

---

---

**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.**

2023 Annual Meeting

Vote by May 23, 2023

11:59 PM ET



Hertons, Inc.  
P.O. Box 9142  
Farmingdale, NY 11735

Ricky Campana  
P.O. Box 123456  
Suite 500  
51 Mercedes Way  
Edgewood, NY 11717



FLASHID-JOB#

1 OF 2  
322,224  
148,294

30#



## 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 material for the shareholder meeting to be held on May 24, 2023.**

### Get informed before you vote

View the Notice & Proxy Statement, Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 10, 2023. 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](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

XXXX XXXX XXXX XXXX



#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote in Person at the Meeting\*

May 24, 2023  
11:00 AM PDT

Virtual Meeting  
live webcast at <https://web.lumiagm.com/294872708>  
Online check-in will commence at 10:30 A.M.  
PDT

\*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](http://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 is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

**QUINCE THERAPEUTICS, INC.**  
2023 Annual Meeting  
Vote by May 23, 2023  
11:59 PM ET

Voting Items		Board Recommends
1.	Election of Directors <b>Nominees:</b> 01 Margaret A. McLoughlin      02 Una Ryan, OBE, Ph.D.	☑ For
2.	To approve an amendment to our certificate of incorporation to effect a reverse stock split of our issued and outstanding common stock.	☑ For
3.	To ratify the selection of BDO USA, LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2023.	☑ For
4.	To approve, on an advisory basis, the compensation of the Company's named executive officers.	☑ For
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.		

Under New York Stock Exchange rules, brokers may vote "routine" matters at their discretion if your voting instructions are not communicated to us at least 10 days before the meeting. **We will nevertheless follow your instructions, even if the broker's discretionary vote has already been given, provided your instructions are received prior to the meeting date.**

FLASHID-JOB#

1.00000  
322,224  
148,294