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

SCHEDULE 14A

**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 under §240.14a-12

Proto Labs, 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
-
-

Your **Vote** Counts!

PROTO LABS, INC.

2024 Annual Meeting
Vote by May 22, 2024
11:59 PM ET

PROTO LABS, INC.
ATTN: DANIEL SCHUMACHER
5540 PIONEER CREEK DRIVE
MAPLE PLAIN, MN 55359



V37273-P05572

You invested in PROTO LABS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 23, 2024.**

Get informed before you vote

View the Notice, Proxy Statement and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 9, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here to view materials and vote without entering a control number



Vote Virtually at the Meeting*

May 23, 2024
8:30 a.m. CT

Virtually at:
www.virtualshareholdermeeting.com/PRLB2024

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

THIS IS NOT A VOTABLE BALLOT

This is an overview of the more complete proxy materials that are available on the Internet or by mail. You may view the proxy materials online at www.ProxyVote.com or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting.

Voting Items	Board Recommends
1. Election of Directors Nominees:	
1a. Robert Bodor	☑ For
1b. Archie C. Black	☑ For
1c. Sujeet Chand	☑ For
1d. Moonhie Chin	☑ For
1e. Rainer Gawlick	☑ For
1f. Stacy Greiner	☑ For
1g. Donald G. Krantz	☑ For
1h. Sven A. Wehrwein	☑ For
2. Ratification of the selection of Ernst & Young LLP as the independent registered public accounting firm for fiscal year 2024.	☑ For
3. Advisory vote on executive compensation.	☑ For
4. Approval of the Amended and Restated Proto Labs, Inc. 2022 Long-Term Incentive Plan.	☑ For
NOTE: The proxies are authorized to vote, in their discretion, on all other matters which may properly come before the meeting or any adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".