific Time on the 120th day prior to the day of our 2025 annual meeting, and
- no later than 5:00 p.m. Pacific Time on the 10th day following the day on which public announcement of the date of the annual meeting is first made by us.

If a stockholder who has notified us of his, her or its intention to present a proposal at an annual meeting of stockholders does not appear to present his, her or its proposal at such annual meeting, then we are not required to present the proposal for a vote at such annual meeting.

Availability of Bylaws

A copy of our amended and restated bylaws may be obtained by accessing our filings on the SEC's website at www.sec.gov. You may also contact our corporate secretary at our principal executive offices for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Composition of the Board

Our board of directors currently consists of ten directors, nine of whom are independent under the listing standards of The Nasdaq Stock Market LLC (“*Nasdaq*”). Our board of directors is divided into three classes with staggered three-year terms. Thus, at each annual meeting of stockholders, a class of directors will be elected for a three-year term to succeed the class whose term is then expiring.

The following table sets forth the names, ages as of April 4, 2024, and certain other information for each of our directors and director nominees:

Name	Class	Age	Position(s)	Director Since	Current Term Expires	Expiration of Term for Which Nominated
Nominees for Director						
Alvina Y. Antar (3)	III	49	Director	2021	2024	2027
David C. Scott (3)	III	62	Director	2018	2024	2027
Richard A. Simonson (1)(2)	III	65	Director	2020	2024	2027
Class I and Class II Directors						
Carol W. Carpenter (2)	II	56	Director	2021	2026	
Kevin J. Efrusy (3)	II	51	Director	2008	2026	
Jeff Epstein (1)(3)	II	67	Director	2015	2026	
Edward T. Anderson (1)	I	74	Director	2020	2025	—
Matthew M. Cain	I	46	Chair, President, Chief Executive Officer and Director	2017	2025	—
Lynn M. Christensen (2)	I	62	Director	2021	2025	—
Aleksander J. Migon (1)	I	44	Director	2020	2025	—

(1) Member of audit committee

(2) Member of nominating and corporate governance committee

(3) Member of compensation committee

Nominees for Director

Alvina Y. Antar. Ms. Antar has served as a member of our board of directors since December 2021. Ms. Antar served as the Chief Information Officer at Okta, Inc., an identity and access management platform, from August 2020 to March 2024. Prior to Okta, she served as the Chief Information Officer at Zuora, Inc., a cloud-based subscription management platform from August 2014 to August 2020 and previously spent 17 years at Dell Technologies Inc. in various leadership roles. She is a member of the Girls in Tech board of directors since June 2021. Ms. Antar holds a B.S. in Computer Science from the University of Houston.

Ms. Antar was selected to serve on our board of directors because of her operational experience and knowledge of technology companies.

David C. Scott. Mr. Scott has served as a member of our board of directors since September 2018. He founded Nebulon, Inc., a cloud-managed storage company, in May 2018, where he currently serves as Executive Chairman and serves on its board of directors. Mr. Scott serves on the board of directors of numerous other privately-held companies. Previously in his career, Mr. Scott served as Senior Vice President and General Manager of Hewlett-Packard Storage at Hewlett-Packard Company, an information technology company, from September 2010 to March 2015, and from January 2001 to September 2010, as President and Chief Executive Officer at 3PAR Inc., a data storage and IT company where Mr. Scott advised the company through its initial public offering and ultimately its acquisition by Hewlett-Packard Company in September 2010. Mr. Scott holds an Honorary Doctorate in Engineering and a B.S. in Computer Science and Mathematics with Honors from University of Bristol.

Mr. Scott was selected to serve on our board of directors because of his extensive experience as a director of publicly- and privately-held companies and his knowledge of technology companies.

Richard A. Simonson. Mr. Simonson has served as a member of our board of directors since June 2020. He has also been serving on the board of directors of Electronic Arts Inc. (EA), a digital interactive entertainment company, since August 2006, and EverCommerce Inc., a service commerce platform, since July 2021, and an entertainment industry software provider, since September 2018. Mr. Simonson has also been serving as Managing Partner of Specie Mesa LLC, an investment and advisory firm that focuses on high-growth technology companies, since July 2018. In addition to serving on the board of directors of numerous privately-held technology companies during his tenure at Specie Mesa, he also served on the board of directors of Silver Spring Networks, Inc., a smart grid company, from October 2009 to January 2018, where he assisted with its initial public offering in March 2013. Prior to Silver Spring, Mr. Simonson served as Executive Vice President and Chief Financial Officer of Sabre Corporation, a global travel and hospitality technology company, from March 2013 to July 2018, where he oversaw its initial public offering in April 2014. Prior to Sabre, Mr. Simonson was the President of Business Operations and Chief Financial Officer of Rearden Commerce, now known as Deem, Inc., a corporate travel management software company, from May 2011 to May 2012. From September 2001 to August 2010, Mr. Simonson held various executive roles at Nokia Corporation, a global telecommunications company based in Finland, including General Manager of Mobile Phones, Executive Vice President and Chief Financial Officer. Mr. Simonson holds an M.B.A. from University of Pennsylvania Wharton School of Business and a B.S. in Mining Engineering from Colorado School of Mines.

Mr. Simonson was selected to serve on our board of directors because of his significant operational experience as an executive with technology companies and his experience serving on the boards of directors of other publicly- and privately-held companies.

Class I and Class II Directors

Edward T. Anderson. Mr. Anderson has served as a member of our board of directors since January 2020. Mr. Anderson founded two venture capital firms, North Bridge Venture Partners in May 1993, where he currently serves as a Managing Partner focusing on early-stage high-tech companies, and North Bridge Growth Equity in February 2007. Mr. Anderson currently serves on the board of directors of Lyra Therapeutics, Inc., a biotechnology company and Markforged, Inc., an industrial additive manufacturing platform. Mr. Anderson holds an M.S. from Columbia Business School and a B.F.A. from University of Denver, where he has served on the board of trustees since 2011 and currently serves as chair on its Investment Committee.

Mr. Anderson was selected to serve on our board of directors because of his extensive experience as a venture capital investor, his knowledge of technology companies and his experience as a director of public companies.

Matthew M. Cain. Mr. Cain has served as our President and Chief Executive Officer and a member of our board of directors since April 2017, and as Chair of our board of directors since September 2022. Prior to joining us, he served as President of Worldwide Field Operations for Veritas Technologies LLC, a data management company, from April 2016 to October 2016, and as its Executive Vice President and Chief Product Officer from October 2014 to March 2016. Mr. Cain also previously held a variety of senior leadership positions at Symantec Corporation, a security software company, from February 2012 to September 2014, and at Cisco Systems, Inc., a networking solutions company, from July 2000 to August 2003 and August 2005 to January 2012. Mr. Cain holds an M.B.A. from Stanford Graduate School of Business and a B.S. in Electrical Engineering from Northwestern University.

Mr. Cain was selected to serve on our board of directors because of the perspective and experience he brings as our President and Chief Executive Officer.

Lynn M. Christensen. Ms. Christensen has served as a member of our board of directors since May 2021. Prior to joining us, she held several positions at Workday, Inc., an enterprise resource planning software company, most recently as Chief of Staff for Products and Technology from December 2018 until her retirement in July 2020 and as SVP of Products from March 2015 to November 2018. Ms. Christensen holds an M.B.A. from San Francisco State University and a B.S. in Computer Information Systems from Arizona State University.

Ms. Christensen was selected to serve on our board of directors because of her operational experience with and knowledge of technology companies.

Aleksander J. Migon. Mr. Migon has served as a member of our board of directors since May 2020. Mr. Migon is a Managing Partner at GPI Capital, a growth equity investment firm, which he co-founded in April 2016. Prior to joining GPI Capital, Mr. Migon served as a Managing Director of Global Partnership Investing at BTG Pactual, an investment management firm, from April 2015 to May 2016. Prior to BTG Pactual, Mr. Migon served as a Portfolio Manager of Ontario Teachers' Pension Plan, a pension fund, from August 2010 to April 2015, as a Corporate Development Consultant at George Weston Limited, a food processing and distribution business, from May 2009 to August 2010, as an Associate at Moore Capital Management LP, an investment management firm, from September 2007 to February 2008 and as an Associate at Merrill Lynch, an investment bank, from March 2004 to August 2007. Mr. Migon holds a B.Comm. in Economics and Finance from University of Toronto and is a CFA charterholder.

Mr. Migon was selected to serve on our board of directors because of his extensive experience as a growth equity investor.

Carol W. Carpenter. Ms. Carpenter has served as a member of our board of directors since May 2021. Ms. Carpenter has been serving as Chief Marketing Officer of Unity Software Inc., a video game software development company, since February 2022. Prior to Unity, she served as the Chief Marketing Officer of VMware, Inc., a cloud computing and virtualization technology company, from June 2020 to February 2022. Prior to VMware, she served as Vice President, Product Marketing of Google Cloud Platform at Google, LLC, a technology company, from January 2017 to May 2020. Prior to Google Cloud, she served as Chief Executive Officer of ElasticBox Inc., a cloud computing company that has been acquired by CenturyLink, Inc., from January 2015 to December 2016. Ms. Carpenter has served on the board of directors of Dice Holdings Inc., a career website company, from June 2014 to January 2021. Ms. Carpenter holds an M.B.A. from Harvard University and a B.A. in Economics from Stanford University.

Ms. Carpenter was selected to serve on our board of directors because of her experience as an executive and director of technology companies.

Kevin J. Efrusy. Mr. Efrusy has served as a member of our board of directors since November 2008. Mr. Efrusy joined Accel Partners, a venture capital firm, in March 2003, where he currently serves as Partner focusing on software and consumer companies. Mr. Efrusy currently also serves on the board of directors of numerous privately-held companies. Mr. Efrusy holds an M.B.A. from Stanford Graduate School of Business, where he served on its management board from 2013 to 2019, and holds an M.S. and B.S. in Electrical Engineering and a B.A. in Economics from Stanford University.

Mr. Efrusy was selected to serve on our board of directors because of his extensive experience as a venture capital investor, his extensive experience as a director of publicly- and privately-held companies and his knowledge of technology companies.

Jeff Epstein. Mr. Epstein has served as a member of our board of directors since June 2015. Mr. Epstein is an Operating Partner at Bessemer Venture Partners, a venture capital firm, which he joined in November 2011. Mr. Epstein was Executive Vice President and Chief Financial Officer of Oracle Corporation, an enterprise software company, from September 2008 to April 2011. Prior to joining Oracle, Mr. Epstein served as chief financial officer of several public and private companies, including DoubleClick, an Internet advertising technology company which was acquired by Google LLC, at King World Productions, a television programming company which was acquired by CBS, and at Nielsen's Media Measurement and Information Group, a data and measurement company. Mr. Epstein was a Co-Chief Executive Officer and Chief Financial Officer of Apex Technology Acquisition Corp., a blank check company formed for the purpose of mergers and acquisitions, which he joined in June 2019. Apex Technology Acquisition Corp. merged with Avepoint, Inc., a software vendor of SaaS solutions, in July 2021 and Mr. Epstein has served on its board of directors since then. Mr. Epstein has also served on the board of directors of Poshmark, Inc., a social commerce marketplace company, from April 2018 to January 2023, Okta, Inc., an identity and access management company, since June 2021, on the board of directors and as lead independent director of Twilio Inc., a cloud communications company, since July 2017 and on the board of directors of Shutterstock, Inc., a global provider of licensed imagery, from April 2012 to June 2021. Mr. Epstein holds a B.A. from Yale University and an M.B.A. from Stanford Graduate School of Business.

Mr. Epstein was selected to serve on our board of directors because of his experience as an executive and director of technology companies.

Director Independence

Our common stock is listed on Nasdaq. As a company listed on Nasdaq, we are required under Nasdaq listing rules to maintain a board comprised of a majority of independent directors. Under Nasdaq listing rules, the director independence definition includes a series of objective tests, such as that the director is not also one of our employees and has not engaged various types of business dealings with us. In addition, as further required by Nasdaq Rules, the listed company's board of directors must make a subjective determination as to each non-employee director that the director does not have a relationship that would, in the opinion of the listed company's board of directors interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In addition, the Nasdaq listing rules require that, subject to specified exceptions, each member of our audit, compensation and nominating and corporate governance committees be independent.

Audit committee members must also satisfy the additional independence criteria set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended, or the Exchange Act, and Nasdaq listing rules applicable to audit committee members. Compensation committee members must also satisfy the additional independence criteria set forth in Rule 10C-1 under the Exchange Act and Nasdaq listing rules applicable to compensation committee members.

Our board of directors has undertaken a review of the independence of each of our directors. Based on information provided by each director concerning his or her background, employment and affiliations, our board of directors has determined that each of Messrs. Anderson, Efrusy, Epstein, Migon, Scott and Simonson and Meses. Antar, Carpenter and Christensen, representing nine of our ten directors, do not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is an "independent director" as defined under the listing standards of Nasdaq. Matthew M. Cain is not considered an independent director because of such person's position as our president and chief executive officer.

In making these determinations, our board of directors considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances that our board of directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director, and the transactions involving them described in the section titled "Related Person Transactions."

There are no family relationships among any of our directors, director nominees or executive officers.

Board Leadership Structure and Role of Lead Independent Director

Mr. Cain, our President and Chief Executive Officer, serves as chair of our board and presides over meetings of our board, holds such other powers, and carries out such other duties as are customarily carried out by the chair of a board of directors.

Our board of directors has appointed Mr. Simonson to serve as our lead independent director. As lead independent director, Mr. Simonson presides over periodic meetings of our independent directors, serves as a liaison for our independent directors and performs such additional duties as our board of directors may otherwise determine or delegate.

As a result of the board of directors' committee system and the existence of a majority of independent directors, the board of directors maintains effective oversight of our business operations, including independent oversight of our financial statements, executive compensation, selection of director candidates and corporate governance programs. We believe that the leadership structure of our board of directors, including Mr. Simonson's role as lead independent director and Mr. Cain's role as chair of the board, as well as the independent committees of our board of directors, is appropriate and enhances our board of directors' ability to effectively carry out its roles and responsibilities on behalf of our stockholders.

Role of Board in Risk Oversight Process

To further promote strong board leadership and corporate governance, we conduct annual self-evaluations of our board of directors and committees, which are overseen by our nominating and corporate governance committee. Our lead independent director and the chair of each committee review the results of these self-evaluations.

Risk is inherent with every business, and we face a number of risks, including strategic, financial, business and operational, legal and compliance and reputational. We have designed and implemented processes to manage risk in our operations. Management is responsible for the day-to-day management of risks the company faces, while our board of directors, as a whole and assisted by its committees, has responsibility for the oversight of risk management. Our board reviews strategic and operational risk in the context of discussions, question and answer sessions, and reports from the management team at each regular board meeting, receives reports on all significant committee activities at each regular board meeting, and evaluates the risks inherent in significant transactions.

In addition, our board has tasked designated standing committees with oversight of certain categories of risk management. Our audit committee assists our board in fulfilling its oversight responsibilities with respect to risk management in the areas of internal control over financial reporting and disclosure controls and procedures, legal and regulatory compliance, and also, among other things, discusses with management and the independent auditor guidelines, policies with respect to risk assessment and risk management and potential conflicts of interest. Our compensation committee assesses risks relating to our executive compensation plans and arrangements, and whether our compensation policies and programs have the potential to encourage excessive risk taking. Our nominating and corporate governance committee assesses risks relating to our corporate governance practices and the independence of the board.

Our board of directors believes its current leadership structure supports the risk oversight function of the board.

Environmental, Social and Governance at Couchbase

ESG is among the many ways we put *Our Values* in action. Although all six values statements stand in support of our ESG vision, there are some, such as *Be A Good Human, Act With Uncompromising Integrity* and *Make Tomorrow Better Than Today*, that we believe are not only core to who we are, but are critical in earning the trust of our employees, customers, partners and shareholders, and are foundational to our success as a business.

That's why our focus on ESG begins at the top - our nominating and corporate governance committee is responsible for overseeing ESG matters and receives regular updates on a variety of ESG topics. Updates are provided regularly to our board. Mr. Cain, our chair, president and CEO, champions our ESG efforts, and Ms. Chow, our chief legal officer, provides oversight of the activities of our ESG working group, which consists of a cross-functional team that collaborates to define ESG strategy, identify priorities and advance initiatives.

Environmental

As a leader in database technology, we are an international company with a global reach, mindful that challenges like climate change should be tackled not just by governments but by innovative companies like ours. Along our journey, we recognize that we have an impact on the planet and its natural resources, and how we conduct our business can greatly increase or reduce this impact. Couchbase is committed to exploring ways to continually reduce its impact to *Make Tomorrow Better Than Today, Starting Now*.

Social

We amplify our social impact by cultivating a collaborative, diverse and inclusive culture and supporting our employees, customers, and communities to thrive. It all starts with our very first value: *Be A Good Human, Always*. This commitment is grounded in passionate advocacy for humanity and belonging. We will always strive to be good humans, and we do that by insisting that we live Our Values through authenticity, acceptance, and connection. We strive to not just state Our Values but demonstrate and live them throughout Couchbase.

Governance

As a public company, we are committed to strong corporate governance and effective board oversight. We believe that building trust and accountability is critical to our success and the long-term interest of our shareholders.

Governance includes corporate security and product security for our cutting-edge database solutions. Couchbase demonstrates commitment to security by setting forth policies, strategic direction, providing resources and empowering employees. Industry best practices and security by design are ingrained in our policies, procedures, software development practices and cloud operations.

Governance also includes data privacy, a key area of focus for Couchbase. We track global standards and laws to ensure we meet our commitments and obligations with respect to the privacy of our Couchbase community, customers and others who engage with our company. We strive to incorporate privacy by design and continuously review the requirements of data privacy laws that apply to our products and services.

Identifying ESG Priorities

Our ESG strategy will focus on five priorities identified by a materiality assessment based on both internal and external stakeholder perspectives:

- Data Privacy & Cybersecurity
- Employee Recruitment, Development & Retention
- Diversity, Equity & Inclusion
- Employee Engagement, Well-being & Satisfaction
- Business Ethics

We continue to advance our ESG priorities and strategies in consultation with the nominating and corporate governance committee.

Human Capital Management

We believe the foundation of our current and future success is our world-class organization, which combines our exceptional people with a culture we believe in and care deeply about. We are building a company that we are proud of, focusing on how we do things as much as on what we do. Our approach to human capital management (HCM) is wide-reaching and encompasses many aspects including our values, reward and recognition, employee engagement, compensation and benefits, talent attraction and development, and diversity and inclusion.

As we continue to foster a culture based on our values, we engage our employees by soliciting feedback through regular, confidential employee engagement surveys. We review the outcomes of the survey to inform the actions to improve the employee experience. We also periodically review our rewards and promotion statuses to recognize contributions by our employees while working to improve our hiring process and employee experience to attract and retain top talent. Our HCM strategy also supports our diversity, equity and inclusion commitments such as through education, community engagement and leadership development.

Board Diversity

In August 2021, the SEC approved Nasdaq’s proposal to adopt new listing rules relating to board diversity and disclosure. As approved by the SEC, the new Nasdaq listing rules require all Nasdaq-listed companies to disclose consistent, transparent diversity statistics regarding their boards of directors. The rules also require most Nasdaq-listed companies to have, or explain why they do not have, at least two diverse directors, including one who self-identifies as female and one who self-identifies as either female, an under-represented minority or LGBTQ+. We have been and continue to be in compliance with Nasdaq’s diversity requirement for the fiscal years 2023 and 2024, as demonstrated by the board diversity matrix below, which presents the board’s diversity statistics in the format prescribed by the Nasdaq rules.

Board Diversity Matrix (as of April 4, 2024)			
Total Number of Directors	10		
	Female	Male	Did Not Disclose Gender
Part I: Gender Identity			
Directors	3	5	2
Part II: Demographic Background			
Asian	1	-	—
White	2	4	—
Two or More Races or Ethnicities	—	1	—
LGBTQ+	1		
Did Not Disclose Demographic Background	2		

Board Diversity Matrix (as of April 6, 2023)			
Total Number of Directors	10		
	Female	Male	Did Not Disclose Gender
Part I: Gender Identity			
Directors	3	5	2
Part II: Demographic Background			
Asian	1	—	—
White	2	4	—
Two or More Races or Ethnicities	—	1	—
LGBTQ+	1		
Did Not Disclose Demographic Background	2		

Board Committees

Our board of directors has established the following standing committees of the board: audit committee; compensation committee; and nominating and corporate governance committee. The composition and responsibilities of each of the committees of our board of directors is described below.

Audit Committee

The current members of our audit committee are Messrs. Anderson, Epstein, Migon and Simonson. Mr. Simonson is the chair of our audit committee. Our board of directors has determined that each member of our audit committee meets the requirements for independence of audit committee members under the rules and regulations of the SEC and the listing standards of Nasdaq, and also meets the financial literacy requirements of the listing standards of Nasdaq. Our board of directors has determined that Messrs. Anderson, Epstein, Migon and Simonson are audit committee financial experts within the meaning of Item 407(d) of Regulation S-K. Our audit committee is responsible for, among other things:

- selecting a qualified firm to serve as the independent registered public accounting firm to audit our financial statements;
- helping to ensure the independence and performance of the independent registered public accounting firm;
- discussing the scope and results of the audit with the independent registered public accounting firm, and reviewing, with management and the independent registered public accounting firm, our interim and year-end results of operations;
- developing procedures for employees to submit concerns anonymously about questionable accounting or audit matters;
- reviewing our policies on risk assessment and risk management, including cybersecurity risk;
- reviewing related party transactions; and
- approving or, as required, pre-approving, all audit and all permissible non-audit services, other than de minimis non-audit services, to be performed by the independent registered public accounting firm.

Our audit committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing standards of Nasdaq. A copy of the charter of our audit committee is available on our website at investors.couchbase.com. During our fiscal year ended January 31, 2024, our audit committee held five formal meetings.

Compensation Committee

The current members of our compensation committee are Messrs. Efrusy, Epstein and Scott and Ms. Antar. Mr. Scott replaced Mr. Efrusy as the chair of our compensation committee in August 2023. Our board of directors has determined that each member of our compensation committee meets the requirements for independence for compensation committee members under the rules and regulations of the SEC and the listing standards of Nasdaq. Each member of the compensation committee is also a non-employee director, as defined pursuant to Rule 16b-3 promulgated under the Exchange Act. Our compensation committee is responsible for, among other things:

- reviewing, approving and determining, or making recommendations to our board of directors regarding, the compensation of our executive officers; administering our equity compensation plans;
- reviewing and approving and making recommendations to our board of directors regarding incentive compensation and equity compensation plans; and establishing and reviewing general policies relating to compensation and benefits of our employees.

Our compensation committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing standards of Nasdaq. A copy of the charter of our compensation committee is available on our website at investors.couchbase.com. During our fiscal year ended January 31, 2024, our compensation committee held four formal meetings.

During our fiscal year ended January 31, 2024, our compensation committee engaged the services of Compensia, Inc. (“*Compensia*”), a national compensation consulting firm, to advise the compensation committee regarding the amount and types of compensation provided to our executive officers and non-employee directors. Compensia does not provide any services to us other than the services provided to our compensation committee. Our compensation committee has assessed the independence of Compensia pursuant to SEC and Nasdaq rules and concluded that no conflict of interest exists that would prevent Compensia from independently representing the compensation committee.

Nominating and Corporate Governance Committee

The current members of our nominating and corporate governance committee are Mr. Simonson and Mses. Carpenter and Christensen. Ms. Carpenter is the chair of our nominating and corporate governance committee. Our board of directors has determined that each member of our nominating and corporate governance committee meets the requirements for independence for nominating and corporate governance committee members under the listing standards of Nasdaq. Our nominating and corporate governance committee is responsible for, among other things:

- identifying, evaluating, selecting or making recommendations to our board of directors regarding nominees for election to our board of directors and its committees;
- evaluating the performance of our board of directors and of individual directors;
- considering and making recommendations to our board of directors regarding the composition of our board of directors and its committees; reviewing developments in corporate governance practices and reporting;
- evaluating the adequacy of our corporate governance practices and reporting;
- developing and making recommendations to our board of directors regarding corporate governance guidelines and matters; and
- overseeing our practices with respect to environmental, social and governance matters.

Our nominating and corporate governance committee operates under a written charter that satisfies the applicable listing standards of Nasdaq. A copy of the charter of our nominating and corporate governance committee is available on our website at investors.couchbase.com. During our fiscal year ended January 31, 2024, our nominating and corporate governance committee held four formal meetings.

Attendance at Board and Stockholder Meetings

During our fiscal year ended January 31, 2024, our board of directors held four meetings (including regularly scheduled and special meetings), and each director attended at least 75% of the aggregate of (1) the total number of meetings of the board of directors held during the period for which he or she has been a director and (2) the total number of meetings held by all committees on which he or she served during the periods that he or she served.

Although we do not have a formal policy regarding attendance by members of our board of directors at the annual meetings of stockholders, we encourage, but do not require, directors to attend. Nine of our directors attended last year's annual meeting.

Executive Sessions of Non-Employee Directors

To encourage and enhance communication among non-employee directors, and as required under the applicable Nasdaq rules, our corporate governance guidelines provide that the non-employee directors will meet in an executive session without management directors or management present on a periodic basis. In addition, if any of our non-employee directors are not independent directors, then our independent directors will also meet in an executive session on a periodic basis.

Compensation Committee Interlocks and Insider Participation

During fiscal 2024, the members of our compensation committee meeting were Messrs. Efrusy, Epstein, Scott and Ms. Antar. None of the members of our compensation committee is or has been an officer or employee of our company. None of our executive officers currently serves, or in the past fiscal year has served, as a member of the board of directors or compensation committee (or other board committee performing equivalent functions) of any entity that has one or more executive officers serving on our board of directors or compensation committee.

Considerations in Evaluating Director Nominees

Our nominating and corporate governance committee uses a variety of methods for identifying and evaluating potential director nominees. In its evaluation of director candidates, including the current directors eligible for re-election, our nominating and corporate governance committee will consider the current size and composition of our board of directors and the needs of our board of directors and the respective committees of our board of directors and other director qualifications. Some of the factors that our nominating and corporate governance committee considers in assessing director nominee qualifications include, without limitation, issues of character, professional ethics and integrity, judgment, business experience and diversity, and with respect to diversity, such factors as race, ethnicity, gender, differences in professional background, age and geography, as well as other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on our board. Although our board of directors does not maintain a specific policy with respect to board diversity, our board of directors believes that the board should be a diverse body, and the nominating and corporate governance committee considers a broad range of perspectives, backgrounds and experiences.

After completing its review and evaluation of director candidates, our nominating and corporate governance committee recommends to our full board of directors the director nominees for selection. Our nominating and corporate governance committee has discretion to decide which individuals to recommend for nomination as directors and our board of directors has the final authority in determining the selection of director candidates for nomination to our board.

Stockholder Recommendations and Nominations to our Board of Directors

Our nominating and corporate governance committee will consider recommendations and nominations for candidates to our board of directors from stockholders in the same manner as candidates recommended to the committee from other sources, so long as such recommendations and nominations comply with our amended and restated certificate of incorporation and amended and restated bylaws, all applicable company policies and all applicable laws, rules and regulations, including those promulgated by the SEC. Our nominating and corporate governance committee will evaluate such recommendations in accordance with its charter, our bylaws and corporate governance guidelines and the director nominee criteria described above.

A stockholder that wants to recommend a candidate to our board of directors should direct the recommendation in writing by letter to our corporate secretary at Couchbase, Inc., 3250 Olcott Street, Santa Clara, California 95054, Attention: Corporate Secretary. Such recommendation must include the candidate's name, home and business contact information, detailed biographical data, relevant qualifications, a signed letter from the candidate confirming willingness to serve, information regarding any relationships between the candidate and us and evidence of the recommending stockholder's ownership of our capital stock. Such recommendation must also include a statement from the recommending stockholder in support of the candidate. Our nominating and corporate governance committee has discretion to decide which individuals to recommend for nomination as directors.

Under our amended and restated bylaws, stockholders may also directly nominate persons for our board of directors. Any nomination must comply with the requirements set forth in our amended and restated bylaws and the rules and regulations of the SEC and should be sent in writing to our corporate secretary at the address above. To be timely for our 2025 annual meeting of stockholders, nominations must be received by our corporate secretary observing the deadlines discussed below under “*Other Matters—Stockholder Proposals or Director Nominations for 2025 Annual Meeting.*”

Communications with the Board of Directors

Stockholders and other interested parties wishing to communicate directly with our non-management directors, may do so by writing and sending the correspondence to our Chief Legal Officer by mail to our principal executive offices at Couchbase, Inc., 3250 Olcott Street, Santa Clara, California 95054. Our Chief Legal Officer or Legal Department, in consultation with appropriate directors as necessary, will review all incoming communications and screen for communications that (1) are solicitations for products and services, (2) relate to matters of a personal nature not relevant for our stockholders to act on or for our board to consider and (3) matters that are of a type that are improper or irrelevant to the functioning of our board or our business, for example, mass mailings, job inquiries and business solicitations. If appropriate, our Chief Legal Officer or Legal Department will route such communications to the appropriate director(s) or, if none is specified, then to the chair of the board or lead independent director, if there is not an independent chair of the board. These policies and procedures do not apply to communications to non-management directors from our officers or directors who are stockholders or stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act.

Policy Prohibiting Hedging or Pledging of Securities

Under our insider trading policy, our employees, including our executive officers, and the members of our board of directors are prohibited from, directly or indirectly, among other things, (1) engaging in short sales, (2) trading in publicly-traded options, such as puts and calls, and other derivative securities with respect to our securities (other than stock options, RSUs and other compensatory awards issued to such individuals by us), (3) otherwise engaging in transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of equity securities granted to them by us as part of their compensation or held, directly or indirectly, by them, (4) pledging any of our securities as collateral for any loans and (5) holding our securities in a margin account.

Corporate Governance Guidelines and Code of Business Conduct and Ethics

Our board of directors has adopted corporate governance guidelines. These guidelines address, among other items, the qualifications and responsibilities of our directors and director candidates, the structure and composition of our board of directors and corporate governance policies and standards applicable to us in general. In addition, our board of directors has adopted a code of business conduct and ethics, which is a "code of ethics" as defined by Item 406 of Regulation S-K, and applies to all of our employees, officers and directors, including our chief executive officer, chief financial officer and other executive and senior financial officers. The full text of our corporate governance guidelines and code of business conduct and ethics are available on our website at investors.couchbase.com. We will post amendments to our code of business conduct and ethics other than technical, administrative or other nonsubstantive amendments or any waivers of our code of business conduct and ethics for directors and executive officers on the same website.

Director Compensation

In connection with our initial public offering, we adopted an outside director compensation policy for our non-employee directors, which was amended and restated in December 2021. Under our outside director compensation policy, non-employee directors will receive compensation in the form of cash and equity, as described below. We also reimburse our non-employee directors for expenses incurred in connection with attending board and committee meetings as well as continuing director education.

Cash Compensation

Under our outside director compensation policy, each non-employee director is paid an annual cash retainer of \$30,000, which is paid quarterly in arrears on a prorated basis.

Under the policy, each non-employee director will be eligible to earn additional annual cash compensation (paid quarterly in arrears on a prorated basis) for their additional services as follows:

Chair of the Board	\$	20,000
Lead Independent Director	\$	15,000
Chair of Audit Committee	\$	20,000
Member of Audit Committee	\$	10,000
Chair of Compensation Committee	\$	12,000
Member of Compensation Committee	\$	6,000
Chair of Nominating Committee	\$	7,500
Member of Nominating Committee	\$	3,750

For clarity, each non-employee director who serves as the chair of a committee shall receive only the additional annual cash fee as the chair of the committee, and not the additional annual cash fee as a member of the committee.

Each non-employee director may elect to receive his or her cash retainers in the form of fully vested restricted stock units (“RSUs”). An electing non-employee director will be granted a quarterly fully-vested RSU award having a value equal to the quarterly portion of the annual cash retainer and/or any committee annual cash retainer that the non-employee director would have received absent an election, rounded down to the nearest whole share. Each election must remain in place for a minimum of a full fiscal year. In addition, we have implemented an RSU deferral program, under which each of our non-employee director may elect to defer the receipt of his or her annual cash retainer until a later date in accordance with applicable tax laws. Additionally, for any automatic equity grant in the form of RSUs, the director may elect in accordance with federal tax laws when he or she will receive payout of his or her vested RSUs and defer income taxation until the award is paid. An election to defer the payout of vested RSUs is not intended to increase the value of the payout to the non-employee director, but rather to give the non-employee director the flexibility to decide when he or she will be subject to taxation with respect to the award. Any election to defer payment of any vested RSUs will not alter the other terms of the award, including the vesting requirements.

Equity Compensation

Initial Award. Each individual who first becomes an outside director following our initial public offering will be granted an award of RSUs (an “**Initial Award**”) covering a number of shares having a value of \$300,000, rounded down to the nearest whole share. The Initial Award will be automatically granted on the first trading date on or after the date on which such individual first becomes an outside director (the “**Start Date**”), whether through election by the stockholders of the company or appointment by the Board to fill a vacancy. If an individual was a member of the Board and also an employee, becoming an outside director due to termination of employment will not entitle the outside director to an Initial Award. Each Initial Award will vest as to 1/3 of the shares subject to the Initial Award on each anniversary of the date the applicable director's service commenced.

Pro-Rated Annual Award. If an individual's Start Date is not on the date of one of the company's annual meetings of stockholders, such director shall automatically be granted a pro-rated annual award (a “**Pro-Rated Annual Award**”). If such individual's Start Date is the date of an annual meeting, then the director shall receive an annual award (as described below). Pro-Rated Annual Awards consist of RSUs covering a number of shares having a value of (x) \$170,000 multiplied by (y) the fraction obtained by dividing (A) the number of full months during the period beginning on the start date and ending on the one-year anniversary of the date of the then-most recent annual meeting by (B) 12. The Pro-Rated Annual Award will vest on the earlier of (i) the one-year anniversary of the date the Pro-Rated Annual Award is granted or (ii) the day prior to the date of the annual meeting next following the date the Pro-Rated Annual Award is granted.

Annual Award. On the date of each of our annual meetings of stockholders following our initial public offering, each outside director will be automatically granted an award of RSUs covering a number of shares having a value of \$170,000, rounded down to the nearest whole share. Each such annual award will vest on the earlier of (i) the one-year anniversary of the date such annual award is granted or (ii) the day prior to the date of the annual meeting next following the date such annual award granted.

Director Compensation for Fiscal 2024

The following table sets forth information regarding the total compensation awarded to, earned by or paid to our non-employee directors for their service on our board of directors, for the fiscal year ended January 31, 2024. Directors who are also our employees receive no additional compensation for their service as directors. During fiscal 2024, Mr. Cain was an employee and executive officer of the company and therefore did not receive compensation as a director. See “*Executive Compensation*” for additional information regarding Mr. Cain’s compensation.

Name	Fees Paid or Earned in Cash (S) (1)	Stock Awards (S) (2)	Option Awards (S) (2)	Total (S)
Edward T. Anderson	40,000	200,146	—	240,146
Kevin J. Efrusy	39,000	200,146	—	239,146
Jeff Epstein	46,000	200,146	—	246,146
Aleksander J. Migon	40,000	200,146	—	240,146
David C. Scott	39,000	200,146	—	239,146
Richard A. Simonson	68,750	200,146	—	268,896
Lynn M. Christensen	33,750	200,146	—	233,896
Carol W. Carpenter	37,500	200,146	—	237,646
Alvina Y. Antar	36,000	200,146	—	236,146

- (1) Represents the annual cash retainers paid to each director. In addition, each of Mr. Anderson, Mr. Migon, Mr. Simonson and Ms. Christensen elected to receive RSUs in lieu of quarterly cash retainers under our outside director compensation policy. Amounts for such directors reflect the cash fees forgone at the election of the director to receive the following RSU awards: Mr. Anderson, 2,268 RSUs; Mr. Migon, 2,268 RSUs; Mr. Simonson, 3,900 RSUs; and Ms. Christensen, 1,914 RSUs. Such amounts were determined by dividing the applicable amount of the cash fees by the average of the closing trading price of our common stock for the 30 calendar days ending prior to the date of each quarterly grant.
- (2) Represents the aggregate grant date fair value of RSUs or stock options granted to the director during fiscal 2024, computed in accordance with FASB ASC Topic No. 718. The assumptions used in calculating the grant-date fair value of the RSUs and stock options reported in this column are set forth in Note 10 to our consolidated financial statements included in our annual report on Form 10-K filed on March 26, 2024.

The following table lists all outstanding equity awards held by non-employee directors as of January 31, 2024:

Name	Number of Shares Underlying Outstanding Stock Awards	Number of Shares Underlying Outstanding Options
Edward T. Anderson	25,698	—
Kevin J. Efrusy	9,874	—
Jeff Epstein	21,533	161,623
Aleksander J. Migon	25,814	—
David C. Scott	9,874	121,623
Richard A. Simonson	9,874	80,000
Lynn M. Christensen	9,874	44,000
Carol W. Carpenter	9,874	44,000
Alvina Y. Antar	12,378	—

PROPOSAL NO. 1

ELECTION OF CLASS III DIRECTORS

Our board of directors currently consists of ten members and is divided into three classes with staggered three-year terms. At the Annual Meeting, three Class III directors named in this proxy statement will be elected for a three-year term to succeed the same class whose term is then expiring. Each director's term continues until the expiration of the term for which such director was elected and until such director's successor is elected and qualified or until such director's earlier death, resignation or removal.

Nominees

Our nominating and corporate governance committee has recommended, and our board of directors has approved, Alvina Y. Antar, David C. Scott and Richard A. Simonson as nominees for election as Class III directors at the Annual Meeting. If elected, each of Messrs. Scott and Simonson and Ms. Antar will serve as a Class III director until the 2027 annual meeting of stockholders and until his or her respective successor is elected and qualified or until his or her earlier death, resignation or removal. For more information concerning the nominees, please see the section titled "*Board of Directors and Corporate Governance*."

Ms. Antar joined the board of directors in December 2021 when the board of directors increased its size from from 10 to 11 members and appointed Ms. Antar to serve as a director. One of our officers initially recommended Ms. Antar as a potential director candidate. The nominating and corporate governance committee, after reviewing Ms. Antar's qualifications, evaluating her independence and considering the needs of the board of directors, recommended to the board of directors that Ms. Antar be elected to serve as a director.

Messrs. Scott and Simonson and Ms. Antar have agreed to serve as directors if elected, and management has no reason to believe that they will be unavailable to serve. In the event a nominee is unable or declines to serve as a director at the time of the Annual Meeting, proxies will be voted for any nominee designated by the present board of directors to fill the vacancy.

Vote Required

Each director is elected by a plurality of the voting power of the shares present in person (including virtually) or represented by proxy at the meeting and entitled to vote on the election of directors. Because the outcome of this proposal will be determined by a plurality vote, any shares not voted FOR a particular nominee, whether as a result of choosing to WITHHOLD authority to vote or a broker non-vote, will have no effect on the outcome of the election, although they will be counted for purposes of determining whether there is a quorum.

Board Recommendation

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE DIRECTOR NOMINEES NAMED ABOVE.

PROPOSAL NO. 2**RATIFICATION OF APPOINTMENT OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Our audit committee has appointed PricewaterhouseCoopers LLP as our independent registered public accounting firm to audit our consolidated financial statements for our fiscal year ending January 31, 2025. PricewaterhouseCoopers LLP served as our independent registered public accounting firm for the fiscal year ended January 31, 2024.

At the Annual Meeting, we are asking our stockholders to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2025. Our audit committee is submitting the appointment of PricewaterhouseCoopers LLP to our stockholders because we value our stockholders' views on our independent registered public accounting firm and as a matter of good corporate governance. Notwithstanding the appointment of PricewaterhouseCoopers LLP, and even if our stockholders ratify the appointment, our audit committee, in its discretion, may appoint another independent registered public accounting firm at any time during our fiscal year if our audit committee believes that such a change would be in the best interests of our company and our stockholders. If our stockholders do not ratify the appointment of PricewaterhouseCoopers LLP, then our audit committee may reconsider the appointment. One or more representatives of PricewaterhouseCoopers LLP are expected to be present at the Annual Meeting, and they will have an opportunity to make a statement and are expected to be available to respond to appropriate questions from our stockholders.

Fees Paid to the Independent Registered Public Accounting Firm

The following table presents fees for professional audit services and other services rendered to us by PricewaterhouseCoopers LLP for our fiscal years ended January 31, 2024 and 2023.

	2024	2023
Audit Fees(1)	\$ 1,359,400	\$ 1,248,400
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees(2)	4,150	4,150
Total Fees	<u>\$ 1,363,550</u>	<u>\$ 1,252,550</u>

(1) "Audit Fees" consist of fees billed for professional services rendered in connection with the audit of our consolidated financial statements, reviews of our quarterly condensed consolidated financial statements and related audit services that are normally provided by the independent registered public accountants in connection with regulatory filings or audit engagements for those fiscal years.

(2) "All Other Fees" consist of subscription fees for online accounting research software and applications.

Auditor Independence

In fiscal 2024, there were no other professional services provided by PricewaterhouseCoopers LLP, other than those listed above, that would have required our audit committee to consider their compatibility with maintaining the independence of PricewaterhouseCoopers LLP.

Audit Committee Policy on Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

Our audit committee has established a policy governing our use of the services of our independent registered public accounting firm. Under this policy, our audit committee is required to pre-approve all services performed by our independent registered public accounting firm in order to ensure that the provision of such services does not impair such accounting firm's independence. All services provided by PricewaterhouseCoopers LLP for our fiscal years ended January 31, 2024 and 2023 were pre-approved by our audit committee.

Vote Required

The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2025 requires the affirmative vote of a majority of the voting power of the shares present in person (including virtually) or represented by proxy at the Annual Meeting and entitled to vote thereon. Abstentions will have the same effect as a vote AGAINST this proposal. Broker non-votes will have no effect on this proposal.

Board Recommendation

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING JANUARY 31, 2025.

PROPOSAL NO. 3

AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO REFLECT DELAWARE LAW PROVISIONS REGARDING OFFICER EXCULPATION

Effective August 2022, the State of Delaware, the company's state of incorporation, enacted legislation that enables Delaware corporations to limit the liability of certain of their officers in limited circumstances. In light of this update in the law, we are proposing to amend our Restated Charter to exculpate certain of the company's officers from liability in specific circumstances, as permitted by Delaware law. The Delaware statute only permits exculpation of officers for direct claims (and not for derivative claims made by stockholders on behalf of the corporation) and would not apply to breaches of the duty of loyalty, acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or any transaction in which the officer derived an improper personal benefit. The rationale for so limiting the scope of liability is to strike a balance between stockholders' interest in accountability and their interest in our being able to attract and retain quality officers to work on our behalf.

Our proposed amendment would only permit exculpation to the extent permitted under Delaware law as it currently exists or may be later amended from time to time. After considering the benefits and the consequences of these updates, the nominating and corporate governance committee believes that there is a need for directors and officers to remain free of the risk of financial ruin as a result of an unintentional misstep. Therefore, taking into account the narrow class and type of claims for which officers' liability would be exculpated, and the benefits the nominating and corporate governance committee believes would accrue to the company and our stockholders in the form of an enhanced ability to attract and retain talented officers, the nominating and corporate governance committee recommended to the board of directors an amendment to our Restated Charter to provide such exculpation to the extent permitted by Delaware law.

Based on this recommendation, our board of directors has unanimously approved the amendment to our Restated Charter set forth below. Our board of directors has unanimously determined that it is advisable and in the best interests of the company and our stockholders to amend our Restated Charter to provide such exculpation to the extent permitted by Delaware law, and in accordance with Delaware law, hereby seeks approval of the amendment to our Restated Charter to reflect Delaware law provisions regarding officer exculpation.

Accordingly, we ask our stockholders to vote on the following resolution:

“RESOLVED: That the company's stockholders approve an amendment to the company's Amended and Restated Certificate of Incorporation to amend and restate Section 1 of Article IX in its entirety to read as follows:

Section 1. To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended from time to time, a director or officer of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, as applicable. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Company, as applicable, shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.”

In order to effect the foregoing amendment to our Restated Charter to reflect Delaware law provisions regarding officer exculpation, if approved by the stockholders, the company would then file a certificate of amendment to our Restated Charter. Our board of directors may elect to abandon the amendment without further action by the stockholders at any time prior to the effectiveness of such filing with the Secretary of State of the State of Delaware, notwithstanding stockholder approval of this proposal.

Vote Required

The approval of the foregoing amendment to our Restated Charter to reflect Delaware law provisions regarding officer exculpation requires the affirmative vote of a majority of the voting power of the then-outstanding shares of the company. Abstentions and broker non-votes will have the same effect as a vote AGAINST this proposal. Your failure to vote or instruct your broker or bank how to vote will have the same effect as voting AGAINST this proposal.

Board Recommendation

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE APPROVAL OF THE AMENDMENT TO OUR RESTATED CHARTER TO REFLECT DELAWARE LAW PROVISIONS REGARDING OFFICER EXCULPATION.

REPORT OF THE AUDIT COMMITTEE

The audit committee is a committee of the board of directors comprised solely of independent directors as required by Nasdaq listing rules and the rules and regulations of the SEC. The audit committee operates under a written charter adopted by the board of directors. This written charter is reviewed annually for changes, as appropriate. With respect to Couchbase's financial reporting process, Couchbase's management is responsible for (1) establishing and maintaining internal controls and (2) preparing Couchbase's consolidated financial statements. Couchbase's independent registered public accounting firm, PricewaterhouseCoopers LLP, is responsible for performing an independent audit of Couchbase's consolidated financial statements. It is the responsibility of the audit committee to oversee these activities. It is not the responsibility of the audit committee to prepare Couchbase's financial statements. These are the fundamental responsibilities of management. In the performance of its oversight function, the audit committee has:

- reviewed and discussed the audited consolidated financial statements with management and PricewaterhouseCoopers LLP;
- discussed with PricewaterhouseCoopers LLP the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board, or PCAOB, and the SEC; and
- received the written disclosures and the letter from PricewaterhouseCoopers LLP required by the applicable requirements of the PCAOB regarding the independent accountant's communications with the audit committee concerning independence, and has discussed with PricewaterhouseCoopers LLP its independence.

Based on the review and discussions noted above, the audit committee recommended to the board of directors that the audited consolidated financial statements be included in Couchbase's Annual Report on Form 10-K for the fiscal year ended January 31, 2024 for filing with the SEC.

Respectfully submitted by the members of the audit committee of the board of directors:

Richard A. Simonson (Chair), Edward T. Anderson, Aleksander J. Migon and Jeff Epstein

This audit committee report shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A promulgated by the SEC or to the liabilities of Section 18 of the Exchange Act, and shall not be deemed incorporated by reference into any prior or subsequent filing by Couchbase under the Securities Act of 1933, as amended, or the Securities Act, or the Exchange Act, except to the extent Couchbase specifically requests that the information be treated as "soliciting material" or specifically incorporates it by reference.

EXECUTIVE OFFICERS

The following table sets forth certain information about our executive officers as of April 4, 2024.

Name	Age	Position
Matthew M. Cain	46	President, Chief Executive Officer and Director
Greg Henry	53	Senior Vice President and Chief Financial Officer
Margaret Chow	41	Senior Vice President, Chief Legal Officer and Corporate Secretary
Huw Owen	47	Senior Vice President and Chief Revenue Officer

For Mr. Cain's biography, see the section above titled "*Board of Directors and Corporate Governance—Nominees for Director.*"

Greg Henry. Mr. Henry has served as our Senior Vice President and Chief Financial Officer since November 2016. Prior to joining us, he served as Senior Vice President of Finance at ServiceNow, Inc., an enterprise operations software company, from May 2015 to November 2016. Prior to ServiceNow, Mr. Henry held various senior executive financial positions at GE HealthCare Technologies, Inc. (formerly General Electric Healthcare), a medical technology and solutions company, from 2001 to 2015. Previously in his career, he served as a Finance Manager at Legion Insurance Company, an insurance company, from 1998 to 2001 and as an auditor at Ernst & Young LLP, an accounting firm, from 1994 to 1998. Mr. Henry holds a B.B.A. in Accounting from University of Wisconsin-Madison School of Business. He is also a C.P.A. (inactive).

Margaret Chow. Ms. Chow has served as our Senior Vice President, Chief Legal Officer and Corporate Secretary since March 2020. Prior to joining us, she was with Medallia, Inc., a customer experience management software company, from February 2014 to December 2019, where she served most recently as Vice President and Deputy General Counsel and advised the company through its initial public offering. Prior to Medallia, Ms. Chow served as Associate General Counsel at UsableNet, Inc., a website accessibility and digital transformation company, from April 2011 to January 2014. Previously in her career, Ms. Chow was an Associate at Davis Polk and Wardwell LLP, a law firm. Ms. Chow holds a J.D. from Yale Law School, a B.A. in Molecular Cell Biology—Biochemistry and Molecular Biology and a B.A. in Economics from University of California, Berkeley.

Huw Owen. Mr. Owen has served as our Senior Vice President and Chief Revenue Officer since June 2022. Prior to this, Mr. Owen served as our Vice President and General Manager - EMEA and APJ since September 2018. Prior to joining us, Mr. Owen served as Regional Vice President of Tanium Inc., a cybersecurity and systems management company, from February 2017 until September 2018. Prior to this, Mr. Owen held various international sales leadership roles at Veritas, Symantec, Lenovo and Good Technology. Mr. Owen holds a B.A., Hons degree in Business Studies from Leicester Business School, De Montfort University.

EXECUTIVE COMPENSATION

Process and Procedure for Compensation Decisions

Our compensation committee is primarily responsible for establishing and reviewing our general compensation strategy. In addition, the compensation committee oversees our compensation and benefit plans and policies, administers our equity incentive plans and reviews and approves annually all compensation decisions relating to all of our executive officers, including our Chief Executive Officer. The compensation committee considers recommendations from our Chief Executive Officer regarding the compensation of our executive officers other than himself. Under its charter, our compensation committee has the right to retain or obtain the advice of compensation consultants, independent legal counsel and other advisers. In fiscal 2024, the compensation committee retained Compensia, a national compensation consultant, to help us determine the appropriate level of overall compensation for our executive officers, as well as assess each separate element of compensation and to assess how our compensation practices compared to the compensation practices of other companies, with a goal of ensuring that the compensation we offer to our executive officers is competitive and fair.

Summary Compensation Table for Fiscal 2024

The following table sets forth information regarding the compensation reportable for our named executive officers for fiscal 2024 and prior years where applicable, as determined under SEC rules.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) (1)	Option Awards (\$) (1)	Non-Equity Incentive Plan Compensation (\$) (2)	All Other Compensation (\$) (3)	Total (\$)
Matthew M. Cain Chair, President and Chief Executive Officer	2024	510,000	250,000	6,594,519	—	586,500	8,124	7,949,143
	2023	485,000	750,000	—	—	582,000	2,000	1,819,000
Greg Henry Senior Vice President and Chief Financial Officer	2024	425,000	—	3,043,628	—	317,688	7,249	3,793,564
	2023	400,000	—	2,654,314	—	312,000	2,000	3,368,314
Huw Owen Senior Vice President and Chief Revenue Officer (4)	2024	462,470	—	1,521,822	—	452,064	31,706	2,468,062
	2023	511,651	—	6,382,878	—	410,980	40,902	7,346,411

(1) The amounts reported in the "Stock Awards" and "Option Awards" columns represent the aggregate grant-date fair value of the awards granted to our named executive officers in fiscal 2024 and 2023, calculated in accordance with ASC Topic 718, rather than the amounts paid or realized by such named executive officers. The assumptions used in calculating the grant-date fair value of the RSUs and stock options reported in this column are set forth in Note 10 to our consolidated financial statements included in our annual report on Form 10-K filed on March 26, 2024.

(2) The amounts reported in the "Non-Equity Incentive Plan Compensation" column represent the annual cash bonuses that were earned by each named executive officer in fiscal 2024 under our executive incentive compensation plan and in fiscal 2023 under an executive bonus plan. See the section titled "—Non-Equity Incentive Plan Awards" for additional information on our executive incentive compensation plan and executive bonus plan.

(3) "All Other Compensation" column for each of Messrs. Cain and Henry include matching contributions made to their respective accounts under our 401(k) plan in fiscal 2024, 2023 and 2022 and a payment of \$5,124 for tax gross-ups in fiscal 2024. The amount reported for Mr. Owen includes contributions to his pension of \$15,605 in fiscal 2023 and \$23,123 in fiscal 2024; payments totaling \$15,637 for family travel reimbursement in fiscal 2023; and payments for tax gross-ups of \$9,660 in fiscal 2023 and \$8,584 in fiscal 2024.

(4) Mr. Owen became a named executive officer in fiscal 2023. "Salary," "Non-Equity Incentive Plan Compensation" and amounts in "All Other Compensation" for Mr. Owen were paid in British pounds and have been converted to U.S. dollars using the conversion rate as of January 31, 2024 at USD \$1.26704 per £1. Salary amount represents actual salary and commission earned during the full fiscal year of employment with the company.

Non-Equity Incentive Plan Awards

Each of our executive officers is eligible for an annual bonus under our non-equity incentive plan and has an established target bonus amount as set forth in the section titled "Executive Compensation —Employment Arrangements." For fiscal 2024, our board of directors determined each eligible named executive officer's actual bonus based upon an assessment of achievement of corporate goals, which included certain financial metrics. Amounts payable for fiscal 2024 represent applicable achievement at 115% of target for fiscal 2024.

Performance Stock Unit Program

On January 26, 2022, upon the recommendation of our compensation committee, our board of directors approved a one-time performance-based equity program, supplementing our traditional equity program for the leadership. The intent of this program is to focus executives on driving stockholder value creation with aggressive stock price milestones, while maximizing retention of the leadership at a critical time for us and our specific industry sector in general. Our named executive officers received performance-based RSUs (“*PSUs*”) as follows:

Named Executive Officer	PSUs Granted (#)
Matthew M. Cain	300,000
Greg Henry	170,000
Huw Owen	50,000

Effective as of March 22, 2023, our board amended the performance goals for PSUs.

These amendments replaced the stock price hurdles established for the PSUs with new performance goals relating to our financial metrics, performance on efficient growth and Couchbase Capella, our fully-managed database-as-a-service offering, during the period beginning on February 1, 2023 and ending on January 31, 2028. We believe that full achievement of these new goals will be challenging, but partial achievement of the new goals is more reasonably attainable.

If a performance goal is satisfied, the PSUs subject to that goal will vest on the participant’s continued service through the next Couchbase quarterly vesting date following the achievement of the milestone.

If a Change in Control (as defined in the company’s 2021 Equity Incentive Plan, the “*Plan*”) occurs before vesting of these PSU awards, any PSUs for which the performance goals are not met prior to the Change in Control will turn into time-based awards vesting as to 1/12 of all such PSUs over the period of approximately 3-years following the amendment.

As revised, the PSUs are intended to improve our performance by incentivizing achievement of challenging milestones and enhancing retention. We will continue to review executive compensation annually as part of its regular compensation review cycle.

Employment Arrangements

Matthew M. Cain

We entered into a confirmatory employment letter with Mr. Cain. Mr. Cain’s current annual base salary is \$535,000. For the fiscal year ended January 31, 2024, Mr. Cain’s annual base salary was \$510,000. For fiscal 2025, Mr. Cain is eligible for an annual target cash incentive payment equal to 100% of his annual base salary for the same fiscal year. The annual target cash incentive payment is subject to the company’s Executive Incentive Compensation Plan and any modifications approved by our compensation committee.

Greg N. Henry

We entered into a confirmatory employment letter with Mr. Henry. Mr. Henry’s current annual base salary is \$445,000. For the fiscal year ended January 31, 2024, Mr. Henry’s annual base salary was \$425,000. For fiscal 2025, Mr. Henry is eligible for an annual target cash incentive payment equal to 65% of his annual base salary for the same fiscal year. The annual target cash incentive payment is subject to the company’s Executive Incentive Compensation Plan and any modifications approved by our compensation committee.

Huw Owen

We entered into a confirmatory employment agreement with Mr. Owen in 2022. Mr. Owen's current annual base salary is \$475,140. For the fiscal year ended January 31, 2024, Mr. Owen's annual salary was \$462,470. For fiscal 2025, Mr. Owen is eligible for an annual target cash incentive payment equal to 85% of his annual base salary for the same fiscal year. The annual target cash incentive payment is subject to the company's Executive Incentive Compensation Plan and any modifications approved by our compensation committee. Mr. Owen is paid in British pounds and amounts have been converted to U.S. dollars using the conversion rate as of January 31, 2024 at USD \$1.26704 per £1.

Outstanding Equity Awards at Fiscal 2024 Year-End

The following table sets forth information regarding outstanding equity awards held by our named executive officers as of January 31, 2024.

Name	Grant Date	Option Awards (1)				Stock Awards			Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested \$(2)(3)
		Number of Securities Underlying Unexercised Options (#) Exercisable (1)	Number of Securities Underlying Unexercised Options (#) Unexercisable (1)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) (3)	Market Value of Shares of Units of Stock That Have Not Vested \$(3)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(3)	
Matthew M. Cain	2/28/2023 (19)	—	—	—	—	233,980	5,849,500	—	—
	2/28/2023 (20)	—	—	—	—	58,495	1,462,375	—	—
	1/26/2022 (4)	—	—	—	—	—	—	300,000	7,500,000
	3/9/2021 (5)	291,672	108,327	21.40	3/9/2031	—	—	—	—
	6/23/2020 (6)	293,750	6,249	7.75	6/23/2030	—	—	—	—
	6/13/2019 (7)	79,999	—	7.48	6/13/2029	—	—	—	—
	4/2/2018 (8)	60,000	—	7.45	4/2/2028	—	—	—	—
	4/24/2017 (8)	1,159,402	—	5.48	4/23/2027	—	—	—	—
Greg Henry	2/28/2023 (20)	—	—	—	—	116,990	2,924,750	—	—
	3/1/2022 (10)(13)	—	—	—	—	75,443	1,886,075	—	—
	1/26/2022 (4)(13)	—	—	—	—	—	—	170,000	4,250,000
	3/9/2021 (5)(14)	58,346	21,653	21.40	3/9/2031	—	—	—	—
	6/23/2020 (6)(15)	19,583	416	7.75	6/23/2030	—	—	—	—
	6/13/2019 (7)(16)	40,000	—	7.48	6/13/2029	—	—	—	—
	4/2/2018 (8)(17)	25,999	—	7.45	4/2/2028	—	—	—	—
	11/29/2016 (8)(18)	293,218	—	4.68	11/28/2026	—	—	—	—
Huw Owen	2/28/2023 (21)	—	—	—	—	76,043	1,901,075	—	—
	6/27/2022 (11)	—	—	—	—	161,888	4,047,200	—	—
	6/8/2022 (11)	—	—	—	—	69,380	1,734,500	—	—
	3/1/2022 (10)	—	—	—	—	12,573	314,325	—	—
	1/26/2022 (4)	—	—	—	—	—	—	50,000	1,250,000
	3/9/2021 (5)	7,291	2,709	21.40	3/9/2031	—	—	—	—
	9/17/2020 (12)	12,083	2,917	9.95	9/17/2030	—	—	—	—
	9/18/2019 (9)	30,000	—	7.55	9/18/2029	—	—	—	—
12/12/2018 (8)	32,000	—	7.45	12/12/2028	—	—	—	—	

- (1) Unless otherwise noted, these outstanding equity awards were granted pursuant to our 2008 Plan or 2018 Plan, as applicable.
- (2) The market value of shares is calculated based on the closing price of common stock on Nasdaq on January 31, 2024, which was \$25.00 per share.
- (3) These outstanding equity awards were granted pursuant our 2021 Plan.
- (4) The shares underlying the PSUs will vest in accordance with performance goals relating to our performance-related financial metrics and Couchbase Capella during the period beginning on February 1, 2023 and ending on January 31, 2028. As of January 31, 2023, none of the PSUs were earned. For additional information on the PSUs, see section above titled “—Stock Price Achievement Restricted Stock Unit Program”.
- (5) The shares underlying this stock option vest as to 1/4th of the total shares on the one-year anniversary of February 1, 2022 and as to 1/48th of the total shares on a monthly basis thereafter, subject to continued employment with us through each vesting date, and is subject to acceleration upon a qualifying termination in connection with a change in control (as defined in the award agreement).
- (6) The shares underlying this stock option vest as to 1/4th of the total shares on the one-year anniversary of February 1, 2020 and as to 1/48th of the total shares on a monthly basis thereafter, subject to continued employment with us through each vesting date, and is subject to acceleration upon a qualifying termination in connection with a change in control (as defined in the award agreement).
- (7) The shares underlying this stock option vest as to 1/4th of the total shares on the one-year anniversary of February 1, 2019 and as to 1/48th of the total shares on a monthly basis thereafter, subject to continued employment with us through each vesting date, and is subject to acceleration upon a qualifying termination in connection with a change in control (as defined in the award agreement).
- (8) The shares underlying this stock option was fully vested as of January 31, 2024.
- (9) The shares underlying this stock option vest as to 1/4th of the total shares on the one-year anniversary of August 1, 2020 and as to 1/48th of the total shares on a monthly basis thereafter, subject to continued employment with us through each vesting date, and is subject to acceleration upon a qualifying termination in connection with a change in control (as defined in the award agreement).
- (10) The shares underlying the RSUs vest as to 1/16th of the total shares on each quarterly vesting date that occurs after March 15, 2022. Quarterly vesting dates will fall on the first trading day on or after March 15th, June 15th, September 15th and December 15th.
- (11) The shares underlying the RSUs vest as to 1/16th of the total shares on each quarterly vesting date that occurs after June 15, 2022. Quarterly vesting dates will fall on the first trading day on or after March 15th, June 15th, September 15th and December 15th.
- (12) The shares underlying this stock option vest as to 1/4th of the total shares on the one-year anniversary of August 1, 2021 and as to 1/48th of the total shares on a monthly basis thereafter, subject to continued employment with us through each vesting date, and is subject to acceleration upon a qualifying termination in connection with a change in control (as defined in the award agreement).
- (13) On March 21, 2022, Mr. Henry transferred for no consideration all shares subject to this grant to the Henry Family Trust for estate planning purposes. Mr. Henry is trustee of the Henry Family Trust.
- (14) On March 21, 2022, Mr. Henry transferred for no consideration the stock option to purchase 69,941 shares to the Henry Family Trust for estate planning purposes.
- (15) On March 21, 2022, Mr. Henry transferred for no consideration the stock option to purchase 9,166 shares to the Henry Family Trust for estate planning purposes.
- (16) On March 21, 2022, Mr. Henry transferred for no consideration the stock option to purchase 24,534 shares to the Henry Family Trust for estate planning purposes.
- (17) On March 21, 2022, Mr. Henry transferred for no consideration the stock option to purchase 18,416 shares to the Henry Family Trust for estate planning purposes.
- (18) On March 21, 2022, Mr. Henry transferred for no consideration the stock option to purchase 207,658 shares to the Henry Family Trust for estate planning purposes.
- (19) The shares underlying the RSUs vest as to 1/12th of the total shares on each quarterly vesting date that occurs after March 15, 2023. Quarterly vesting dates will fall on the first trading day on or after March 15th, June 15th, September 15th and December 15th.
- (20) The shares underlying the RSUs vest as to 1/8th of the total shares on each quarterly vesting date that occurs after March 15, 2023. Quarterly vesting dates will fall on the first trading day on or after March 15th, June 15th, September 15th and December 15th.
- (21) The shares underlying the RSUs vest as to 1/16th of the total shares on each quarterly vesting date that occurs after March 15, 2023. Quarterly vesting dates will fall on the first trading day on or after March 15th, June 15th, September 15th and December 15th.

Potential Payments upon Termination or Change-in-Control

During fiscal 2022, we entered into a change in control and severance agreement with Mr. Cain and Mr. Henry that provides for the severance and change in control benefits as described below. We entered into a change in control and severance agreement with Mr. Owen during fiscal 2023. Each change in control and severance agreement supersedes any prior agreement or arrangement the named executive officer may have had with us that provides for severance and/or change in control payments or benefits.

In the event of an “qualified termination” of the employment of the named executive officer, which generally includes a termination of employment by the named executive officer in a “constructive termination” or by us for a reason other than “cause,” death or “disability” (as such terms are defined in the named executive officer’s change in control and severance agreement), that occurs outside the change in control period (as described below), then the named executive officer will be entitled to the following payments and benefits:

- Continuing payments of the named executive officer’s base salary as in effect immediately prior to their qualified termination of employment, as follows:
 - 12 months in the case of Mr. Cain;
 - 6 months in the case of any other named executive officer whose tenure was less than 2 years;

- 9 months in the case of any other named executive officer whose tenure was greater or equal to 2 years, but less than 3 years; and
 - 12 months in the case of any other named executive whose tenure was greater or equal to 3 years.
- Company-paid continued health coverage under the Consolidated Omnibus Reconciliation Act of 1985 as amended, or COBRA, for up to the same period as the salary continuation period.

If such qualified termination occurs within a period beginning 30 days prior to and ending 12 months following a “change in control” (as defined in the named executive officer’s change in control and severance agreement) (such period, the “change in control period”), then the named executive officer will be entitled to the following payments and benefits:

- A lump sum payment equal to 12 months of the named executive officer’s base salary, generally as in effect immediately prior to their qualified termination;
- Company-paid continued health coverage under COBRA for up to 12 months;
- A lump sum payment equal to such named executive officer’s annual target bonus, prorated for the period of service in the case of any named executive officer other than Mr. Cain;
- 100% accelerated vesting of all outstanding equity awards subject to time-based vesting.

Any acceleration of outstanding equity awards subject to performance-based vesting will be determined by the terms of the award agreement for each such equity award.

The receipt of the payments and benefits provided for under the named executive officer’s change in control and severance agreement described above is conditioned on the named executive officer signing and not revoking a separation and release of claims agreement, which may include certain non-solicitation provisions effective during the severance term and non-disparagement provisions, and such release becoming effective and irrevocable no later than the 60th day following the named executive officer’s involuntary termination of employment.

In addition, if any of the payments or benefits provided for under the named executive officer’s change in control and severance agreement or otherwise payable to a named executive officer would constitute “parachute payments” within the meaning of Section 280G of the Internal Revenue Code of 1986, as amended (the “Code”) and could be subject to the related excise tax, the named executive officer will receive either full payment of such payments and benefits or such lesser amount that would result in no portion of the payments and benefits being subject to the excise tax, whichever results in the greater amount of after-tax benefits to them. The change in control and severance agreements do not require us to provide any tax gross-up payments to the named executive officers.

Retirement Plans

We maintain a 401(k) retirement savings plan for the benefit of our U.S. employees, including our named executive officers, who satisfy certain eligibility requirements. Our 401(k) plan provides eligible employees with an opportunity to save for retirement on a tax-advantaged basis. Under our 401(k) plan, eligible employees may elect to defer a portion of their compensation, within the limits prescribed by the Code and the applicable limits under the 401(k) plan, on a pre-tax or after-tax (Roth) basis, through contributions to the 401(k) plan. All of a participant’s contributions into the 401(k) plan are 100% vested when contributed. The 401(k) plan is intended to qualify under Sections 401(a) and 501(a) of the Code. As a tax-qualified retirement plan, pre-tax contributions to the 401(k) plan and earnings on those pre-tax contributions are not taxable to the employees until distributed from the 401(k) plan, and earnings on Roth contributions are not taxable when distributed from the 401(k) plan. We are permitted to make discretionary matching contributions under our 401(k) plan.

We maintain an employer-arranged pension scheme for the benefit of our U.K. employees, including Mr. Owen as he is based in the United Kingdom. Our U.K. pension plan provides eligible employees with an opportunity to contribute a portion of their pensionable salary to their respective pension account within the limits prescribed by the U.K. pension plan. Under our U.K. pension plan, eligible employees may elect to defer a portion of their compensation, within the limits prescribed by our plan.

Equity Compensation Plan Information

The following table summarizes our equity compensation plan information as of January 31, 2024.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by security holders			
2008 Equity Incentive Plan (1)	2,498,084	\$ 5.58	—
2018 Equity Incentive Plan (1)	3,391,854	\$ 13.91	—
2021 Equity Incentive Plan (2)	4,641,001	\$ —	2,659,940
2021 Employee Stock Purchase Plan (3)	—	\$ —	1,239,636
Equity compensation plans not approved by security holders			
2023 Inducement Equity Incentive Plan (4)	306,919	\$ —	980,977
Total	10,837,858	\$ —	4,880,553

- (1) As a result of our initial public offering and the adoption of the 2021 Plan, we no longer grant awards under the 2008 Plan and 2018 Plan; however, all outstanding awards under the 2008 Plan and 2018 Plan remain subject to the terms of such plans. The number of shares underlying stock options granted under the 2008 Plan and 2018 Plan that expire or terminate or are forfeited or repurchased by the company under the 2008 Plan and 2018 Plan, tendered to or withheld by the company for payment of an exercise price or for tax withholding, or repurchased by the company due to failure to vest will be automatically added to the 2021 Plan.
- (2) Our 2021 Plan provides that the number of shares of common stock available for issuance under the 2021 Plan will automatically increase on the first day of each fiscal year beginning with the 2013 fiscal year, in an amount equal to the least of (i) 4,120,000 shares, (ii) five percent (5%) of the outstanding shares of our common stock on the last day of the immediately preceding fiscal year or (iii) such other amount as the administrator may determine.
- (3) Our 2021 Employee Stock Purchase Plan, or the ESPP, provides that the number of shares of our common stock available for issuance under the ESPP will automatically increase on the first day of each fiscal year beginning with the 2023 fiscal year, in an amount equal to the least of (i) 830,000 shares, (ii) one percent (1%) of the outstanding shares of our common stock on the last day of the immediately preceding fiscal year or (iii) such other amount as the administrator may determine.
- (4) Our 2023 Inducement Equity Incentive Plan provides that the maximum aggregate number of shares that may be issued is 1,300,000.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the beneficial ownership of our common stock as of March 29, 2024 by:

- each person, or group of affiliated persons, known by us to beneficially own more than 5% of our common stock;
- each of our named executive officers;
- each of our directors; and
- all of our executive officers and directors as a group.

We have determined beneficial ownership in accordance with the rules of the SEC, and thus it represents sole or shared voting or investment power with respect to our securities. Unless otherwise indicated, to our knowledge, the persons or entities identified in the table have sole voting power and sole investment power with respect to all shares shown as beneficially owned by them, subject to community property laws where applicable.

We have based our calculation of the percentage of beneficial ownership on 50,185,871 shares of our common stock outstanding as of March 29, 2024. We have deemed shares of our common stock subject to stock options that are currently exercisable or exercisable within 60 days of March 29, 2024 or issuable pursuant to RSUs which are subject to vesting and settlement conditions expected to occur within 60 days of March 29, 2024 to be outstanding and to be beneficially owned by the person holding the stock option or RSU for the purpose of computing the percentage ownership of that person. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, the address for each person or entity listed in the table is c/o Couchbase, Inc., 3250 Olcott Street, Santa Clara, California 95054.

Name of Beneficial Owner	Shares Beneficially Owned	
	Number	Percentage
Greater than 5% Stockholders:		
Entities affiliated with North Bridge (1)	4,676,256	9.3 %
The Vanguard Group (2)	3,801,595	7.6 %
GPI Capital Gemini HoldCo LP (3)	3,119,543	6.2 %
Entities affiliated with Accel (4)	3,033,755	6.0 %
BlackRock, Inc. (5)	2,846,710	5.7 %
Solel Partners LP (6)	2,507,205	5.0 %
Named Executive Officers and Directors:		
Matthew M. Cain (7)	1,985,154	3.8 %
Greg Henry (8)	445,226	*
Huw Owen (9)	88,818	*
Edward T. Anderson (10)	4,723,330	9.4 %
Alvina Y. Antar (11)	18,796	*
Carol W. Carpenter (12)	44,659	*
Lynn M. Christensen (13)	34,229	*
Kevin J. Efrusy (14)	637,710	1.3 %
Jeff Epstein (15)	173,282	*
Aleksander J. Migon (16)	16,300	*
David C. Scott (17)	133,282	*
Richard A. Simonson (18)	98,105	*
All directors and executive officers as a group (13 persons) (19)	8,590,449	16.1 %

* Represents less than 1%.

- (1) Based solely on a Schedule 13G/A filed with the SEC on February 14, 2024, consists of: 1,987,084 shares held of record by North Bridge Venture Partners VI, L.P., or NBVP VI, and 2,689,172 shares held of record by North Bridge Venture Partners 7, L.P., or NBVP 7. North Bridge Venture Management VI, L.P., or NBVM VI, is the sole general partner of NBVP VI. North Bridge Venture Management 7, L.P., or NBVM 7, is the sole general partner of NBVP 7. NBVM GP, LLC, or NBVM GP, is the sole general partner of each of NBVM VI and NBVM 7. Each of Mr. Anderson, a member of our board of directors, and Richard A. D'Amore are the managing members of NBVM GP and may be deemed to have shared voting and dispositive power over the shares held by each of NBVP VI and NBVP 7. Each of Messrs. Anderson and D'Amore, NBVM VI, NBVM 7 and NBVM GP disclaims beneficial ownership of these shares, except to the extent of their respective pecuniary interests therein, if any. The address for all North Bridge entities is 60 William Street, Suite 350, Wellesley, Massachusetts 02481.
- (2) Based solely on a Schedule 13G/A filed with the SEC on February 13, 2024, consists of: 3,801,595 shares held of record by The Vanguard Group. The address for The Vanguard Group is 100 Vanguard Blvd., Malvern, Pennsylvania 19355. This stockholder has sole dispositive power with respect to 3,710,745 of such shares and shared dispositive power over 90,850 of such shares.
- (3) Consists of: 3,119,543 shares held of record by GPI Capital Gemini HoldCo LP, or GPI. GPI Capital LLC is the sole member of GPI GP Limited, which is the general partner of GPI GP LP, which is the general partner of GPI. Mr. Migon is a member of our board of directors, and Mr. Migon, William T. Royan and Khai Ha are Managing Partners and members of the Investment Committee of GPI Capital, LLC and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by GPI. Messrs. Migon, Royan and Ha disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein. The address for GPI is 1345 Avenue of the Americas, 32nd Floor, New York, New York 10105.
- (4) Consists of: (i) 2,022,312 shares held of record by Accel Growth Fund II L.P., (ii) 146,484 shares held of record by Accel Growth Fund II Strategic Partners L.P., (iii) 217,110 shares held of record by Accel Growth Fund Investors 2013 L.L.C., (iv) 57,390 shares held of record by Accel Investors 2008 LLC, (v) 548,874 shares held of record by Accel X L.P. and (vi) 41,585 shares held of record by Accel X Strategic Partners L.P. Kevin J. Efrusy is a Managing Member of Accel X Associates L.L.C., or A10A, which is the General Partner of both Accel X L.P. and Accel X Strategic Partners L.P., and has the sole voting and investment power. Andrew G. Braccia, Kevin J. Efrusy, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock and Richard P. Wong are the Managing Members of Accel Investors 2008 L.L.C., and therefore share the voting and investment powers. Accel Growth Fund II Associates L.L.C., or AGF2A, is the General Partner of both Accel Growth Fund II L.P. and Accel Growth Fund II Strategic Partners L.P., and has the sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of AGF2A and share such powers. Andrew G. Braccia, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of Accel Growth Fund Investors 2013 L.L.C., and therefore share the voting and investment powers. Each general partner or manager disclaims beneficial ownership except to the extent of their pecuniary interest therein. The address for all Accel entities listed above is 500 University Avenue, Palo Alto, California 94301.

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- (5) Based solely on a Schedule 13G filed with the SEC on January 29, 2024, consists of: 2,846,710 shares held of record by BlackRock, Inc., a Delaware corporation, or Blackrock. Blackrock has sole dispositive power with respect to all of the shares. The address for Blackrock is 50 Hudson Yards, New York, NY 10001.
- (6) Based solely on a Schedule 13G filed with the SEC on February 14, 2024, consists of: 2,507,205 shares held of record by Solel Partners LP, a Delaware limited partnership, or Solel. Solel has sole voting and dispositive power with respect to all of the shares. The address for Solel is 699 Boylston Street, 15th Floor, Boston, MA 02116.
- (7) Consists of: (i) 60,749 shares held of record by Mr. Cain and (ii) 1,924,405 shares subject to stock options held by Mr. Cain exercisable within 60 days of March 29, 2024.
- (8) Consists of: (i) 1,000 shares held by Mr. Henry, (ii) 123,623 shares subject to stock options held by Mr. Henry that are exercisable within 60 days of March 29, 2024, and (iii) 320,603 shares subject to stock options held by The Henry Family Trust that are exercisable within 60 days of March 29, 2024.
- (9) Consists of: (i) 18,548 shares held by Mr. Owen and (ii) 70,270 shares subject to stock options held by Mr. Owen that are exercisable within 60 days of March 29, 2024.
- (10) Consists of: (i) such shares of common stock held by the entities affiliated with North Bridge Venture Partners identified in footnote 1 above, (ii) 31,250 shares held of record by Mr. Anderson and (iii) 16,184 shares issuable upon settlement of RSUs within 60 days of March 29, 2024. Mr. Anderson is a member of our board of directors and an affiliate of North Bridge Venture Partners.
- (11) Consists of 18,796 shares held by Ms. Antar.
- (12) Consists of (i) 11,659 shares held by Ms. Carpenter and (ii) 33,000 shares subject to stock options held by Ms. Carpenter that are exercisable within 60 days of March 29, 2024.
- (13) Consists of (i) 1,229 shares held by Ms. Christensen and (ii) 33,000 shares subject to stock options held by Ms. Christensen that are exercisable within 60 days of March 29, 2024.
- (14) Consists of (i) such shares listed in subparts (v) and (vi) within footnote 4 above, which are held of record by Accel X L.P. and Accel X Strategic Partners L.P. and pursuant to which Mr. Efrusy shares voting and investment power, (ii) 11,659 shares held by Mr. Efrusy and (iii) 35,592 shares held by The Efrusy Family Trust u/a/d 10/21/2005. This footnote 14 does not include the additional shares listed in subparts (i) through (iv) within footnote 4 above because Mr. Efrusy is not a Managing Member of the applicable entities thereto and does not share voting and investment power over such shares. Mr. Efrusy is a member of our board of directors and a Partner of Accel Partners.
- (15) Consists of 11,659 shares issuable upon settlement of RSUs within 60 days of March 29, 2024 and (ii) 161,623 shares subject to stock options held by Mr. Epstein that are exercisable within 60 days of March 29, 2024.
- (16) Consists of 16,300 shares issuable upon settlement of RSUs held by Mr. Migon within 60 days of March 29, 2024.
- (17) Consists of (i) 11,659 shares held by Mr. Scott and (ii) 121,623 shares subject to stock options held by Mr. Scott that are exercisable within 60 days of March 29, 2024.
- (18) Consists of (i) 19,772 shares held by Mr. Simonson and (iii) 78,333 shares subject to stock options held by Mr. Simonson that are exercisable within 60 days of March 29, 2024.
- (19) Consists of: (i) 5,517,572 shares beneficially owned by our executive officers and directors, (ii) 44,143 shares issuable upon settlement of RSUs within 60 days of March 29, 2024 to our executive officers, and (iii) 3,028,734 shares subject to stock options held by our executive officers and directors that are exercisable within 60 days of March 29, 2024.

RELATED PERSON TRANSACTIONS

The following is a description of each transaction since the beginning of our last fiscal year, and each currently proposed transaction, in which:

- we have been or are to be a participant;
- the amount involved exceeded or exceeds \$120,000;
- any of our directors (including director nominees), executive officers, or beneficial holders of more than 5% of any class of our voting securities, or any immediate family member of, or person sharing the household with, any of these individuals or entities, had or will have a direct or indirect material interest.

Investors' Rights Agreement

We are party to our amended and restated investors' rights agreement, dated as of May 19, 2020, which provides, among other things, that certain holders of our capital stock, including entities affiliated with Accel, GPI Capital, and North Bridge have the right to demand that we file a registration statement or request that their shares of our capital stock be covered by a registration statement that we are otherwise filing. Mr. Efrusy, a member of our board of directors, is affiliated with Accel. Mr. Migon, a member of our board of directors, is affiliated with GPI Capital. Mr. Anderson, a member of our board of directors, is affiliated with North Bridge.

Indemnification Agreements

We have entered into separate indemnification agreements with our directors and executive officers, in addition to indemnification provide for in our Restated Charter and amended and restated bylaws. These agreements, among other things, provide for indemnification of our directors and executive officers for certain expenses, judgments, fines and settlement amounts, among others, incurred by such persons in any action or proceeding arising from their services as a director or executive officer in any capacity as our director, trustee, general partner, managing member, officer, employee, agent or fiduciary or with respect to any employee benefit plans. We believe that these provisions in our Restated Charter and amended and restated bylaws and indemnification agreements are necessary to attract and retain qualified persons as directors and executive officers.

Policies and Procedures for Related Person Transactions

We have adopted a formal, written policy regarding "related person transactions." which are transactions, arrangements or relationships or any series of similar transactions, arrangements or relationships between us and a related person in which the aggregate amount involved exceeds \$120,000 and in which a related person has or will have a direct or indirect material interest. Under our policy, a related person means any of our executive officers, directors and director nominees, in each case since the beginning of our last fiscal year, or holders of more than 5% of our securities, and any of their immediate family members.

Our audit committee has the primary responsibility for reviewing and approving, ratifying or disapproving related person transactions. In determining whether to approve, ratify or disapprove any such transaction, our audit committee will consider, among other factors it deems appropriate, whether such transaction would affect the independence of any director and is on terms that reflect an arms-length transaction – in other words, terms that are no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances, as well as the extent of the related party’s interest in the transaction. Our policy grants standing pre-approval of certain transactions, including (1) certain compensation arrangements for our executive officers and directors, (2) certain transactions with another company at which a related person’s only relationship is as a non-executive employee, director or beneficial owner of less than 10% of that company’s shares, (3) transactions where a related person’s interest arises solely from the ownership of our common stock and all holders of our common stock received the same benefit on a pro rata basis, (4) charitable contributions by us to a charitable organization, foundation or university at which a related person’s only relationship is as a non-executive employee or director, provided that the aggregate amount involved does not exceed the lesser of \$200,000 or 5% of such organization’s total annual receipts, (5) any transaction available to all U.S. employees generally, and (6) any other transaction where disclosure of such transaction would not be required pursuant to Item 404 of Regulation S-K. In addition to our policy, our audit committee charter also provides that our audit committee will review any related person transactions.

OTHER MATTERS

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires that our directors and executive officers, and persons who own more than 10% of our common stock, file reports of ownership and changes in ownership with the SEC. To our knowledge, based on our review of such filings and written representations from the reporting persons, including, among others, that no Form 5 is required, we believe that during the fiscal year ended January 31, 2024, all directors, executive officers and greater than 10% stockholders complied with all Section 16(a) filing requirements applicable to them, with the exception of the following: (i) one Form 4 for each of Messrs. Cain, Henry, and Ms. Chow related to one transaction (each filed with the SEC on March 8, 2023) and (ii) two Forms 4 for Mr. Owen related to two transactions (one filed with the SEC on March 8, 2023 and another filed on July 7, 2023); such Forms 4 were filed as soon as practicable after the discovery of administrative errors.

Fiscal Year 2024 Annual Report

Our financial statements for our fiscal year ended January 31, 2024 are included in our annual report, which we will make available to stockholders at the same time as this proxy statement. Our proxy materials and our annual report are posted on our website at investors.couchbase.com and are available from the SEC at its website at www.sec.gov. **You may also obtain a copy of our annual report, free of charge, by sending a written request to Couchbase, Inc., 3250 Olcott Street, Santa Clara, California 95054, Attention: Corporate Secretary.**

Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement, and references to our website address in this proxy statement are inactive textual references only.

* * *

The board of directors does not know of any other matters to be presented at the Annual Meeting. If any additional matters are properly presented at the Annual Meeting, the persons named in the proxy will have discretion to vote the shares of our common stock they represent in accordance with their own judgment on such matters.

It is important that your shares be represented at the Annual Meeting, regardless of the number of shares that you hold. You are, therefore, urged to vote as promptly as possible to ensure your vote is recorded.

THE BOARD OF DIRECTORS

Santa Clara, California

PRELIMINARY PROXY CARD - SUBJECT TO COMPLETION

COUCHBASE, INC.
3250 OLCOFF STREET
SANTA CLARA, CA 95054



SCAN TO
VIEW MATERIALS & VOTE

VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/BASE2024

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V38066-P05417

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

COUCHBASE, INC.

The Board of Directors recommends you vote FOR the following nominees:

1. Election of Class III Directors

Nominees:	For	Withhold
1a. Alvina Y. Antar	<input type="checkbox"/>	<input type="checkbox"/>
1b. David C. Scott	<input type="checkbox"/>	<input type="checkbox"/>
1c. Richard A. Simonson	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommends you vote FOR the following proposal:

For Against Abstain

2. Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2025.

The Board of Directors recommends you vote FOR the following proposal:

For Against Abstain

3. Approval of an amendment to our Amended and Restated Certificate of Incorporation to reflect Delaware law provisions regarding officer exculpation.

NOTE: In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any postponement or adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

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Signature [PLEASE SIGN WITHIN BOX]

Date

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Signature (Joint Owners)

Date

PRELIMINARY PROXY CARD - SUBJECT TO COMPLETION

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report on Form 10-K are available at www.proxyvote.com.

V38067-P05417

**Couchbase, Inc.
Annual Meeting of Stockholders
May 30, 2024 9:00 AM Pacific Time
This proxy is solicited by the Board of Directors**

The stockholder(s) hereby appoint(s) Matthew M. Cain and Margaret Chow, or either of them, as proxies, with full power of substitution and re-substitution, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of Couchbase, Inc. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 9:00 AM, Pacific time on May 30, 2024, via live webcast accessible at www.virtualshareholdersmeeting.com/BASE2024, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side

