

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 Pursuant to § 240.14a-12

XENETIC BIOSCIENCES, INC.
(Name of Registrant as Specified In Its Charter)

N/A
(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Your **Vote** Counts!

XENETIC BIOSCIENCES, INC.

2024 Annual Meeting
Vote by December 10, 2024
11:59 PM ET

XENETIC BIOSCIENCES, INC.
945 CONCORD STREET
FRAMINGHAM, MA 01701



V58353-P19001

You invested in XENETIC BIOSCIENCES, 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 December 11, 2024.**

Get informed before you vote

View the Proxy Statement, Form 10-K and Form 10-K/A online OR you can receive a free paper or email copy of the material(s) by requesting prior to November 27, 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.



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 Virtually at the Meeting*

December 11, 2024
10:00 AM EST

Virtually at:
www.virtualshareholdermeeting.com/XBIO2024

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

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

| Voting Items | Board Recommends |
|---|---------------------|
| 1. Election of Directors Nominees: 01) Grigory Borisenko 02) Firdaus Jal Dastoor 03) Dmitry Genkin 04) Roger Kornberg 05) Moshe Mizrahy 06) Alexey Vinogradov | ✔ For |
| 2. To ratify the selection by the Audit Committee of Marcum LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2024. | ✔ For |
| 3. Non-binding advisory vote to approve the Company's named executive officer compensation. | ✔ For |
| 4. Non-binding advisory vote to approve the frequency of holding future votes regarding named executive officer compensation ("Say on Frequency"). | 1 Year |
| In his discretion, the proxy is authorized to vote upon such other business as may properly come before the meeting or any postponement or adjournment thereof. | |

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