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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

**XILIO THERAPEUTICS, INC.**

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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XILIO THERAPEUTICS, INC.  
828 WINTER STREET, SUITE 300  
WALTHAM, MA 02451

# Your **Vote** Counts!

**XILIO THERAPEUTICS, INC.**

2024 Annual Meeting  
Vote by June 12, 2024  
11:59 PM ET



V46370-P10921

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

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 13, 2024.**

### Get informed before you vote

View the 2023 Annual Report, Notice of Meeting and 2024 Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 30, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



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

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote in Advance of the Meeting

Vote by June 12, 2024 11:59 PM ET  
[www.ProxyVote.com](http://www.ProxyVote.com)

#### Vote Virtually at the Meeting\*

June 13, 2024  
11:00 AM ET

Visit:  
[www.virtualshareholdermeeting.com/XLO2024](http://www.virtualshareholdermeeting.com/XLO2024)

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

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect each of the Class III directors nominated by our Board of Directors to serve for a three-year term expiring at the 2027 Annual Meeting of Stockholders and until such director's successor has been duly elected and qualified: <b>Nominees:</b> 01) Paul J. Clancy 02) Christina Rossi	✔ For All
2. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024.	✔ For
<b>NOTE:</b> The proxies are authorized to vote, in their discretion, on any other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".