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**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 under §240.14a-12

**BOUNDLESS BIO, INC.**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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**Boundless Bio, Inc.**  
**10955 Alexandria Way, Suite 100**  
**San Diego, CA 92121**

**Notice of Annual Meeting of Stockholders**

**To be held on June 15, 2026**

Dear Stockholder:

Notice is hereby given that the 2026 Annual Meeting of Stockholders of Boundless Bio, Inc., a Delaware corporation, will be held on Monday, June 15, 2026 at 11:00 a.m. Pacific Time for the following purposes, as more fully described in the accompanying proxy statement:

1. to elect James Christensen, Ph.D. and Jennifer Lew as Class II directors to hold office until our 2029 annual meeting of stockholders;
2. to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2026; and
3. to transact any other business properly brought before the meeting.

The record date for the meeting is April 20, 2026. Only stockholders of record at the close of business on the record date, or their legal proxy holders, are entitled to notice of and vote at the meeting.

The meeting will be held entirely online via live audio webcast. Please visit [www.proxydocs.com/BOLD](http://www.proxydocs.com/BOLD) for more details. You may register to attend the meeting at [www.proxydocs.com/BOLD](http://www.proxydocs.com/BOLD). You will be able to vote online during the meeting as further described beginning on page 2 of the accompanying proxy statement. You will need the control number included on your Notice of Internet Availability of Proxy Materials, your proxy card, or on the instructions that accompanied your proxy materials to attend the meeting. If your shares are held in "street name," you should contact your bank, broker, or other organization that holds your shares to obtain your control number to attend the meeting. Stockholders and proxy holders attending the meeting online will be deemed to be present in person.

By Order of the Board of Directors,

*/s/ Jessica Oien*

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Jessica Oien  
Chief Legal Officer  
San Diego, California  
April 29, 2026

**Please vote your shares promptly to help ensure the presence of a quorum at the meeting. You may vote your shares over the Internet or via a toll-free telephone number. If you received a paper copy of a proxy or voting instruction card by mail, you may submit your proxy or voting instruction card by completing, signing, dating, and returning it. Please follow the instructions in the accompanying proxy statement to vote.**

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## PROXY STATEMENT

### 2026 ANNUAL MEETING OF STOCKHOLDERS To be held on June 15, 2026

#### GENERAL INFORMATION ABOUT THE MEETING

Boundless Bio, Inc. (“Boundless,” “we,” “us,” “our,” or the “Company”) has prepared these materials for use at its 2026 Annual Meeting of Stockholders and any adjournment or postponement thereof (the “Annual Meeting”). The Annual Meeting is scheduled to begin at 11:00 a.m. Pacific Time on Monday, June 15, 2026.

The Annual Meeting will be entirely online via live audio webcast. We believe this technology provides expanded access, improved communication, and cost savings for our stockholders. Hosting a virtual meeting enables increased stockholder attendance and participation from any location around the world.

In accordance with Securities and Exchange Commission (“SEC”) rules, we opted to use the Internet as the primary means of furnishing proxy materials to our stockholders. Accordingly, unless a stockholder previously elected to receive a printed copy of our proxy materials, a Notice of Internet Availability of Proxy Materials (“Notice of Internet Availability”) will be sent to stockholders instead of mailing a printed copy. The Notice of Internet Availability provides instructions on how to access our proxy materials via the Internet and how to request a printed set at no charge. In addition, stockholders can elect to receive future proxy materials electronically or by email or in printed form by mail, and any such election will remain in effect until terminated by the stockholder. We encourage all stockholders to take advantage of the availability of our proxy materials on the Internet to help reduce the cost and environmental impact of our annual meetings.

Our proxy materials will be sent or made available to stockholders on or about April 29, 2026. We are soliciting proxies pursuant to this proxy statement for use at the Annual Meeting.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on June 15, 2026:** This proxy statement and our 2025 Annual Report are available electronically at [www.proxydocs.com/BOLD](http://www.proxydocs.com/BOLD).

#### SUMMARY OF MATTERS TO BE VOTED ON

<b>Matter</b>	<b>Board Recommendation</b>	<b>Page Reference for More Information</b>
Proposal 1 – To elect James Christensen, Ph.D. and Jennifer Lew as Class II directors to hold office until our 2029 annual meeting of stockholders	FOR all nominees	30
Proposal 2 – To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2026	FOR	31

## QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

The information provided in the “question and answer” format below addresses certain frequently asked questions, but is not intended to be a summary of all matters contained in this proxy statement. Please read the entire proxy statement carefully before voting your shares.

### Who can attend and vote at the Annual Meeting?

Only our stockholders of record at the close of business on the record date, or their legal proxy holders, are entitled to attend and vote at the Annual Meeting. The record date for the Annual Meeting is April 20, 2026. There were 22,418,751 shares of common stock outstanding and entitled to vote on the record date.

### How do I attend the Annual Meeting?

As noted above, the Annual Meeting will be held entirely online via live audio webcast. To attend the Annual Meeting, you will need the control number included on your Notice of Internet Availability, your proxy card, or on the instructions that accompanied your proxy materials. If your shares are held in “street name,” you should contact your bank, broker, or other organization that holds your shares to obtain your control number to attend the Annual Meeting, and if you want to vote online during the meeting, you will need to obtain a legal proxy. See “How do I vote?” below. You must register to attend the Annual Meeting at [www.proxydocs.com/BOLD](http://www.proxydocs.com/BOLD) and provide your control number by 2:00 p.m. Pacific Time on June 14, 2026. After completion of your registration, further instructions, including a unique link to access the Annual Meeting, will be emailed to you. Please be aware that you must bear any costs associated with your Internet access, such as usage charges from Internet access providers and telephone or similar companies.

You may submit a question in advance of the Annual Meeting as a part of the registration process. Questions pertinent to the Annual Meeting and that are submitted in accordance with our rules of conduct for the Annual Meeting will be answered during the Annual Meeting, subject to applicable time constraints. Questions and answers may be grouped by topic and substantially similar questions may be grouped and answered once. In order to promote fairness, efficient use of time, and in order to ensure all stockholders are responded to, we will respond to up to two questions from a single stockholder.

### What am I voting on?

The list below sets out the matters scheduled for a vote at the Annual Meeting. Each share of our common stock has one vote on each matter.

- Proposal 1: To elect James Christensen, Ph.D. and Jennifer Lew as Class II directors to hold office until our 2029 annual meeting of stockholders
- Proposal 2: To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2026

### How do I vote?

You are invited to attend the Annual Meeting online to vote on the proposals described in this proxy statement during the meeting, however, you may vote your shares by simply following the instructions below to vote via the Internet, by telephone, or by mail. Even if you intend to attend the Annual Meeting online, we encourage you to vote your shares in advance using one of the methods described below to ensure that your vote will be represented at the Annual Meeting.

#### ***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 and you may vote those shares as follows:

- During the Annual Meeting: You may attend the Annual Meeting online and vote during the meeting online by visiting [www.proxydocs.com/BOLD](http://www.proxydocs.com/BOLD). To vote online during the meeting, you must register to attend the meeting. See “How do I attend the Annual Meeting?” above.
- By Phone: Dial (866) 390-5243, 24 hours a day, seven days a week using any touch-tone telephone and follow the recorded instructions. You will need to use the control number included on your Notice of Internet Availability, your

proxy card, or on the instructions that accompanied your proxy materials to vote by phone. Please vote by 8:59 p.m. Pacific Time on June 14, 2026 to ensure that your vote is counted.

- **By Internet:** Complete an electronic proxy card at [www.proxypush.com/BOLD](http://www.proxypush.com/BOLD), 24 hours a day, seven days a week, by following the instructions provided on the Notice of Internet Availability. You will need to use the control number included in your Notice of Internet Availability, your proxy card, or on the instructions that accompanied your proxy materials to vote via the Internet. Please vote by 8:59 p.m. Pacific Time on June 14, 2026 to ensure that your vote is counted. 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.
- **By Mail:** Complete, sign, and date the proxy card that may be delivered to you and return it in the self-addressed, postage-paid envelope provided. The proxy holders identified in the proxy card will vote all shares of our stock represented by a properly completed and executed proxy received in time for the Annual Meeting in accordance with the stockholder's instructions. If you submit your executed proxy but do not fill out the voting instructions on the proxy card, the shares represented by your proxy will be voted "FOR" each of the director nominees identified in this proxy statement and "FOR" Proposal 2. If any other matter is properly presented at the Annual Meeting, the proxy holders will vote shares represented by a proxy submitted by a stockholder in accordance with the recommendation of our board of directors.

***Beneficial Owner: Shares Registered in the Name of a Broker or Bank***

If, on the record date, your shares were held, not in your name, but rather in an account at a brokerage firm, bank, or other similar organization, then you are the beneficial owner of shares held in "street name." The organization holding those shares is considered to be the stockholder of record for purposes of the Annual Meeting. As a beneficial owner, you have the right to direct the organization holding those shares regarding how to vote such shares. You should have received a notice containing voting instructions from the organization that holds those shares. Follow the instructions provided by that organization to ensure that your vote is counted. If you wish to vote online during the Annual Meeting, you must obtain a legal proxy from the organization that holds those shares. A legal proxy is a written document that authorizes you to vote your shares held in street name at the Annual Meeting. Please contact the organization that holds your shares for instructions regarding obtaining a legal proxy.

**What happens if I do not vote?**

***Stockholder of Record: Shares Registered in Your Name***

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

***Beneficial Owner: Shares Registered in the Name of Broker or Bank***

If your shares are held in street name, the organization that holds your shares may vote your shares only on certain of the proposals described in this proxy statement without receiving voting instructions from you. If you hold your shares in street name and you do not submit voting instructions to the organization that holds your shares, whether that organization may exercise its discretion to vote your shares depends on whether a particular proposal is considered a "routine" or "non-routine" matter under the rules of the New York Stock Exchange applicable to securities intermediaries (even though we are a Nasdaq-listed company).

We expect the organization that holds your shares will have discretionary voting authority to vote your shares on proposals considered to be "routine" matters even if that organization does not receive voting instructions from you. However, certain organizations may elect not to vote shares without an instruction from the beneficial owner even if they have discretionary authority to do so. We expect Proposal 2 to be considered a "routine" matter.

On the other hand, if you do not provide voting instructions to the organization that holds your shares, we do not expect those shares will be voted on any proposal considered a "non-routine" matter because the organization that holds your shares typically lacks discretionary authority to vote uninstructed shares on non-routine matters. We expect Proposal 1 to be considered a "non-routine" matter.

Organizations may reach conclusions regarding their ability to vote your shares on a particular proposal that differ from our expectations expressed in this proxy statement. Accordingly, we encourage you to provide voting instructions to the organization that holds your shares on all proposals to ensure that your vote is counted. We expect that organizations will vote shares as you have instructed.

### **What is a “broker non-vote”?**

A “broker non-vote” occurs if the organization that holds your shares cannot vote your shares on a particular matter because it has not received instructions from you and it does not have discretionary voting authority on that matter or because the organization that holds your shares chooses not to vote on a matter for which it does have discretionary voting authority.

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

#### ***Stockholder of Record: Shares Registered in Your Name***

Yes. If you are a stockholder of record, you may revoke your proxy and change your vote:

- **During the Annual Meeting:** By attending the Annual Meeting online and voting during the meeting as described above. Your attendance at the Annual Meeting will not automatically revoke your proxy unless you properly vote during the Annual Meeting or specifically request that your prior proxy be revoked by delivering a written notice of revocation that is received by our corporate secretary prior to the Annual Meeting. Any such notice is to be sent to Boundless Bio, Inc., Attention: Corporate Secretary, 10955 Alexandria Way, Suite 100, San Diego, CA 92121, or, if after May 31, 2026, to Boundless Bio, Inc., Attention: Corporate Secretary, 11099 North Torrey Pines Road, Suite 150, La Jolla, CA 92037.
- **By Phone:** By using the phone voting method described above, in which case only your latest telephone proxy received before the deadline for phone voting will be counted.
- **By Internet:** By using the online voting method described above, in which case only your latest Internet proxy received before the deadline for online voting will be counted.
- **By Mail:** By signing and returning a new proxy card dated as of a later date, in which case only your latest proxy card received prior to the Annual Meeting will be counted.

#### ***Beneficial Owner: Shares Registered in the Name of Broker or Bank***

If you are a beneficial owner of shares held in street name, follow the instructions provided by the organization that holds your shares.

### **How many votes are required to approve each proposal?**

#### ***Election of Directors***

If a quorum is present at the Annual Meeting, the election of directors will be determined by a plurality of the votes cast by the stockholders entitled to vote on the election. Accordingly, the two nominees receiving the most “FOR” votes from the holders of shares present during the meeting or represented by proxy and entitled to vote on the election of directors will be elected.

You may vote “FOR” or “WITHHOLD” authority to vote for each of the director nominees. If you “WITHHOLD” authority to vote with respect to one or more director nominees, your vote will have no effect on the election of such nominees. Broker non-votes will have no effect on the election of directors.

#### ***Other Proposals***

If a quorum is present at the Annual Meeting, the outcome of each other proposal presented to the stockholders will be decided by the affirmative vote of the holders of a majority in voting power of the votes cast (excluding abstentions and broker non-votes) on such proposal. Accordingly, abstentions and broker non-votes will have no effect on the outcome of Proposal 2. However, we expect Proposal 2 will be considered a “routine” matter, and therefore broker non-votes are not expected on this proposal. You may vote “FOR,” “AGAINST,” or “ABSTAIN” from voting on each proposal presented at the Annual Meeting other than on the election of directors.

### **What is the quorum requirement?**

A quorum is necessary to hold the Annual Meeting. The holders of a majority in voting power of the shares of our common stock issued and outstanding and entitled to vote, present in person, or by remote communication, or represented by proxy, will constitute a quorum for the transaction of business at the Annual Meeting.

Your shares will be counted for purposes of determining if there is quorum if you are entitled to vote and you are present during the Annual Meeting or you have properly voted by proxy online, by phone, or by submitting a proxy card or voting instruction form by mail. Abstentions and broker non-votes will be counted for purposes of determining whether a quorum is present.

A quorum, once established at the Annual Meeting, will not be broken by the withdrawal of enough votes to leave less than a quorum. If, however, a quorum is not present or represented at the Annual Meeting, then either (i) the person presiding over the Annual Meeting, or (ii) a majority in voting power of the stockholders entitled to vote at the Annual Meeting, present in person, or by remote communication, or represented by proxy, will have the power to recess the meeting or adjourn the meeting from time to time until a quorum is present or represented. At any recessed or adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally noticed.

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

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

**Am I entitled to dissenters' rights or appraisal rights?**

No. Our stockholders are not entitled to dissenters' rights or appraisal rights on any of the matters being submitted to stockholders at the Annual Meeting.

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

We plan to announce preliminary voting results at the Annual Meeting. Final voting results will be published in a current report on Form 8-K that we expect to file with the SEC within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

**Who is paying for this proxy solicitation?**

We will pay for the entire cost of soliciting proxies. Our directors and employees may solicit proxies in person, by telephone, or by other means of communication. None of our directors or employees will be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks, and other similar organizations for the cost of forwarding proxy materials to beneficial owners.

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

Stockholders who intend to have a proposal considered for inclusion in our proxy materials for presentation at next year's annual meeting of stockholders pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended ("Exchange Act") must submit the proposal to our corporate secretary at our principal executive offices in writing not later than December 30, 2026, which is 120 days prior to the one-year anniversary of the date this proxy statement will be released to stockholders. However, if the date of next year's annual meeting of stockholders is changed by more than 30 days from the anniversary of this year's annual meeting of stockholders, then the deadline for such proposals will be a reasonable time before we begin to print and send our proxy materials. These proposals must comply with the requirements as to form and substance established by the SEC in Rule 14a-8 of the Exchange Act for such proposals in order to be included in the proxy statement.

Stockholders intending to present a proposal at next year's annual meeting of stockholders, but not to include the proposal in our proxy statement, or to nominate a person for election as a director, must comply with the requirements set forth in our amended and restated bylaws. Our amended and restated bylaws require, among other things, that our corporate secretary receive written notice from the stockholder of record of their intent to present such proposal or nomination not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the anniversary of the preceding year's annual meeting. Therefore, we must receive notice of such a proposal or nomination for next year's annual meeting of stockholders no earlier than the close of business on February 15, 2027 and no later than the close of business on March 17, 2027. The notice must contain the information required by our amended and restated bylaws, a copy of which is available upon written request to our corporate secretary. In the event that the date of next year's annual meeting of stockholders is more than 30 days before or more than 60 days after the one-year anniversary of this year's annual meeting of stockholders, then our

corporate secretary must receive such written notice not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to next year's annual meeting of stockholders or, if later, the close of business on the 10th day following the day on which public disclosure of the date of such annual meeting is first made by the Company. SEC rules permit management to vote proxies in its discretion in certain cases if the stockholder does not comply with this deadline and, in certain other cases, notwithstanding the stockholder's compliance with this deadline. Stockholders are advised to review our amended and restated bylaws, which also specify requirements as to the form and content of a stockholder's notice.

In addition to satisfying the foregoing requirements under our amended and restated bylaws, including with respect to the deadline for notices disclosed above, to comply with the universal proxy rules, 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.

We intend to file a proxy statement and WHITE proxy card with the SEC in connection with the solicitation of proxies for next year's annual meeting of stockholders. We reserve the right to reject, rule out of order, or take other appropriate action with respect to any proposal that does not comply with these or other applicable requirements.

Our principal executive offices are currently located at 10955 Alexandria Way, Suite 100, San Diego, CA 92121. After May 31, 2026, our principal executive offices will be located at 11099 North Torrey Pines Road, Suite 150, La Jolla, CA 92037.

If a stockholder does not also comply with the requirements of Rule 14a-4(c)(2) under the Exchange Act, we may exercise discretionary voting authority under proxies that we solicit to vote in accordance with our best judgment on any such stockholder proposal or nomination.

### **Householding**

We have adopted an SEC-approved procedure called "householding." This procedure potentially means extra convenience for stockholders and cost savings for companies. Under this procedure, we send only one copy of the Notice of Internet Availability and, if applicable, Notice of Annual Meeting of Stockholders, Proxy Statement, and Annual Report, to stockholders of record who share the same address and last name, unless one of those stockholders notifies us that the stockholder would like a separate copy of such documents. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate copy of the Notice of Internet Availability and, if applicable, Notice of Annual Meeting of Stockholders, Proxy Statement, and Annual Report, from the other stockholder(s) sharing your address, please direct your written request to our transfer agent, Computershare Trust Company, N.A., at P.O. Box 43078, Providence, RI 02940-3078, or contact our transfer agent by phone at 800-736-3001. We undertake to deliver promptly, upon any such oral or written request, a separate copy of the Notice of Internet Availability and, if applicable, Notice of Annual Meeting of Stockholders, Proxy Statement, and Annual Report, to a stockholder at a shared address to which a single copy of these documents was delivered. Similarly, if stockholders of record sharing the same address are receiving multiple copies of the Notice of Internet Availability or, if applicable, Notice of Annual Meeting of Stockholders, Proxy Statement, and Annual Report, and such stockholders would like a single copy to be delivered to them in the future, such stockholders may make such a request by contacting us by the means described above.

If you wish to update your participation in householding and you are a beneficial owner who holds shares in "street name" with a broker, bank, or similar organization, you may contact your broker, bank, or other organization.

## BOARD OF DIRECTORS

The business and affairs of the Company are managed under the direction of our board of directors (“Board”), which is currently comprised of six members. In accordance with our amended and restated certificate of incorporation, our Board is divided into three classes, with one class of directors standing for election each year, for a three-year term. The current term of our Class II directors will expire at the Annual Meeting. One of our Class II directors, Kristina Burow, was not nominated for re-election and will cease being a member of our Board when her term expires at the Annual Meeting. As a result, and so that each class of directors will consist, as nearly as possible, of one-third of the total number of members of our Board, our Board redesignated Jennifer Lew from a Class III to a Class II director in accordance with the Board’s authority under our amended and restated certificate of incorporation. As previously reported, Christine Brennan, Ph.D. resigned from our Board effective March 3, 2026, and we currently have one vacancy on our Board. In accordance with our amended and restated certificate of incorporation and our amended and restated bylaws, our Board has determined to decrease its size from seven to five members when Ms. Burow’s term expires effective as of the date of the Annual Meeting.

James Christensen, Ph.D. and Jennifer Lew have been nominated for re-election as Class II directors at the Annual Meeting with their new term to expire at our annual meeting of stockholders to be held in 2029. The current terms of our Class III and Class I directors will expire at our annual meetings of stockholders to be held in 2027 and 2028, respectively. Proxies cannot be voted at the Annual Meeting for a greater number of persons than the number of director nominees named in this proxy statement.

The following table sets forth the name, age, Board committee membership, and certain other information, as of April 20, 2026, for each nominee for director at the Annual Meeting and each member of our Board whose term will continue after the Annual Meeting.

Name	Director Class	Age	Position	Independent	Committees
Jonathan E. Lim, M.D.	III	54	Chairman of the Board	X	Audit; Compensation*
James Christensen, Ph.D.	II	58	Director	X	Compensation
Zachary D. Hornby	III	47	President, Chief Executive Officer, and Director		
Jennifer Lew	II	53	Director	X	Audit*; Compensation
Nancy Whiting, Pharm.D.	I	53	Director	X	Audit; Nominating and Corporate Governance

\*Committee Chair

### Nominees for Election at the Annual Meeting

#### *Class II Directors*

*James “Jamie” Christensen, Ph.D.* has served as a member of our Board since October 2023. Dr. Christensen has been the President and Head of Research and Development of Terremoto Biosciences, Inc., a privately held biotechnology company, since January 2025. Prior to Terremoto, he served as the Chief Scientific Officer of Mirati Therapeutics, a publicly traded precision oncology company, from January 2014 to October 2024, Senior Vice President from January 2014 to December 2018, and Vice President, Research from June 2013 to January 2014. In his roles at Mirati, Dr. Christensen was responsible for overseeing drug discovery, early clinical development, manufacturing, and companion diagnostics research, and led activities related to the discovery and advancement of key clinical and preclinical programs, including Mirati’s first approved product, Krazati® (adagrasib). Prior to Mirati, Dr. Christensen was the Head of Oncology Precision Medicine and a member of the executive leadership team in the Oncology Research Unit at Pfizer. He joined Pfizer in 2003, where his responsibilities included leading oncology nonclinical research and translational sciences for programs including Sutent® (sunitinib malate) and Xalkori® (crizotinib). Prior to Pfizer, Dr. Christensen held positions at Sugem Inc. (acquired by Pharmacia), as a group leader in preclinical research and exploratory development. He began his career in the pharmaceutical industry at Warner Lambert/Parke-Davis. Dr. Christensen has authored or co-authored numerous peer-reviewed research articles in scientific journals including Science, Nature, Cancer Cell, Cancer Discovery, New England Journal of Medicine, and many others. He received his Ph.D. and M.S. in Pharmacology and Toxicology at North Carolina State University and his B.S. in Biology from Northern Illinois University. Dr. Christensen’s extensive executive and research experience in the biopharmaceutical industry contributed to our Board’s conclusion that he should serve as a director of our Company.

*Jennifer Lew* has served as a member of our Board since January 2022. Ms. Lew has been the Executive Vice President and Chief Financial Officer of Annexon, Inc., a publicly traded biopharmaceutical company, since June 2019. Prior to Annexon,

she served as Chief Financial Officer and previously Senior Vice President, Finance for Aduro Biotech, Inc., which merged with Chinook Therapeutics, Inc. (acquired by Novartis), from 2013 to May 2019. Prior to Aduro, Ms. Lew held various finance roles at Dynavax Technologies Corporation, a publicly traded biopharmaceutical company, from 2004 to 2013, and QRS Corporation, a publicly held technology company, from 2000 to 2004. Ms. Lew began her career in the audit practice at Ernst & Young from 1994 to 1999. Ms. Lew received a B.A. in Economics/Accounting and Government from Claremont McKenna College and is a Certified Public Accountant (inactive status). Ms. Lew's background in leadership, finance, and accounting at privately held and publicly traded biotechnology and biopharmaceutical companies contributed to our Board's conclusion that she should serve as a director of our Company.

## **Continuing Directors**

### ***Class III Directors***

*Zachary D. Hornby* has served as our President, Chief Executive Officer, and as a member of our Board since May 2019. Previously, Mr. Hornby served in several executive positions at Ignyta, Inc., a publicly traded precision oncology company acquired by Roche in February 2018, including as its Chief Operating Officer from June 2014 to July 2018 and prior to that as its Chief Financial Officer from July 2013 to May 2014 and Vice President of Corporate Development from August 2012 to July 2013. In these roles, Mr. Hornby led the operational team responsible for the development of Rozlytrek® (entrectinib) and the efforts ultimately leading to the acquisition by Roche. Prior to Ignyta, Mr. Hornby served as Senior Director of Business Development at Fate Therapeutics, a cellular immunotherapy company focused on oncology and immunology, and various business and corporate development roles at Halozyme Therapeutics, Inc. In addition, Mr. Hornby held earlier roles in new product planning, marketing, and strategy at Neurocrine Biosciences and L.E.K. Consulting. Mr. Hornby serves as a member of the board of directors of Radionetics Oncology, Inc., a privately held biotechnology company, and Telperian, Inc., a privately held clinical trial intelligence company. Mr. Hornby received a B.S. and a M.S. in Biology from Stanford University, and an M.B.A. from Harvard Business School. Mr. Hornby's knowledge of our business, his background in corporate strategy and finance, and his extensive executive experience at multiple biopharmaceutical companies contributed to our Board's conclusion that he should serve as a director of our Company.

*Jonathan E. Lim, M.D.* co-founded Boundless and has served as our Chairman since December 2018. Dr. Lim also co-founded Erasca, Inc., a publicly traded precision oncology company, in July 2018, joined as Executive Chairman in October 2018, and has served as Chairman and Chief Executive Officer since March 2019. Dr. Lim has also served as a Venture Partner at ARCH Venture Partners since December 2018 and as Managing Partner at City Hill, LLC since founding it in 2010. Prior to co-founding each of Boundless and Erasca, Dr. Lim co-founded and served as Chairman of Ignyta, Inc., a publicly traded precision oncology company, and led it from 2012 as Chairman, Chief Executive Officer, and President through its acquisition by Roche in February 2018 and subsequent integration into Roche and Genentech in July 2018. During his tenure at Ignyta, Dr. Lim co-founded Bonti, Inc., a privately held biotechnology company, and served as its Chairman from February 2016 until its acquisition by Allergan plc in October 2018. Prior to joining Ignyta, Dr. Lim served as Chairman and Chief Executive Officer of Eclipse Therapeutics, Inc., a privately held oncology company targeting cancer stem cells that he co-founded in March 2011 as a spinout from Biogen Idec and that was sold to Bionomics Ltd. in 2012. Prior to Eclipse, Dr. Lim served as the President, Chief Executive Officer, and a Director (including as Chairman from 2004 to 2005) of Halozyme Therapeutics, Inc., a publicly traded biotechnology company, from May 2003 to December 2010. Prior to Halozyme, Dr. Lim's experience included management consulting at McKinsey & Company, a National Institutes of Health Postdoctoral Fellowship at Harvard Medical School and the Dana-Farber Cancer Institute, and two years of general surgery residency at New York Hospital- Cornell and Memorial Sloan Kettering Cancer Center. Dr. Lim has also served as a member of the board of directors of Maze Therapeutics, Inc., a publicly traded biopharmaceutical company advancing precision medicines for both rare and common diseases, since October 2019. Dr. Lim has been a member of the Board of Overseers at Scripps Research since October 2018, a member of the Board of Visitors of the Moores Cancer Center at the University of California, San Diego since 2015, and a member of the Stanford Interdisciplinary Biosciences Council since 2014. Dr. Lim has B.S. and M.S. degrees from Stanford University, an M.D. from McGill University, and an M.P.H. from Harvard University. Dr. Lim's intimate knowledge of our business as a co-founder and his extensive experience as an executive officer and director of multiple public and private biotechnology companies contributed to our Board's conclusion that he should serve as a director of our Company.

### ***Class I Director***

*Nancy Whiting, Pharm.D.* has served as a member of our Board since October 2023. Since September 2021, Dr. Whiting has been the Chief Executive Officer and a member of the board of directors of Recludix Pharma, Inc., a privately held company developing novel treatments for inflammatory disease and cancer. Prior to Recludix, Dr. Whiting held various positions at Seagen Inc. (formerly Seattle Genetics, Inc.) for approximately 15 years from March 2007 to September 2021, where she served most

recently as Executive Vice President of Corporate Strategy, Alliances, and Communication. Prior to this role at Seagen, Dr. Whiting served as Executive Vice President of Late Stage Development, Senior Vice President of Clinical Development and Medical Affairs, and Head of Experimental Medicine. During her tenure at Seagen, Dr. Whiting played a central role in the development and regulatory approvals of cancer medicines Adcetris® (brentuximab vedotin), Padcev® (enfortumab vedotin-ejfv), Tukysa® (tucatinib), and Tivdak® (tisotumab vedotin). Prior to her career in the pharmaceutical industry, Dr. Whiting practiced as a clinical oncology pharmacist at the Seattle Cancer Care Alliance. Dr. Whiting has served as a member of the board of directors of Caribou Biosciences, a publicly traded biopharmaceutical company, since August 2021. She received her Pharm.D. from the University of Washington and her B.Sc. in Pharmaceutical Sciences from the University of British Columbia. Dr. Whiting's extensive experience in all phases of drug development contributed to our Board's conclusion that she should serve as a director of our Company.

## CORPORATE GOVERNANCE

### Code of Conduct and Ethics

We have adopted a written Code of Business Conduct and Ethics that applies to all of our directors, officers, and employees, including our principal executive officer and our principal financial and accounting officer, which is accessible in the “Investors” section of our website at <https://investors.boundlessbio.com> under “Governance Overview.” Our directors, officers, and employees are expected to be familiar with our Code of Business Conduct and Ethics and to adhere to the principles and procedures set forth therein. We intend to disclose any changes to our Code of Business Conduct and Ethics or waivers from it that apply to our principal executive officer, and principal financial and accounting officer, or persons performing similar functions by posting such information on our website or by filing with the SEC a current report on Form 8-K, in each case in accordance with applicable SEC rules and Nasdaq listing rules. Information contained on or available through our website is not incorporated by reference in, or considered part of, this proxy statement. We will provide any person, without charge, a copy of our Code of Business Conduct and Ethics upon written request to Boundless Bio, Inc., 10955 Alexandria Way, Suite 100, San Diego, CA 92121, Attention: Investor Relations, or, if after May 31, 2026, to Boundless Bio, Inc., 11099 North Torrey Pines Road, Suite 150, La Jolla, CA 92037, Attention: Investor Relations.

### Corporate Governance Guidelines

We believe in sound corporate governance practices and our Board adopted formal Corporate Governance Guidelines to assist our Board in the exercise of its responsibilities and to serve our interests and those of our stockholders. The Corporate Governance Guidelines provide a framework within which our Board conducts its business, and they address matters including board size and composition, director qualification standards and additional selection criteria, conflicts of interest, board meetings, board committees, succession planning, oversight of risk management, and investigation of reports received through our ethics hotline. Our Corporate Governance Guidelines are accessible in the same section of our website as our Code of Business Conduct and Ethics.

### Director Independence

As required under Nasdaq listing rules, a majority of the members of a listed company’s board of directors must qualify as “independent,” as affirmatively determined by the board of directors. Our Board consults with our legal counsel to ensure that our Board’s determinations are consistent with relevant securities and other laws and regulations regarding the definition of “independent,” including those set forth in Nasdaq listing rules, as in effect from time to time. Consistent with these considerations, our Board affirmatively determined that all of our directors, other than Mr. Hornby, our president and chief executive officer, are “independent directors” in accordance with the pertinent Nasdaq listing rules. Mr. Hornby is not considered independent because he is one of our executive officers. In addition, our Board previously determined that Dr. Brennan also qualified as an “independent director” within the meaning of the pertinent Nasdaq listing rules.

The Nasdaq independence definition includes a series of objective tests, including that the director is not, and has not been for at least three years, one of our employees and that neither the director nor any of his or her family members has engaged in various types of business dealings with us. In addition, as required by Nasdaq listing rules, our Board made a subjective determination as to each independent director that no relationships exist, which, in the opinion of our Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of the director. In making these determinations, our Board reviewed and discussed information provided by the directors and us with regard to each director’s business and personal activities and relationships as they may relate to us and our management. There are no family relationships among any of our directors or executive officers.

As required under Nasdaq listing rules, our independent directors meet in regularly scheduled executive sessions without our non-independent director or other management present.

### Director Nominations

Our Nominating and Corporate Governance Committee is responsible for identifying individuals qualified to become members of our Board, consistent with criteria approved by our Board, and recommending director nominees to our Board. To that end, our Nominating and Corporate Governance Committee is responsible for ensuring that our Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. Our Nominating and Corporate Governance Committee monitors the mix of specific experience, qualifications, skills, and backgrounds of our directors to help assure that our Board, as a whole, has the necessary tools to perform its oversight function effectively in light of our business and structure. In evaluating the suitability of individual candidates (both new candidates and current members) for election or appointment, our Nominating and Corporate Governance Committee, in recommending director candidates, and

our Board, in nominating (and, in the case of any vacancy, appointing) such candidates, evaluates candidates in accordance with the qualification standards set forth in our Corporate Governance Guidelines. Namely, they consider candidates who have a high level of personal and professional integrity, strong ethics and values, and ability to make mature business judgments, as well as whether there are potential conflicts of interest with the candidate's other personal and professional pursuits. Our Nominating and Corporate Governance Committee and our Board may also consider the following factors, as well as any other factor that they deem relevant:

- experience in corporate management, such as serving as an officer or former officer of a publicly-held company;
- experience as a board member or executive officer of another publicly-held company;
- professional and academic experience relevant to our industry;
- strength of leadership skills;
- diversity of expertise and experience in substantive matters pertaining to our business relative to other board members;
- diversity of background and perspective, including, but not limited to, with respect to age, gender, race, place of residence, and specialized experience;
- experience in finance and accounting and/or executive compensation practices; and
- time required for preparation, participation, and attendance at Board meetings and committee meetings, if applicable.

Currently, our Board evaluates each individual in the context of our Board as a whole, with the objective of assembling a group that can best maximize the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these various areas.

If our Nominating and Corporate Governance Committee determines that an additional or replacement director is required or advisable, then the committee will identify the desired skills and experience of a new nominee in light of the criteria above and generally with input from other directors and management, and may take such measures as it considers appropriate in connection with its identification and evaluation of a director candidate, including engagement of an outside search firm, consideration of candidates recommended by members of our Board, management, and other sources, inquiry of the person or persons making the recommendation, candidate interviews, and background checks.

We do not have a formal policy with regard to the consideration of director candidate recommendations from our stockholders. However, any such recommendations received from stockholders will be evaluated in the same manner that individuals recommended by our directors, management, or other parties are evaluated. Accordingly, our Board does not believe a formal policy regarding consideration of stockholder director nomination recommendations is necessary. Any such recommendations should be made in writing directed to our Nominating and Corporate Governance Committee, care of our corporate secretary at our principal executive offices, and should include the information required by the advance notice procedures with respect to director nominations by stockholders described in our amended and restated bylaws, including information regarding the recommended candidate and recommending stockholder. To give our Nominating and Corporate Governance Committee sufficient time to evaluate a recommended candidate and include the candidate in our proxy statement for the annual meeting, the recommendation should be received by our corporate secretary at our principal executive offices in accordance with such advance notice procedures described in our amended and restated bylaws. If a stockholder wishes to propose a candidate for consideration as a nominee for election to our Board, the stockholder must follow the procedures described in our amended and restated bylaws, including the advance notice procedures therein. For information regarding the advance notice procedures, please see "Questions and Answers About the Annual Meeting and Voting— When are stockholder proposals and director nominations due for next year's annual meeting?" above.

### **Board Leadership Structure**

Our Board is currently chaired by Dr. Lim, who qualifies as an independent director as discussed above. Our Board recognizes that it is important to determine an optimal board leadership structure to ensure the independent oversight of management at the Company. We separate the roles of chief executive officer and chairman of the board of directors in recognition of the differences between the two roles. Our chief executive officer is responsible for setting the strategic direction of our company and the day-to-day leadership and performance of our company, while the chairman of the board provides guidance to our chief executive officer, presides over meetings of the full Board and executive sessions of the independent directors, and facilitates communication among directors. We believe that this separation of responsibilities provides a balanced approach to managing our Board and overseeing our Company. Our Nominating and Corporate Governance Committee recommended, and our Board concluded, that our current leadership structure continues to be appropriate for us at this time.

However, our Nominating and Corporate Governance Committee and our Board will continue to periodically review our leadership structure, and our Board may make such changes in the future as it deems appropriate.

### **Role of Board in Risk Oversight Process**

Our Board has responsibility for the oversight of our risk management processes and, either as a whole or through its committees, regularly discusses with management our major risk exposures, their potential impact on our business, and the steps we take to manage them. The risk oversight process includes receiving regular reports from Board committees and members of senior management to enable our Board to understand our risk identification, risk management, and risk mitigation strategies with respect to areas of potential material risk, including operations, finance, legal, regulatory, strategic, and reputational risk.

Our Audit Committee reviews information regarding liquidity and operations and oversees our management of financial risks. Our Audit Committee also oversees the management of our information technology risks, including cybersecurity and data privacy risks. Periodically, our Audit Committee reviews our policies with respect to risk assessment, risk management, loss prevention, and regulatory compliance. Oversight by our Audit Committee includes direct communication with our external auditors and discussions with management regarding significant risk exposures and the actions management has taken to limit, monitor, or control such exposures. Our Compensation Committee is responsible for assessing whether any of our compensation policies or programs has the potential to encourage excessive risk-taking. Our Nominating and Corporate Governance Committee manages risks associated with the independence of our Board, corporate disclosure practices, and potential conflicts of interest. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, our entire Board is regularly informed through committee reports about such risks. Matters of significant strategic risk are considered by our Board as a whole.

### **Committees of the Board and Committee Member Independence**

Our Board has established three standing committees – Audit, Compensation, and Nominating and Corporate Governance. Each committee operates under a written charter adopted by our Board that sets out its role and responsibilities and satisfies applicable SEC rules and regulations and Nasdaq listing rules. Each committee must report regularly to our Board regarding its activities in fulfilling its responsibilities as detailed in the committee’s charter. A copy of each committee charter is available in the “Investors” section of our website at <https://investors.boundlessbio.com> under “Governance Overview.” Information contained on or available through our website is not incorporated by reference in, or considered part of, this proxy statement.

#### ***Audit Committee***

Our Audit Committee was established in accordance with Section 3(a)(58)(A) of the Exchange Act. Our Audit Committee’s main function is to oversee our accounting and financial reporting processes and the audits of our financial statements. This committee’s responsibilities include, among other things:

- appointing our independent registered public accounting firm;
- evaluating the qualifications, independence, and performance of our independent registered public accounting firm;
- approving the audit and non-audit services to be performed by our independent registered public accounting firm;
- reviewing the design, implementation, adequacy, and effectiveness of our internal accounting controls and our critical accounting policies;
- discussing with management and the independent registered public accounting firm the results of our annual audit and the review of our quarterly unaudited financial statements;
- reviewing, overseeing, and monitoring the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to financial statements or accounting matters;
- reviewing on a periodic basis, or as appropriate, any investment policy and recommending to our Board any changes to such investment policy;
- reviewing our earnings announcements and other public announcements regarding our results of operations;
- preparing the report of our Audit Committee that the SEC requires in our annual proxy statement;
- reviewing our policies with respect to risk assessment and management and oversee management of our information technology risks, including cybersecurity and data privacy risks;

- adopting and overseeing procedures to address complaints regarding accounting, internal accounting controls and auditing matters, including confidential, anonymous submissions by our employees of concerns regarding questionable accounting or auditing matters;
- reviewing and approving any related party transactions and periodically reviewing our written related person transaction policy;
- reviewing and monitoring compliance with our Code of Business Conduct and Ethics; and
- periodically reviewing and evaluating the performance of our Audit Committee.

The members of our Audit Committee are Jennifer Lew, Jonathan E. Lim, and Nancy Whiting. Ms. Lew serves as the chairperson of our Audit Committee. During 2025 and until the effective date of her resignation from our Board, Christine Brennan served on our Audit Committee. Our Board determined that all members of our Audit Committee meet the requirements for financial literacy under the applicable SEC rules and regulations and Nasdaq listing rules, and that Ms. Lew is an “audit committee financial expert” as defined in Item 407(d)(5) of Regulation S-K. Our Board also determined that all members of our Audit Committee are independent under applicable Nasdaq listing rules and SEC rules and regulations of audit committee membership.

### ***Compensation Committee***

Our Compensation Committee approves policies relating to compensation and benefits of our officers and employees. Our Compensation Committee approves corporate goals and objectives relevant to the compensation of our chief executive officer and other executive officers, evaluates the performance of these officers in light of those goals and objectives, and has the authority to approve or make recommendations to our Board regarding the compensation of these officers based on such evaluations. Our Compensation Committee has the authority to review and approve or make recommendations to our Board regarding the Company’s incentive compensation and equity-based plans and arrangements, administer such plans, and make grants of stock options and other awards under our such plans. Our Compensation Committee also administers and oversees compliance with our Policy for Recovery of Erroneously Awarded Compensation. In fulfilling its responsibilities, our Compensation Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the committee and the authority to authorize an officer of the Company to grant rights or options to officers (other than executive officers) and employees in a manner that is in accordance with applicable law. Our Compensation Committee is responsible for periodically reviewing and evaluating its performance.

Our Compensation Committee is authorized to retain the services of one or more executive compensation advisors, as it sees fit, in connection with the establishment of our compensation programs and related policies. In 2025, our Compensation Committee retained Alpine Rewards, LLC (“Alpine Rewards”), which is an independent compensation consultant, to provide it with information, recommendations, and other advice relating to executive compensation and director compensation.

The members of our Compensation Committee are Jonathan E. Lim, Kristina Burow, James Christensen, and Jennifer Lew. Dr. Lim serves as the chairperson of our Compensation Committee. Our Board determined that each member of our Compensation Committee is independent under applicable Nasdaq listing rules for compensation committee membership and is a “non-employee director” as defined in Rule 16b-3 promulgated under the Exchange Act.

### ***Nominating and Corporate Governance Committee***

Our Nominating and Corporate Governance Committee is responsible for assisting our Board in discharging our Board’s responsibilities regarding the identification of qualified candidates to become Board members, the selection of nominees for election as directors at our annual meetings of stockholders (or special meetings of stockholders at which directors are to be elected), and the selection of candidates to fill any vacancies on our Board and any committees thereof. In addition, our Nominating and Corporate Governance Committee is responsible for overseeing our corporate governance policies, reporting, and making recommendations to our Board concerning governance matters, reviewing, and assisting our Board with oversight of matters relating to environmental, social, and governance matters affecting the Company, and oversight of the self-evaluations of our Board and its committees. Our Nominating and Corporate Governance Committee is responsible for periodically reviewing and evaluating its performance.

The members of our Nominating and Corporate Governance Committee are Nancy Whiting and Kristina Burow. During 2025 and until the effective date of her resignation from our Board, Christine Brennan served as the chairperson of our Nominating and Corporate Governance Committee. A new committee chair has not yet been appointed. Our Board determined

that each member of our Nominating and Corporate Governance Committee is an independent director under applicable Nasdaq listing rules.

### **Meetings of the Board and its Committees**

During 2025, our Board met five times, our Audit Committee met four times, our Compensation Committee met three times, and our Nominating and Corporate Governance Committee met once. Each current director attended at least 75% of the aggregate number of meetings of our Board and meetings of the committees on which such director served during 2025 during the periods that such director served.

### **Communication with the Board**

Our Board will give appropriate attention to written communications that are submitted by stockholders and will respond if and as appropriate. Our corporate secretary is primarily responsible for reviewing such communications from stockholders and for providing copies or summaries to the directors as she considers appropriate. Communications are forwarded to all directors if they relate to important substantive matters and include suggestions or comments that our corporate secretary and chairman of our Board consider to be important for the directors to know. In general, communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs, personal grievances, and matters as to which we tend to receive repetitive or duplicative communications. Stockholders who wish to send communications on any topic to our Board should address such communications to our Board in writing: Boundless Bio, Inc., Attention: Corporate Secretary, 10955 Alexandria Way, Suite 100, San Diego, CA 92121, or, if after May 31, 2026, to Boundless Bio, Inc., 11099 North Torrey Pines Road, Suite 150, La Jolla, CA 92037.

### **Attendance of Directors at the Annual Meeting of Stockholders**

Our Board has adopted a policy under which all directors are encouraged to attend our annual meeting of stockholders. Six of the seven persons who were serving as members of our Board at the time of last year's annual meeting of stockholders attended the meeting.

### **Insider Trading Compliance Policy and Procedures**

We have adopted an Insider Trading Compliance Policy and Procedures governing the purchase, sale, and/or other dispositions of our securities by our directors, officers, and employees that we believe are reasonably designed to promote compliance with insider trading laws, rules, and regulations, and any applicable Nasdaq listing rules. A copy of our Insider Trading Compliance Policy and Procedures is included as Exhibit 19.1 to our Annual Report on Form 10-K for the year ended December 31, 2025 filed with the SEC on March 9, 2026. In addition, it is our policy to comply with applicable laws, rules, and regulations, and any applicable Nasdaq listing rules when engaging in transactions in our own securities.

### **Prohibition Against Hedging**

Our Insider Trading Compliance Policy and Procedures prohibits our directors, officers, and employees from engaging in hedging transactions involving our securities, such as prepaid variable forward contracts, equity swaps, collars, and exchange funds, or other transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of our equity securities.

## EXECUTIVE OFFICERS

The following table sets forth the name, age, and position(s) of each of our executive officers as of April 20, 2026.

Name	Age	Position
Zachary D. Hornby	47	President, Chief Executive Officer, and Director
Robert Doebele, M.D., Ph.D.	55	Chief Medical Officer
Christian Hassig, Ph.D.	54	Chief Scientific Officer
David Hinkle	64	Senior Vice President, Finance, Controller, and Corporate Treasurer
Jessica Oien, J.D.	55	Chief Legal Officer and Corporate Secretary

The following is biographical information for our executive officers other than Mr. Hornby, whose biographical information is included under the section titled “Board of Directors” above.

*Robert Doebele, M.D., Ph.D.* has served as our Chief Medical Officer since February 2025. Prior to joining Boundless, in April 2017, Dr. Doebele co-founded Rain Oncology Inc., a publicly traded, clinical-stage precision oncology company acquired by Pathos AI, Inc. in January 2024. At Rain and until its acquisition, Dr. Doebele served as President since April 2021, Chief Scientific Officer since May 2021, and Chief Medical Officer since June 2023. Prior to Rain, from July 2008 to September 2020, he was an Assistant, and then Associate, Professor of Medicine in the Division of Medical Oncology at the University of Colorado School of Medicine. He also served as the Director of the Thoracic Oncology Research Initiative and co-Director of the Molecular Tumor Board at the University of Colorado Cancer Center. Dr. Doebele led the research at the University of Colorado that launched the tropomyosin receptor kinase (TRK) fusion cancer field by demonstrating that NTRK1/2/3 gene fusions represent a novel tumor agnostic target in cancer, a strategy that ultimately led to the approvals of Vitrakvi<sup>®</sup> (larotrectinib) and Rozlytrek<sup>®</sup> (entrectinib). Dr. Doebele received his A.B. in Molecular Biology from Princeton University and received his M.D. and Ph.D. in Immunology from the University of Pennsylvania. He conducted his internal medicine residency and a medical oncology fellowship at the University of Chicago.

*Christian “Chris” Hassig, Ph.D.* has served as our Chief Scientific Officer since November 2019. Before Boundless, Dr. Hassig was with Sierra Oncology, Inc., a publicly traded precision oncology company acquired by GlaxoSmithKline in 2022, where he served in various leadership roles including Chief Scientific Officer and Senior Vice President of Research, from June 2016 to November 2019. Prior to Sierra, Dr. Hassig served as Vice President of Drug Discovery at the Sanford Burnham Prebys Medical Discovery Institute where he led the discovery and development of novel small molecule therapeutics against innovative targets. Dr. Hassig also held several positions within the Biology and Lead Discovery departments at Kalypsys, Inc., a private biopharmaceutical company specializing in small molecule drug discovery and development. Dr. Hassig received a B.A. in Chemistry and Biochemistry from the University of California, San Diego, a Ph.D. in Molecular and Cellular Biology from Harvard University, and completed a Postdoctoral Fellowship at the University of California, Berkeley.

*David Hinkle* has served as our Senior Vice President, Finance and Controller since June 2023 and as our Treasurer since October 2024. He joined us in June 2021 as our Vice President, Finance and Controller. Prior to Boundless, Mr. Hinkle served as Vice President, Finance and Controller at Crinetics Pharmaceuticals, Inc., a publicly traded clinical-stage pharmaceutical company, from July 2018 to May 2021, where he was responsible for developing and leading their accounting team after their initial public offering in July 2018. Prior to Crinetics, Mr. Hinkle served in similar capacities at Ignyta, Inc., a publicly traded precision oncology company acquired by Roche in February 2018, Receptos Inc., a publicly traded biopharmaceutical company acquired by Celgene Corporation in 2015, Somaxon Pharmaceuticals, Inc., a publicly traded specialty pharmaceutical company acquired by Pernix Therapeutics Holdings, Inc. in 2013, and Digirad, where he was responsible for accounting operations. Mr. Hinkle began his career at Deloitte. He earned a B.S. from California State University, Northridge and is a Certified Public Accountant (inactive status) in California.

*Jessica Oien* has served as our Chief Legal Officer and Corporate Secretary since January 2024 and previously served as our General Counsel and Corporate Secretary from August 2021 through December 2023. Prior to joining Boundless, Ms. Oien served as General Counsel and Corporate Secretary at Cidara Therapeutics, Inc., a publicly traded biotechnology company acquired by Merck in 2026, from September 2018 to August 2021. Before Cidara, Ms. Oien served as Vice President, Legal and Compliance at Otonomy, Inc., a publicly traded biopharmaceutical company, where she was the legal lead for the commercial business from 2015 to 2018 and spearheaded the commercial compliance program. She served in similar roles as Vice President, Legal and Compliance for Pernix Therapeutics, Vice President, Legal Affairs and Compliance for Somaxon Pharmaceuticals, Senior Director, Legal Affairs for Verus Pharmaceuticals, and Senior Director, Legal Affairs at Elan Pharmaceuticals. Ms. Oien began her legal career as corporate counsel at national law firms including Brobeck, Phleger & Harrison LLP and Milbank, Tweed, Hadley & McCloy LLP. Ms. Oien received a B.A. in Economics and Political Science from North Dakota State University and a J.D. from Loyola Law School.

## EXECUTIVE COMPENSATION AND OTHER INFORMATION

Our named executive officers (“NEOs”) for 2025, which consist of our principal executive officer and our next two most highly compensated executive officers who were serving as executive officers as of December 31, 2025, are:

- Zachary D. Hornby, Chief Executive Officer, President, and Director;
- Robert Doebele, M.D., Ph.D., Chief Medical Officer; and
- Christian Hassig, Ph.D., Chief Scientific Officer.

### Summary Compensation Table

The primary elements of compensation for our NEOs are base salary, annual performance bonuses, and equity awards. Our NEOs also participate in employee benefit plans and programs that we offer to our other employees, as described below. The following table presents summary information regarding the compensation that was awarded to, earned by, or paid to our NEOs for services rendered during the years ended December 31, 2025 and 2024.

Name and principal position	Year	Salary (\$)	Option awards (\$) <sup>(1)</sup>	Non-equity incentive plan compensation (\$) <sup>(2)</sup>	All other compensation (\$) <sup>(3)</sup>	Total (\$)
Zachary D. Hornby President, Chief Executive Officer, and Director	2025	638,000	628,350	333,355	3,500	1,603,205
	2024	594,558	5,175,279	281,586	3,450	6,054,873
Robert Doebele, M.D., Ph.D. <sup>(4)</sup> Chief Medical Officer	2025	458,508	333,000	183,333	3,500	978,341
Christian Hassig, Ph.D. Chief Scientific Officer	2025	478,300	202,350	191,200	3,500	875,350
	2024	453,118	1,541,030	158,276	3,450	2,155,874

- (1) With respect to the option awards in 2025, the amounts disclosed represent the aggregate grant date fair value of the options granted in 2025 as calculated in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 (“ASC 718”). With respect to the option awards in 2024, the amounts disclosed represent the aggregate grant date fair value of the options granted in 2024 as calculated in accordance with ASC 718 and also include the following incremental fair value associated with the modification in 2024 of the exercise prices of our NEOs’ options in connection with our option repricing in August 2024, also calculated in accordance with ASC 718: \$235,666 for Mr. Hornby and \$70,290 for Dr. Hassig. All options are also subject to vesting acceleration under certain circumstances as more fully described in the section titled “Severance and Change in Control Severance Plan.” The amounts in this column do not correspond to the actual value that may be recognized by the NEOs upon vesting of the applicable awards. For a discussion of the assumptions used in calculating the grant date fair value of the awards and the incremental fair value reported in this column, see Notes 2 and 10 to the financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2025 filed with the SEC on March 9, 2026.
- (2) The amounts reported represent annual performance bonuses earned with respect to the applicable year.
- (3) The amounts reported represent matching contributions earned by the NEOs under our 401(k) plan (\$3,500 for 2025 and \$3,450 for 2024).
- (4) Mr. Doebele commenced employment with the Company on February 3, 2025.

### Annual Base Salary

We pay our NEOs a base salary to compensate them for their performance of services rendered to us. The base salary payable to each NEO is intended to provide a fixed component of compensation reflecting the executive’s skill set, experience, role, and responsibilities. Base salaries for our NEOs have generally been set at levels deemed necessary to attract and retain individuals with superior talent. We expect that base salaries for our NEOs will be reviewed periodically by our Compensation Committee, with adjustments expected to be made generally in accordance with the considerations described above and to maintain base salaries at competitive levels.

The annual base salaries for our NEOs for 2025 were established in early 2025 by our Compensation Committee in connection with our standard annual review.

Effective January 1, 2025, our NEOs’ annual base salaries were increased as follows: Mr. Hornby, from \$620,000 to \$638,000, and Dr. Hassig, from \$460,000 to \$478,000. Dr. Doebele’s annual base salary for 2025 was \$500,000 and was established in connection with his commencement of employment with the Company in February 2025.

## **Non-Equity Incentive Plan Compensation**

In addition to base salaries, our NEOs are eligible to receive annual performance-based cash bonuses, which are designed to provide appropriate incentives to our executives to achieve annual corporate goals and to reward our executives for individual achievement towards these goals. The annual performance-based bonus each NEO is eligible to receive is based on the extent to which we achieve the corporate goals that our Board establishes each year. At the end of the year, our Board reviews our performance against each corporate goal and determines the extent to which we achieved each of our corporate goals.

For 2025, Mr. Hornby was eligible to receive a target annual bonus equal to 55% of his annual base salary, and our other NEOs were eligible to receive target annual bonuses equal to 40% of their respective annual base salaries. Dr. Doebele's annual bonus was prorated based on his partial year of employment with the Company.

The corporate goals our Board established for 2025 related to product development and pipeline goals, as well as corporate development and operational goals. Bonuses are usually determined and paid in the first quarter of the following year. Based on our performance against the approved company objectives, our Compensation Committee determined to fund the 2025 bonus plan at 100% of the target level for each of our NEOs other than Mr. Hornby and at 95% of the target level for Mr. Hornby.

Actual amounts paid to each NEO for 2025 performance are set forth in the "Non-equity incentive plan compensation" column of the "Summary Compensation Table" above.

## **Equity-Based Incentive Awards**

Our equity-based incentive awards are designed to align our interests and the interests of our stockholders with those of our employees and consultants, including our NEOs. Our Board and Compensation Committee are responsible for approving equity grants. We typically grant equity awards to new hires upon their commencing employment with us. Generally, our equity awards vest over four years, subject to the employee's continued employment with us on each vesting date. Option awards are eligible for accelerated vesting on the terms provided in the Severance Plan.

We granted our NEOs stock options during 2025 as part of their total compensation packages.

In January 2025, we granted Mr. Hornby and Dr. Hassig options to purchase 295,000 and 95,000 shares of our common stock, respectively, under our 2024 Incentive Award Plan (the "2024 Plan"). The options were granted with an exercise price of \$2.57 per share and vest over a period of four years in equal monthly installments beginning on the first monthly anniversary of the vesting commencement date, subject to the NEOs continuous service with us as of each vesting date.

In February 2025, in connection with his commencement of employment with the Company, we granted Dr. Doebele options to purchase 180,000 shares of our common stock under the 2024 Plan. The options were granted with an exercise price of \$2.23 per share and vest over a period of four years, with 25% of the options vesting on the first anniversary of Dr. Doebele's commencement of employment with the Company, and the remaining options vesting in equal monthly installments thereafter, subject to his continuous service with us as of each vesting date.

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

All of our current NEOs 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 NEOs, except in limited circumstances. Our Board may elect to adopt qualified or non-qualified benefit plans in the future if it determines that doing so is in our best interests.

## **401(k) Plan**

Our NEOs are eligible to participate in a defined contribution retirement plan that provides eligible 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 Internal Revenue Code of 1986, as amended (the "Code"). Contributions are allocated to each participant's individual account and are then invested in selected investment alternatives according to the participants' directions. 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. The 401(k) plan provides for discretionary matching and profit-sharing contributions. In 2025, we provided matching contributions equal to 25% of the first 4% of eligible contributions deferred

by our employees, not to exceed 1% of an employee's eligible compensation. Our Board may elect to adopt qualified or nonqualified retirement plans in the future, if it determines that doing so is in our best interests.

### **Nonqualified Deferred Compensation**

We do not maintain nonqualified defined contribution plans or other nonqualified deferred compensation plans. Our Board may elect to provide our officers and other employees with nonqualified defined contribution or other nonqualified deferred compensation benefits in the future if it determines that doing so is in our best interests.

### **Clawback Policy**

We have adopted a Policy for Recovery of Erroneously Awarded Compensation (also known as a clawback policy) that is compliant with the Nasdaq listing rules, as required by the Dodd-Frank Act, and can be accessed in our Annual Report on Form 10-K for the year ended December 31, 2025 filed with the SEC on March 9, 2026.

### **Equity Award Grant Practices**

We have had no program, plan, or practice pertaining to the timing of stock option grants to NEOs coinciding with the release of material nonpublic information ("MNPI"). Annual grants of stock options to employees are typically approved by our Compensation Committee or our president and chief executive officer pursuant to a delegation of authority from our Compensation Committee in the first quarter of each year as part of our annual compensation cycle. Our Board or Compensation Committee may also approve grants at other times as they deem appropriate. The timing of any equity grants to newly-hired employees, or in connection with promotions or other non-routine grants, is generally tied to the event giving rise to the award, although non-executive new hire stock option awards are generally approved at the beginning of the calendar month following the individual's commencement of employment. We do not grant equity awards in anticipation of the release of material nonpublic information, and we do not time the release of material nonpublic information for the purpose of affecting the value of executive compensation. For all stock option awards, the exercise price is no less than the closing price of our common stock on the date of the grant (or if the grant date is not a trading day, then on the immediately preceding trading day). During 2025, we did not grant stock options, stock appreciation rights, or similar option-like instruments to our NEOs during the four business days prior to or the one business day following the filing of our periodic reports or the filing or furnishing of a Form 10-K, 10-Q, or Form 8-K that discloses material nonpublic information.

## Outstanding Equity Awards at Fiscal Year-End

The following table presents information regarding the outstanding stock options held by each of our NEOs as of December 31, 2025.

	Option awards					
	Grant	Vesting commencement	Number of securities underlying unexercised options exercisable	Number of securities underlying unexercised options unexercisable	Option exercise price	Option expiration
	date	date	(#)	(#)	(\$)	date
Zachary D. Hornby	6/10/2020	6/10/2020	128,205	—	3.12	6/9/2030
	6/7/2021	6/7/2021	256,410	—	3.56	6/6/2031
	6/13/2023 <sup>(1)</sup>	6/13/2023	294,542	176,740	3.56	6/12/2033
	2/15/2024 <sup>(1)</sup>	2/15/2024	117,876	139,331	3.56	2/14/2034
	3/27/2024 <sup>(1)</sup>	3/27/2024	71,025	91,318	3.56	3/26/2034
	1/22/2025 <sup>(1)</sup>	1/1/2025	67,604	227,396	2.57	1/21/2035
Robert Doebele, M.D., Ph.D.	2/3/2025 <sup>(2)</sup>	2/3/2025	—	180,000	2.23	2/2/2035
Christian Hassig, Ph.D.	12/3/2019	10/28/2019	38,461	—	3.56	12/2/2029
	12/2/2020	1/1/2021	10,256	—	3.56	12/1/2030
	6/7/2021	6/7/2021	62,819	—	3.56	6/6/2031
	6/13/2023 <sup>(1)</sup>	6/13/2023	59,288	35,583	3.56	6/12/2033
	2/15/2024 <sup>(1)</sup>	2/15/2024	34,910	41,262	3.56	2/14/2034
	3/27/2024 <sup>(1)</sup>	3/27/2024	21,307	27,396	3.56	3/26/2034
	1/22/2025 <sup>(1)</sup>	1/1/2025	21,770	73,230	2.57	1/21/2035

- (1) Stock option award vests over a period of four years with 1/48th of the shares underlying the option vesting monthly following the vesting commencement date, subject to continued service through each vesting date, and subject to accelerated vesting in certain circumstances as described below under “Severance and Change in Control Severance Plan.”

The stock options reflected in the table above with an exercise price of \$3.56 were repriced on August 19, 2024. As of such date, the exercise price of each repriced stock option was reduced to \$3.56 per share, which was the closing price of our common stock on such date. However, if prior to the Premium End Date (as defined below), a repriced stock option is exercised or an executive’s employment or service with us terminates for any reason other than due to a Qualifying Termination (as defined below), the exercise price per share that applied to the repriced stock option immediately prior to the repricing will apply in lieu of the reduced exercise price. The “Premium End Date” means the earliest of: (a) August 19, 2026, (b) the date immediately prior to the closing of a change in control (as defined in the 2024 Plan), or (c) the date of the employee’s Qualifying Termination. A “Qualifying Termination” means (a) the involuntary termination of the executive’s employment by us due to a reduction in force (and other than for cause (as defined in the 2024 Plan)), subject to the executive’s execution of an effective general release of claims in our favor, (b) the executive’s death, or (c) termination of the employee’s employment by us following the executive’s disability (as defined in the 2024 Plan). Except for the reduction in the exercise prices, the repriced stock options retain their existing terms and vesting schedules. If the repriced stock options are exercised prior to the Premium End Date, the exercise prices would be as follows: options granted from December 3, 2019 to June 13, 2023, \$4.10; options granted February 15, 2024, \$8.19; and options granted March 27, 2024, \$16.00.

- (2) Stock option award vests over a period of four years with 25% of the shares underlying the option vesting on the one-year anniversary of the vesting commencement date and 1/48th of the shares underlying the option vesting monthly thereafter, subject to continued service through each vesting date, and subject to accelerated vesting in certain circumstances as described below under “Severance and Change in Control Severance Plan.”

## Employment Arrangements with our NEOs

We have entered into employment letters with each of our NEOs, which govern certain terms of their employment with us and set forth their annual base salaries and target annual bonuses, as described above.

Regardless of the manner in which our NEOs' employment terminates, they are entitled to receive amounts previously earned during their employment, including unpaid salary, reimbursement of expenses owed, and any continuation of benefits required by applicable law. In addition, Mr. Hornby is a "Tier 1 Covered Employee" under our Severance Plan and our other NEOs are "Tier 2 Covered Employees" under our Severance Plan, as described below.

## Severance and Change in Control Severance Plan

In March 2024, our Board adopted a Severance and Change in Control Severance Plan (the "Severance Plan") for the benefit of certain management-level employees of our company or any of our subsidiaries as designated by our Compensation Committee (the "Covered Employees"), including each of our NEOs.

The Severance Plan provides assurances of specified severance benefits to Covered Employees whose employment is subject to involuntary termination by us other than for Cause (as defined below) or the Covered Employee resigns for Good Reason (as defined below) under the circumstances described in the Severance Plan, including, but not limited to, following a Change in Control (as defined below). The severance benefits each Covered Employee could be entitled to receive under the Severance Plan are determined pursuant to each Covered Employee's classification as a Tier 1 Covered Employee, a Tier 2 Covered Employee, or a Tier 3 Covered Employee.

Covered Employees are classified as follows:

- "Tier 1 Covered Employee" means an employee of the Company who has been designated by our Compensation Committee as eligible to participate under Tier 1 in the Severance Plan.
- "Tier 2 Covered Employee" means an employee of the Company who has been designated by our Compensation Committee as eligible to participate under Tier 2 in the Severance Plan.
- "Tier 3 Covered Employee" means an employee of the Company who has been designated by our Compensation Committee as eligible to participate under Tier 3 in the Severance Plan.

Pursuant to the Severance Plan, if, at any time other than during the Change in Control Period (as defined below), we (or any of our subsidiaries) terminate a Covered Employee's employment other than for Cause (and other than due to death or disability (as defined in the Severance Plan)) or the Covered Employee resigns for Good Reason, then the Covered Employee will be entitled to receive the following severance benefits, subject to his or her execution of a release of claims and compliance with certain restrictive covenants, including with respect to non-solicitation and non-disparagement:

- An amount equal to the Covered Employee's annualized base pay (as defined in the Severance Plan) for 12 months, 9 months, or 6 months following termination in the case of a Tier 1, a Tier 2, or a Tier 3 Covered Employee, respectively, paid in a lump sum.
- Company-paid COBRA coverage for 12 months, 9 months, or 6 months following termination in the case of a Tier 1, a Tier 2, or a Tier 3 Covered Employee, respectively.
- The accelerated vesting of the time-based equity compensation awards (as defined in the Severance Plan) that would have vested and become exercisable within 12 months following termination in the case of a Tier 1 Covered Employee; provided, however, that any performance-based equity compensation awards will continue to be governed by the terms of the applicable equity compensation award agreement.

Pursuant to the Severance Plan, if, at any time within the 12-month period following a Change in Control (the "Change in Control Period"), we (or any of our subsidiaries) terminate a Covered Employee's employment other than for Cause (and other than due to death or disability) or the Covered Employee resigns for Good Reason, then the Covered Employee will be entitled to receive the following severance benefits, subject to his or her execution of a release of claims and compliance with certain restrictive covenants, including with respect to non-solicitation and non-disparagement:

- The following aggregate cash amount paid in a lump sum:
  - o In the case of a Tier 1 Covered Employee, the sum of 18 months of annualized base pay and 1.5 times his or her target bonus (as defined in the Severance Plan);

- o In the case of a Tier 2 Covered Employee, the sum of 12 months of annualized base pay and 1.0 times his or her target bonus; and
- o In the case of a Tier 3 Covered Employee, the sum of 9 months of annualized base pay and 0.75 times his or her target bonus.
- Company-paid COBRA coverage for 18 months, 12 months, or 9 months following termination in the case of a Tier 1, a Tier 2, or a Tier 3 Covered Employee, respectively.
- 100% accelerated vesting of the Covered Employee’s time-based equity compensation awards; provided, however, that any performance-based equity compensation awards will vest assuming “target” level of performance, unless the terms of the applicable award agreement provide otherwise, in which case the applicable award agreement will govern.

For purposes of the Severance Plan:

“Cause” means, unless otherwise defined in a Covered Employee’s participation agreement, any of the following: (i) the Covered Employee’s commission of an act of fraud, embezzlement, or dishonesty, or the commission of some other illegal act by the Covered Employee, that has a demonstrable adverse impact on us or on any of our successors or affiliates; (ii) the Covered Employee’s conviction of, or plea of “guilty” or “no contest” to, a felony or any crime involving fraud, dishonesty, or moral turpitude under the laws of the United States or any state thereof; (iii) any intentional, unauthorized use or disclosure by the Covered Employee of our confidential information or trade secrets or those of any of our successors or affiliates; (iv) the Covered Employee’s gross negligence, insubordination, or material violation of any duty of loyalty to us or to any of our successors or affiliates, or any other demonstrable material misconduct on the Covered Employee’s part; (v) the Covered Employee’s ongoing and repeated failure or refusal to perform or neglect of the Covered Employee’s duties as required by any offer or employment letter with us or the Covered Employee’s ongoing and repeated failure or refusal to comply with the lawful instructions given to him or her by our chief executive officer or, with respect to our chief executive officer, our Board, which failure, refusal, or neglect continues for 15 days following receipt of written notice from our Board stating with specificity the nature of such failure, refusal, or neglect; or (vi) the Covered Employee’s willful, material breach of any of our policies or any material provision of any offer or employment letter or any confidential information agreement, proprietary information and inventions agreement. Prior to the determination that “Cause” under clauses (iv), (v) or (vi) has occurred, we shall (A) provide to the Covered Employee in writing, in reasonable detail, the reasons for the determination that such “Cause” exists, (B) afford the Covered Employee a reasonable opportunity to remedy any such conditions, if capable of being cured, (C) provide the Covered Employee an opportunity to be heard prior to the final decision to terminate his or her employment hereunder for such “Cause” and (D) make any decision that such “Cause” exists in good faith.

“Change in Control” has the same meaning as set forth in the 2024 Plan.

“Good Reason” means, unless otherwise defined in a Covered Employee’s Participation Agreement, the occurrence of any of the following events or conditions without a Covered Employee’s written consent: (i) a material diminution in the Covered Employee’s authority, duties, or responsibilities; (ii) a material diminution in the Covered Employee’s base compensation, unless such a reduction is imposed across-the-board to all our senior management; (iii) a material change in the geographic location at which the Covered Employee must perform his or her duties from the location that was designated as the Covered Employee’s primary location immediately prior to such change (and he or she and we agree that a change of more than 35 miles shall be material for this purpose); or (iv) any other action or inaction that constitutes a material breach by us or by any of our successors or affiliates of our or their obligations to the Covered Employee under any agreement between the Covered Employee and us or any of our affiliates. The Covered Employee must provide written notice to us of the occurrence of any of the foregoing events or conditions without his or her written consent within 60 days of the occurrence of such event. We or any of our successors or affiliates shall have a period of 30 days to cure such event or condition after receipt of written notice of such event. The Covered Employee’s termination of employment by reason of resignation from employment with us for Good Reason must occur within 30 days following the expiration of the foregoing 30-day cure period.

### **Director Compensation**

Our director compensation program 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. Mr. Hornby, our president and chief executive officer, does not receive compensation for his service on our Board. We have reimbursed, and will continue to reimburse, our non-employee directors for their actual out-of-pocket costs and expenses incurred in connection with attending board and committee meetings.

### **Non-Employee Director Compensation Program**

Effective June 20, 2024, our Board adopted an amended and restated our non-employee director compensation program (the “June 2024 Director Compensation Program”), which provided for annual retainer fees and/or long-term equity awards for our non-employee directors. Under the June 2024 Director Compensation Program, each non-employee director received an annual retainer of \$40,000, and the chairman of our Board and/or lead independent director received an additional \$30,000. Non-employee directors serving as the chairs of our Audit, Compensation, and Nominating and Corporate Governance Committees received additional annual retainers of \$15,000, \$10,000, and \$8,000, respectively. Non-employee directors serving as members of our Audit, Compensation, and Nominating and Corporate Governance Committees received additional annual retainers of \$7,500, \$5,000, and \$4,000, respectively.

Each non-employee director received an initial grant of options to purchase 27,000 shares of our common stock, vesting over three years, upon election to our Board (the “Initial Director Award”), and thereafter annual grants of options to purchase 13,500 shares of our common stock, vesting in substantially equal monthly installments over the 12 months following the date of grant (or, in the event the next annual meeting of our stockholders occurs prior to the first anniversary of the date of grant, any remaining unvested portion of the annual award will vest on the date of such annual meeting of our stockholders) (the “Annual Director Award”). In addition, any non-employee director who serves as chairman of our Board was eligible to be automatically granted additional stock options to purchase 6,750 shares of our common stock on the date of each of our annual meeting of stockholders, which award vests in substantially equal monthly installments over the 12 months following the date of grant (or, in the event the next annual meeting of our stockholders occurs prior to the first anniversary of the date of grant, any remaining unvested portion of the annual award vests on the date of such annual meeting of our stockholders) (the “Chair Award”).

Effective March 27, 2025, our Board adopted an amended and restated non-employee director compensation program (the “March 2025 Director Compensation Program”), pursuant to which each non-employee director was eligible to receive the same annual retainer fees and/or long-term equity awards as set forth in the June 2024 Director Compensation Program, except that (i) the Initial Director Award was increased from 27,000 options to 32,000 options, (ii) the Annual Director Award was increased from 13,500 options to 16,000 options, and (iii) the Chair Award was increased from 6,750 options to 8,000 options.

Effective March 6, 2026, our Board adopted an amended and restated non-employee director compensation program, pursuant to which each non-employee director will receive the same annual retainer fees and/or long-term equity awards as set forth in the March 2025 Director Compensation Program, except that (i) the annual retainer of the chair and each member of the Compensation Committee was increased from \$10,000 to \$12,000 and from \$5,000 to \$6,000, respectively, and (ii) the annual retainer of the chair and each member of the Nominating and Corporate Governance Committee was increased from \$8,000 to \$10,000 and from \$4,000 to \$5,000, respectively. In addition, the Annual Director Award and Chair Award for 2026 were increased, on a one-time basis, to 32,000 and 16,000, respectively.

Compensation under our non-employee director compensation program is subject to the annual limits on non-employee director compensation set forth in the 2024 Plan, which limits do not apply to any non-employee director that serves in any additional capacity with us for which he or she receives compensation. As provided in the 2024 Plan, our Board or its authorized committee may make exceptions to this limit for individual non-employee directors as our Board or its authorized committee may determine in its discretion.

Awards to our non-employee directors will also vest in the event of a change in control or upon a non-employee director’s death or disability.

### **2025 Director Compensation Table**

The following table summarizes compensation received by our non-employee directors during the year ended December 31, 2025.

<b>Name</b>	<b>Fees earned or paid in cash (\$)</b>	<b>Option awards (\$)<sup>(1)</sup></b>	<b>All other compensation (\$)</b>	<b>Total (\$)</b>
Jonathan E. Lim, M.D. <sup>(2)</sup>	87,500	19,577	—	107,077
Christine Brennan, Ph.D. <sup>(3)</sup>	55,500	13,051	—	68,551
Kristina Burow <sup>(4)</sup>	49,000	13,051	—	62,051
James Christensen, Ph.D. <sup>(5)</sup>	45,000	13,051	—	58,051
Jennifer Lew <sup>(6)</sup>	60,000	13,051	—	73,051
Nancy Whiting, Pharm. D. <sup>(7)</sup>	44,000	13,051	—	57,051

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- (1) Represents the grant date fair value of stock options to purchase shares of our common stock computed in accordance with ASC 718. For a description of the assumptions used in calculating the grant date fair value of the awards reported in this column, see Notes 2 and 10 to our financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2025 filed with the SEC on March 9, 2026.
  - (2) As of December 31, 2025, Dr. Lim held outstanding option awards covering 85,366 shares.
  - (3) Effective March 3, 2026, Dr. Brennan resigned from our Board. As of December 31, 2025, Dr. Brennan held outstanding option awards covering 42,438 shares.
  - (4) As of December 31, 2025, Ms. Burow held outstanding option awards covering 42,438 shares.
  - (5) As of December 31, 2025, Dr. Christensen held outstanding option awards covering 70,756 shares.
  - (6) As of December 31, 2025, Ms. Lew held outstanding option awards covering 70,756 shares.
  - (7) As of December 31, 2025, Dr. Whiting held outstanding option awards covering 70,756 shares.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information as of December 31, 2025 with respect to shares of our common stock that may be issued under our existing equity compensation plans.

Plan Category	Number of securities to be issued upon the 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 future issuance under equity compensation plans (excluding securities reflected in column(a)) (c)
Equity compensation plans approved by security holders	4,234,043 (1)	\$ 5.22 (2)	3,650,846 (3)
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>4,234,043</b>	<b>\$ 5.22</b>	<b>3,650,846</b>

(1) Total outstanding option awards as of December 31, 2025 issued under our 2018 Plan and 2024 Plan.

(2) Represents the weighted-average exercise price of outstanding options.

(3) Represents 3,347,667 shares of common stock available for issuance under the 2024 Plan and 303,179 shares of common stock available for issuance under our 2024 Employee Stock Purchase Plan (the "ESPP") (all of which were eligible for purchase pursuant to the offering period in effect on December 31, 2025). This amount does not include any additional shares that may become available for future issuance under the 2024 Plan pursuant to the automatic increase to the share reserve on January 1 of each of our calendar years through 2034 by the number of shares equal to the lesser of (i) 5% of the total outstanding shares of our common stock as of the immediately preceding December 31, and (ii) such smaller number of shares as is determined by our Board. Additionally, this amount does not include any additional shares that may become available for future issuance under the ESPP pursuant to the automatic increase to the share reserve on January 1 of each of our calendar years through 2034 by the number of shares equal to the lesser of (i) 1% of the total outstanding shares of our common stock as of the immediately preceding December 31 and (ii) such smaller number of shares as determined by our Board. On January 1, 2026, pursuant to the respective automatic increase provisions of the 2024 Plan and the ESPP, 1,120,362 additional shares and 224,072 additional shares became available for issuance under the 2024 Plan and the ESPP, respectively.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our common stock at April 20, 2026 for (1) each person, or group of affiliated persons, known to us to be the beneficial owner of more than 5% of our common stock, (2) each of our directors, including the director nominees named in this proxy statement and the director whose term will not continue beyond the Annual Meeting, (3) each of our named executive officers, and (4) all of our current directors and executive officers as a group. Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Boundless Bio, Inc., 10955 Alexandria Way, Suite 100, San Diego, California 92121.

We have determined beneficial ownership in accordance with applicable SEC rules, and the information reflected in the table below is not necessarily indicative of beneficial ownership for any other purpose. Under applicable SEC rules, beneficial ownership includes any shares of common stock as to which a person has sole or shared voting power or investment power and any shares of common stock which the person has the right to acquire within 60 days after the date set forth in the paragraph above through the exercise of any option, warrant, or right, or through the conversion of any convertible security. Except as indicated in the footnotes to the table below, we believe, based on information furnished to us and on SEC filings, that the persons named in the table below have sole voting and sole investment power with respect to all shares of common stock indicated as beneficially owned, subject to applicable community property laws.

Applicable percentage ownership is based on 22,418,751 shares of common stock outstanding as of April 20, 2026. In computing the number of shares of common stock beneficially owned by a person and the percentage ownership of that person, we deemed to be outstanding all shares of common stock subject to options, warrants, rights, or convertible securities held by that person that are currently exercisable or convertible or will be exercisable or convertible within 60 days of April 20, 2026. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

Beneficial Owner	Shares Beneficially Owned	
	Number	Percentage
<b>5% or Greater Stockholders</b>		
Entities and individuals affiliated with ARCH Venture Partners <sup>(1)</sup>	2,694,095	12.0 %
Entities and individuals affiliated with Fidelity <sup>(2)</sup>	2,684,022	12.0 %
Bayer HealthCare LLC <sup>(3)</sup>	1,615,201	7.2 %
Entities and individuals affiliated with Citadel Advisors LLC <sup>(4)</sup>	1,433,388	6.4 %
<b>Named Executive Officers and Directors</b>		
Zachary D. Hornby <sup>(5)</sup>	1,336,921	5.7 %
Robert Doebele, M.D., Ph.D. <sup>(6)</sup>	60,000	*
Christian Hassig, Ph.D. <sup>(7)</sup>	312,781	1.4 %
Jonathan E. Lim, M.D. <sup>(8)</sup>	727,706	3.2 %
Kristina Burow <sup>(9)</sup>	2,727,855	12.1 %
James Christensen, Ph.D. <sup>(10)</sup>	62,670	*
Jennifer Lew <sup>(11)</sup>	62,670	*
Nancy Whiting, Pharm.D. <sup>(12)</sup>	62,670	*
All current executive officers and directors as a group (10 persons) <sup>(13)</sup>	5,645,723	23.1 %

\* Less than 1%.

- (1) Consists of 683,759 shares of common stock (the “AVF IX Shares”) held by ARCH Venture Fund IX, L.P. (“AVF IX”), 828,570 shares of common stock (the “AVF IX Overage Shares”) held by ARCH Venture Fund IX Overage, L.P. (“AVF IX Overage”), and 1,181,766 shares of common stock (the “AVF X Overage Shares”) held by ARCH Venture Fund X Overage, L.P. (“AVF X Overage”). ARCH Venture Partners IX, L.P. (“AVP IX GP”), as the sole general partner of AVF IX, may be deemed to beneficially own the AVF IX Shares. ARCH Venture Partners IX Overage, L.P. (“AVP IX Overage GP”), as the sole general partner of AVF IX Overage, may be deemed to beneficially own the AVF IX Overage shares, combined with AVF IX Shares (the “IX Record Shares”). ARCH Venture Partners X Overage, L.P. (“AVP X Overage GP”), as the sole general partner of AVF X Overage, may be deemed to beneficially own the AVF X Overage Shares. ARCH Venture Partners IX, LLC (“AVP IX LLC”), as the sole general partner of AVP IX GP and AVP IX Overage GP, may be deemed to beneficially own the IX Record Shares. As managing directors of AVP IX LLC, each of Keith Crandell, Robert Nelsen and Clinton Bybee (collectively, the “Managing Directors” and each a “Managing Director”), may also be deemed to share the power to direct the disposition and vote of the IX Record Shares. ARCH Venture Partners X, LLC (“AVP X LLC”), as the sole general partner of AVP X Overage GP, may be deemed to beneficially own the AVF X Overage Shares. As Investment Committee Members of AVP X LLC, each of Mr. Crandell, Mr. Nelsen, Steven Gillis,

and Kristina Burow (collectively the “Investment Committee” and each a “Committee Member”) may also be deemed to share the power to direct the disposition and vote of the AVF X Overage Shares. By virtue of their relationship as affiliated entities who have overlapping general partners and investment committee members, each of the Committee Members and direct and indirect general partners of AVF IX, AVF IX Overage, and AVF X Overage may be deemed to share the power to direct the IX Record Shares, AVF IX Overage Shares, and AVF X Overage Shares (collectively the “Record Shares”). Each of AVF IX, AVP IX GP, AVP IX LLC, AVF IX Overage, AVP IX Overage GP, AVF X Overage, AVP X Overage GP, AVP X LLC, each Managing Director, and each Committee Member (collectively, the “ARCH Persons”) disclaims beneficial ownership of the Record Shares except for the shares, if any, held of record by such ARCH Person. The business address of each ARCH Person is 8755 W. Higgins Road, Suite 1025, Chicago, Illinois 60631. The information herein is based on information in the Schedule 13D filed by the ARCH Persons with the SEC on October 29, 2024. Ms. Burow, a member of our Board, owns an interest in AVF IX and AVF IX Overage but does not have voting or dispositive power over the shares held by AVF IX and AVF IX Overage and disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein. See footnote (9) below for information regarding Ms. Burow’s beneficial ownership.

- (2) These shares are beneficially owned, or may be deemed to be beneficially owned, by FMR LLC, certain of its subsidiaries and affiliates, and other companies, including the following subsidiaries of FMR LLC, the parent holding company: Fidelity Institutional Asset Management Trust Company (a bank); Fidelity Management & Research Company LLC (an investment advisor); and Fidelity Management Trust Company (a bank). Members of the Johnson family, including Abigail P. Johnson, a Director, the Chairman, and the Chief Executive Officer of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders’ voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders’ voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. FMR LLC has sole voting power with respect to 2,681,049 shares of our common stock, and sole dispositive power with respect to 2,684,022 shares of our common stock. One or more other persons are known to FMR LLC to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such shares of our common stock. The interest of Fidelity Growth Company Commingled Pool in such shares of our common stock amounts to 1,237,265 shares. The address of FMR LLC is 245 Summer Street, Boston, Massachusetts 02210. The business address of FMR LLC is 245 Summer Street, Boston, Massachusetts 02210. The information herein is based on the information in Amendment No. 1 to Schedule 13G filed by FMR LLC and Ms. Johnson with the SEC on February 5, 2026.
- (3) Bayer HealthCare LLC (“BHC”) is the direct beneficial owner of these shares. BHC is controlled by Bayer US Holding LP (“BUSH LP”). Bayer World Investments B.V. (“BWI”) is the general partner of BUSH LP. BWI is an indirect, wholly owned subsidiary of Bayer Aktiengesellschaft (“Bayer AG”). Bayer AG may be deemed to be an indirect beneficial owner of the shares beneficially owned directly by BHC. BHC, BUSH LP, BWI, and Bayer AG share voting and dispositive power over the shares beneficially owned directly by BHC. The business address for BHC and BUSH LP is 100 Bayer Boulevard, Whippany, New Jersey 07981. The business address for BWI is Siriusdreef 36, 2132 WT Hoofddorp, The Netherlands. The business address for Bayer AG is Kaiser-Wilhelm-Allee 1, 51368 Leverkusen, Germany. The information herein is based on information in the Schedule 13G filed by BHC, BUSH LP, BWI, and Bayer AG with the SEC on April 9, 2024.
- (4) These shares (collectively, the “Citadel Reported Shares”) are owned by Citadel Multi-Strategy Equities Master Fund Ltd. (“CM”) and Citadel Securities LLC (“Citadel Securities”). Citadel Advisors LLC (“Citadel Advisors”) is the portfolio manager for CM. Citadel Advisors Holdings LP (“CAH”) is the sole member of Citadel Advisors. Citadel GP LLC (“CGP”) is the general partner of CAH. Citadel Securities Group LP (“CALC4”) is the non-member manager of Citadel Securities. Citadel Securities GP LLC (“CSGP”) is the general partner of CALC4. Kenneth Griffin is the President and Chief Executive Officer of CGP and owns a controlling interest in CGP and CSGP. Each of Citadel Advisors, CAH, and CGP may be deemed to beneficially own 830,936 of the Citadel Reported Shares. Citadel Securities may be deemed to beneficially own 602,452 of the Citadel Reported Shares. Each of CALC4 and CSGP may be deemed to beneficially own 602,452 of the Citadel Reported Shares. Mr. Griffin may be deemed to beneficially own all 1,433,388 of the Citadel Reported Shares. Each of Citadel Advisors, CAH, and CGP has shared voting power with respect to 830,936 of the Citadel Reported Shares. Citadel Securities has shared voting power with respect to 602,452 of the Citadel Reported Shares. Each of CALC4 and CSGP has shared voting power with respect to 602,452 of the Citadel Reported Shares. Mr. Griffin has shared voting power with respect to all 1,433,388 of the Citadel Reported Shares. Each of Citadel Advisors, CAH, and CGP has shared dispositive power with respect to 830,936 of the Citadel Reported Shares. Citadel Securities has shared dispositive power with respect to 602,452 of the Citadel Reported Shares. Each of CALC4 and CSGP has shared dispositive power with respect to 602,452 of the Citadel Reported Shares. Mr. Griffin has shared dispositive power with respect to all 1,433,388 of the Citadel Reported Shares. The business address of each of Citadel Advisors, CAH, CGP,

Citadel Securities, CALC4, CSGP, and Mr. Griffin (the “Citadel Reporting Persons”) is 830 Brickell Plaza, Miami, Florida 33131. The information herein is based on information in the Schedule 13G jointly filed by Citadel Reporting Persons with the SEC on December 4, 2025. The filing of the Schedule 13G by the Citadel Reporting Persons shall not be construed as an admission that any of the Citadel Reporting Persons is the beneficial owner of any of the Citadel Reported Shares other than the securities actually owned by such person (if any).

- (5) Consists of (i) 256,410 shares of common stock and (ii) 1,080,511 shares of common stock underlying options that are exercisable as of April 20, 2026, or that will become exercisable within 60 days after such date.
- (6) Consists of 60,000 shares of common stock underlying options that are exercisable as of April 20, 2026, or that will become exercisable within 60 days after such date.
- (7) Consists of (i) 25,641 shares of common stock and (ii) 287,140 shares of common stock underlying options that are exercisable as of April 20, 2026, or that will become exercisable within 60 days after such date.
- (8) Consists of (i) 102,564 shares of common stock held by a family trust of Dr. Lim, for which he and his spouse are co-trustees and share voting and dispositive power over the securities held by the trust, (ii) 550,915 shares of common stock held by City Hill, LLC for which Dr. Lim serves as the managing partner and exercises voting and dispositive control over the securities held by City Hill, and (iii) 74,227 shares of common stock underlying options that are exercisable as of April 20, 2026, or that will become exercisable within 60 days after such date. Dr. Lim disclaims beneficial ownership of the shares held by City Hill, except to the extent of any pecuniary interest therein.
- (9) Consists of (i) 33,760 shares of common stock underlying options that are exercisable as of April 20, 2026, or that will become exercisable within 60 days after such date, and (ii) the shares of common stock discussed in footnote (1) above. As discussed in footnote (1), Ms. Burow may be deemed to beneficially own the shares held by AVF IX, AVF IX Overage, and AVF X Overage. Ms. Burow disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (10) Consists of 62,670 shares of common stock underlying options that are exercisable as of April 20, 2026, or that will become exercisable within 60 days after such date.
- (11) Consists of 62,670 shares of common stock underlying options that are exercisable as of April 20, 2026, or that will become exercisable within 60 days after such date.
- (12) Consists of 62,670 shares of common stock underlying options that are exercisable as of April 20, 2026, or that will become exercisable within 60 days after such date.
- (13) Consists of (i) 3,629,725 shares of common stock and (ii) 2,015,998 shares of common stock underlying options that are exercisable as of April 20, 2026, or that will become exercisable within 60 days after such date.

## CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

### Company Policy Regarding Related Party Transactions

Our Board has adopted a written policy setting forth the policies and procedures for the review and approval or ratification of transactions required to be reported under Item 404(a) of Regulation S-K under the Securities Act. This policy covers, with certain exceptions set forth in Item 404 of Regulation S-K under the Securities Act, any transaction, arrangement, or relationship, or any series of similar transactions, arrangements, or relationships, in which we were or are to be a participant, where the amount involved exceeds the lesser of \$120,000 or one percent of the average of our total assets at year-end for the last two completed fiscal years, and in which a related person had or will have a direct or indirect material interest, including, without limitation, purchases of goods or services by or from the related person or entities in which the related person has a material interest, indebtedness, guarantees of indebtedness, and employment by us of a related person. This policy provides that our Audit Committee shall either approve or disapprove any such transaction after reviewing all relevant known facts and circumstances related to such transaction. Such review shall include whether the transaction is on terms comparable to those that could be obtained in an arm's length transaction with an unrelated party and the extent of the related person's interest in the transaction and shall take into account any conflicts of interest and/or corporate opportunity provisions of our corporate governance documents. No director may participate in the approval of a related person transaction for which he or she is a related person.

### Related Party Transactions

There has not been any transaction since January 1, 2024, nor is there any currently proposed, that requires disclosure under Item 404 of Regulation S-K.

### Director and Officer Indemnification and Insurance

We have entered into indemnification agreements with each of our directors and executive officers. These agreements, among other things, require us or will require us to indemnify each director (and in certain cases their related venture capital funds) and executive officer to the fullest extent permitted by Delaware law, including indemnification of expenses such as attorneys' fees, judgments, fines, and settlement amounts incurred by the director or executive officer in any action or proceeding, including any action or proceeding by or in right of us, arising out of the person's services as a director or executive officer.

Our amended and restated certificate of incorporation and our amended and restated bylaws provide that we will indemnify each of our directors and officers to the fullest extent permitted by the Delaware General Corporation Law. Further, we have purchased a policy of directors' and officers' liability insurance that insures our directors and officers against the cost of defense, settlement, or payment of a judgment under certain circumstances.

## REPORT OF THE AUDIT COMMITTEE OF THE BOARD

The Audit Committee has reviewed the Company's audited financial statements for the fiscal year ended December 31, 2025 and has discussed these financial statements with management and the Company's independent registered public accounting firm, KPMG LLP. No member of the Audit Committee is employed by the Company, nor does the Audit Committee or any of its members audit, certify or provide any expert assurance regarding the Company's financial statements. The Audit Committee relies, without independent verification, on the accuracy and integrity of the information provided to it, and representations made, by management and the Company's independent registered public accounting firm.

The Audit Committee has: reviewed and discussed the audited financial statements referred to above with management and KPMG LLP; discussed with KPMG LLP the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the SEC; and received the written disclosures and the letter from KPMG LLP required by the applicable requirements of the PCAOB regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with KPMG LLP its independence.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board that the audited financial statements referred to above be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

This report of the Audit Committee is not "soliciting material," shall not be deemed "filed" with the SEC, and shall not be incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing, except to the extent that we specifically incorporate this information by reference, and shall not otherwise be deemed filed under such acts.

The foregoing report has been furnished by the Audit Committee.

Respectfully submitted,

Audit Committee  
Jennifer Lew, Chair  
Jonathan E. Lim, M.D.

**PROPOSAL 1**  
**ELECTION OF DIRECTORS**

Our Board is divided into three classes. Each class has a three-year term. Our Class II directors are up for election at the Annual Meeting. One of our Class II directors, Kristina Burow, was not nominated for re-election and will cease being a member of our Board when her term expires at the Annual Meeting.

Our Board, upon the recommendation of our Nominating and Corporate Governance Committee, has nominated James Christensen, Ph.D. and Jennifer Lew as Class II directors for election at the Annual Meeting and to serve until the 2029 annual meeting of stockholders and until their successors are duly elected and qualified.

Proxies may not be voted for a greater number of persons than the number of nominees named in this proxy statement. Each of the directors nominated by our Board for election at the Annual Meeting has consented to service as a nominee, being named in this proxy statement, and serving on our Board if elected. If any nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxy holders may vote for any nominee designated by our Board to fill the vacancy.

**OUR BOARD RECOMMENDS A VOTE “FOR” EACH NOMINEE NAMED ABOVE.**

**PROPOSAL 2**  
**RATIFICATION OF APPOINTMENT OF**  
**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Our Audit Committee has appointed KPMG LLP (“KPMG”) as our independent registered public accounting firm for the fiscal year ending December 31, 2026. Our Board has directed that this appointment be submitted to our stockholders for ratification. Although ratification of our appointment of KPMG is not required, we value the opinions of our stockholders and believe that stockholder ratification of our appointment is a good corporate governance practice. If the appointment of KPMG is not ratified by our stockholders, our Audit Committee may reconsider the appointment or consider the stockholder vote in the course of selecting an independent registered public accounting firm for our following fiscal year. Even if the appointment of KPMG is ratified, our Audit Committee retains the discretion to appoint a different independent registered public accounting firm at any time during the year if it determines that such a change is in the best interests of the Company and our stockholders.

KPMG served as our independent registered public accounting firm for the fiscal years ended December 31, 2025 and 2024. Neither the accounting firm nor any of its members has any direct or indirect financial interest in or any connection with us in any capacity other than as our auditors, providing audit and non-audit services. One or more representatives of KPMG are expected to attend the Annual Meeting and will have an opportunity to make a statement if they desire to do so, and they are expected to be available to respond to appropriate questions from stockholders.

**Auditor Fees**

The following table shows the fees we incurred for professional services rendered by KPMG for the audit of our annual financial statements and for other services provided to us during each of our last two fiscal years:

Fee Category	Fiscal Years Ended	
	December 31,	
	2025	2024
Audit Fees <sup>(1)</sup>	\$ 750,000	\$ 1,010,000
Audit-Related Fees	—	—
Tax Fees <sup>(2)</sup>	15,000	20,138
All Other Fees	—	—
<b>Total Fees</b>	<b>\$ 765,000</b>	<b>\$ 1,030,138</b>

- (1) Audit Fees consist of fees for the audit of our annual financial statements, the review of the unaudited interim financial statements included in our quarterly reports on Form 10-Q, and related services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements, including review of our registration statements and the issuance of comfort letters and consents in connection with registration statements.
- (2) Tax Fees consist of fees for tax consultation services.

**Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services**

Our Audit Committee is directly responsible for the appointment, compensation, retention, and oversight of the work of our independent registered public accounting firm. Our Audit Committee has established a policy that all audit and permissible non-audit services provided by our independent registered public accounting firm, which may include audit-related services, tax services, and other services, and the estimated fees for those services will be pre-approved by the committee, except to the extent otherwise permitted by applicable SEC regulations. The actual fees billed, to the extent they exceed the estimated fees, are periodically reviewed and approved by our Audit Committee. Our Audit Committee may delegate to one or more members of the committee the authority to grant the required pre-approvals, provided such approvals are presented to the full committee at a subsequent meeting.

**OUR BOARD RECOMMENDS A VOTE “FOR” THIS PROPOSAL.**

## **OTHER MATTERS**

As of the time of preparation of this proxy statement, we do not know of any matter to be acted upon at the Annual Meeting other than the matters described in this proxy statement. If any other matter properly comes before the Annual Meeting, however, the proxy holders will vote the proxies thereon in accordance with the recommendation of our Board.

## **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Under Section 16(a) of the Exchange Act, our directors, executive officers, and beneficial owners of more than 10% of our common stock (collectively, “reporting persons”) are required to file reports of ownership of our common stock and changes in such ownership with the SEC. Reporting persons also are required by SEC rules to furnish us with copies of all Section 16(a) forms they file. Based solely on our review of copies of such forms that we have received, or written representations from reporting persons, we believe that all Section 16(a) filing requirements applicable to reporting persons were timely met during 2025.

## **ANNUAL REPORT**

Any person who was a beneficial owner of our common stock on the record date for the Annual Meeting may request a copy of our Annual Report on Form 10-K, including the financial statements and the financial statement schedules, and it will be furnished without charge upon receipt of a written request identifying the person so requesting. Requests should be directed to Boundless Bio, Inc., Attention: Corporate Secretary, 10955 Alexandria Way, Suite 100, San Diego, CA 92121, or, if after May 31, 2026, to Boundless Bio, Inc., Attention: Corporate Secretary, 11099 North Torrey Pines Road, Suite 150, La Jolla, CA 92037.

You also may access our Annual Report on Form 10-K at [www.proxydocs.com/BOLD](http://www.proxydocs.com/BOLD). We make available free of charge on our website all our filings that are made electronically with the SEC, including our Annual Report on Form 10-K for the year ended December 31, 2025. You can also access our Annual Report in the “Investors” section of our website located at <https://investors.boundlessbio.com>.



C/O TABULATOR P.O. BOX 8016, CARY, NC 27512-9903

# Your vote matters!



Have your ballot ready and please use one of the methods below for **easy voting**:

Your control number

Have the 12 digit control number located in the box above available when you access the website and follow the instructions.

## Boundless Bio, Inc.

### Annual Meeting of Stockholders

for stockholders of record as of April 20, 2026

Monday, June 15, 2026 11:00 AM, Pacific Time

Annual meeting will be held via live webcast. Please visit [www.proxydocs.com/BOLD](http://www.proxydocs.com/BOLD) for more details.

#### YOUR VOTE IS IMPORTANT!

**PLEASE VOTE BY: 8:59 PM Pacific Time, on June 14, 2026**

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

The undersigned hereby appoints Zachery D. Hornby, the Company's President and Chief Executive Officer, and Jessica Oien, J.D., the Company's Chief Legal Officer and Corporate Secretary (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 Boundless Bio, Inc. which the undersigned is entitled to vote at said meeting and any adjournment or postponement thereof upon the matters specified and upon such other matters as may be properly brought before the meeting or any adjournment or postponement 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, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, SHARES WILL BE VOTED IDENTICAL TO THE BOARD OF DIRECTORS' RECOMMENDATION. 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 (SEE REVERSE SIDE) and return this card.



#### Internet:

[www.proxydocs.com/BOLD](http://www.proxydocs.com/BOLD)

- Cast your vote online
- **Have your Proxy Card ready**
- Follow the simple instructions to record your vote



#### Phone:

**1-866-390-5243**

- Use any touch-tone telephone
- **Have your Proxy Card ready**
- Follow the simple recorded instructions



#### Mail:

- Mark, sign and date your Proxy Card
- Fold and return your Proxy Card in the postage-paid envelope provided



#### Virtual:

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


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

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Please make your marks like this:

THE BOARD OF DIRECTORS RECOMMENDS A VOTE **FOR** EACH NOMINEE IDENTIFIED BELOW AND **FOR** PROPOSAL 2

PROPOSAL	YOUR VOTE			BOARD OF DIRECTORS RECOMMENDS
1. Election of Directors				 <b>FOR</b>
1.01 James Christensen, Ph.D.	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>		
1.02 Jennifer Lew	<input type="checkbox"/>	<input type="checkbox"/>		
2. Ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2026.	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	<b>FOR</b>
NOTE: Transact other business that may properly come before the meeting or any adjournment or postponement thereof.				

Authorized Signatures - This section must be completed for your vote to be executed in accordance with the terms on the reverse side. Please sign and date below.

- Please sign exactly as your name(s) appear 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 this Proxy Card.

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

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

