

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

QUINCE THERAPEUTICS, 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!

QUINCE THERAPEUTICS, INC.

2024 Annual Meeting
Vote by June 4, 2024
11:59 PM EDT

Location: The Annual Meeting will be held in virtual format only, via live webcast on the Internet. Please visit <https://web.lumiconnect.com/294872708> to attend and be sure to have the control number (indicated below) available. The password is quince2024.



V49305-P11259

You invested in QUINCE THERAPEUTICS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 5, 2024 at 10:00 AM PDT.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 22, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (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. There is NO charge for requesting a copy of the voting material(s).



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

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

June 5, 2024
10:00 AM PDT

Virtual Meeting
live webcast at <https://web.lumiconnect.com/294872708>
Online check-in will commence at 9:30 AM PDT
The password is quince2024.

*If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.ProxyVote.com or request a paper copy of the materials, which will contain the appropriate instructions. Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This communication presents only an overview of the proposals being presented at the upcoming stockholder meeting as described in the more complete proxy materials, which we encourage you to access and review before voting. Such materials contain important information and are available to you on the Internet. You may view the proxy materials online at www.ProxyVote.com or easily request a paper copy (see reverse side). Please follow the instructions on the reverse side to vote these important matters.

Voting Items

	Board Recommends
1. Election of Directors Nominees: 01) Dirk Thye, M.D. 02) David A. Lamond 03) Luca Benatti, Ph.D.	<input checked="" type="checkbox"/> For All Nominees
2. To approve an amendment to our certificate of incorporation to effect a reverse stock split of our issued and outstanding common stock at a ratio of one-for-ten.	<input checked="" type="checkbox"/> For
3. To ratify the selection of BDO USA, P.C. as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2024.	<input checked="" type="checkbox"/> For
4. To approve, on an advisory basis, the compensation of the Company's named executive officers.	<input checked="" type="checkbox"/> For

NOTE: Such other business as may properly come before the meeting or any adjournment or postponement thereof.

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2024 Annual Meeting

Vote by June 4, 2024

11:59 PM EDT