

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

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**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

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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

**IN8bio, 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 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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350 5th Avenue, Suite 5330  
New York, New York 10118

April 22, 2022

Dear Stockholders:

We are pleased to invite you to attend the 2022 Annual Meeting of Stockholders (the “**Annual Meeting**”) of IN8bio, Inc., a Delaware corporation (“**IN8bio**”) to be held virtually on Wednesday, June 1, 2022 at 9:00 a.m. Eastern time. As part of our precautions regarding the ongoing COVID-19 pandemic and to support the health and well-being of our stockholders, we have adopted a virtual format for our Annual Meeting, which will be held solely online. There will not be a physical location for the Annual Meeting, and you will not be able to attend the Annual Meeting in person.

You will be able to attend the Annual Meeting, ask your questions and vote your shares during the meeting by visiting [www.proxydocs.com/INAB](http://www.proxydocs.com/INAB). To participate in the Annual Meeting, you will need to register to attend the meeting by using the control number located on the Notice of Internet Availability of Proxy Materials for the 2022 Annual Meeting of Stockholders, your proxy card or voting instruction form. Additional details regarding access to the Annual Meeting and the business to be conducted at the Annual Meeting are described in the accompanying Notice of 2022 Annual Meeting of Stockholders and proxy statement.

We have elected to provide access to our proxy materials over the Internet under the U.S. Securities and Exchange Commission’s “notice and access” rules. As a result, we are mailing to our stockholders a Notice of Internet Availability of Proxy Materials instead of paper copies of the proxy statement and our 2021 Annual Report. The notice contains instructions on how to access those documents over the Internet. The Notice of Internet Availability of Proxy Materials also contains instructions on how stockholders can receive a paper copy of our proxy materials, including the proxy statement, our 2021 Annual Report and a form of proxy card or voting instruction form. We believe that providing our proxy materials over the Internet increases the ability of our stockholders to connect with the information they need, while reducing the environmental impact and cost of our Annual Meeting.

Your vote is important. Whether or not you plan to attend the Annual Meeting, we hope you will vote as soon as possible. You may vote over the Internet, by telephone or, if you receive a paper proxy card by mail, by completing and returning the proxy card or voting instruction form mailed to you. Please carefully review the instructions on each of your voting options described in this proxy statement, as well as in the Notice of Internet Availability of Proxy Materials you received in the mail.

On behalf of the Board of Directors and the employees of IN8bio, we thank you for your continued support and look forward to seeing you at the Annual Meeting.

Sincerely,

A handwritten signature in black ink, appearing to read 'William Ho', written over a white rectangular area.

William Ho  
*Chief Executive Officer*



350 5th Avenue, Suite 5330  
New York, New York 10118

**NOTICE OF 2022 ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held on June 1, 2022 at 9:00 a.m. Eastern Time**

Dear Stockholder:

On behalf of our board of directors, we are pleased to invite you to attend the 2022 Annual Meeting of Stockholders of IN8bio, Inc., a Delaware corporation.

The Annual Meeting will be held virtually, via live webcast available at [www.proxydocs.com/INAB](http://www.proxydocs.com/INAB), on June 1, 2022 at 9:00 a.m., Eastern time. We believe hosting a virtual meeting enables increased stockholder participation, while lowering the cost of conducting the Annual Meeting. Further, we believe the virtual meeting format is critical in light of the ongoing COVID-19 pandemic, as the safety of our employees, communities and stockholders is our first priority.

Stockholders attending the virtual meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting. You will be able to attend the Annual Meeting and vote your shares during the meeting by visiting [www.proxydocs.com/INAB](http://www.proxydocs.com/INAB). To participate in the Annual Meeting, you will need to register using the control number located on the Notice of Internet Availability of Proxy Materials for the 2022 Annual Meeting of Stockholders, your proxy card or voting instruction form. Additional details regarding access to the Annual Meeting and the business to be conducted at the Annual Meeting are described in the accompanying proxy statement. We recommend that you log in a few minutes early to ensure you are logged in when the Annual Meeting starts.

**Your vote is very important. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted.**

The Annual Meeting will be held for the following purposes, which are more fully described in the proxy statement accompanying this Notice:

- (1) To elect the two Class I directors named in the attached proxy statement, each to serve until our 2025 Annual Meeting of Stockholders.
- (2) To ratify the selection of CohnReznick LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022.
- (3) To conduct any other business properly brought before the meeting or any adjournment or postponement thereof.

The record date for the Annual Meeting is April 11, 2022. Only stockholders of record at the close of business on that date may vote at the Annual Meeting or any adjournment thereof.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to read 'Patrick McCall'.

Patrick McCall  
*Chief Financial Officer and Corporate Secretary*

New York, New York  
April 22, 2022

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**You are cordially invited to attend the virtual annual meeting. Whether or not you expect to attend the meeting, you are urged to vote and submit your proxy by following the procedures described in the proxy card. Even if you have voted by proxy, you may still vote during the meeting. Please note, however, that if your shares are held of record by a broker, bank or other similar organization and you wish to vote during the meeting, you must follow the instructions from such organization**

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You may also access additional information about IN8bio, Inc. at [www.in8bio.com](http://www.in8bio.com) and [investors.in8bio.com](http://investors.in8bio.com). References to our websites throughout this proxy statement are provided for convenience only and the content on our website does not constitute a part of this proxy statement.



350 5th Avenue, Suite 5330  
New York, New York 10118

**PROXY STATEMENT  
FOR THE 2022 ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held on June 1, 2022 at 9:00 a.m. Eastern Time**

**QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING**

**Why did I receive a Notice of Internet Availability of Proxy Materials (“Notice”) on the internet instead of a full set of Proxy Materials?**

Pursuant to rules adopted by the Securities and Exchange Commission (the “SEC”), we have elected to provide access to our proxy materials over the internet. Accordingly, we have sent you a Notice because the Board of Directors of IN8bio, Inc. (the “Board”) is soliciting your proxy to vote at the 2022 Annual Meeting of Stockholders (the “Annual Meeting”), including at any adjournments or postponements thereof. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or to request a printed set of the proxy materials. Instructions on how to access the proxy materials over the internet or to request a printed copy may be found in the Notice.

We intend to mail the Notice of Internet Availability on or about April 22, 2022 to all stockholders of record entitled to vote at the Annual Meeting.

**Will I receive any other Proxy Materials by mail?**

You will not receive any additional proxy materials via mail unless you request a printed copy in accordance with the instructions set forth in the Notice. We may elect, in our discretion, to send you a proxy card and a second Notice, on or after 10 calendar days have passed since our first mailing of the Notice.

**When is the record date for the Annual Meeting?**

The Board has fixed the record date for the Annual Meeting as of the close of business on April 11, 2022 (the “Record Date”).

**Why is IN8bio conducting a virtual Annual Meeting?**

Due to the ongoing public health crisis relating to the COVID-19 pandemic, we believe that adopting the virtual meeting format will help protect the health and well-being of our directors, members of management and stockholders who wish to attend the Annual Meeting. Stockholders attending the virtual meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting, including the ability to submit questions in advance and to vote. We believe that hosting a virtual meeting is in the best interest of our stockholders and enables increased stockholder attendance in light of the current circumstances.

**How do I attend the Annual Meeting?**

We will be hosting the Annual Meeting via live webcast only. You are entitled to attend the Annual Meeting if you were a stockholder as of the close of business on the Record Date or hold a valid proxy for the meeting. To

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participate in the Annual Meeting, you will need to visit [www.proxydocs.com/INAB](http://www.proxydocs.com/INAB) and register using the control number, which is included in your Notice, or on your proxy card if you are a stockholder of record, or included with your voting instruction card and voting instructions received from your broker, bank or other agent if you hold your shares in “street name.”

We recommend that you log in a few minutes before the Annual Meeting to ensure that you are logged in when the meeting starts. Information on how to vote online during the Annual Meeting is discussed below.

### **What do I do if I have technical difficulties in connection with the Annual Meeting?**

We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual Annual Meeting. If you encounter any difficulties accessing the virtual Annual Meeting during the check-in or meeting time, please call the technical support number that will be delivered to shareholders via e-mail prior to the meeting’s start time. Technical support will be available starting at 8:45 a.m., Eastern time, on June 1, 2022.

### **Will a list of stockholders as of the Record Date be available?**

A list of our stockholders of record as of the close of business on the Record Date will be made available to stockholders during the Annual Meeting at [www.proxydocs.com/INAB](http://www.proxydocs.com/INAB). In addition, for the 10 days prior to the Annual Meeting, the list will be available for examination by any stockholder of record for a legally valid purpose. To access the list of record shareholders beginning May 22, 2022 and until the meeting, stockholders should email [ir@in8bio.com](mailto:ir@in8bio.com).

### **Who can vote at the Annual Meeting?**

Only stockholders of record at the close of business on the Record Date will be entitled to vote online during the Annual Meeting. On the Record Date, there were a total of 18,812,267 shares of common stock outstanding and entitled to vote.

- **Stockholder of Record: Shares Registered in Your Name.** If on the Record Date, your shares were registered directly in your name with our transfer agent, Computershare Trust Company, N.A., then you are a stockholder of record. As a stockholder of record, you may vote online during the meeting, vote by proxy over the telephone or through the internet, or vote by proxy using a proxy card that you may request or that we may elect to deliver at a later time. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted.
- **Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Similar Organization.** If on the Record Date, your shares were held, not in your name, but rather in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in “street name” and the Notice is being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares online during the Annual Meeting unless you request and obtain a valid proxy from your broker or other agent, as required. Check with your brokerage firm, bank, dealer or other similar organization, and further follow the instructions you receive during the registration process prior to the Annual Meeting.

### **How many votes do I have?**

Each holder of shares of our common stock will have one vote per share of common stock held as of the Record Date.

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### What am I voting on?

There are two matters scheduled for a vote:

- **Proposal 1:** Election of two Class I directors to hold office until the 2025 Annual Meeting of Stockholders; and
- **Proposal 2:** Ratification of the selection of CohnReznick LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022.

### What if another matter is properly brought before the meeting?

The Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the meeting, the proxies will vote as recommended by the Board or, if no recommendation is given, will vote on those matters in accordance with their best judgment.

### What are the Board's recommendations on how to vote my shares?

The Board recommends a vote:

- **Proposal 1:** **FOR** the election of the two Class I director nominees; and
- **Proposal 2:** **FOR** the ratification of the selection of CohnReznick LLP as our independent registered public accounting firm for the year ending December 31, 2022.

### How do I vote?

If you are a stockholder of record and your shares are registered directly in your name, you may vote:

- **By Internet.** To vote through the internet, go to [www.proxypush.com/INAB](http://www.proxypush.com/INAB) to complete an electronic proxy card. You will be asked to provide the company number and control number from the Notice. Your internet vote must be received prior to the start of the Annual Meeting to be counted.
- **By Telephone.** Call 1-866-601-1589 toll-free from the United States, U.S. territories and Canada, and follow the instructions on the Notice. You will be asked to provide your control number from the Notice. Your telephone vote must be received prior to the start of the Annual Meeting to be counted.
- **By Proxy Card.** Complete and mail the proxy card that may be requested and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.
- **Online During the Annual Meeting.** Access the Annual Meeting by visiting [www.proxydocs.com/INAB](http://www.proxydocs.com/INAB) and providing your control number from your Notice.

If your shares of common stock are held in street name (i.e., held for your account by a broker, bank or other nominee), you should have received a notice containing voting instructions from that organization rather than from us. You should follow the instructions in the notice to ensure your vote is counted. To vote online during the Annual Meeting, you may be required to obtain a valid proxy card from your broker or other nominee. Follow the instructions from your broker, bank or other nominee or contact your broker, bank or other nominee to request a proxy card, and access the Annual Meeting by following the instructions you receive after your successful registration at [www.proxydocs.com/INAB](http://www.proxydocs.com/INAB) using the control number provided by your bank, broker or other nominee.

**Internet proxy voting will be provided to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your internet access, such as usage charges from internet access providers and telephone companies.**

**Can I vote my shares by filling out and returning the Notice?**

No. The Notice identifies the items to be voted on at the Annual Meeting, but you cannot vote by marking the Notice and returning it. The Notice provides instructions on how to vote by proxy in advance of the Annual Meeting through the internet, by telephone, using a printed proxy card or online during the Annual Meeting.

**What does it mean if I receive more than one Notice?**

If you receive more than one Notice, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on the Notices to ensure that all of your shares are voted.

**If I am a stockholder of record and I do not vote, or if I return a proxy card or otherwise vote without giving specific voting instructions, what happens?**

If you are a stockholder of record and do not vote through the internet, by telephone, by completing the proxy card that may be delivered to you or online during the Annual Meeting, your shares will not be voted.

If you return a signed and dated proxy card or otherwise vote without marking voting selections, your shares will be voted in accordance with the recommendations of our board of directors: “**FOR**” the election of each of the three nominees for director; and “**FOR**” the ratification of the selection of CohnReznick LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022. If any other matter is properly presented at the Annual Meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using his best judgment.

**If I am a beneficial owner of shares held in “street name” and I do not provide my broker or bank with voting instructions, what happens?**

If you are a beneficial owner and do not instruct your broker, bank or other agent how to vote your shares, the question of whether your broker or nominee will still be able to vote your shares depends on whether, pursuant to stock exchange rules, the particular proposal is deemed to be a “routine” matter. Brokers and nominees can use their discretion to vote “uninstructed” shares with respect to matters that are considered to be “routine,” but not with respect to “non-routine” matters. Under applicable rules and interpretations, “non-routine” matters are matters that may substantially affect the rights or privileges of stockholders, such as mergers, stockholder proposals, elections of directors (even if not contested), executive compensation and certain corporate governance proposals, even if management-supported. Accordingly, your broker or nominee may vote your shares on Proposal 2. Your broker or nominee, however, may not vote your shares on Proposal 1 without your instructions. Such an event would result in a “broker non-vote” and these shares will not be counted as having been voted on the applicable proposal. Please instruct your bank, broker or other agent to ensure that your vote will be counted.

*If you a beneficial owner of shares held in street name, and you do not plan to attend the Annual Meeting, in order to ensure your shares are voted in the way you would prefer, you must provide voting instructions to your broker, bank or other agent by the deadline provided in the materials you receive from your broker, bank or other agent.*

**What are “broker non-votes”?**

As discussed above, when a beneficial owner of shares held in “street name” does not give instructions to the broker or nominee holding the shares as to how to vote on matters deemed to be “non-routine,” the broker or nominee cannot vote the shares. These unvoted shares are counted as “broker non-votes.”



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### Can I change my vote after submitting my proxy?

**Stockholder of Record: Shares Registered in Your Name.** If you are a stockholder of record, then yes, you can revoke your proxy at any time before the final vote at the Annual Meeting. You may revoke your proxy in any one of the following ways:

- submit another properly completed proxy with a later date;
- transmit a subsequent vote over the internet or by telephone prior to the start of the Annual Meeting;
- register and attend the Annual Meeting and vote online during the Annual Meeting; or
- send a timely written notice that you are revoking your proxy via email at [ir@in8bio.com](mailto:ir@in8bio.com)

Your last vote, whether prior to or at the Annual Meeting, is the vote that we will count.

**Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Similar Organization.** If you are a beneficial owner and your shares are held in “street name” by your broker, bank or other agent, you should follow the instructions provided by your broker, bank or other agent.

### What vote is required to approve each item and how are votes counted?

The following table summarizes the minimum vote needed to approve each proposal and the effect of abstentions and broker non-votes.

<b>Proposal Number</b>	<b>Proposal Description</b>	<b>Vote Required for Approval</b>	<b>Effect of Abstentions</b>	<b>Effect of Broker Non-Votes</b>
1.	Election of Directors	Nominees receiving the most “For” votes; withheld votes will have no effect.	Not applicable	No effect
2.	Ratification of the selection of CohnReznick LLP as the Company’s independent registered public accounting firm	“For” votes from the holders of a majority of the voting power of the shares present in person, by remote communication, if applicable, or represented by proxy at the meeting and voting affirmatively (excluding abstentions and broker non-votes) on such matter	Against	Not applicable <sup>(1)</sup>

(1) This proposal is considered to be a “routine” matter. Accordingly, if you hold your shares in street name and do not provide voting instructions to your broker, bank or other agent that holds your shares, your broker, bank or other agent has discretionary authority to vote your shares on this proposal.

### How is a quorum reached?

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if stockholders holding at least a majority of the outstanding shares entitled to vote are present at the Annual Meeting or represented by proxy. On the record date, there were 18,812,267 shares outstanding and entitled to vote. Thus, the holders of 9,406,134 shares must be present or represented by proxy at the Annual Meeting to have a quorum. The inspector(s) of election appointed for the Annual Meeting will determine whether or not a quorum is present.

Abstentions and broker non-votes, if any, will be counted towards the quorum requirement. If there is no quorum, the holders of a majority of shares present at the meeting or represented by proxy may adjourn the meeting to another date.

**How can I find out the results of the voting at the Annual Meeting?**

We will announce preliminary voting results at our Annual Meeting. We will publish final voting results in a Current Report on Form 8-K that we will file with the SEC within four business days after the Annual Meeting. If final voting results are not available at that time, we will disclose the preliminary results in the Current Report on Form 8-K and, within four business days after the final voting results are known to us, file an amended Current Report on Form 8-K to disclose the final voting results.

**Who pays the cost for soliciting proxies?**

We will pay the entire cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by telephone or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We will also reimburse brokers, banks, custodians, other nominees and fiduciaries for forwarding these materials to their principals to obtain the authorization for the execution of proxies.

**When are stockholder proposals and director nominations due for next year's annual meeting?**

*Requirements for stockholder proposals to be brought before an annual meeting.*

Our amended and restated bylaws ("**Bylaws**") provide that, for stockholder director nominations or other proposals to be considered at an annual meeting, the stockholder must give timely notice thereof in writing to our Secretary at IN8bio, Inc., 350 5<sup>th</sup> Avenue, Suite 5330, New York, New York 10118. To be timely for the 2023 Annual Meeting of Stockholders, a stockholder's notice must be delivered to or mailed and received by our Secretary at our principal executive offices between February 1, 2023 and March 3, 2023; *provided*, that if the date of that annual meeting of stockholders is more than 30 days prior to or more than 30 days after the anniversary of the immediately preceding year's annual meeting, we must receive the required notice no earlier than the 120<sup>th</sup> day prior to the meeting date and not later than the 90<sup>th</sup> day prior to the meeting date or, if later than the 90<sup>th</sup> day prior to such meeting date, the 10<sup>th</sup> day following the day on which public disclosure of that meeting date is first made. A stockholder's notice to the Secretary must also set forth the information required by our Bylaws.

*Requirements for stockholder proposals to be considered for inclusion in our proxy materials.*

Stockholder proposals submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and intended to be presented at the 2023 Annual Meeting of Stockholders must be received by us not later than December 23, 2022 in order to be considered for inclusion in our proxy materials for that meeting.

In addition to satisfying the foregoing requirements under our Bylaws, to comply with the universal proxy rules (once effective), stockholders who intend to solicit proxies in support of director nominees other than our nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than April 2, 2023.

## PROPOSAL 1: ELECTION OF DIRECTORS

### General

Our amended and restated certificate of incorporation provides for a classified Board consisting of three classes of directors. Class I consists of two directors, Class II consists of two directors and Class III consists of two directors. Each class serves for a three-year term. Vacancies on our Board may be filled by the affirmative vote of a majority of directors then in office. A director elected by our Board to fill a vacancy in a class, including vacancies created by an increase in the number of directors, shall serve for the remainder of the full term of that class and until the director's successor is duly elected and qualified.

Our Board is currently composed of six directors. There are two directors whose term of office expires in 2022. Upon the recommendation of the Nominating and Corporate Governance Committee, our Board has nominated the following two individuals for election as directors at the Annual Meeting:

- Emily Fairbairn
- Luba Greenwood

The biographies below under "Information Regarding Director Nominees and Current Directors" include information, as of the date of this proxy statement, regarding the specific and particular experience, qualifications, attributes or skills of each director nominee that led the Nominating and Corporate Governance Committee to believe that that nominee should continue to serve on the Board. If you elect the nominees listed above, they will each hold office until the 2025 Annual Meeting of Stockholders and until each of their successors has been duly elected and qualified, or, if sooner, until the director's death, resignation or removal. All nominees are currently serving on our Board and have consented to being named in this proxy statement and to serve if elected. There are no family relationships among any of our executive officers or directors. It is our policy to encourage directors and nominees for director to attend the Annual Meeting.

### Vote Required

Directors are elected by a plurality of the votes of the holders of shares present in person, by remote communication, if applicable, or represented by proxy and entitled to vote on the election of directors. Accordingly, the two nominees receiving the highest number of "FOR" votes will be elected as directors. Abstentions will have no effect on the outcome of Proposal 1. You may not vote your shares cumulatively for the election of directors. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the two nominees named above. If any nominee becomes unavailable for election as a result of an unexpected occurrence, your shares will be voted for the election of a substitute nominee proposed by our Board. The Board has no reason to believe that any of the nominees would prove unable to serve if elected. Your proxy cannot be voted for a greater number of persons than the number of director nominees named in this proxy statement.

### Our Recommendation

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR EACH OF THE  
DIRECTOR NOMINEES FOR CLASS I DIRECTOR  
(PROPOSAL 1 ON YOUR NOTICE OF INTERNET AVAILABILITY)**

## INFORMATION REGARDING DIRECTOR NOMINEES AND CONTINUING DIRECTORS

The following table sets forth, for the Class I nominees and our other directors, their ages and position or office held with us as of the date of this proxy statement:

Name	Age	Position	Director Since
<b><i>Class I Nominees for Election at the 2022 Annual Meeting of Stockholders</i></b>			
Emily Fairbairn	60	Director	2021
Luba Greenwood	43	Director	2021
<b><i>Class II Directors Continuing in Office Until the 2023 Annual Meeting of Stockholders</i></b>			
Peter Brandt	65	Director	2019
Travis Whitfill	32	Director	2018
<b><i>Class III Directors Continuing in Office Until the 2024 Annual Meeting of Stockholders</i></b>			
Alan S. Roemer	52	Chairman of the Board	2020
William Ho	46	President & Chief Executive Officer and Director	2015

Set forth below is biographical information for the director nominees and each person whose term of office as a director will continue after the Annual Meeting. This includes information regarding each director's experience, qualifications, attributes or skills that led our Board to recommend them for board service.

### **Nominees for Election at the 2022 Annual Meeting of Stockholders**

***Emily Fairbairn*** has served as a member of our Board since July 2021. From 2018, she has also served as the chair of the board of directors at Movano Inc. Ms. Fairbairn has spent the majority of her career in executive leadership and management positions and as a seasoned investor and mentor to early-stage companies. In 1999, Ms. Fairbairn was co-founder and chief executive officer of Ascend Capital, a multi-billion-dollar hedge fund, which she ran until 2018. The firm focused on managing assets for institutional clients such as pensions, endowments, and public companies. Prior to Ascend Capital, she spent a decade building a successful practice of equity portfolio construction and financial planning for high net worth clients for Merrill Lynch. Today, Ms. Fairbairn is an active investor, and since 2017 serving on the funding board of the MIT Sandbox Fund to mentor aspiring entrepreneurs. She is also a dedicated advocate of funding research for a realizable diagnostic and cure for Lyme+, which effects around 500,000 people annually in the United States. Emily holds a B.S. in Chemical Engineering from California State Polytechnic University. We believe that Ms. Fairbairn's expertise in investment and finance matters and her extensive executive leadership and management experience qualify her to serve on our Board.

***Luba Greenwood*** has served as a member of our Board since July 2021. Since September 2021, Ms. Greenwood has served as chief executive officer and chair of the board of directors of Kojin Therapeutics, Inc., a private biopharmaceutical company and since December 2020, has served as managing partner of Binney Street Capital, LLC, a venture capital fund established by the Dana-Farber Cancer Institute. From April 2019 until December 2019, Ms. Greenwood served as chief executive officer and member of the board of directors of LUCA Biologics, Inc., a women's health initiative and microbiome company, and from April 2019 to December 2020, Ms. Greenwood served as senior advisor to the chief executive officer of the Dana-Farber Cancer Institute. From February 2018 to July 2019, Ms. Greenwood was the head of strategic business development and corporate ventures for Verily Life Sciences LLC, a research subsidiary of Alphabet Inc. focused on life sciences and healthcare. From 2015 to February 2018, Ms. Greenwood was the vice president of global business development and mergers and acquisitions at F. Hoffmann-La Roche Ltd., a multinational healthcare company, as well as the head of the Roche Diagnostics Innovation Center, East Coast. Beginning in 2021, Ms. Greenwood has also served on the board of directors of OS Acquisition Corp., a blank check company. Ms. Greenwood received a B.A. in Biology from Brandeis University and a J.D. from Northeastern University Law School. We believe that Ms. Greenwood's extensive experience in the pharmaceutical, biotechnology and digital health industries qualifies her to serve on our Board.

### **Directors Continuing in Office Until the 2023 Annual Meeting of Stockholders**

**Peter Brandt** has served as a member of our Board since July 2019. From September 2010 to November 2020, Mr. Brandt served on the board of directors, and from June 2015 until November 2020 as chair of the board of directors, of Rexahn Pharmaceuticals, Inc., a public biotechnology company (until its merger with Ocuphire Pharma, Inc.). From 2011 to 2013, Mr. Brandt served on the board of directors, and as chair from December 2012, of ePocrates, Inc., a point of care medical applications company (until its acquisition by athenahealth, Inc.). From 2011 to 2012, Mr. Brandt also served as interim chief executive officer and president of ePocrates, Inc. Prior to that, from 2008 to 2009, Mr. Brandt served as president, chief executive officer, and as a member of the board of directors of Noven Pharmaceuticals, Inc., a specialty pharmaceutical company (until its acquisition by Hisamitsu Pharmaceutical Co., Inc.). Prior to leading Noven, Mr. Brandt spent 28 years at Pfizer Inc. where he served various roles, including as Pfizer's president—U.S. pharmaceuticals operations, where he helped deliver revenue and earnings growth while engineering major change within Pfizer's U.S. pharmaceuticals organization. Prior to running U.S. operations, he led Pfizer's Latin American pharmaceuticals operations, as well as the following Pfizer Worldwide Pharmaceuticals functions: finance, information technology, planning and business development. He also oversaw the operations of Pfizer's care management subsidiary, Pfizer Healthcare Solutions. Mr. Brandt also served as a director of Auxilium Pharmaceuticals, Inc. from December 2010 to January 2015 (until its acquisition by Endo International PLC). Mr. Brandt received a B.A. from the University of Connecticut and an MBA from the Columbia School of Business. We believe that Mr. Brandt's broad operational management experience in the life sciences industry and experience serving on numerous boards of directors of life sciences companies qualifies him to serve on our Board.

**Travis Whitfill** has served as a member of our Board since May 2018. Mr. Whitfill has served as a partner at Bios Equity Partners, LP, a biotechnology-focused venture capital firm, since October 2015 and a Senior Analyst at Bios Research since September 2014. He is also the founder and has served in various roles at Azitra Inc., including Chief Scientific Officer from January 2014 to September 2019 and currently serves as the Executive Director of Advanced Technology since September 2019. Mr. Whitfill has also served as an assistant professor adjunct at Yale University since March 2022 and previously served as an associate research scientist with appointments in the Departments of Pediatrics and Emergency Medicine at Yale University from July 2016 to March 2022. Mr. Whitfill has led numerous grant-funded projects, holds several patents and has co-authored over 50 publications. Mr. Whitfill received a B.S. from Dallas Baptist University, a MPhil from UCL in the United Kingdom, and an MPH from Yale University. We believe that Mr. Whitfill's strong background in entrepreneurship and in the biotech and healthcare industries qualifies him to serve on our Board.

### **Directors Continuing in Office Until the 2024 Annual Meeting of Stockholders**

**Alan S. Roemer, MBA, MPH** has served as chair and a member of our Board since September 2020. Mr. Roemer has served as a director and chair of the audit committee of NexImmune, Inc., a public biotechnology company, since February 2017. He also serves on the boards of directors of various private companies, including: chair and member of the board of directors of UTILITY therapeutics Ltd., a private biotechnology company; member of the board of directors of Bit.Bio Ltd., a private synthetic biology company; member of the board of directors of Envisagenics, Inc., a private artificial intelligence company; and member of the board of trustees of the Helene Fuld College of Nursing. Mr. Roemer was a founding leadership team member and senior vice president of Roivant Sciences, Inc., a private biopharmaceutical company, from the company's inception May 2014 to August 2019, where he held various senior management roles responsible for finance, operations and corporate development. From March 2015 to August 2015, he also served as principal financial and accounting officer of Axovant Sciences Ltd., a public biopharmaceutical company, and a founding leadership team member and chief financial officer of its wholly owned subsidiary, Axovant Sciences, Inc. Prior to Roivant and Axovant, Mr. Roemer served in various executive roles, including managing director of the Trout Group LLC and Trout Capital LLC from 2009 to 2014, chief financial officer and treasurer of Zelos Therapeutics, Inc. from 2008 to 2009, and vice president of Pharmasset, Inc. 1999 to 2008, which was subsequently acquired by Gilead Sciences, Inc. Mr. Roemer has also served as a member of the board of directors of SomPharmaceuticals SA, a private

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biopharmaceutical company, from August 2012 to May 2016, until its acquisition by Amryt Pharma plc. Mr. Roemer received a B.S. in Business Administration from Georgetown University and his MBA and MPH degrees from Emory University's Goizueta Business School and Rollins School of Public Health. We believe that Mr. Roemer's significant executive and board leadership experience in the biopharmaceutical industry qualifies him to serve on our Board.

**William Ho** is our co-founder, and has served as our president, chief executive officer and director since our inception in November 2015 and also served as our chief financial officer from October 2020 to February 2021. Prior to this, from April 2014 to November 2017, Mr. Ho was the founder and managing partner at AlephPoint Capital, a private healthcare fund. Prior to AlephPoint, Mr. Ho launched the public investments and cross-over portfolio at New Leaf Venture Partners, a leading healthcare venture capital firm, and served as its Public Investment Director from 2010 to 2014. Previously, Mr. Ho also served as a Senior Equity Research Analyst at Bank of America from 2006 to 2009 and an Equity Research Analyst at Piper Jaffray & Co. from 2003 to 2006, covering the biotechnology and life-science tools sectors. Earlier in his career, Mr. Ho was responsible for FP&A and operational analysis at CuraGen Corporation and worked as an associate on the Healthcare Investment Banking team at Cowen. Mr. Ho was an inductee into the McMaster University Alumni Gallery in 2020 and currently serves as a member of their Dean's Advisory Board for the Faculty of Science. Mr. Ho received an MBA from the University of Notre Dame and a B.S. in Biochemistry from McMaster University. We believe that Mr. Ho's extensive knowledge of our company as founder, president and chief executive officer and his experience in the healthcare industry qualifies him to serve on our Board.

**INFORMATION REGARDING THE BOARD AND CORPORATE GOVERNANCE**

**Board Diversity**

The Board Diversity Matrix, below, provides the diversity statistics for our Board as of March 11, 2022:

<b>Board Size:</b>				
Total Number of Directors	6			
	<u>Female</u>	<u>Male</u>	<u>Non-Binary</u>	<u>Did Not Disclose Gender</u>
<b>Gender Identity</b>				
Directors	2	4	—	—
<b>Demographic Background</b>				
African American or Black	—	—	—	—
Alaskan Native or Native American	—	—	—	—
Asian	1	1	—	—
Hispanic or Latinx	—	—	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White	—	3	—	—
Two or More Races or Ethnicities	—	—	—	—
LGBTQ+	—	—	—	—
Did Not Disclose Demographic Background	—	—	1	—

**Independence of Directors**

As required under The Nasdaq Stock Market (“*Nasdaq*”) listing standards, a majority of the members of a listed company’s Board must qualify as “independent,” as affirmatively determined by the Board. The Board consults with our counsel to ensure that its determinations are consistent with relevant securities and other laws and regulations regarding the definition of “independent,” including those set forth in pertinent listing standards of Nasdaq, as in effect from time to time.

The Board has reviewed the independence of each director. Based on information provided by each director concerning her or his background, employment and affiliations, the Board has determined that none of our directors, other than Mr. Ho, has any relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of the directors is “independent” as that term is defined under the Nasdaq listing standards. In making these determinations, our Board considered the current and prior relationships that each non-employee director has with us and all other facts and circumstances our Board deemed relevant in determining their independence, including the beneficial ownership of our securities by each non-employee director and the transactions described in the section titled “Transactions with Related Persons.”

**Leadership Structure**

Our Corporate Governance Guidelines specify that the Board will select our Chief Executive Officer and Chair of the Board in the manner that it determines to be in the best interests of our stockholders and in accordance with any stockholder agreements. The Board does not believe there should be a fixed rule regarding the positions of Chief Executive Officer and Chair being held by different individuals, or whether the Chair should be an employee of the Company or should be elected from among the non-employee directors. The needs of the Company and the individuals available to assume these roles may require different outcomes at different times, and the Board believes that retaining flexibility in these decisions is in the best interests of the Company.

Pursuant to its charter, the Nominating and Corporate Governance Committee periodically reviews this matter and make recommendations to the Board. The Nominating Committee has recommended, and the Board has

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determined, that the roles of Chief Executive Officer and Chair of the Board should be separate. The role of chairperson is currently held by Alan S. Roemer, an independent, non-employee director.

### **Risk Oversight of the Board**

One of the Board's key functions is informed oversight of our risk management process. In particular, our Board is responsible for monitoring and assessing strategic risk exposure, including a determination of the nature and level of risk appropriate for the Company. The Board does not have a standing risk management committee, but rather administers this oversight function directly through the Board as a whole, as well as through various Board standing committees that address risks inherent in their respective areas of oversight. Our Board and its committees consider specific risk topics, including risks associated with our strategic plan, business operations, capital structure, information technology, data privacy and cyber security. It is the responsibility of the committee chairs to report findings regarding material risk exposures to the Board as quickly as possible.

Our Audit Committee has the responsibility to consider and discuss with management and the auditors, as appropriate, the Company's guidelines and policies with respect to financial risk management and financial risk assessment, including the Company's major financial risk exposures and the steps taken by management to monitor and control these exposures. In addition, the Audit Committee considers management risks relating to data privacy, technology and information security, including cyber security, and back-up of information systems and the steps the Company has taken to monitor and control such exposures as well as overseeing the performance of our internal audit function, as applicable. Our Compensation Committee assesses and monitors whether any of our compensation policies and programs has the potential to encourage excessive risk-taking, including risks related to executive compensation and overall compensation and benefit strategies, plans, arrangements, practices and policies. Our Nominating and Corporate Governance Committee monitors the effectiveness of our corporate governance guidelines, including whether they are successful in preventing illegal or improper liability-creating conduct. The Nominating and Corporate Governance Committee also oversees and reviews with management the Company's major legal compliance risk exposures and the steps management has taken to monitor or mitigate such exposures, including the Company's procedures and any related policies with respect to risk assessment and risk management.

In connection with its reviews of the operations and corporate functions of our company, our Board addresses the primary risks associated with those operations and corporate functions. In addition, our Board reviews the risks associated with our company's business strategies periodically throughout the year as part of its consideration of undertaking any such business strategies. While the Board and its committees oversee risk management strategy, management is responsible for implementing and supervising day-to-day risk management processes and reporting to the Board and its committees on such matters.

### **Meetings of the Board**

Our Board is responsible for the oversight of management and the strategy of our company and for establishing corporate policies. Our Board meets periodically during the year to review significant developments affecting us and to act on matters requiring the approval of our Board. Our Board met 5 times during the fiscal year ended December 31, 2021. During the fiscal year ended December 31, 2021, each director attended 75% or more of the aggregate of the meetings of our Board and of the committees on which they served (in each case, which were held during the period for which he or she was a director and/or a member of the applicable committee).

As required under applicable Nasdaq listing standards, during the fiscal year ended December 31, 2021, our non-management directors met 5 times in regularly scheduled executive sessions at which only non-management directors were present.

### **Board Committees**











Our Board has established an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. Our Board may establish other committees to facilitate the management of our business.






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Our Board has adopted a written charter for each of our committees, which are available to stockholders on our investor relations website at [investors.in8bio.com](http://investors.in8bio.com).

The following table provides membership and meeting information for the fiscal year ended December 31, 2021 for each of the standing committees of our Board:

<u>Name</u>	<u>Audit Committee</u>	<u>Compensation Committee</u>	<u>Nominating and Corporate Governance Committee</u>
Alan S. Roemer			
Peter Brandt 			
Emily Fairbairn			
Luba Greenwood			
Travis Whitfill			
<b>Total meetings in 2021</b>	<b>4</b>	<b>2</b>	<b>1</b>

	Financial Expert
	Committee Chair
	Committee Member

The Board has determined that each member of each committee meets the applicable Nasdaq rules and regulations regarding “independence” and each member is free of any relationship that would impair his or her individual exercise of independent judgment with regard to the Company.

Below is a description of each standing committee of our Board.

### ***Audit Committee***

The Audit Committee was established by the Board in accordance with Section 3(a)(58)(A) of the Exchange Act. The Audit Committee consists of Alan S. Roemer, Peter Brandt and Luba Greenwood, each of whom our Board has determined satisfies the independence requirements under Nasdaq listing standards and Rule 10A-3(b)(1) of the Exchange Act. The chair of the audit committee is Mr. Brandt. Our Board has determined that Mr. Brandt is an “audit committee financial expert” within the meaning of SEC regulations. Each member of the audit committee can read and understand fundamental financial statements in accordance with applicable requirements. In arriving at these determinations, the Board has examined each audit committee member’s scope of experience and the nature of their employment.

The primary purpose of the Audit Committee is to discharge the responsibilities of our Board with respect to our corporate accounting and financial reporting processes, systems of internal control and financial statement audits, and to oversee our independent registered public accounting firm. Specific responsibilities of our audit committee include:

- helping our Board oversee our corporate accounting and financial reporting processes;
- managing the selection, engagement, qualifications, independence and performance of a qualified firm to serve as the independent registered public accounting firm to audit our financial statements;
- discussing the scope and results of the audit with the independent registered public accounting firm, and reviewing, with management and the independent accountants, our interim and year-end operating results;
- developing procedures for employees to submit concerns anonymously about questionable accounting or audit matters;
- reviewing related person transactions;

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- obtaining and reviewing a report by the independent registered public accounting firm at least annually that describes our internal quality control procedures, any material issues with such procedures and any steps taken to deal with such issues when required by applicable law; and
- approving or, as permitted, pre-approving, audit and permissible non-audit services to be performed by the independent registered public accounting firm.

### *Audit Committee Report*

*The material in this report is not “soliciting material,” is not deemed filed with the SEC and is not to be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.*

The Audit Committee has reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2021 with management of the Company. The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (“**PCAOB**”) and the SEC. The Audit Committee has also received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the independent accountants’ communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm the accounting firm’s independence. Based on the foregoing, the Audit Committee has recommended to the Board that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021.

### **IN8bio, Inc.**

#### **Audit Committee**

Peter Brandt  
Luba Greenwood  
Alan S. Roemer

### **Compensation Committee**

The Compensation Committee consists of Alan S. Roemer, Luba Greenwood and Travis Whitfill. The chair of the Compensation Committee is Mr. Roemer. The board has determined that each member of the Compensation Committee is independent under the Nasdaq listing standards and a “non-employee director” as defined in Rule 16b-3 promulgated under the Exchange Act.

The primary purpose of our Compensation Committee is to discharge the responsibilities of our Board in overseeing our compensation policies, plans and programs and to review and determine the compensation to be paid to our executive officers, directors and other senior management, as appropriate. Specific responsibilities of our Compensation Committee include:

- reviewing and approving the compensation of our chief executive officer, other executive officers and senior management;
- administering our equity incentive plans and other benefit programs;
- reviewing, adopting, amending and terminating incentive compensation and equity plans, severance agreements, profit-sharing plans, bonus plans, change-of-control protections and any other compensatory arrangements for our executive officers and other senior management; and
- reviewing and establishing general policies relating to compensation and benefits of our employees, including our overall compensation philosophy.

*Compensation Committee Processes and Procedures*

The Compensation Committee generally meets quarterly and with greater frequency if necessary. The agenda for each meeting is usually developed by the Chair of the Compensation Committee, in consultation with our Chief Executive Officer. The Compensation Committee meets regularly in executive session. However, from time to time, various members of management and other employees as well as outside advisers or consultants may be invited by the Compensation Committee to make presentations, to provide financial or other background information or advice or to otherwise participate in Compensation Committee meetings. The Chief Executive Officer may not participate in, or be present during, any deliberations or determinations of the Compensation Committee regarding his compensation or individual performance objectives. The charter of the Compensation Committee grants the Compensation Committee full access to all books, records, facilities and personnel of the Company. In addition, under the charter, the Compensation Committee has the authority to obtain, at our expense, advice and assistance from compensation consultants and internal and external legal, accounting or other advisers and other external resources that the Compensation Committee considers necessary or appropriate in the performance of its duties. The Compensation Committee has direct responsibility for the oversight of the work of any consultants or advisers engaged for the purpose of advising the Compensation Committee. In particular, the Compensation Committee has the authority to retain compensation consultants to assist in its evaluation of executive and director compensation, including authority to approve the consultant's reasonable fees and other retention terms. Under the charter, the Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Compensation Committee, other than in-house legal counsel and certain other types of advisers, only after assessing the independence of such person in accordance with SEC and Nasdaq requirements that bear upon the adviser's independence; however, there is no requirement that any adviser be independent.

During the past fiscal year, after taking into consideration the six factors prescribed by the SEC and Nasdaq, the Compensation Committee engaged Aon's Human Capital Solutions ("*Aon*"), an independent compensation consultant, to provide it with information, recommendations and other advice relating to executive compensation on an ongoing basis. The Compensation Committee has assessed Aon's independence and determined that Aon had no conflicts of interest in connection with its provisions of services to the Compensation Committee. In 2021, the Compensation Committee engaged Aon to provide market data, peer group analysis and conduct an executive compensation assessment analyzing the cash and equity compensation of our executive officers and directors against compensation for similarly situated executives and directors at our peer group. Our Compensation Committee utilizes the data and analysis from Aon to evaluate and determine appropriate levels of overall compensation for our executive officers, as well as each separate element of compensation, to be consistent and competitive with our peer group.

Our Compensation Committee makes most of the significant adjustments to annual compensation, determines bonus and equity awards and establishes new performance objectives at one or more meetings held during the first quarter of the year. However, our Compensation Committee also considers matters related to individual compensation, such as compensation for new executive hires, as well as high-level strategic issues, such as the efficacy of our compensation strategy, potential modifications to that strategy and new trends, plans or approaches to compensation, at various meetings throughout the year. Generally, the Compensation Committee's process comprises two related elements: the determination of compensation levels and the establishment of performance objectives for the current year. For executives other than the Chief Executive Officer, our Compensation Committee solicits and considers evaluations and recommendations submitted to the Compensation Committee by the Chief Executive Officer. In the case of the Chief Executive Officer, the evaluation of his performance is conducted by the Compensation Committee, which determines any adjustments to his compensation as well as awards to be granted. For all executives and directors as part of its deliberations, the Compensation Committee may review and consider, as appropriate, materials such as executive and director stock ownership information, company stock performance data, analyses of historical executive compensation levels and current Company-wide compensation levels, including analyses of executive and director compensation paid at a peer group of other companies approved by our Compensation Committee.

### *Nominating and Corporate Governance Committee*

The Nominating and Corporate Governance Committee consists of Peter Brandt, Emily Fairbairn and Travis Whitfill. The chair of the Nominating and Corporate Governance Committee is Mr. Whitfill. The Board has determined that each member of the Nominating and Corporate Governance Committee is independent under the Nasdaq listing standards. Our Board has determined that each member of the nominating and corporate governance committee is independent under the Nasdaq listing standards.

Specific responsibilities of our Nominating and Corporate Governance Committee include:

- identifying and evaluating candidates, including the nomination of incumbent directors for reelection and nominees recommended by stockholders, to serve on our Board;
- considering and making recommendations to our Board regarding the composition and chairmanship of the committees of our Board;
- reviewing and recommending to our Board the compensation paid to our directors;
- instituting plans or programs for the continuing education of our Board and orientation of new directors;
- reviewing, evaluating and recommending to our Board succession plans for our executive officers;
- developing and making recommendations to our Board regarding corporate governance guidelines and matters, including in relation to corporate social responsibility; and
- overseeing periodic evaluations of the Board's performance, including committees of the Board.

Our Board determines the appropriate characteristics, skills and experience for the Board as a whole and for its individual members. The Board considers recommendation for nominees from the Nominating and Corporate Governance Committee. The Board, and in turn the Nominating and Corporate Governance Committee, consider the minimum general criteria below, and may add any specific additional criteria with respect to specific searches, in selecting candidates and existing directors for serving on the Board. An acceptable candidate may not fully satisfy all of the criteria, but is expected to satisfy nearly all of them. The Board believes that candidates for director should have certain minimum qualifications, including the highest person integrity and ethics, the ability to read and understand basic financial statements, ability to understand our industry and being older than 21.

In considering candidates recommended by the Nominating and Corporate Governance Committee, the Board intends to consider other factors, such as: (i) possessing relevant expertise upon which to be able to offer advice and guidance to management; (ii) having sufficient time to devote to the affairs of the Company; (iii) demonstrating excellence in his or her field; (iv) having the ability to exercise sound business judgment; (v) experience as a board member or executive officer of another publicly held company; (vi) having a diverse personal background, perspective and experience; and (vii) having the commitment to rigorously represent the long-term interests of our stockholders.

The Board and the Nominating and Corporate Governance Committee reviews candidates for director nomination in the context of the current composition of the Board, our operating requirements, and the long-term interests of our stockholders. In conducting this assessment, the Board and the Nominating and Corporate Governance Committee consider diversity (including diversity of gender, ethnic background and country of origin), age, skills and other factors that it deems appropriate to maintain a balance of knowledge, experience, and capability on the Board. For incumbent directors, the Board reviews those directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair the directors' independence. In the case of new director candidates, the Board also determines whether the nominee must be independent for Nasdaq purposes.

Generally, our Nominating and Corporate Governance Committee identifies candidates for director nominees in consultation with management, using search firms or other advisors, through the recommendations submitted by

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stockholders or through such other methods as the Nominating and Corporate Governance Committee deems to be helpful to identify candidates. The Nominating and Corporate Governance Committee conducts any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the Board. The Nominating and Corporate Governance Committee meets to discuss and consider the candidates' qualifications and then selects a nominee for recommendation to the Board by majority vote. The Nominating and Corporate Governance Committee may gather information about the candidates through interviews, questionnaires, background checks or any other means that the Nominating and Corporate Governance Committee deems to be appropriate in the evaluation process. Our Nominating and Corporate Governance Committee's priority in selecting board members is identification of persons who will further the interests of the Company through his or her established record of professional accomplishment, the ability to contribute positively to the collaborative culture among board members, and professional and personal experiences and expertise relevant to our growth strategy.

The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders. The Nominating and Corporate Governance Committee does not intend to alter the manner in which it evaluates candidates, including the minimum criteria set forth above, based on whether or not the candidate was recommended by a stockholder. Stockholders who wish to recommend individuals for consideration by the Nominating and Corporate Governance Committee to become nominees for election to the Board may do so by providing timely notice in writing to our Secretary at c/o IN8bio, Inc., 350 5<sup>th</sup> Avenue, Suite 5330, New York, New York 10118. To be timely, we must receive the notice not less than 90 days nor more than 120 days prior to the anniversary of the prior year's annual meeting of stockholders, subject to certain exceptions as set forth in our Bylaws. Submissions must include the specific information required in Section 5 of our Bylaws. For additional information about our director nomination requirements, please see our Bylaws.

### **Code of Business Conduct and Ethics**

We have adopted a Code of Conduct that applies to all our employees, officers and directors. This includes our principal executive officer, principal financial officer and principal accounting officer or controller, or persons performing similar functions. The full text of our Code of Conduct is posted on our website at *investors.in8bio.com*. We intend to disclose on our website any future amendments of our Code of Conduct or waivers that exempt any principal executive officer, principal financial officer, principal accounting officer or controller, persons performing similar functions or our directors from provisions in the Code of Conduct.

### **Corporate Governance Guidelines**

The Board has adopted Corporate Governance Guidelines to assure that the Board will have the necessary authority and practices in place to review and evaluate our business operations as needed and to make decisions that are independent of our management. The guidelines are also intended to align the interests of directors and management with those of our stockholders. The Corporate Governance Guidelines set forth the practices the Board intends to follow with respect to, among other things, board composition and selection including diversity, Board meetings and involvement of senior management, Chief Executive Officer performance evaluation and succession planning, and Board committees and compensation. The Corporate Governance Guidelines are posted on our website at *investors.in8bio.com*.

### **Stockholder Communications with the Board**

Stockholders wishing to communicate with the Board or an individual director may send a written communication to the Board or such director addressed to the Secretary of IN8bio, Inc. at 350 5<sup>th</sup> Avenue Suite 5330 New York, New York 10118. The Secretary will review each communication and will forward such communication to the Board or to any individual director to whom the communication is addressed unless the communication contains advertisements or solicitations or is unduly hostile, threatening or similarly inappropriate, in which case the Secretary shall discard the communication or inform the proper authorities, as may be appropriate.

**Hedging Policy**

Our insider trading policy prohibits our employees, directors and designated consultants from engaging in “hedging” or other monetization transactions with respect to our common stock or borrowing against our common stock.

## PROPOSAL 2: RATIFICATION OF THE SELECTION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has selected CohnReznick LLP (“*CohnReznick*”) as our independent registered public accounting firm for the fiscal year ending December 31, 2022 and has further directed that management submit the selection of its independent registered public accounting firm for ratification by the stockholders at the Annual Meeting. CohnReznick has audited the Company’s financial statements since 2017. Representatives of CohnReznick are expected to be available during the Annual Meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither our organizational documents nor law require that the stockholders ratify the selection of CohnReznick as our independent registered public accounting firm. However, the Audit Committee is submitting the selection of CohnReznick to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of different independent auditors at any time during the year if they determine that such a change would be in the best interests of the Company and its stockholders.

### Independent Registered Public Accounting Firm Fees

The following table represents the aggregate fees billed to the Company for the fiscal years ended December 31, 2021 and December 31, 2020 by CohnReznick. All fees described below were pre-approved by the Audit Committee.

	Fiscal Year	
	2021	2020
Audit Fees(1)	\$ 379,122	\$ 272,398
Audit-related fees	—	—
Tax fees(2)	—	10,880
All other fees	—	—
<b>Total Fees</b>	<b>\$ 379,122</b>	<b>\$ 283,278</b>

- (1) Audit fees are fees related to the annual audit of our consolidated financial statements, the review of our quarterly condensed consolidated financial statements and services performed in connection with registration statements or other regulatory filings with the SEC, including comfort letters and consents. In fiscal year 2020 and 2021, \$176,845 and \$225,718 of the audit fees were in connection with our initial public offering.
- (2) Tax fees are related to tax compliance, tax advice and tax planning services, including the review and preparation of federal and state income tax returns. CohnReznick ceased providing these services in 2020.

### Pre-Approval Policies and Procedures

Our Audit Committee approves all audit and pre-approves all non-audit services provided by CohnReznick before it is engaged by us to render non-audit services to ensure that the provision of these services does not impair the auditor’s independence. These services may include audit-related services, tax services and other non-audit services. The pre-approval of services may be delegated to one or more of the Audit Committee’s members, but the decision must be reported to the full Audit Committee at its next scheduled meeting. The pre-approval requirement does not apply with respect to non-audit services if:

- all such services do not, in the aggregate, amount to more than 5% of the total fees paid by us to CohnReznick during the fiscal year in which the services are provided;
- such services were not recognized as non-audit services at the time of the relevant engagement; and
- such services are promptly brought to the attention of and approved by the Audit Committee (or its delegate) prior to the completion of the annual audit.

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**Vote Required**

The affirmative vote of the holders of a majority of the voting power of the shares present in person, by remote communication, if applicable, or represented by proxy at the Annual Meeting (excluding abstentions and broker non-votes) will be required to ratify the selection of CohnReznick.

**Our Recommendation**

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE RATIFICATION OF COHNREZNICK LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PROPOSAL 2 ON YOUR NOTICE OF INTERNET AVAILABILITY)**



## EXECUTIVE OFFICERS

The following table sets forth information regarding our executive officers as of the date of this proxy statement:

<u>Name</u>	<u>Age</u>	<u>Position(s)</u>
William Ho	46	President, Chief Executive Officer, Director and Co-Founder
Trishna Goswami, M.D.	44	Chief Medical Officer
Lawrence Lamb, Ph.D.	68	Executive Vice President, Chief Scientific Officer, and Co-Founder
Patrick McCall	39	Chief Financial Officer
Kate Rochlin, Ph.D.	41	Chief Operating Officer

Biographical information for Mr. Ho is included above with the director biographies under the caption “Information Regarding Director Nominees and Continuing Directors.”

**Trishna Goswami**, M.D., has served as our Chief Medical Officer since November 2021. From October 2020 to November 2021, Dr. Goswami served as the Vice President of Clinical Research Oncology for Gilead Sciences, Inc., a public biopharmaceutical company. From June 2018 to November 2021, she served as the Vice President of Clinical Development at Immunomedics, Inc., a biopharmaceutical company which was acquired by Gilead Sciences, Inc. in 2020. Prior to that, Dr. Goswami served as the Senior Medical Director of Stemline Therapeutics, Inc., a biopharmaceutical company from May 2017 to June 2018. From September 2014 to May 2017, she was the Medical Director, Immuno-oncology GMD, at AstraZeneca/MedImmune, a public pharmaceutical and biotechnology company. Dr. Goswami received an M.D. from Drexel University College of Medicine and an MBA from University of Maryland Robert H. Smith School of Business.

**Lawrence Lamb**, Ph.D., is our co-founder and has served as our Executive Vice President and Chief Scientific Officer since November 2018 and as the Chair of our Scientific Advisory Board since December 2017. From April 2004 to December 2018, Dr. Lamb was a Professor of Medicine at the University of Alabama at Birmingham (“UAB”) specializing in transplantation immunology, and also served as the Director of the UAB Cell Therapy Laboratory in the Bone Marrow Transplant and Cellular Therapy department. Prior to that, from 1995 to 2004, he served as a Professor of Medicine at the University of South Carolina School of Medicine. Dr. Lamb currently serves on several national and international committees related to cell and gene therapy. Dr. Lamb received two postdoctoral fellowships, one from University of South Carolina-Columbia and another from South Carolina Cancer Center. He also received a Ph.D. and an M.S. from University of South Carolina-Columbia and a B.S. from Medical College of Georgia.

**Patrick McCall**, CPA, has served as our Chief Financial Officer since February 2021. Prior to joining us, Mr. McCall was Vice President of Finance at Turnstone Biologics Corp. an international clinical stage biotechnology company, focused on cancer immunotherapies. There he assisted in raising several rounds of financing, a large collaboration with a global pharmaceutical company, an acquisition in the immunotherapy space and led the build out of the company’s finance and accounting functions. Prior to that Mr. McCall was the Corporate Controller at Catalyst Biosciences, a publicly traded, clinical stage biopharmaceutical company focused on developing hemophilia treatments. While at Catalyst Biosciences, Mr. McCall was part of the team that successfully completed the company’s initial public offering and he was responsible for leading the firm’s SEC reporting, accounting, financial planning & analysis and procurement functions. Previously, he spent 11 years in a variety of finance, accounting, and operational roles at companies such as Apple, Chubb and the accounting firm Deloitte. Mr. McCall is an active Certified Public Accountant and holds an MBA from Cornell University and a B.S. in Accounting from Drexel University.

**Kate Rochlin**, PhD., has served as our Chief Operating Officer since December 2021. She previously served as our Vice President of Operations and Innovation from December 2020 until December 2021 and as our Associate Vice President of Operations and Innovation from August 2020 until December 2020. Since February 2013,

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Dr. Rochlin has served as a Project Principle and since October 2019 on the board of directors of the Solution Lab, Inc., a nonprofit organization that provides Ph.D. and MBA students real-world consulting experiences. From March 2020 until August 2020, Dr. Rochlin served as the Chief Business Officer of Curadigm SAS, a private nanotechnology company. Previously, she served as Curadigm's Director of Business Development from March 2019 to August 2020. Prior to that, Dr. Rochlin Served as Director of Scientific Affairs for Filament BioSolutions Inc., a private biotechnology company, from March 2016 until April 2019. From September 2012 to January 2017, she was a Co-founder and the Chief Scientific Officer of Immunovent, LLC, a biotechnology company focused on commercialization of technologies for diagnosing allergies, and then served as a Scientific and Business Advisor to Immunovent, LLC from January 2017 until March 2019. Dr. Rochlin received a Ph.D. in Cell and Developmental Biology from Weill Cornell University and a B.A. with double majors in Molecular Biology and History and Sociology of Science (HSSC) from the University of Pennsylvania.

**EXECUTIVE OFFICER AND DIRECTOR COMPENSATION****Executive Officer Compensation****Summary Compensation Table**

The following table sets forth information for each of the last two completed fiscal years regarding compensation awarded to or earned by our Chief Executive Officer and the two other most highly compensated executive officers, or collectively, the named executive officers, during the fiscal years indicated:

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary (\$)(1)</b>	<b>Bonus (\$)(2)</b>	<b>Option Awards (\$)(3)(4)</b>	<b>Non-Equity Incentive Plan Compensation (\$)(5)</b>	<b>Total (\$)</b>
William Ho	2021	446,212	—	1,564,227	281,250	2,291,689
<i>President and Chief Executive Officer</i>	2020	279,167	150,000	874,540	144,000	1,447,707
Lawrence Lamb, Ph.D.	2021	326,023	—	436,281	156,450	918,754
<i>Executive Vice President, Chief Scientific Officer</i>	2020	245,000	—	1,311,810	120,000	1,676,810
Patrick McCall(6)	2021	339,167	—	1,031,849	149,317	1,520,333
<i>Chief Financial Officer</i>						

- (1) Salary amounts represent actual amounts earned during the applicable year. See “—Narrative to the Summary Compensation Table—Annual Base Salary” below.
- (2) Amount represents a cash bonus earned by Mr. Ho. See “—Employment Arrangements—William Ho” below.
- (3) Amounts represent the aggregate grant date fair value of the option awards granted to our named executive officers during the years indicated as computed in accordance with Accounting Standards Codification Topic 718 (“**ASC 718**”). See Note 2 to Consolidated Financial Statements in our Annual Report on Form 10-K for a discussion of assumptions made by us in determining the aggregate grant date fair value of our option awards. Note that the amounts reported in this column reflect the accounting cost for these stock options and do not reflect the actual economic value that may be realized by the named executive officers. For additional information on these awards, please see “Outstanding Equity Awards at Fiscal Year-End.”
- (4) See “—Narrative Disclosure to Summary Compensation Table—Equity-Based Incentive Awards” below for a description of the material terms of the program pursuant to which this compensation was awarded.
- (5) The amounts reported in this column represent annual performance-based bonuses earned based on the achievement of company and individual performance goals and other factors deemed relevant by our Board and Compensation Committee. For additional information, see “—Narrative Disclosure to Summary Compensation Table – Non-Equity Incentive Plan Compensation.”
- (6) Mr. McCall commenced employment with us in February 2021 as our Chief Financial Officer.

**Narrative to the Summary Compensation Table***Annual Base Salary*

Our named executive officers receive a base salary to compensate them for services rendered to us. The base salary payable to each named executive officer is intended to provide a fixed component of compensation reflecting the executive’s skill set, experience, role and responsibilities. None of our named executive officers is currently party to an employment agreement or other agreement or arrangement that provides for automatic or scheduled increases in base salary. See “—Employment Arrangements” for additional information.

*Equity-Based Incentive Awards*

Our equity award program is the primary vehicle for offering long-term incentives to our executives. We believe that equity awards provide our executives with a strong link to our long-term performance, create an ownership

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culture and help to align the interests of our executives and our stockholders. We have historically used stock option grants for this purpose because we believe they are an effective means by which to align the long-term interests of our executive officers with those of our stockholders. The use of options also can provide tax and other advantages to our executive officers relative to other forms of equity compensation.

We award equity grants broadly to our employees, including to our non-executive employees. Grants to our executives and other employees are made at the discretion of the Board and are generally made upon commencement of employment, promotion or annually during the first quarter of each year. We believe that our equity awards are an important retention tool for our executive officers, as well as for our other employees.

In connection with the completion of our IPO, on July 29, 2021, our Board granted each of Mr. Ho, Dr. Lamb and Mr. McCall an option to purchase 220,500, 61,500 and 40,000 shares of our common stock, respectively, at an exercise price of \$10.00 per share under the 2020 Equity Incentive Plan (“2020 Plan”). Each option vests in equal monthly installments on the last day of each month over a four-year period, subject to the executive’s continuous service to us through each vesting date.

### *Non-Equity Incentive Plan Compensation*

We develop a performance-based bonus program annually. Under the 2021 annual performance bonus program, each named executive officer was eligible to be considered for an annual performance bonus based on (1) the individual’s target bonus, as a percentage of base salary, and (2) the percentage attainment of our 2021 corporate goals established by our Board in its sole discretion and communicated to each officer. Each named executive officer is assigned a target performance bonus expressed as a percentage of his base salary, which for 2021 was 50% for Mr. Ho and 40% for Dr. Lamb and Mr. McCall, and for 2020 was 40% for Mr. Ho and Dr. Lamb. For 2021, the Compensation Committee determined that the percentage attainment level was 112.5% for Mr. Ho, 111.8% for Dr. Lamb and 100.9% for Mr. McCall. For 2020, our Board determined that the percentage attainment level was 90% for Mr. Ho and 100% for Dr. Lamb. Accordingly, our Board approved performance-based bonuses for each of the named executive officers as reflected in the column of the Summary Compensation Table above entitled “Non-Equity Incentive Plan Compensation.”

### *Outstanding Equity Awards at Fiscal Year-End*

The following table provides information regarding equity awards held by the named executive officers that were outstanding as of December 31, 2021. Prior to the 2020 Plan becoming effective on July 29, 2021, all equity awards were granted pursuant to our 2018 Equity Incentive Plan. Upon effectiveness of the 2020 Plan, all equity awards have been granted pursuant to that plan.

Name	Grant Date	Option Awards <sup>(1)</sup>				
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date
William Ho	10/5/2020	53,229	129,271 <sup>(1)</sup>	—	\$ 6.74	10/4/2030
	07/29/2021	22,968	197,532 <sup>(2)</sup>	—	\$ 10.00	07/28/2026
Lawrence Lamb, Ph.D.	11/12/2018	54,750	— <sup>(3)</sup>	—	\$ 1.07	11/11/2028
	3/12/2019	42,938	15,949 <sup>(4)</sup>	—	\$ 1.07	3/11/2029
	3/12/2019	—	22,082 <sup>(5)</sup>	66,248 <sup>(5)</sup>	\$ 1.07	3/11/2029
	10/5/2020	79,843	193,907 <sup>(6)</sup>	—	\$ 6.74	10/4/2030
	07/29/2021	6,406	55,094 <sup>(2)</sup>	—	\$ 10.00	07/28/2031
Patrick McCall	02/2/2021	—	188,816 <sup>(7)</sup>	—	\$ 5.36	01/31/2031
	07/29/2021	4,166	35,834 <sup>(2)</sup>	—	\$ 10.00	07/28/2031

- (1) Of the shares underlying this option, 25% vested on the Grant Date and the remaining shares vest in 36 equal monthly installments thereafter, subject to the executive officer's continuous service.
- (2) The shares underlying this option vest in 48 equal monthly installments commencing on August 28, 2021, subject to the executive officer's continuous service.
- (3) The shares underlying this option vest in 36 equal monthly installments, subject to the executive officer's continuous service.
- (4) Of the shares underlying this option, 25% vested on January 1, 2020 and the remaining shares vest in 36 equal monthly installments thereafter, subject to the executive officer's continuous service.
- (5) Of the shares underlying this option, 22,082 options will vest six months after completion of this offering and 66,248 will vest upon achievement of certain milestone events, subject to the executive officer's continuous service.
- (6) Of the shares underlying this option, 25% vest on October 1, 2021 and the remaining shares vest in 36 equal monthly installments thereafter, subject to the executive officer's continuous service.
- (7) Of the shares underlying this option, 25% vest on February 1, 2022 and the remaining shares vest in 36 equal monthly installments thereafter, subject to the executive officer's continuous service.

### **Employment Arrangements**

Below are descriptions of our employment agreements and arrangements with our named executive officers. The agreements generally provide for at-will employment without any specific term and set forth the named executive officer's initial base salary and annual target bonus. Each named executive officer is also eligible to participate in all employee benefit plans that are generally available to our employees. Furthermore, each of our named executive officers has executed our standard employee confidential information and invention assignment agreement, which includes, among other things, non-solicitation and non-competition provisions.

#### ***William Ho***

In December 2020, we entered into an amended and restated employment agreement with William Ho, our President and Chief Executive Officer. The amended employment agreement reflects Mr. Ho's then-current base salary of \$400,000, which was increased to \$500,000 following the completion of our IPO in July 2021, and Mr. Ho's then-current target annual performance bonus, which was increased from 40% to 50% following the completion of our IPO in July 2021. In addition, pursuant to the terms of Mr. Ho's prior employment agreement with us, as amended, Mr. Ho received a cash bonus of \$150,000 upon the closing of our Series A financing in August 2020. Effective as of January 1, 2022, Mr. Ho's current base salary was increased to \$550,000.

If we terminate Mr. Ho's employment with us without cause (as defined in his amended employment agreement), he will receive the following severance payments and benefits if he timely executes and does not revoke a release of claims in our favor and complies with certain restrictive covenants and continuing obligations: (i) continued payments of his then-current annual base salary for 18 months and (ii) accelerated vesting of the then-unvested portion of each of his outstanding time-based equity awards that would have become vested had he remained employed by us for an additional 18 months following his termination.

If Mr. Ho's employment is terminated without cause or he terminates his employment for good reason within three months prior to or 12 months after a "change in control," as defined in his employment agreement, he is instead entitled to (a) a lump sum severance payment equal to the sum of 12 months base salary and 100% of his annual current target performance bonus in effect as of the change in control, (b) full accelerated vesting on all of his unvested equity awards, (c) an extension on the time period during which Mr. Ho has to exercise any options that are held by him on the date of his termination of employment and (d) payment on his behalf of up to 12 months of health insurance benefits continuation.

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### ***Lawrence Lamb, Ph.D.***

In December 2020, we entered into an amended and restated employment agreement with Dr. Lawrence Lamb, our Executive Vice President and Chief Scientific Officer. The amended employment agreement reflects Dr. Lamb's then-current annual base salary of \$300,000, which was increased to \$350,000 following the completion of our IPO in July 2021, and provides that Dr. Lamb's target annual performance bonus is equal to 40% of his annual base salary. Effective as of January 1, 2022, Dr. Lamb's current base salary was increased to \$415,000.

If we terminate Dr. Lamb's employment with us without cause (as defined in his employment agreement), he will receive: (i) continued payments of his then-current annual base salary for nine months; (ii) to the extent Dr. Lamb achieved any of the performance goals for such calendar year, a prorated bonus, subject to his timely execution and non-revocation of a release of claims in our favor and compliance with certain restrictive covenants and continuing obligations; and (iii) payment on his behalf of up to nine months of health insurance benefits continuation.

If Dr. Lamb's employment is terminated without cause or he terminates his employment for good reason within three months prior to or 12 months after a "change in control," as defined in his employment agreement, he is instead entitled to (a) a lump sum severance payment equal to the sum of 12 months base salary and 100% of his annual current target performance bonus in effect as of the change in control, (b) full accelerated vesting on all of his unvested equity awards and (c) payment on his behalf of up to 12 months of health insurance benefits continuation.

### ***Patrick McCall***

We entered into an employment agreement with Patrick McCall in January 2021 in connection with his commencement of employment with us as our Chief Financial Officer in February 2021. The employment agreement reflects Mr. McCall's then-current base salary of \$370,000 per year, a one-time sign-on bonus of \$50,000, an initial target annual performance bonus of 40% of base salary, and an initial stock option grant to purchase 188,816 shares of our common stock. Effective as of January 1, 2022, Mr. McCall's current base salary was increased to \$395,000.

If we terminate Mr. McCall's employment with us without cause (as defined in his employment agreement), he will receive: (i) continued payments of his then-current annual base salary for 12 months; (ii) to the extent Mr. McCall achieved any of the performance goals for such calendar year, a prorated bonus, subject to his timely execution and non-revocation of a release of claims in our favor and compliance with certain restrictive covenants and continuing obligations; and (iii) payment on his behalf of up to 12 months of health insurance benefits continuation.

If Mr. McCall's employment is terminated without cause or he terminates his employment for good reason within three months prior to or 12 months after a "change in control," as defined in his employment agreement, he is instead entitled to (a) a lump sum severance payment equal to the sum of 12 months base salary and 100% of his annual current target performance bonus in effect as of the change in control, (b) full accelerated vesting on all of his unvested equity awards and (c) payment on his behalf of up to 12 months of health insurance benefits continuation.

### **Potential Payments and Benefits Upon Termination or Change in Control**

The employment agreements for our named executive officers provide for severance and change in control benefits as described above under "— Employment Arrangements."

### **Health and Welfare and Retirement Benefits; Perquisites**

All of our current named executive officers are eligible to participate in our employee benefit plans, including our medical, dental, vision, disability and life insurance plans, in each case on the same basis as all of our other employees. We generally do not provide perquisites or personal benefits to our named executive officers, except in limited circumstances.

### **401(k) Plan**

Our named executive officers are eligible to participate in a defined contribution retirement plan that provides eligible U.S. employees with an opportunity to save for retirement on a tax advantaged basis. Eligible employees may defer eligible compensation on a pre-tax or after-tax (Roth) basis, up to the statutorily prescribed annual limits on contributions under the Code. Contributions are allocated to each participant's individual account and are then invested in selected investment alternatives according to the participants' directions. Starting in 2022, we will make matching contributions into the 401(k) plan on behalf of participants equal to 100% on participant contributions up to \$3,000 of their compensation. Participants are immediately and fully vested on all contributions. The 401(k) plan is intended to be qualified under Section 401(a) of the Code with the 401(k) plan's related trust intended to be tax exempt under Section 501(a) of the Code. As a tax-qualified retirement plan, contributions to the 401(k) plan (except for Roth contributions) and earnings on those contributions are not taxable to the employees until distributed from the 401(k) plan. Our Board may elect to adopt qualified or nonqualified benefit plans in the future, if it determines that doing so is in our best interests.

### **Director Compensation**

#### ***Cash and Equity Compensation***

Our non-employee director compensation policy, as amended, is intended to provide a total compensation package that enables us to attract and retain qualified and experienced individuals to serve as directors and to align our directors' interests with those of our stockholders. Under this policy, we pay each of our non-employee directors a cash retainer for service on the Board and for service on each committee on which the director is a member. The chairperson of each committee will receive a higher retainer for such service. These retainers are payable in arrears in four equal quarterly installments on the last day of each quarter, provided that the amount of such payment will be prorated for any portion of such quarter that the director is not serving on our Board or the applicable committee.

The retainers to be paid to non-employee directors for service on the Board and for service on each committee of the Board on which the director is a member is as follows:

<b>Position</b>	<b>Annual Service Retainer (\$)</b>	<b>Chairperson Additional Retainer (\$)</b>
Board of Directors	35,000	65,000
Audit Committee	7,500	15,000
Compensation Committee	5,000	10,000
Nominating and Corporate Governance Committee	4,000	8,000

In addition, beginning in November 2021, each non-employee director elected to our Board will receive an option to purchase 27,000 shares of our common stock. The shares subject to this initial option grant will vest monthly over a three-year period, subject to the director's continued service as a director. Further, on the date of each annual meeting of stockholders, each non-employee director that continues to serve as a non-employee director will receive an option to purchase 13,500 shares of our common stock. The shares subject to each annual option grant will vest in equal monthly installments over the 12 months following the date of grant and, notwithstanding the foregoing, will be fully vested on the date of Company's next annual stockholder meeting, subject to the director's continued service as a director. The exercise price per share of these options will equal the fair market value of our common stock on the date of grant. All options granted under this policy will vest in full upon the occurrence of a change in control (as defined in the 2020 Plan) prior to the termination of the director's continuous service. Prior to November 2021, each newly elected director would receive an option to purchase 21,000 shares of our common stock and each continuing director would receive an option to purchase 10,500 shares of our common stock.

Each non-employee director may elect to convert his or her cash compensation into an award of restricted stock units, which we refer to as the retainer grant. If a non-employee director timely makes this election, each such

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retainer grant will be automatically granted on the first business day following the date the corresponding cash compensation otherwise would be paid under the policy and will cover a number of shares of our common stock equal to (A) the aggregate amount of the corresponding cash compensation otherwise payable to the non-employee director divided by (B) the closing sales price per share of our common stock on the date the corresponding cash compensation otherwise would be paid (or, if such date is not a business day, on the first business day thereafter), rounded down to the nearest whole share. In addition, each retainer grant will be fully vested on the grant date.

Notwithstanding the foregoing, any member of our Board that is entitled to the above compensation may elect to forego all or a portion of such compensation from time to time by giving notice to the Company.

### **Director Compensation**

The following table sets forth information regarding the compensation earned for service on the Board by our non-employee directors during the year ended December 31, 2021. Mr. Ho is a member of our Board, but he did not receive any additional compensation for service as a director. Mr. Ho's compensation as a named executive officer is set forth above under "—Summary Compensation Table."

<u>Name</u>	<u>Fees Earned or Paid in Cash (\$)</u>	<u>Option Awards<sup>(1)(2)(3)</sup> (\$)</u>	<u>Total (\$)</u>
Alan S. Roemer	109,581	412,469 <sup>(4)</sup>	522,049
Peter Brandt	25,956	74,487	100,443
Thomas Cirrito <sup>(5)</sup>	—	—	—
Emily Fairbairn	16,460	148,974	165,434
Luba Greenwood	20,047	82,971	103,018
Travis Whitfill	21,946	74,487	96,433

- (1) The amounts reported in this column reflect the aggregate grant date fair value of the stock and option awards granted to our directors as computed in accordance with ASC Topic 718. Note that the amounts reported in this column reflect the accounting cost for these awards and do not reflect the actual economic value that may be realized by the directors.
- (2) Upon completion of our IPO in July 2021, the Board granted options to purchase shares of our common stock to our non-employee directors, with an exercise price equal to the initial public offering price per share of \$10.00 per share. On such date, each of Messrs. Brandt, Roemer and Whitfill received 10,500 options to purchase shares of our common stock, and Ms. Fairbairn and Ms. Greenwood each received 21,000 options to purchase shares of our common stock.
- (3) The following table provides information regarding the aggregate number of option awards granted to our non-employee directors that were outstanding as of December 31, 2021:

<u>Name</u>	<u>Option Awards (#)</u>
Alan S. Roemer	332,637
Peter Brandt	82,721
Emily Fairbairn	21,000
Luba Greenwood	21,000
Travis Whitfill	23,275

- (4) Includes an additional option to purchase 86,258 shares of common stock issued to Mr. Roemer in satisfaction of an antidilution right. See "Transaction with Related Persons—Director Antidilution Rights" for additional information.
- (5) Effective July 19, 2021, Dr. Cirrito was no longer a member of our Board.



**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth information known to us regarding the beneficial ownership of shares of our common stock as of April 11, 2022, by: (i) each of our named executive officers; (ii) each of our directors; (iii) all of our executive officers and directors as a group; and (iv) each person, or group of affiliated persons, known by us to beneficially own more than 5% of any class of our voting securities.

Information with respect to beneficial ownership is based on information furnished to us by each director, executive officer or stockholder who holds more than 5% of our outstanding common stock, and Schedules 13G or 13D filed with the SEC, as the case may be. Beneficial ownership is determined according to the rules of the SEC and generally means that a person has beneficial ownership of a security if he or she possesses sole or shared voting or investment power of that security, and includes options and warrants that are currently exercisable within 60 days of April 11, 2022. Options to purchase shares of our common stock that are exercisable within 60 days of April 11, 2022, are deemed to be beneficially owned by the persons holding these options for the purpose of computing percentage ownership of that person, but are not treated as outstanding for the purpose of computing any other person's ownership percentage. Except as indicated in the footnotes below, each of the beneficial owners named in the table below has, to our knowledge, sole voting and investment power with respect to all shares of common stock listed as beneficially owned by him or her, except for shares owned jointly with that person's spouse.

We have based our calculation of beneficial ownership on 18,812,267 shares of our common stock outstanding as of April 11, 2022. Unless otherwise indicated, the address for each of the stockholders in the table below is c/o IN8bio, Inc., 350 5<sup>th</sup> Avenue, Suite 5330, New York, New York 10118.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Shares Beneficially Owned
<b>5% and Greater Stockholders:</b>		
Entities affiliated with Bios Equity Partners, L.P.(1)	6,625,102	35.2%
Transcend Partners Opportunity Fund LLC(2)	3,322,485	17.7%
<b>Directors and Executive Officers:</b>		
William Ho(3)	2,663,837	14.1%
Lawrence Lamb(4)	327,005	1.7%
Patrick McCall(5)	71,271	*
Peter Brandt(6)	232,922	1.2%
Emily Fairbairn(7)	3,446,777	18.3%
Luba Greenwood	7,300	*
Alan S. Roemer(8)	191,748	1.0%
Travis Whitfill(9)	18,863	*
All directors and executive officers as a group (10 people)	7,000,462	35.8%

\* Represents beneficial ownership of less than 1%.

(1) Includes (a) 251,211 shares issuable upon the conversion of Series A preferred stock held by Bios Fund II NT, LP ("**Fund II NT**"), (b) 1,876,624 shares issuable upon the conversion of Series A preferred stock held by Bios Fund II QP, LP ("**Fund II QP**"), (c) 574,432 shares issuable upon the conversion of Series A preferred stock held by Bios Fund II, L.P. ("**Bios Fund II**"), (d) 340,712 shares issuable upon the conversion of Series A preferred stock held by Bios Fund III, L.P. ("**Fund III**"), (e) 359,374 shares issuable upon the conversion of Series A preferred stock held by Bios Fund III NT, L.P. ("**Fund III NT**"), (f) 2,225,316 shares issuable upon the conversion of Series A preferred stock held by Bios Fund III QP, L.P. ("**Fund III QP**"), and (g) 997,433 shares held by Bios Incysus Co-Invest I, LP. Bios Equity Partners II, LP ("**Equity II**") is the general partner of Fund II NT, Fund II QP, Bios Fund II and Co-Invest. Bios Equity Partners III, LP ("**Equity III**") is the general partner of Fund, III NT, Fund III QP and Fund III. Cavu

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Management, LP and Bios Capital Management, LP are the general partners of Equity II and Equity III. Cavu Advisors LLC (“*Cavu Advisors*”) is the general partner of Cavu Management LP. Bios Advisors GP, LLC (“*Bio Advisors*”) is the general partner of Bios Capital Management, LP. Leslie Kreis, Jr. is a managing partner of Equity II, Equity III, and a manager of Cavu Advisors. Aaron Fletcher is a managing partner of Equity II, Equity III, and a manager of Bios Advisors. Mr. Kreis and Mr. Fletcher have shared voting and investment power over the shares described in this footnote 1. Travis Whitfill, a director of the Company, is a partner at Bios Equity Partners, LP. but does not have voting or investment power over the shares described in this footnote 1. The address of Bios Equity Partners, LP is 1751 River Run, Suite 400, Fort Worth, Texas 76107.

- (2) Emily Fairbairn is the sole managing member of Transcend Partners Opportunity Fund LLC (“*Transcend*”), and as such, has voting and investment power over the shares held by Transcend. The address of Transcend is 10 Orinda View Road, Orinda, CA 94563.
- (3) Includes (a) 182,499 shares held by Mr. Ho’s children, (b) 73,000 shares held by other relatives of Mr. Ho over which Mr. Ho has voting power pursuant to a voting proxy and (c) 121,978 shares underlying outstanding options that are immediately exercisable or will be immediately exercisable within 60 days of April 11, 2022.
- (4) Includes 254,005 shares underlying outstanding options that are immediately exercisable or will be immediately exercisable within 60 days of April 11, 2022.
- (5) Consists of 71,271 shares underlying outstanding options that are immediately exercisable or will be immediately exercisable within 60 days of April 11, 2022.
- (6) Includes (a) 182,500 shares held by The Peter C. Brandt 2020-4 GRAT (the “*GRAT*”) and (b) 50,422 shares underlying outstanding options that are immediately exercisable or will be immediately exercisable within 60 days of April 11, 2022. Mr. Brandt is the trustee of the GRAT and, as such, has voting and investment power over the shares held by the GRAT.
- (7) Consists of (a) the shares described in footnote 2, (b) 27,706 shares held by Ms. Fairbairn (“*Roth IRA*”), (c) 91,336 shares held by Valley High Limited Partnership (“*Valley High*”) and (d) 5,250 shares underlying outstanding options that are immediately exercisable or will be immediately exercisable within 60 days of April 11, 2022. Ms. Fairbairn is the sole managing member of Transcend and exercises control over the Roth IRA, and as such, has voting and investment power over the shares held by Transcend and the Roth IRA. Ms. Fairbairn’s spouse is the sole managing partner of Valley High. Accordingly, Ms. Fairbairn disclaims beneficial ownership of the shares held by Valley High except to the extent of her pecuniary interest therein.
- (8) Includes 162,074 shares underlying outstanding options that are immediately exercisable or will be immediately exercisable within 60 days of April 11, 2022.
- (9) Includes 18,863 shares underlying outstanding options that are immediately exercisable or will be immediately exercisable within 60 days of April 11, 2022.

## EQUITY COMPENSATION PLAN INFORMATION

The following table provides certain information with respect to all of our equity compensation plans in effect as of December 31, 2021.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)(#)	Weighted-average exercise price of outstanding options, warrants and rights (b)(\$)	Number of securities remaining available for issuance under equity compensation plans (excluding securities reflected in column (a)) (c)(#)
Equity compensation plans approved by security holders:			
2018 Equity Incentive Plan	1,418,880	5.36(2)	— (1)
2020 Equity Incentive Plan	887,499	8.35(2)	10,594,584(3)
2020 Employee Stock Purchase Plan	—	—	200,000(4)
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<u>2,306,379</u>		<u>10,794,584</u>

- (1) Following the adoption of the 2020 Plan, no additional stock awards have been or will be granted under the 2018 Equity Incentive Plan (“**2018 Plan**”). Any shares becoming available under the 2018 Plan by repurchase, forfeiture, expiration or cancellation will become available for grant under the 2020 Plan.
- (2) The weighted average exercise price is calculated based solely on outstanding stock options and does not take into account shares of common stock underlying restricted stock units, which have no exercise price.
- (3) The number of shares of common stock reserved for issuance under the 2020 Plan will automatically increase on January 1 of each year by 5% of the total number of shares of our capital stock outstanding on December 31 of the preceding calendar year, or a lesser number of shares determined by our Board (which may be zero). Pursuant to the terms of the 2020 Plan, the number of shares available under the 2020 Plan was increased by 5,139,062 shares effective January 1, 2022.
- (4) The number of shares of common stock reserved for issuance under the ESPP will automatically increase on January 1 of each year by the lesser of (i) 1% of the outstanding number of shares of common stock on the immediately preceding December 31 and (ii) 400,000, or such lesser number of shares as determined by our Board. Pursuant to the terms of the ESPP, the number of shares available under the ESPP increased by 387,812 shares effective January 1, 2022.

## TRANSACTIONS WITH RELATED PERSONS

### Policies and Procedures for Transactions with Related Persons

We have adopted a written related party transaction policy in which all proposed related party transactions must be approved by either (i) our full Board in the case of executive officers and directors or (ii) with respect to all other related parties, our Nominating and Corporate Governance Committee. This review covers any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which we and any “related person” were or are participants involving an amount that exceeds or will exceed \$120,000 or, during such time as we qualify as a “smaller reporting company,” the lesser of (a) \$120,000 or (b) 1% of the average of our total assets for the last two completed fiscal years, and in which any related person had or will have a direct or indirect material interest. Transactions involving compensation for services provided to us as an employee, director, consultant or similar capacity by a related person are not covered by this policy. A “related party” is any person who is or was one of our executive officers, directors or director nominees or is a holder of more than 5% of our common stock, or their immediate family members or any entity owned or controlled by any of the foregoing persons.

Transactions involving compensation for services, including equity awards, provided to us as an employee, consultant or director will not be considered related person transactions under this policy. For more information regarding our compensation arrangements and equity awards granted to our directors and named executive officers, see the sections titled “Executive Officer and Director Compensation—Executive Compensation” and “Executive Officer and Director Compensation—Director Compensation.”

A related person is any executive officer, director, nominee to become a director or a holder of more than 5% of any class of our voting securities (including the common stock), including any of their immediate family members and affiliates, including entities owned or controlled by such persons.

### Certain Related Person Transactions

Other than compensation arrangements for our directors and executive officers, below we describe transactions since January 1, 2020 to which we were a party or will be a party, in which:

- the amounts involved exceeded or will exceed \$120,000; and
- any of our directors, executive officers or holders of more than 5% of our capital stock, or any member of the immediate family of, or person sharing the household with, the foregoing persons, had or will have a direct or indirect material interest.

### Participation in Initial Public Offering

In connection with our initial public offering, which was completed in July 2021, Transcend Partners Opportunity Fund LLC (“*Transcend*”) purchased 100,000 shares of common stock offered by us. Emily Fairbairn, a member of our Board, is the sole managing member of Transcend. Such purchases were made through the underwriters at the initial public offering price of \$10.00 per share.

### Series A Preferred Stock Financing and Warrants

In May 2018, we sold shares of our Series A preferred stock in the initial closing of our Series A preferred stock financing. In connection with the initial closing of the Series A preferred stock financing, certain Series A investors, including entities affiliated with Bios Partners and entities affiliated with Emily Fairbairn, were issued five-year warrants, or the Series A warrants, entitling such individuals to purchase up to an aggregate of 231,396 shares of our Series A preferred stock at an exercise price of \$0.0003 per share. In October 2020, certain of these individuals, including entities affiliated with Bios Equity Partners, L.P. and entities affiliated with Emily Fairbairn, exercised their respective Series A warrants for an aggregate of 231,396 shares of Series A preferred stock, for aggregate proceeds to us of \$64.

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Between January and February 2020, we issued an additional 1,533,947 shares of our Series A preferred stock for aggregate gross proceeds of \$5.5 million. In August 2020, we issued an additional 5,514,404 shares of our Series A preferred stock for aggregate gross proceeds of \$19.8 million.

The table below sets forth the aggregate number of shares of our Series A preferred stock and warrants purchased by the holders of more than 5% of our capital stock and affiliates. Each share of Series A preferred stock in the table below automatically converted into 1.09970 shares of our common stock upon the completion of our IPO.

Name	Series A Preferred Stock (#)	Warrants to Purchase Series A Preferred Stock #(3)	Cash Purchase Price of Series A Preferred Stock (\$)	Aggregate Purchase Price (\$)
Entities affiliated with Bios Equity Partners, L.P.(1)	3,662,694	128,386	13,000,012	13,000,048
Entities affiliated with Emily Fairbairn(2)	2,930,332	25,195	10,500,000	10,500,507

(1) Travis Whitfill, a member of our Board, is a partner at Bios Equity Partners, L.P.

(2) Emily Fairbairn is the sole managing member of Transcend, Ms. Fairbairn's spouse is the sole managing member of Valley High Limited Partnership and exercises control over the Emily Fairbairn Roth IRA.

(3) These warrants were exercised in full in October 2020.

### **Common Stock Issuance**

In March 2020, we entered into a common stock purchase agreement with Peter Brandt, a member of our Board, to issue and sell 182,500 shares of our common stock for a total purchase price of \$0.2 million.

In October 2020, we entered into a common stock purchase agreement with Alan S. Roemer, a member of our Board, to issue and sell 29,674 shares of our common stock for a total purchase price of \$0.2 million.

### **Settlement Agreement**

In July 2020, we entered into a settlement agreement with a former employee, pursuant to which we paid \$0.3 million in cash and issued 200,750 shares of our common stock.

### **Director Antidilution Rights**

In connection with Peter Brandt's appointment to our Board in 2019, he was granted the right to receive an option to purchase shares of our common stock, at an exercise price equal to the fair market value of the shares on the date of grant, that, combined with his outstanding stock options, represented 0.5% of our fully diluted capitalization (excluding shares issuable upon exercise of warrants or under our equity incentive plans) upon the closing of a sale of our capital stock generating gross proceeds to us of at least \$25.0 million, or a Qualified Financing. Upon the closing of the Series A preferred stock financing in August 2020, Mr. Brandt was entitled to receive an option to purchase 42,557 shares of our common stock. This option was granted to Mr. Brandt on October 5, 2020 at a price per share of \$6.74, which satisfied Mr. Brandt's antidilution rights in full.

In connection with Alan S. Roemer's appointment to our Board in 2020, he was granted the right to receive an option to purchase shares of our common stock, at an exercise price equal to the fair market value of the shares on the date of grant, that, combined with his existing stock option grant, represents 1.5% of our fully diluted capitalization (including shares issuable upon exercise of warrants or warrants or reserved for issuance under our equity incentive plans) upon the closing of a Qualified Financing. Upon the completion of our IPO and in satisfaction of the antidilution right, Mr. Roemer received an option to purchase 86,258 shares of our common stock.

### **Investors' Rights Agreement**

We are party to an investors' rights agreement, or the Rights Agreement, dated May 7, 2018, with the holders of our Series A preferred stock, including all holders of more than 5% of our capital stock, as well as with William Ho and Peter Brandt. The Rights Agreement provides that these holders are entitled to certain registration rights, including the right to demand that we file a registration statement or request that their shares be covered by a registration statement that we otherwise file. In addition to the registration rights, the Rights Agreement provides for certain information rights and rights of first offer in favor of certain holders of our outstanding preferred stock with regard to certain issuances of our capital stock. The registration rights will terminate upon the earliest of (i) the closing of a deemed liquidation event, (ii) with respect to each stockholder, the date when such stockholder can sell all of its registrable shares without limitation during a three-month period without registration pursuant to Rule 144 of the Securities Act or another similar exemption under the Securities Act and (iii) three years after the completion this offering.

### **Indemnification Agreements**

We have entered or intend to enter, and intend to continue to enter, into separate indemnification agreements with some of our directors and executive officers, in addition to the indemnification provided for in our bylaws. These indemnification agreements provide our directors and executive officers with contractual rights to indemnification and, in some cases, expense advancement in any action or proceeding arising out of their services as one of our directors or executive officers or as a director or executive officer of any other company or enterprise to which the person provides services at our request.

## HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for Notices of Internet Availability of Proxy Materials or other Annual Meeting materials with respect to two or more stockholders sharing the same address by delivering a single Notice of Internet Availability of Proxy Materials or other Annual Meeting materials addressed to those stockholders. This process, which is commonly referred to as “householding,” potentially means extra convenience for stockholders and cost savings for companies.

This year, a number of brokers with account holders who are our stockholders will be “householding” our Proxy Materials. A single Notice of Internet Availability of Proxy Materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in “householding” and would prefer to receive a separate Notice of Internet Availability of Proxy Materials, please notify your broker or IN8bio, Inc. Direct your written request to IN8bio, Inc., 350 5<sup>th</sup> Avenue, Suite 5330, New York, New York 10118, Attn: Patrick McCall, Secretary, or email [ir@IN8bio.com](mailto:ir@IN8bio.com). Stockholders who currently receive multiple copies of the Notices of Internet Availability of Proxy Materials at their addresses and would like to request “householding” of their communications should contact their brokers.

## OTHER MATTERS

The Board knows of no business to be brought before the Annual Meeting which is not referred to in the accompanying Notice of Annual Meeting. Should any such matters be presented, the persons named in the proxy shall have the authority to take such action in regard to such matters as in their judgment seems advisable. If you hold shares through a broker, bank or other nominee as described above, they will not be able to vote your shares on any other business that comes before the Annual Meeting unless they receive instructions from you with respect to such matter.

By Order of the Board of Directors








Patrick McCall  
*Corporate Secretary*

April 22, 2022

**A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 is available free of charge at the SEC’s web site at [www.sec.gov](http://www.sec.gov). Stockholders can also access this proxy statement and our Annual Report on Form 10-K at [investors.in8bio.com](http://investors.in8bio.com). A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 is also available without charge upon written request to our Secretary or via email at [ir@in8bio.com](mailto:ir@in8bio.com).**



**YOUR VOTE IS IMPORTANT! PLEASE VOTE BY:**

	<b>INTERNET</b> Go To: <a href="http://www.proxypush.com/INAB">www.proxypush.com/INAB</a> <ul style="list-style-type: none"><li>• Cast your vote online</li><li>• <b>Have your Proxy Card ready</b></li><li>• Follow the simple instructions to record your vote</li></ul>
	<b>PHONE</b> Call <b>1-866-601-1589</b> <ul style="list-style-type: none"><li>• Use any touch-tone telephone</li><li>• <b>Have your Proxy Card ready</b></li><li>• Follow the simple recorded instructions</li></ul>
	<b>MAIL</b> <ul style="list-style-type: none"><li>• Mark, sign and date your Proxy Card</li><li>• Fold and return your Proxy Card in the postage-paid envelope provided</li></ul>
	<b>"ALEXA, VOTE MY PROXY"</b> <ul style="list-style-type: none"><li>• Open Alexa app and browse skills</li><li>• Search "Vote my Proxy"</li><li>• Enable skill</li></ul>
	You must register to attend the meeting online and/or participate at <a href="http://www.proxydocs.com/INAB">www.proxydocs.com/INAB</a>

**IN8bio, Inc.**

**Annual Meeting of Stockholders**

For Stockholders of record as of April 11, 2022

**TIME:** Wednesday, June 1, 2022, 9:00 AM, Eastern Time  
**PLACE:** Annual Meeting to be held live via the Internet - please visit [www.proxydocs.com/INAB](http://www.proxydocs.com/INAB) for more details

**This proxy is being solicited on behalf of the Board of Directors**

The undersigned hereby appoints Alan Roemer and William Ho (the "Named Proxies"), and each or either of them, as the true and lawful attorneys of the undersigned, with full power of substitution and revocation, and authorizes them, and each of them, to vote all the shares of capital stock of IN8bio, Inc. which the undersigned is entitled to vote at said meeting and any adjournment thereof upon the matters specified and upon such other matters as may be properly brought before the meeting or any adjournment thereof, conferring authority upon such true and lawful attorneys to vote in their discretion on such other matters as may properly come before the meeting and revoking any proxy heretofore given.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, SHARES WILL BE VOTED FOR ALL NOMINEES FOR DIRECTOR IN PROPOSAL 1 AND FOR PROPOSAL 2. This proxy, when properly executed, will be voted in the manner directed herein. In their discretion, the Named Proxies are authorized to vote upon such other matters that may properly come before the meeting or any adjournment or postponement thereof.

You are encouraged to specify your choice by marking the appropriate box (SEE REVERSE SIDE), but you need not mark any box if you wish to vote in accordance with the Board of Directors' recommendation. The Named Proxies cannot vote your shares unless you sign (on the reverse side) and return this card.

PLEASE BE SURE TO SIGN AND DATE THIS PROXY CARD AND MARK ON THE REVERSE SIDE



**IN8bio, Inc.**  
**Annual Meeting of Stockholders**

Please make your marks like this:

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE:**

**FOR ALL NOMINEES FOR DIRECTOR IN PROPOSAL 1 AND FOR PROPOSAL 2**

PROPOSAL	YOUR VOTE			BOARD OF DIRECTORS RECOMMENDS
1. Election of Directors				 <b>FOR</b>
1.01 Emily Fairbairn	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>		<b>FOR</b>
1.02 Luba Greenwood	<input type="checkbox"/>	<input type="checkbox"/>		<b>FOR</b>
2. To ratify the selection of CohnReznick LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	<b>FOR</b>

**You must register to attend the meeting online and/or participate at [www.proxydocs.com/INAB](http://www.proxydocs.com/INAB)**

Authorized Signatures - Must be completed for your instructions to be executed.

Please sign exactly as your name(s) appears on your account. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy/Vote Form.

\_\_\_\_\_  
Signature (and Title if applicable)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature (if held jointly)

\_\_\_\_\_  
Date