



C/STLE
BIOSCIENCES

2026 PROXY STATEMENT



Our Mission

Improving health through innovative tests that guide patient care



Our Vision

To transform disease management by keeping people first: patients, clinicians, employees and investors



Our Values

ExCIITE: Excitement, Collaboration, Integrity, Innovation, Trust and Excellence



Who We Are

Castle Biosciences, Inc. (sometimes referred to as the “Company,” “Castle,” “we,” “us” or “our”) is applying innovative diagnostics to inform disease management and improve patient outcomes. For the diseases that our portfolio of tests cover, we believe the traditional approach to developing a treatment plan for cancers and other diseases using clinical and pathology factors alone is inadequate and can be improved by incorporating the personalized information our diagnostic and prognostic (or risk stratification) tests provide.

C/STLE
BIOSCIENCES

Vision and Foundational Strategy

Since our inception in 2008, it has been our vision to **transform disease management** by keeping people first: patients, clinicians, employees and investors. This foundational strategy remains the guidepost for the direction of our company and the basis of long-term value creation.

Proven strategy designed to drive value creation for our stakeholders



Letter from our Chief Executive Officer

April 8, 2026

DEAR FELLOW STOCKHOLDERS,

I am pleased to invite you to Castle Biosciences' 2026 Annual Meeting of Stockholders, which will be held on Thursday, May 28, 2026. The accompanying Notice of Annual Meeting of Stockholders and Proxy Statement provide important information regarding the meeting and the matters to be voted upon.

In 2025, Castle delivered strong operating and financial performance while continuing to advance our mission of improving health through innovative tests that guide patient care. We exceeded our full-year revenue guidance, delivering approximately \$344 million in revenue, reflecting sustained demand across our core product portfolio and continued execution by our commercial and operational teams. Total test report volume for our core revenue drivers, DecisionDx®-Melanoma and TissueCypher®, increased 37% over 2024, underscoring growing clinical adoption and the strength of our differentiated clinical evidence. These results reflect the successful scaling of our business model, supported by a focus on quality, the clinical utility of our tests and disciplined investment in long-term value creation for our stockholders.

Throughout the year, we worked closely with our Board of Directors as we evaluated priorities, made investment decisions and considered opportunities to support Castle's continued growth. This collaboration helps ensure alignment between strategy and execution while staying true to our vision to transform disease management by keeping people first in our business decisions.

I am proud of the dedication and focus of the Castle team as we work to serve patients and clinicians every day and am confident in the direction of the Company. Thank you for your continued support of Castle Biosciences and for your consideration of the matters presented in this Proxy Statement.

Sincerely,



Derek J. Maetzold
Founder, President & CEO



“We **exceeded** our full-year revenue guidance, delivering approximately **\$344 million** in revenue.”

Letter from our Independent Chair

FELLOW STOCKHOLDERS,

You are cordially invited to join us for our 2026 Annual Meeting of Stockholders, which will be held on **Thursday, May 28, 2026, at 10:00 a.m. Central Time**, in person at The San Luis Resort, Spa & Conference Center in Galveston, Texas. Information on how to attend the Annual Meeting and vote your shares electronically, whether online or by telephone, appears in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement, which follows this letter.

As we look forward to our 2026 Annual Meeting of Stockholders, it is valuable to reflect on the year just completed and how our Board provided oversight to support Castle's strategic execution in 2025.

2025 Performance and Strategic Progress

In 2025, Castle delivered strong results while continuing to execute against its long-term strategy, which was driven by continued momentum across its core revenue drivers, disciplined execution, and the dedication of the Company's management team and employees. The Company exceeded its revenue guidance, ending the year with approximately \$344 million in revenue, driven by continued adoption of our core products. Total test report volume for DecisionDx®-Melanoma and TissueCypher® increased 37% over 2024, reflecting growing clinical utilization. Castle also ended the year with a strong balance sheet, with cash, cash equivalents, and marketable investment securities totaling approximately \$300 million, providing financial flexibility to support future growth.

Board Oversight of Strategy and Risk

The Board plays a central role in overseeing Castle's strategy, performance, and risk profile as the Company continues to scale. Throughout 2025, the Board and its committees engaged in regular, in-depth discussions with management regarding commercial execution,

reimbursement dynamics, clinical evidence development, and operating leverage. These discussions were designed to ensure that growth initiatives were supported by appropriate infrastructure, risk management, and capital discipline.

Board agendas consistently included reviews of portfolio performance, progress against strategic priorities, and key enterprise risks, including regulatory, reimbursement, operational, and cybersecurity considerations. The Board also closely monitored capital allocation decisions to ensure alignment with long-term value creation, balancing investments in organic growth and innovation with the preservation of balance sheet strength. Through this active oversight, the Board seeks to support sustainable growth while maintaining prudent risk management and financial discipline.

Governance and Board Refreshment

Strong corporate governance remains a priority for the Board. We continue to evaluate Board composition, committee leadership, and governance practices to ensure they align with Castle's evolving business and the interests of our stockholders. The Board places emphasis on maintaining a mix of skills, experience, and perspectives relevant to Castle's strategy, including expertise in diagnostics, healthcare, commercialization, and public company oversight.

Consistent with our governance principles, the Board regularly reviews director tenure, committee assignments, and leadership roles to support effective oversight and orderly refreshment over time. We also remain focused on transparent disclosure and ongoing engagement with stockholders on governance matters, recognizing the importance of accountability and responsiveness as Castle grows.

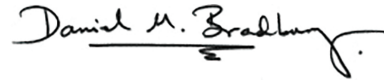
Annual Meeting

Whether or not you plan to attend the Annual Meeting, your vote is important. We encourage you to review the Proxy Statement carefully and to vote your shares promptly using one of the methods described in the proxy materials.

On behalf of the entire Board of Directors, thank you for your continued support of Castle Biosciences. We appreciate your confidence as we work to execute our

strategy and create long-term value for patients and stockholders.

Sincerely,



Daniel M. Bradbury
Independent Chair of the Board

“In 2025, Castle **delivered strong results** while continuing to execute against its **long-term strategy.**”



Notice of Annual Meeting of Stockholders

to be held on **May 28, 2026 at 10:00 a.m. Central Time**
The San Luis Resort, Spa and Conference Center
5222 Seawall Boulevard, Galveston, Texas 77551

DEAR STOCKHOLDER:

You are cordially invited to attend the 2026 annual meeting of stockholders (including any adjournments, continuations or postponements thereof, the “Annual Meeting”) of Castle Biosciences, Inc., a Delaware corporation. The Annual Meeting will be held on Thursday, May 28, 2026, at 10:00 a.m. Central Time at the San Luis Resort, Spa and Conference Center, 5222 Seawall Boulevard, Galveston, TX 77551, for the following purposes:

- | | |
|----------|--|
| 1 | To elect the three Class I director nominees named in the Proxy Statement to hold office until the 2029 annual meeting of stockholders. |
| 2 | To ratify the selection of KPMG LLP by the Audit Committee of our board of directors as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2026. |
| 3 | To approve, on an advisory basis, the compensation of our named executive officers, as disclosed in the Proxy Statement. |
| 4 | To approve the Company's non-employee director compensation policy. |
| 5 | To conduct any other business properly brought before the Annual Meeting. |

These items of business are more fully described in the Proxy Statement accompanying this Notice.

The record date for the Annual Meeting is April 1, 2026. Only stockholders of record at the close of business on that date may vote at the Annual Meeting or any adjournment, continuation or postponement thereof.

On or about April 8, 2026, we expect to mail to our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access the Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, including how to vote via the internet, by telephone or by mail.

By Order of the Board of Directors,



Derek J. Maetzold
 President and Chief Executive Officer

April 8, 2026
Friendswood, Texas

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders

to Be Held on Thursday, May 28, 2026, at 10:00 a.m. Central Time.

Our Proxy Statement and Annual Report on Form 10-K for the fiscal year ended December 31, 2025, are available at www.proxyvote.com.

Your vote is important.

Stockholders as of April 1, 2026 are cordially invited to attend the Annual Meeting in person. Whether or not you plan to attend the Annual Meeting, you are encouraged to submit your proxy and voting instructions via the internet, by telephone, or if you received a paper proxy card and voting instructions by mail, voting your shares by completing, signing and dating the proxy card as promptly as possible and returning it in the enclosed envelope (to which no postage need be affixed if mailed in the United States). Even if you have given your proxy, you may still vote in person if you attend the Annual Meeting. Please note, however, that if your shares are held of record by a broker, bank or other agent and you wish to vote at the Annual Meeting, you must obtain from the record holder a proxy issued in your name. You may revoke a previously delivered proxy as described in the Proxy Statement accompanying this Notice.

The inclusion of our website address here or elsewhere in the Proxy Statement accompanying this Notice does not incorporate by reference into the Proxy Statement the information on or accessible through our website.

Table of Contents

	Page No.
PROXY SUMMARY	1
Voting Matters	1
How to Vote	1
Business Overview	2
Stockholder Outreach	2
Board Highlights	3
Governance Highlights	6
Compensation Highlights	7
PROPOSAL 1 - ELECTION OF DIRECTORS	8
INFORMATION REGARDING THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE	16
Composition of the Board of Directors	16
Experience and Attributes of the Board of Directors	18
Director Time Commitment	19
Criteria for Board Membership	19
Board Structure	19
Board Diversity	20
Director Independence	20
Leadership Structure	21
Meetings of the Board of Directors	21
Role of the Board of Directors in Risk Oversight	21
Information Regarding Committees of the Board of Directors	22
Audit Committee	23
Compensation Committee	25
Nominating and Corporate Governance Committee	28
Director Compensation	29
Non-Employee Director Compensation Policy	30
Stock Ownership Guidelines	31
Corporate Responsibility Program	31
Stockholder Communications with the Board of Directors	34
PROPOSAL 2 - RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	35
PROPOSAL 3 - ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION	38
PROPOSAL 4 - APPROVAL OF THE COMPANY'S NON-EMPLOYEE DIRECTOR COMPENSATION POLICY	40
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	44

	Page No.
EXECUTIVE OFFICERS	47
COMPENSATION DISCUSSION AND ANALYSIS	48
Named Executive Officers	48
Business Overview	48
Executive Compensation Philosophy and Objectives	50
Summary of our Executive Compensation Program	50
Say-On-Pay Advisory Results	51
2025 Stockholder Outreach	51
Compensation Committee Oversight of Compensation-Related Risks	52
Compensation Determination Process	53
Elements of Our Executive Compensation Program	56
Agreements with our NEOs	61
Potential Benefits upon Termination or Change in Control	61
Pension Benefits and Nonqualified Deferred Compensation	64
Other Compensation Practices and Policies	64
Compensation Committee Report	66
EXECUTIVE COMPENSATION TABLES	67
Summary Compensation Table	67
Grants of Plan-Based Awards	68
Outstanding Equity Awards at Fiscal Year-End	69
Option Exercises and Stock Vested in 2025	71
Potential Payments Upon Termination or Change in Control	71
CEO PAY RATIO	74
PAY VERSUS PERFORMANCE	75
DELINQUENT SECTION 16(a) REPORTS	79
EQUITY COMPENSATION PLAN INFORMATION	80
TRANSACTIONS WITH RELATED PERSONS AND INDEMNIFICATIONS	85
HOUSEHOLDING OF PROXY MATERIALS	87
ANNUAL REPORT ON FORM 10-K	88
STOCKHOLDERS PROPOSALS FOR THE 2027 ANNUAL MEETING OF STOCKHOLDERS	89
QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING	90
OTHER MATTERS	96
Appendix A - Non-Employee Director Compensation Policy	97

Proxy Summary

VOTING MATTERS

Please read this Proxy Statement for the 2026 annual meeting of stockholders (including any adjournments, continuations or postponements thereof) of Castle Biosciences, Inc., a Delaware corporation and our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, before voting on the following matters:

Proposals		Board Vote Recommendation	Page Reference (for more detail)
1	Election of Three Class I Directors	FOR ALL	9
2	Ratification of Independent Auditor	FOR	36
3	Advisory Approval of Executive Compensation (Say-on-Pay)	FOR	39
4	To approve the Company's non-employee director compensation policy.	FOR	41

HOW TO VOTE



By Internet

(www.proxyvote.com)



By Phone

(1-800-690-6903)



By Mail

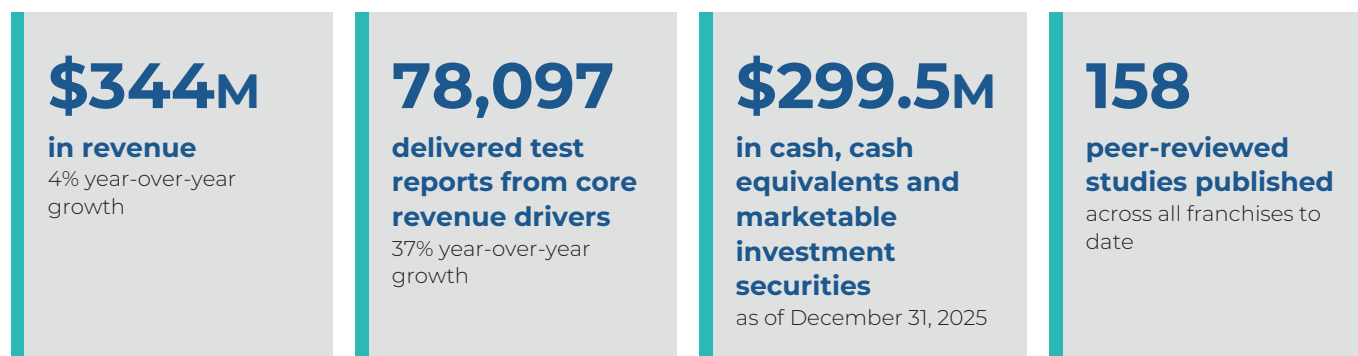
(Vote Processing, c/o Broadridge,
51 Mercedes Way,
Edgewood, NY 11717)

See this Proxy Statement for directions on voting by proxy and to see how your votes are counted. You can also vote in person by attending the Annual Meeting as described in these proxy materials.

BUSINESS OVERVIEW

Our commercially available proprietary tests focus on answering clinical questions arising during the treatment of:

- **Dermatologic cancers** — DecisionDx®-Melanoma, AdvanceAD-Tx™, DecisionDx®-SCC, and MyPath® Melanoma
- **Barrett's esophagus** — TissueCypher® Barrett's Esophagus Test
- **Uveal melanoma** — DecisionDx®-UM



Our Test Portfolio

Our portfolio consists of test offerings to aid clinicians in the diagnosis and treatment of cancers or precancerous diagnoses in the fields of dermatology, gastroenterology and ophthalmology, and most recently includes a test to guide systemic treatment decisions in moderate-to-severe atopic dermatitis. We previously offered a proprietary pharmacogenomic ("PGx") test to guide optimal drug treatment for patients diagnosed with depression, anxiety and other mental health conditions.

Maintaining commercial success for our existing test portfolio requires generating ongoing evidence, such as clinical performance and clinical use documentation, to support appropriate clinician adoption, reimbursement success and guideline inclusion. The clinical validity and utility of our test portfolio is supported by peer-reviewed publications and ongoing clinical studies. Collectively, approximately 158 peer-reviewed articles have been published demonstrating the analytical validity, clinical validity and clinical utility of the tests in our portfolio.

2025 STOCKHOLDER OUTREACH

We believe active and transparent engagement with our stockholders is fundamental to our commitment to delivering sustainable long-term value. On an annual basis, we proactively seek engagement with our top 25 stockholders. In 2025, we continued our outreach efforts that resulted in engagements representing approximately 20% of our shares then outstanding.

These discussions provided stockholders the opportunity to engage directly with select members of our Board of Directors and management regarding topics including our long-term growth strategy, innovation and pipeline expansion across our dermatologic and gastroenterologic therapeutic areas, reimbursement dynamics, capital allocation priorities, operational execution, and macroeconomic factors impacting healthcare utilization. We also discussed corporate governance practices, executive compensation design and alignment with performance, enterprise risk oversight, compliance and regulatory matters, cybersecurity, and human capital management initiatives.

Consistent with our mission to improve health through innovative diagnostic and prognostic tests, stockholder engagement also included discussion of our investments in clinical evidence generation, real-world utility studies and physician education initiatives designed to expand appropriate adoption of our tests. We highlighted our

disciplined approach to capital deployment, including investment in organic growth, strategic acquisitions, and maintaining financial flexibility to support long-term value creation.

Feedback from these engagements is reviewed by management and our Board of Directors. Stockholder input has informed ongoing enhancements to our disclosure practices, governance framework, and executive compensation program, including continued emphasis on performance-based, long-term incentives aligned with stockholder interests and key operating and financial metrics. We remain committed to maintaining open lines of communication with our stockholders and incorporating constructive feedback into our policies, practices, and strategic priorities.

BOARD HIGHLIGHTS

Biographies for Class I Director Nominees (term expiring in 2026)

Set forth below is biographical information for the Class I director nominees. This includes information regarding each director's experience, qualifications, attributes or skills that led our Board to recommend them for service as a director.

Name	Experience	Attributes
Class I - Term Expiring in 2026		
Ellen Goldberg Comp. Committee (Chair) Nominating and Corporate Governance Committee	<ul style="list-style-type: none"> • Founder and President of CHORD Consulting. • Previously served as Vice President of Marketing at Crescendo Biosciences and led marketing at Genomic Health. • Holds a B.S. degree in chemistry from Yale University and a M.S. in chemistry and an MBA from Stanford University. 	<ul style="list-style-type: none"> • Commercial Execution Experience • Life Science Industry Experience • Digital Health • Regulatory/ Lab Services Reimbursement • Diversity of Skills, Background, and Perspective
Miles D. Harrison Comp. Committee Nominating and Corporate Governance Committee	<ul style="list-style-type: none"> • Previously served as the North American President and General Manager at Galderma Laboratories, L.P. Also served as Galderma's Vice President and General Manager of the Consumer Business Unit. • Holds a B.S. degree in geography from Sheffield Hallam University in the United Kingdom. 	<ul style="list-style-type: none"> • Commercial Execution Experience • Life Science Industry Experience • Financial Analysis & Control Experience
Tiffany P. Olson Audit Committee Nominating and Corporate Governance Committee (Chair)	<ul style="list-style-type: none"> • Previously served as President of Nuclear & Precision Health Solutions at Cardinal Health. • Previously served as President at NaviMed and CEO and President of Roche Diagnostics Corporation. • Holds a B.S. degree in business from University of Minnesota and MBA from the University of St. Thomas. 	<ul style="list-style-type: none"> • Commercial Execution Experience • Life Science Industry Experience • Financial Analysis & Control Experience • Digital Health • Health System Experience • Diversity of Skills, Background, and Perspective

Biographies for Class II and Class III Directors

Set forth below is biographical information for the Class II and Class III directors, whose terms of office as a director will continue after the Annual Meeting. This includes information regarding each director’s experience, qualifications, attributes or skills that led our Board to recommend them for service as a director.

Name	Experience	Attributes
Class II - Term Expiring in 2027		
Daniel M. Bradbury Board Chair	<ul style="list-style-type: none"> • Currently serves on the board of directors of Equillium, Inc. and Vivani Medical Inc. • Previously served as an executive and CEO of Equillium Inc. • Managing member of BioBrit, LLC. • Previously served as President, CEO and Director of Amylin Pharmaceuticals, Inc. • Serves on the board of directors of numerous privately held companies. • Holds a B.S. degree in pharmacy from Nottingham University and a Diploma in Management Studies from University of West London of Higher Education in the United Kingdom. 	<ul style="list-style-type: none"> • Commercial Execution • Life Science Industry Experience • Financial Analysis & Control Experience • R&D Scientific Leadership • Regulatory/Lab Services Reimbursement
Rodney Cotton Audit Committee Comp. Committee	<ul style="list-style-type: none"> • Previously served as Senior Vice President, Chief of Staff and Head of Strategy and Transformation at Roche Diagnostics. Also served as Interim Head of Communications and Senior Vice President, Commercial Operations/West Zone. • Serves on the board of directors of numerous privately held companies. • Holds a B.A. in Biological Sciences & Technology from the University of California, Santa Barbara, an M.S. in Strategic Management from the University of Southern California, and an MBA from the California State University Dominguez Hills. 	<ul style="list-style-type: none"> • Commercial Execution • Life Science Industry Experience • Financial Analysis & Control Experience • Digital Health • Health System Experience • Regulatory/Lab Services Reimbursement • Diversity of Skills, Background, and Perspective

Name	Experience	Attributes
Class III - Term Expiring in 2028		
Kimberlee S. Caple Audit Committee Nominating and Corporate Governance Committee	<ul style="list-style-type: none"> • In March 2025, she retired from her position as the President of the Genetic Science Division, at Thermo Fisher Scientific Inc. • Previously served as the Vice President and General Manager of Genetics Sciences of the Genetics Sciences Business and the Vice President and General manager for the Capillary Electrophoresis Business Unit at Thermo Fisher Scientific Inc. • Holds a B.S. degree in biology from Purdue University. 	<ul style="list-style-type: none"> • Life Science Industry Experience • Financial Analysis & Control Experience • Health System Experience • R&D Scientific Leadership • Regulatory/Lab Services Reimbursement • Diversity of Skills, Background, and Perspective
G. Bradley Cole Audit Committee (Chair) Comp. Committee	<ul style="list-style-type: none"> • Previously served as General Manager of Precision Oncology, a unit of Exact Sciences Corporation. • Previously served as Chief Financial Officer and Chief Operating Officer at Genomic Health. • Previously held Chief Financial Officer positions at multiple publicly traded companies, including Applied Biosystems, Inc. • Holds a B.S. degree in accounting from Biola University and an MBA from San Jose State University. 	<ul style="list-style-type: none"> • Commercial Execution Experience • Life Science Industry Experience • Financial Analysis & Control Experience • Digital Health • Regulatory/Lab Services Reimbursement • Cybersecurity
Derek J. Maetzold President and CEO	<ul style="list-style-type: none"> • Founded Castle Biosciences and has served as our President, CEO and a member of our Board since inception. • Previously held leadership roles at Encysive Pharmaceuticals, Schering-Plough Corporation (now Merck), Integrated Communications, Amylin Pharmaceuticals and Sandoz Pharmaceuticals (now a division of Novartis). • Currently serves as a director of PreludeDx, Coalition for 21st Century Medicine and IMPACT Melanoma. • Holds a B.S. degree in Biology from George Mason University. 	<ul style="list-style-type: none"> • Commercial Execution Experience • Life Science Industry Experience • Financial Analysis & Control Experience • Digital Health • Health System Experience • R&D Scientific Leadership • Regulatory/Lab Services Reimbursement • Diversity of Skills, Background, and Perspective • Cybersecurity

GOVERNANCE HIGHLIGHTS

Our Board is committed to building long-term stockholder value and maintaining sound corporate governance practices. Based on discussions with stockholders and corporate governance best practices, our Board has adopted stock ownership guidelines and other governance policies designed to align our corporate governance practices with market practices and investor expectations:

- ✓ **Director Time Commitment Policy** that limits outside board commitments
- ✓ **Clawback Policy** that requires us to seek recovery of incentive compensation paid to current or former Section 16 officers
- ✓ **Robust stock ownership guidelines** for our directors and certain officers
- ✓ **Separation of the roles** of Board chair and Chief Executive Officer
- ✓ All directors except our Chief Executive Officer are **independent**
- ✓ **100% independent** Board committees
- ✓ Annual Board and committee **self-assessments**
- ✓ **Regular executive sessions** of independent directors
- ✓ Board and committees may **hire outside advisors independent of management**
- ✓ Prohibitions against **hedging and pledging**
- ✓ **No poison pill** implemented or dual class shares

COMPENSATION HIGHLIGHTS

We endeavor to maintain sound executive compensation policies and practices consistent with our executive compensation philosophy. Highlights of our compensation policy and practices are set forth below:

What We Do	What We Don't Do
<ul style="list-style-type: none"> ✓ Pay-for-Performance Philosophy and Culture 	<ul style="list-style-type: none"> ✗ No Special Health or Welfare Benefits for Executives
<ul style="list-style-type: none"> ✓ Significant Portion of "At-Risk" Executive Compensation is Performance-Based 	<ul style="list-style-type: none"> ✗ No Excessive Perquisites
<ul style="list-style-type: none"> ✓ Independent Compensation Committee 	<ul style="list-style-type: none"> ✗ No guaranteed bonuses
<ul style="list-style-type: none"> ✓ Independent Compensation Consultant Reports Directly to the Compensation Committee 	<ul style="list-style-type: none"> ✗ No Post-Employment Tax Gross-Ups
<ul style="list-style-type: none"> ✓ Stock Ownership Guidelines for Directors and Officers 	<ul style="list-style-type: none"> ✗ No Single-Trigger Acceleration of Equity Awards Upon a Change in Control
<ul style="list-style-type: none"> ✓ Multi-Year Vesting Requirements for Retention and Long- and Short-Term Alignment 	
<ul style="list-style-type: none"> ✓ Annual Say-On-Pay Vote 	
<ul style="list-style-type: none"> ✓ Active Stockholder Outreach 	
<ul style="list-style-type: none"> ✓ Clawback Policy 	
<ul style="list-style-type: none"> ✓ Prohibit Hedging or Pledging 	
<ul style="list-style-type: none"> ✓ Minimize Inappropriate Risk Taking 	
<ul style="list-style-type: none"> ✓ Competitive Peer Group 	
<ul style="list-style-type: none"> ✓ Double-Trigger Acceleration of Equity Awards Upon a Change in Control 	

Proposal One

Election of Directors

Proposal One: Election of Directors

Class I Director Nominees for Election for a Three-Year Term Expiring at Castle's 2029 Annual Meeting of Stockholders



Ellen Goldberg

She has served as a member of our board of directors since July 2021. Ms. Goldberg has served as the Founder and President of CHORD Consulting since 2011, where she works with executives of innovative diagnostics companies to develop and commercialize novel products. She has focused her career on ground-breaking technologies in life-threatening and life-altering diseases. Ms. Goldberg served as Vice President of Marketing at Crescendo Bioscience, developer of Vectra DA®, a multi-biomarker blood test that predicts joint damage and enables treatment changes to improve outcomes in rheumatoid arthritis. Prior to Crescendo, Ms. Goldberg led marketing at Genomic Health, where she launched the Oncotype DX® Breast Cancer Assay, which went from inception to >\$108MM in annual revenue during her tenure, and directed the commercial side of product development for tests in colon cancer, prostate cancer and ductal carcinoma in situ. Ms. Goldberg began her career as a strategy consultant with Booz Allen & Hamilton and developed new products at ALZA Corporation. She has an M.S. in Chemistry and an MBA from Stanford University and a B.S. in Chemistry from Yale University. Ms. Goldberg is also a fellow of the Aspen Institute's Health Innovators Fellowship Program.

Independent Director

Age: 52

Director since: 2021

Committees:

- Compensation Committee (Chair)
- Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee and board of directors believe **Ms. Goldberg's expertise in the development and commercialization of diagnostic tests and commercial leadership experience in the diagnostics** qualify her to serve on our board of directors.



Miles D. Harrison

Miles has served as a member of our board of directors since April 2020 and as Chair of the Compensation Committee from 2020 through 2025. In October 2025, Miles accepted the role of CEO and President of Conexeu Sciences Inc. a pre-clinical company focused on building a new class of regenerative tissue therapies. From April 2021 through July 2025 Miles co-founded a medical aesthetics company 'Novaestiq' which was acquired by Waldencast (WALD) 4 years later. Earlier, from 2016 through 2021, Miles spent 5 years as the North American President and General Manager of Galderma Laboratories, L.P., a global dermatology company. During his tenure at Galderma, he managed multiple launches across the company's pure-play dermatology portfolio (Rx, Consumer and Aesthetics) and helped shape strategy as a member of the Global Leadership Team. Prior to being President, Mr. Harrison served as Galderma's U.S. VP and General Manager of the Consumer Business from 2014, launching several brands and completing the first Rx to OTC switch in acne in the U.S. for more than 30 years. Mr. Harrison spent most of his career at Novartis International AG, a global healthcare company based in Basle, Switzerland. From 1987 to 2014, Mr. Harrison held multiple leadership positions of increasing responsibility at Novartis across Consumer Health, Oncology, Nutrition and Pharmaceuticals in operational and functional leadership roles. Mr. Harrison holds an Honors Degree in Geography from Sheffield Hallam University in the United Kingdom, and has lived and worked in the U.K., Europe, Middle East, Latin America, and the past 20+ years in the U.S.

Independent Director

Age: 61

Director since: 2020

Committees:

- Compensation Committee
- Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee and board of directors believe **Mr. Harrison's experience in dermatology combined with his strategic leadership skills, as an executive in the pharmaceutical and consumer healthcare industry**, qualify him to serve on our board of directors.



Tiffany P. Olson

She has served as a member of our board of directors since May 2021. From July 2013 to October 2021, Ms. Olson served as President of Nuclear & Precision Health Solutions at Cardinal Health, Inc., a multinational health care services company. From 2011 to 2013, Ms. Olson served as President of NaviMed, a consulting firm focused exclusively on the healthcare industry. From 2009 to 2011, Ms. Olson led Diagnostics at Eli Lilly and Company. From 2005 to 2008, Ms. Olson served as the CEO and President of Roche Diagnostics Corporation, where from 1997 to 2005 she held various roles of increasing responsibility. Ms. Olson currently serves on the boards of Langham Logistics, a privately held freight management company, MIMEDX, a publicly traded company, The Education and Research Foundation for Nuclear Medicine and Molecular Imaging, The American Cancer Society in Indiana, and is a Partner at Trusted Health Advisors. Ms. Olson holds an MBA from the University of St. Thomas, St. Paul, Minnesota, and a Bachelor of Science, Business degree from the University of Minnesota.

Independent Director

Age: 66

Director since: 2021

Committees:

- Audit Committee
- Nominating and Corporate Governance Committee (Chair)

Our Nominating and Corporate Governance Committee and board of directors believe that **Ms. Olson’s extensive experience in life science and her strategic leadership skills as an executive in the pharmaceutical, diagnostics and health services industry** qualify her to serve on our board of directors.

FOR

The Board of Directors Recommends a Vote **“FOR ALL”** Class I Director Nominees.

Class II Directors Continuing in Office Until Castle’s 2027 Annual Meeting of Stockholders



Daniel M. Bradbury

He has served as a member of our board of directors since September 2012, and as chair of our board of directors since September 2014. Since October 2025, Mr. Bradbury has served as Chairman of Equillum, Inc., a publicly traded biotechnology company, that he cofounded and also served as its Executive Chairman from January 2020 until September 2025, CEO from June 2018 until December 2019 and President from March 2017 until June 2018. Mr. Bradbury is the founder of, and has served as the managing member of BioBrit, LLC, a life sciences consulting and investment firm, since September 2012. Mr. Bradbury served as President, CEO and a director of Amylin Pharmaceuticals, Inc. from March 2007 until Amylin's acquisition by Bristol-Myers Squibb Company in August 2012. Prior to Amylin, Mr. Bradbury worked in marketing and sales for ten years at SmithKline Beecham Pharmaceuticals. Mr. Bradbury serves on the board of Equillum, Inc. and Vivani Medical Inc., as well as a number of privately held companies. He previously served on the board of directors of the following publicly traded companies: Intercept Pharmaceuticals, Inc., a biopharmaceutical company, from 2016 to 2023; Biocon Limited, an Indian biopharmaceutical company, from 2013 to 2022; Corcept Therapeutics, Inc., a pharmaceutical company, from 2012 to 2019; Geron Corporation, a biotechnology company, from 2012 to 2019; and Illumina, Inc., a biotechnology company, from 2004 to 2017. Mr. Bradbury holds a Bachelor of Pharmacy from Nottingham University and a Diploma in Management Studies from the University of West London in the United Kingdom.

Independent Board Chair

Age: 64

Director since: 2012

Committees:

- None

Our Nominating and Corporate Governance Committee and board of directors believe that **Mr. Bradbury’s extensive experience as a life sciences executive and his other executive and boards of directors experience** qualify him to serve on our board of directors.



Rodney Cotton

He has served as a member of our board of directors since March 2024. From 2001 to 2023, Mr. Cotton served various roles at Roche Diagnostics, a diagnostics healthcare company. These roles included, most recently, Senior Vice President, Chief of Staff and Head of Strategy and Transformation from January 2020 to June 2023, Interim Head of Communications from May 2022 to October 2022 and Senior Vice President, Commercial Operations from April 2017 to January 2020. Mr. Cotton currently serves as CEO of Cotton Ventures, LLC and also on the board of directors of various privately held pharmaceutical, life sciences, venture capital and technology companies. Mr. Cotton completed a Mergers & Acquisition Executive Program at Harvard Business School as well as a Director's Consortium Executive Program at Stanford Graduate School of Business. Mr. Cotton holds an MBA from the California State University Dominguez Hills, an M.S. in Strategic Management from the University of Southern California, and a B.A. in Biological Sciences & Technology from the University of California, Santa Barbara.

Independent Director

Age: 66

Director since: 2024

Committees:

- Audit Committee
- Compensation Committee

Our Nominating and Corporate Governance Committee and board of directors believe that **Mr. Cotton's extensive experience and strategic leadership skills as a life science and clinical diagnostic executive** qualify him to serve on our board of directors.

Class III Directors Continuing in Office Until Castle’s 2028 Annual Meeting of Stockholders



Kimberlee S. Caple

She has served as a member of our board of directors since July 2021. In March 2025, she retired from her position as President, Genetic Science Division (“GSD”) at Thermo Fisher Scientific Inc. From mid-2020 through January 2022, Ms. Caple was the Vice President and General Manager of the Genetics Sciences Business (“GSB”), a part of the Genetic Sciences Division within Thermo Fisher Scientific. From 2017 through mid-2020, Ms. Caple was the Vice President and General Manager for the Capillary Electrophoresis Business Unit, a part of the GSD. The GSD is made up of five business units which develop, manufacture and commercialize genetic analysis tools and solutions that serve the healthcare, forensic, research and pharmaceutical/biotechnology markets globally. Ms. Caple has a B.S. degree in Biology from Purdue University.

Independent Director

Age: 64

Director since: 2021

Committees:

- Audit Committee
- Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee and board of directors believe that **Ms. Caple’s extensive experience and strategic leadership skills as a life science and clinical diagnostic executive** qualify her to serve on our board of directors.



G. Bradley Cole

He has served as a member of our board of directors since December 2018 and Chairman of the Castle Audit Committee since May 2019. From November 2019 until April 2020, Mr. Cole served as General Manager, Precision Oncology, a unit of Exact Sciences Corporation, a molecular diagnostics company, following Exact Science Corporation's acquisition of Genomic Health, Inc. From June 2004 to November 2019, Mr. Cole served as Chief Financial Officer of Genomic Health, Inc., a publicly traded global provider of genomic-based diagnostic tests, where he also served as Chief Operating Officer from January 2009 until March 2018. Mr. Cole previously held Chief Financial Officer positions at multiple publicly traded companies, including Applied Biosystems, Inc. Since July of 2020, Mr. Cole has served on the board of Kiniksa Pharmaceuticals (KNSA), a public pharmaceutical company, and is a member of the audit committee. Mr. Cole also is the Vice Chairman of the Board of Trustees of Biola University where he has served since 2002. Mr. Cole holds a B.S. degree in Business - Accounting from Biola University and an MBA from San Jose State University.

Independent Director

Age: 70

Director since: 2018

Committees:

- Audit Committee (Chair)
- Compensation Committee

Our Nominating and Corporate Governance Committee and board of directors believe that **Mr. Cole's extensive experience in finance and operations as a public company executive and knowledge of the diagnostics industry** qualify him to serve on our board of directors.



Derek J. Maetzold

He founded Castle Biosciences in September 2007 and has served as our President and Chief Executive Officer and as a member of our board of directors since inception. Previously, Mr. Maetzold held leadership roles at Encysive Pharmaceuticals, Schering-Plough Corporation (now Merck), Integrated Communications, Amylin Pharmaceuticals and Sandoz Pharmaceuticals (now a division of Novartis). Mr. Maetzold currently serves as a director of PreludeDx, Coalition for 21st Century Medicine and IMPACT Melanoma. He has contributed to the discovery, development and commercialization of multiple diagnostic tests in cancers, has co-authored multiple scientific publications and is a co-inventor of a number of technologies at Castle Biosciences and Encysive Pharmaceuticals. Mr. Maetzold holds a B.S. degree in Biology from George Mason University and completed additional coursework at the University of Calgary Health Sciences Center and the MBA program at the University of California, Riverside.

Director

Age: 64

Director since: 2007

Committees:

- None

Our Nominating and Corporate Governance Committee and board of directors believe that **Mr. Maetzold's experience as our founder, director and as our President and CEO, as well as his expertise in the development and commercialization of diagnostic tests**, qualify him to serve on our board of directors.

Information Regarding the Board of Directors and Corporate Governance

COMPOSITION OF THE BOARD OF DIRECTORS

Castle's board of directors is divided into three classes. Each class consists, as nearly as possible, of one-third of the total number of directors, and each class has a three-year term. Vacancies on the board of directors, including newly created directorships, may be filled only by persons elected by a majority of directors then in office. A director elected by the board of directors to fill a vacancy in a class, including vacancies created by an increase in the number of directors, shall serve for the remainder of the full term of that class until the director's successor is duly elected and qualified.

The board of directors currently has eight members. There are three directors in the class whose term of office expires in 2026, all of which have been previously elected by our stockholders and nominated for re-election at the Annual Meeting: Ellen Goldberg, Miles D. Harrison, and Tiffany P. Olson. Proxies may not be voted for a greater number of persons than the number of nominees named in this Proxy Statement. Each of the nominees listed below is currently a director of the Company. If elected at the Annual Meeting, each of these nominees would serve until the 2029 annual meeting of stockholders and until his or her successor has been duly elected and qualified, or, if sooner, until the director's death, resignation or removal.

Shares represented by executed proxies will be voted, if authority to do so is not withheld, "FOR ALL" the election of the three Class I director nominees named below. If any nominee becomes unavailable for election as a result of an unexpected occurrence, shares that would have been voted for that nominee will instead be voted for the election of a substitute nominee proposed by Castle or alternatively, the Board may leave a vacancy on the Board or reduce the size of the Board. Each person nominated for election has agreed to serve if elected. The following table sets forth information with respect to the three Class I directors, all of which are nominees for election at the Annual Meeting and our other directors who will continue in office after the Annual Meeting, as of April 8, 2026.

Name	Independent	Committees	Age	Director Since
Class I Directors⁽¹⁾				
Ellen Goldberg	Yes	<ul style="list-style-type: none"> • Compensation Committee (Chair) • Nominating and Corporate Governance Committee 	52	2021
Miles D. Harrison	Yes	<ul style="list-style-type: none"> • Compensation Committee • Nominating and Corporate Governance Committee 	61	2020
Tiffany P. Olson	Yes	<ul style="list-style-type: none"> • Audit Committee • Nominating and Corporate Governance Committee (Chair) 	66	2021
Class II Directors⁽²⁾				
Daniel M. Bradbury (Chair)	Yes	<ul style="list-style-type: none"> • None 	64	2012
Rodney Cotton	Yes	<ul style="list-style-type: none"> • Audit Committee • Compensation Committee 	66	2024
Class III Directors⁽³⁾				
Kimberlee S. Caple	Yes	<ul style="list-style-type: none"> • Audit Committee • Nominating and Corporate Governance Committee 	64	2021
G. Bradley Cole	Yes	<ul style="list-style-type: none"> • Audit Committee (Chair) • Compensation Committee 	70	2018
Derek J. Maetzold (CEO)	No	<ul style="list-style-type: none"> • None 	64	2007

(1) Nominees for Election at the Annual Meeting.









(2) Continuing in Office until the 2027 Annual Meeting of Stockholders.

(3) Continuing in Office until the 2028 Annual Meeting of Stockholders.

EXPERIENCE AND ATTRIBUTES OF THE BOARD OF DIRECTORS

Our directors have a broad set of skills and experience that we believe facilitates strong oversight and provides strategic direction to our business. Our Board Qualification and Attributes Matrix is reviewed and updated annually to reflect evolving strategic priorities and the reassessment of key board skills.

Board Qualifications & Attributes Matrix (as of April 8, 2026)

	Ellen Goldberg	Miles D. Harrison	Tiffany P. Olson	Daniel M. Bradbury, Chair	Rodney Cotton	Kimberlee S. Caple	G. Bradley Cole	Derek J. Maetzold
 Commercial Execution Experience	•	•	•	•	•		•	•
 Life Science Industry Experience	•	•	•	•	•	•	•	•
 Financial Analysis & Control Experience		•	•	•	•	•	•	•
 Digital Health	•		•		•		•	•
 Health System (HE) Experience			•		•	•		•
 R&D Scientific Leadership				•		•		•
 Regulatory/Lab Services Reimbursement	•			•	•	•	•	•
 Cybersecurity							•	•

DIRECTOR TIME COMMITMENT

Our Board seeks candidates who it believes will be able to devote sufficient time and attention to serve as a director, taking into account each candidate's principal occupation, service on other boards of directors, and, for incumbent directors who are being considered for reelection, attendance and performance at Castle's Board and committee meetings.

Our Nominating and Corporate Governance Committee maintains ongoing discussions on the topic of director time commitments and has reviewed the policies of peers and other public companies, as well as various institutional policies. Further, as part of our stockholder outreach, we have discussed this topic with many of our investors. Based on this information, and taking into consideration stockholder feedback, our Board adopted a policy regarding director time commitments (the "Director Time Commitment Policy"), as outlined below.

- A director who is not also an "officer" as defined in Rule 16a-1(f) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act") (each, a "Section 16 officer"), may serve on a total of four (4) public company boards, in addition to our Board, unless approved in advance by our Board.
- A director who also serves as an officer of a public company, including Castle may serve on a total of two (2) public company boards, in addition to our Board, unless approved in advance by our Board.

Our policy requires non-employee directors to notify the Nominating and Corporate Governance Committee if they:

- retire from their principal occupation;
- change the position they held when they became a member of the Board; or
- join the board of directors of a private or public company.

All of our directors are in compliance with this policy as of March 31, 2026.

CRITERIA FOR BOARD MEMBERSHIP

The Nominating and Corporate Governance Committee assesses many characteristics when reviewing director candidates. One of our top priorities is ensuring that the diverse skill sets of our current and future Board members support both our near-term and long-term plans.

The factors considered by the Nominating and Corporate Governance Committee include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment (including having sufficient time to Castle), skills and expertise appropriate for Castle.

We believe that the backgrounds and qualifications of our directors, considered as a group, should consist of a significant composite mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities and should represent an appropriate balance between institutional knowledge and fresh perspectives.

BOARD STRUCTURE

The Board believes there is no single approach to corporate governance that is appropriate for all companies, and the key consideration in determining whether to implement a particular governance practice is whether that practice promotes the interests of stockholders, taking into account a company's specific circumstances. The Board has reviewed the rationale for its current classified structure and continues to believe that a classified board is the appropriate board structure for Castle at this time and is in the best interest of our stockholders for the reasons set forth below:

- **Long-Term Focus.** The Board believes that a classified board encourages directors to look to the long-term best interest of Castle and our stockholders by strengthening the independence of non-employee directors against the often short-term focus of certain stockholders and special interests.

- **Continuity of Board Leadership.** A classified board allows for a greater amount of stability and continuity, providing institutional perspective and knowledge both to management and other directors in a time of rapid growth. In addition, the development and commercialization of diagnostics is complex and requires significant expertise. By its very nature, a classified board ensures that at any given time there will be experienced directors serving on our Board who are fully immersed in and knowledgeable about our highly technical business, including our relationships with our current and potential strategic partners, as well as the competition, opportunities, risks and challenges that exist in the industry. Each year the Nominating and Corporate Governance Committee reviews the qualifications and performance of the directors prior to nominating them for re-election. We believe the benefit of a classified board to the Company and our stockholders comes not from continuity alone—but rather from the continuity of highly qualified, engaged and knowledgeable directors focused on long-term stockholder interests.
- **Unsolicited Takeover Protection.** A classified board can reduce vulnerability to potential abusive takeover tactics by encouraging persons seeking control of the Company to negotiate with the Board, thereby strengthening the Board's ability to negotiate effectively on behalf of all stockholders. Because less than a majority of directors stand for election at each annual meeting under a classified board structure, a hostile bidder could not simply replace a majority of the Board at a single annual meeting with directors aligned with the hostile bidder's own interests. Rather, in the interests of fairness to stockholders as a whole, having a classified board encourages the hostile bidder to negotiate directly with the Board on a potential transaction.

In summary, we believe the Company has benefited from the independence and continuity of experienced leadership provided by our Board under its classified structure. We will continue to assess our Board's structure, consider stockholder feedback and make changes when appropriate.

BOARD DIVERSITY

Our board values a range of perspectives, backgrounds, and experiences to support effective decision-making and corporate oversight. With the assistance of the Nominating and Corporate Governance Committee, our Board regularly reviews its composition, including factors such as professional expertise, industry experience, and diversity of backgrounds. Our Board diversity includes 38% women and 13% underrepresented minorities as of April 8, 2026.

Our Nominating and Corporate Governance Committee is responsible for assessing the appropriate balance of integrity, experience, judgment, commitment (including having sufficient time to devote to the Company and level of participation), skills, diversity and expertise required of the Board. In this regard, the Nominating and Corporate Governance Committee identifies and evaluates individuals qualified, based on self-identified skills and experience disclosed voluntarily by each director, to serve as Board members, including evaluating incumbent directors for re-election, and recommends to the Board nominees for election as directors. The Nominating and Corporate Governance Committee also oversees an annual Board self-evaluation process.

DIRECTOR INDEPENDENCE

Our common stock is listed on the Nasdaq Stock Market LLC ("Nasdaq"). Under the listing requirements and rules of Nasdaq, independent directors must comprise a majority of our board of directors. In addition, the rules of Nasdaq require that, subject to specified exceptions, each member of a listed company's audit, compensation and nominating and corporate governance committees be independent. Under Nasdaq listing rules, a director will only qualify as an "independent director" if the listed company's board of directors makes an affirmative determination that such person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Compensation committee members must not have a relationship with us that is material to the director's ability to be independent from management in connection with the duties of a compensation committee member. Additionally, audit committee members must also satisfy the independence criteria set forth in Rule 10A-3 under the Exchange Act. To be considered independent for purposes of Rule 10A-3, a member of an audit committee of a listed company may not, other than in his or her capacity as a member of the audit committee, the board of directors or any other board committee,

accept, directly or indirectly, any consulting, advisory or other compensatory fee from the listed company or any of its subsidiaries or be an affiliated person of the listed company or any of its subsidiaries.

Our board of directors has undertaken a review of the independence of the directors and considered whether any director has a material relationship with us that could compromise his or her ability to exercise independent judgment in carrying out his or her responsibilities. Based upon information requested from and provided by each director concerning such director's background, employment and affiliations, including family relationships, our board of directors determined that Mr. Bradbury, Ms. Caple, Mr. Cole, Mr. Cotton, Ms. Goldberg, Mr. Harrison and Ms. Olson, representing seven of our eight directors, are each "independent directors" as defined under current rules and regulations of the SEC and the listing standards of Nasdaq. In making these determinations, our board of directors considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances that our board of directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director and the transactions involving them described in "Transactions with Related Persons and Indemnifications—Certain Related Person Transactions."

LEADERSHIP STRUCTURE

The chair of our board of directors is currently Mr. Bradbury, who is an independent, non-employee director. His responsibility is to ensure that our Board functions properly and to work with our President and CEO to set the Board's agenda. Accordingly, he has substantial ability to shape the work of the Board. We expect him to facilitate communications among our directors and between the Board and senior management. While Mr. Bradbury provides independent leadership, he also works closely with our CEO to ensure that our directors receive the information that they need to perform their responsibilities, including discussing and providing critical review of the matters that come before the Board. We believe that separation of the positions of the chair and CEO reinforces the independence of the Board in its oversight of the business and affairs of the Company. In addition, we believe that having an independent chair creates an environment that is more conducive to the Board's objective evaluation and oversight of management's performance, increasing management accountability, and improving the ability of the Board to monitor whether management's actions are in the best interests of the Company and its stockholders, including with respect to evaluating whether steps management is taking to manage risks are appropriate for the Company. For these reasons, we believe that the leadership structure of our Board is appropriate and enhances its ability to effectively carry out its roles and responsibilities on behalf of our stockholders.

MEETINGS OF THE BOARD OF DIRECTORS

The board of directors met eight times during 2025. All directors attended at least 75% of the aggregate number of meetings of the board of directors and of the committees on which they served, held during the portion of the last fiscal year for which they were a director or committee member.

It is the Company's policy to encourage directors and nominees for director to attend our annual meeting of stockholders. All of our directors serving at the time attended the annual meeting of stockholders in 2025.

Executive sessions, which are meetings at which only independent directors are present, are regularly scheduled throughout the year, typically at the time of each regular Board meeting and as frequently as such independent directors deem appropriate.

ROLE OF THE BOARD OF DIRECTORS IN RISK OVERSIGHT

The Audit Committee is primarily responsible for overseeing our risk management processes on behalf of our board of directors. The Audit Committee receives reports from management periodically regarding our assessment of risks. In addition, the Audit Committee reports regularly to our board of directors, which also considers our risk profile. The Audit Committee and our board of directors focus on the most significant risks we face and our general risk management strategies. The Compensation Committee evaluates risks associated with

and potential consequences of our compensation policies and practices and assesses whether such risks and consequences as may be mitigated by any other compensation policies and practices, are reasonably likely to have a material adverse effect on the Company. While our board of directors oversees our risk management, management is responsible for day-to-day risk management processes. Our board of directors expects management to consider risk and risk management in each business decision, to proactively develop and monitor risk management strategies and processes for day-to-day activities and to effectively implement risk management strategies adopted by the Audit Committee and our board of directors. We believe this division of responsibilities is the most effective approach for addressing the risks we face and that our board of directors' leadership structure, which also emphasizes the independence of our board of directors in its oversight of its business and affairs, supports this approach.

INFORMATION REGARDING COMMITTEES OF THE BOARD OF DIRECTORS

Our board of directors has established an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The board of directors has adopted a written Audit Committee Charter, Compensation Committee Charter and a Nominating and Corporate Governance Committee Charter that are available to stockholders on the Company's website at www.CastleBiosciences.com on the "Investors" page under "Corporate Governance." The following table provides the membership of each such committee as of the date of this Proxy Statement and the total number of committee meetings held during the fiscal year ended December 31, 2025:

Name	Audit	Compensation	Nominating and Corporate Governance
Kimberlee S. Caple	M		M
G. Bradley Cole	C	M	
Derek J. Maetzold			
Ellen Goldberg		C	M
Miles D. Harrison		M	M
Tiffany P. Olson	M		C
Daniel M. Bradbury			
Rodney Cotton	M	M	
Total meetings in 2025	4	5	4
Committee Independence	100%	100%	100%

C = Committee Chair

M = Committee Member

Each of the committees has authority to engage legal counsel or other experts or consultants, as it deems appropriate to carry out its responsibilities. The board of directors has affirmatively determined that each member of each committee satisfies the applicable independence requirements of the SEC and Nasdaq and is free of any relationship that would impair his or her individual exercise of independent judgment with regard to the Company. Below is a description of each committee of the board of directors.

Audit Committee

Current Committee Members

- G. Bradley Cole (Chair)
- Kimberlee S. Caple
- Rodney Cotton
- Tiffany P. Olson

Financial Expertise and Independence

Our board of directors has determined, based upon the recommendation of the Nominating and Corporate Governance Committee, that all members of the Audit Committee are “independent” in accordance with the Nasdaq listing standards and SEC rules applicable to boards of directors in general and audit committee members in particular. The Board has determined that Mr. Cole qualifies as an “audit committee financial expert” as defined by the applicable SEC rules and that each member of the Audit Committee is “financially sophisticated.”

Audit Committee Report

The report of the Audit Committee is set forth below under “Report of the Audit Committee of the Board of Directors.”

Primary Responsibilities

We have adopted a committee charter that details the primary responsibilities of the Audit Committee, including:

- Evaluating the performance, independence and qualifications of our independent auditors and determining whether to retain our existing independent auditors or engage new independent auditors;
- Reviewing and approving the engagement of our independent auditors to perform audit services and any permissible non-audit services;
- Monitoring the rotation of partners of our independent auditors on our engagement team as required by law;
- Prior to engagement of any independent auditor, and at least annually thereafter, reviewing relationships that may reasonably be thought to bear on their independence, and assessing and otherwise taking the appropriate action to oversee the independence of our independent auditor;
- Reviewing our annual and quarterly financial statements and reports, including the disclosures contained under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and discussing the statements and reports with our independent auditors and management;
- Reviewing, with our independent auditors and management, significant issues that arise regarding accounting principles and financial statement presentation and matters concerning the scope, adequacy and effectiveness of our financial controls;
- Reviewing with management and our independent auditors, as appropriate, the adequacy and effectiveness of our cybersecurity policies;
- Reviewing with management and our independent auditors any earnings announcements and other public announcements regarding material developments;
- Establishing procedures for the receipt, retention and treatment of complaints received by us regarding financial controls, accounting or auditing matters and other matters;
- Preparing the report that the SEC requires in our annual proxy statement;
- Reviewing and providing oversight of any related-person transactions in accordance with our related person transaction policy;
- Reviewing and monitoring compliance with legal and regulatory responsibilities, including any material reports or inquiries from regulatory or governmental agencies, other legal matters that could have a significant impact on the Company’s financial statements and our code of business conduct and ethics (“Ethics Code”);
- Reviewing our major risk exposures, including our major financial risk exposures, and reviewing the implementation of guidelines and policies to identify, monitor and control exposures to strategic, financial, operational, regulatory, and other risks inherent in our business;
- Reviewing on a periodic basis our investment policy;
- Reviewing the Company’s indemnification and insurance coverage for the Company’s directors and executive officers;
- Reviewing and evaluating on an annual basis the performance of the Audit Committee and the Audit Committee Charter; and
- Reviewing and providing oversight of any risks associated with cyber security, including with risks related to artificial intelligence.

Report of the Audit Committee of the Board of Directors*

The Audit Committee has reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2025, with management of the Company. The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (the “PCAOB”). The Audit Committee has also received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the independent accountants’ communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm the accounting firm’s independence. Based on the foregoing, the Audit Committee has recommended to the board of directors that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

- **G. Bradley Cole** (Chair)
- **Kimberlee S. Caple**
- **Rodney Cotton**
- **Tiffany P. Olson**

* The material in this report is not “soliciting material,” is not deemed “filed” with the SEC and is not to be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the 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.

Compensation Committee

Current Committee Members

- Ellen Goldberg (Chair)
- G. Bradley Cole
- Rodney Cotton
- Miles D. Harrison

Independence

Our board of directors has determined, based upon the recommendation of the Nominating and Corporate Governance Committee, that all members of the Compensation Committee are “independent” in accordance with the Nasdaq listing standards and SEC rules applicable to boards of directors in general and compensation committees in particular. In addition, all members of the Compensation Committee qualify as “non-employee directors” for purposes of Rule 16b-3 under the Exchange.

Compensation Committee Interlocks and Insider Participation

During 2025, each of Ms. Goldberg, Mr. Cole, Mr. Cotton and Mr. Harrison served as members of the Compensation Committee. No such individual is a current or former officer or employee of the Company. During 2025, none of our executive officers served on the board of directors or compensation committee of any other company that has an executive officer serving on our Board or the Compensation Committee. No person who served as a member of the Compensation Committee during 2025 had any relationship requiring disclosure by us under Item 404 of Regulation S-K.

Primary Responsibilities

We have adopted a committee charter that details the primary responsibilities of the Compensation Committee, including:

- Reviewing, modifying and approving (or if it deems appropriate, making recommendations to the full board of directors regarding) our overall compensation strategy and policies;
- Reviewing and approving or, in the case of our CEO’s compensation, making recommendations to the full board of directors regarding the compensation and other terms of employment of our executive officers;
- Reviewing and approving (or if it deems it appropriate, making recommendations to the full board of directors regarding) performance goals and objectives relevant to the compensation of our executive officers and assessing their performance against these goals and objectives;
- Reviewing and approving (or if it deems it appropriate, making recommendations to the full board of directors regarding) the equity incentive plans, compensation plans and similar programs advisable for us, as well as modifying, amending or terminating existing plans and programs;
- Evaluating risks associated with our compensation policies and practices and assessing whether risks arising from our compensation policies and practices for our employees are reasonably likely to have a material adverse effect on us;
- Reviewing and making recommendations to the full board of directors regarding the type and amount of compensation to be paid or awarded to our non-employee board members;
- Establishing policies with respect to votes by our stockholders to approve executive compensation as required by Section 14A of the Exchange Act and determining our recommendations regarding the frequency of advisory votes on executive compensation, to the extent required by law;

Delegation Authority

The Compensation Committee may delegate to one or more officers of the Company the authority to grant, amend and/or administer awards of cash or options or other equity securities to any employees or other service providers of the Company who, in either case, are not Section 16 officers under the Company's incentive-compensation or other equity-based plans as the Compensation Committee deems appropriate. For more information, see the "Compensation Committee Processes and Procedures" section of this Proxy Statement.

Role of Executive Officers and Compensation Consultant

See the "Compensation Committee Processes and Procedures" section below and "Role of Independent Compensation Consultant" in the "Compensation Discussion and Analysis" section of this Proxy Statement for a discussion of the role of our executive officers and compensation consultant in determining executive compensation.

Compensation Committee Report

The report of the Compensation Committee is set forth under "Compensation Committee Report" in the "Compensation Discussion and Analysis" section of this Proxy Statement.

- Reviewing and assessing the independence of compensation consultants, legal counsel and other advisors as required by Section 10C of the Exchange Act;
- Reviewing the Company's peer group to determine pay levels;
- Administering our equity incentive plans;
- Establishing policies with respect to equity compensation arrangements;
- Reviewing the competitiveness of our executive compensation programs and evaluating the effectiveness of our compensation policy and strategy in achieving expected benefits to us;
- Reviewing and making recommendations to the full board of directors regarding the terms of any employment agreements, severance arrangements, change in control protections and any other compensatory arrangements for our executive officers;
- Reviewing with management and approving our disclosures under the caption "Compensation Discussion and Analysis" in our periodic reports or proxy statements to be filed with the SEC, to the extent such caption is required to be included in any such report or proxy statement;
- Preparing the report that the SEC requires in our annual proxy statement;
- Reviewing and assessing on an annual basis the performance of the Compensation Committee and the Compensation Committee Charter; and
- Overseeing policies and strategies relating to human capital management.

Compensation Committee Processes and Procedures

Per its charter, the Compensation Committee meets approximately quarterly and with greater frequency, if necessary. The agenda for each meeting is developed by the chair of the Compensation Committee, in consultation with the CEO based on the responsibilities as outlined in its charter. The Compensation Committee meets regularly in executive session. However, from time to time, various members of management and other employees as well as outside advisors or consultants may be invited by the Compensation Committee to make presentations, to provide financial or other background information or advice or to otherwise participate in Compensation Committee meetings. The CEO does not participate in, and is not present during, any deliberations or determinations of the Compensation Committee regarding his compensation or individual performance objectives. The charter of the Compensation Committee grants the Compensation Committee full access to all books, records, facilities and personnel of the Company. In addition, under its charter, the Compensation Committee has the authority to obtain, at the expense of the Company, advice and assistance from internal and external legal or accounting advisors and other external resources that the Compensation Committee considers necessary or appropriate in the performance of its duties. The Compensation Committee has direct responsibility for the oversight of the work of any advisers engaged for the purpose of advising the Compensation Committee. In particular, the Compensation Committee has the sole authority to retain compensation consultants to assist in its evaluation of executive and director compensation, including the authority to approve the consultant's reasonable fees and other retention terms. Under its charter, to the extent required by SEC and Nasdaq rules, the Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Compensation Committee, other than in-house legal counsel and certain other types of advisers,

only after taking into consideration six factors, prescribed by the SEC and Nasdaq Listing Rule 5605(d)(3)(D), that bear upon the adviser's independence; however, there is no requirement that any adviser be independent.

During the fiscal year ended December 31, 2025, after taking into account the considerations prescribed by the SEC and Nasdaq described above, the Company engaged AON's Human Capital Solutions Practice, a division of AON plc ("AON"), as its compensation consultant. AON was retained to provide an assessment of the Company's executive compensation programs in comparison to executive compensation programs at selected publicly traded peer companies. As part of its engagement, AON was requested by the Compensation Committee to develop the peer group of comparative companies and to perform analyses of compensation levels for that group. AON developed peer group and related recommendations that were presented to the Compensation Committee for its consideration.

Under its charter, the Compensation Committee may form, and delegate authority to, subcommittees as appropriate. The Compensation Committee has delegated authority to the CEO and Chief Financial Officer, acting jointly (together, the "Authorized Officers"), to grant, without any further action required by the Compensation Committee, equity awards to employees who are below the level of vice president of the Company, within specific approved ranges, which vary by position classification, as set forth by the Compensation Committee. The purpose of this delegation of authority is to enhance the flexibility of equity award administration within the Company and to facilitate the timely grant of equity awards to non-executive employees and consultants under the 2019 Equity Incentive Plan (the "2019 Plan") within specified limits approved by the Compensation Committee. Typically, as part of its oversight function, the Compensation Committee will review the list of predetermined schedule grants made by the Authorized Officers, without the use of material nonpublic information, at each regularly scheduled in-person meeting. Predetermined grants are issued bi-monthly, mid-month and at the end of the month, with a standard four-year vesting term. See also "Pay Versus Performance—Policies and Practices Related to the Grant of Certain Equity Awards Close in Time to the Release of Material Nonpublic Information."

The Compensation Committee holds one or more meetings at the end of the year and/or during the first quarter of the year to discuss and make recommendations to the board of directors for annual compensation adjustments, annual bonuses, annual equity awards, and new corporate performance objectives. For executives other than the CEO, the Compensation Committee solicits and considers evaluations and recommendations submitted to the Compensation Committee by the CEO. In the case of the CEO, the evaluation of his performance is conducted by the Compensation Committee and is recommended to the board of directors.

Nominating and Corporate Governance Committee

Current Committee Members

- Tiffany Olson (Chair)
- Kimberlee S. Caple
- Ellen Goldberg
- Miles D. Harrison

Independence

Our board of directors has determined, based upon the recommendation of the Nominating and Corporate Governance Committee, that all members of the Nominating and Corporate Governance Committee are “independent” in accordance with Nasdaq listing standards.

Primary Responsibilities

We have adopted a committee charter that details the primary responsibilities of the Nominating and Corporate Governance Committee, including:

- Identifying, reviewing and evaluating candidates to serve on our board of directors consistent with criteria approved by our board of directors;
- Determining the minimum qualifications for service on our board of directors;
- Evaluating director performance on the board and applicable committees of the board and determining whether continued service on our board is appropriate;
- Evaluating, nominating and recommending individuals for membership on our board of directors;
- Evaluating nominations by stockholders of candidates for election to our board of directors;
- Considering and assessing the independence of members of our board of directors;
- Reviewing succession planning for our management team;
- Developing a set of corporate governance policies and principles, including our Ethics Code, periodically reviewing and assessing these policies and principles and their application and recommending to our board of directors any changes to such policies and principles;
- Reviewing and providing oversight of our sustainability program;
- Considering questions of possible conflicts of interest of directors as such questions arise; and
- Reviewing and assessing on an annual basis the performance of the Nominating and Corporate Governance Committee and the Nominating and Corporate Governance Committee Charter.

Director Nomination Process and Qualifications

Candidates for director nominees are reviewed in the context of the current composition of the board of directors, the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Nominating and Corporate Governance Committee typically considers diversity, age, skills and such other factors as it deems appropriate, given the current needs of the board of directors and the Company, to maintain a balance of knowledge, experience and capability.

In the case of incumbent directors whose terms of office are set to expire, the Nominating and Corporate Governance Committee reviews these directors' overall service to the Company during their terms, including the number of meetings attended, level of participation, quality of performance and any other relationships and transactions that might impair the directors' independence. In the case of new director candidates, the Nominating and Corporate Governance Committee also determines whether the nominee is independent for Nasdaq purposes, which determination is based upon applicable Nasdaq listing rules, applicable SEC rules and regulations and the advice of counsel, if necessary. The Nominating and Corporate Governance Committee conducts any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the board of directors. The Nominating and Corporate Governance

Committee meets to discuss and consider the candidates' qualifications and then selects a nominee for recommendation to the board of directors by majority vote.

Director Candidates Recommended by Stockholders

The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders. The Nominating and Corporate Governance Committee does not alter the manner in which it evaluates candidates, including the minimum criteria set forth above, based on whether or not the candidate was recommended by a stockholder. Stockholders who wish to recommend individuals for consideration by the Nominating and Corporate Governance Committee to become nominees for election to the board of directors may do so by delivering a written recommendation to the Nominating and Corporate Governance Committee at Castle Biosciences, Inc., 1500 W. Parkwood Ave, Suite 400, Friendswood, Texas 77546 Attn: Corporate Secretary. Stockholders must also satisfy the notification, timeliness, consent, and information requirements set forth in our bylaws. Certain of these requirements are also described in the "Stockholder Proposals for the 2027 Annual Meeting of Stockholders" section of this Proxy Statement.

DIRECTOR COMPENSATION

The following table sets forth in summary certain information concerning the compensation that was earned by each of our non-employee directors during the fiscal year ended December 31, 2025:

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) ⁽¹⁾⁽²⁾	Option Awards (\$) ⁽¹⁾⁽³⁾	Total (\$)
Daniel M. Bradbury	97,056	217,169	—	314,225
Kimberlee S. Caple	64,019	217,169	—	281,188
G. Bradley Cole	76,519	217,169	—	293,688
Rodney Cotton ⁽⁴⁾	66,519	250,763	—	317,282
Ellen Goldberg	69,113	217,169	—	286,282
Miles D. Harrison	66,425	217,169	—	283,594
Tiffany P. Olson	69,019	217,169	—	286,188

- (1) In accordance with SEC rules, this column reflects the aggregate grant date fair value of the stock option and all restricted stock units ("RSU") awards granted in 2025 computed in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic ("ASC 718"). Accordingly, these amounts will vary from the stated value of the awards in the Non-Employee Director Compensation Policy described below. Assumptions used in the calculation of these amounts are described in Note 14 to our consolidated financial statements appearing in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025. The amounts reported in this column reflect the accounting value of these awards and do not correspond to the actual economic value that ultimately may be realized by our non-employee directors.
- (2) As of December 31, 2025, the number of shares outstanding under all RSUs held by Mr. Cotton and each of our other non-employee directors was 24,326 and 13,667, respectively.
- (3) As of December 31, 2025, the aggregate number of shares subject to all outstanding options to purchase our common stock held by our non-employee directors were: Mr. Bradbury, 49,921, Ms. Caple, 13,012, Mr. Cole, 74,669, Ms. Goldberg, 13,012, Mr. Harrison, 35,026, and Ms. Olson, 16,962.
- (4) Mr. Cotton received an equity award on May 8, 2025 to address a grant of RSUs made to him in 2024 that was smaller at the time of grant due to the annual director compensation limit. This grant consisted of 1,952 RSUs vested in full on May 21, 2025.

Mr. Maetzold, our President and CEO, is also a member of our board of directors but did not receive any additional compensation for his service as a director. See the section titled “Compensation Discussion and Analysis—Elements of Our Executive Compensation Program” below for more information regarding the compensation earned by Mr. Maetzold.

We have reimbursed and will continue to reimburse all of our non-employee directors for their travel, lodging and other reasonable expenses incurred in attending meetings of our board of directors and committees of our board of directors.

Non-Employee Director Compensation Policy

Our board of directors has adopted a non-employee director compensation policy that is applicable to each member of our board of directors who is not also serving as an employee or consultant. Our Compensation Committee reviews non-employee director compensation levels at least annually and either approves, or submits recommendations to our Board with respect to, any changes in non-employee director compensation levels.

Cash Compensation

The following table sets forth the annual cash retainer from January 1, 2025 through the time immediately preceding the closing of the polls of the 2025 Annual Meeting of Stockholders on May 22, 2025:

Name	Members (\$)	Chair (\$)
Directors	47,500	45,000 ⁽¹⁾
Audit Committee	10,000	20,000 ⁽²⁾
Compensation Committee	7,500	20,000 ⁽²⁾
Nominating and Corporate Governance Committee	5,000	10,000 ⁽²⁾

(1) An additional cash retainer for service as chair of the board of directors.

(2) An additional cash retainer for service as Chair of the Audit Committee, Compensation Committee and the Nominating and Corporate Governance Committee, respectively (committee chairs will not receive the cash retainer as a member of the respective committee in addition to the committee chair service retainer).

In 2025, AON, our Compensation Committee's independent compensation consultant reviewed the market competitiveness of our non-employee director compensation policy relative to our compensation peer group and recommended certain changes based on governance best practices and market trends to ensure we can attract and retain a highly qualified board of directors.

Our Compensation Committee approved an amendment to our non-employee director compensation policy effective on May 22, 2025 that provided for an increase to the annual cash retainer for service (a) on the board of directors from \$47,500 to \$50,000 and (b) as chair of the board of directors from \$45,000 to \$50,000. Such amendment also provided for an increase to the target grant date fair value of annual equity awards awarded to continuing directors from \$200,000 to \$250,000. The change to the annual cash retainers became effective immediately following the 2025 Annual Meeting of Stockholders and the change to the target grant date fair value of equity awards applied to awards granted at the 2025 Annual Meeting of Stockholders. Our Compensation Committee also approved an amendment to our non-employee director compensation policy effective on August 5, 2025 that provided for (i) a six-month service period by any new director that must be satisfied before such new director becomes eligible to receive an annual grant of equity award and (ii) proration of a director's first annual equity award based on the number of completed months served, subject to the new six-month service period required by any new director for eligibility to receive an annual grant of equity awards.

Equity Compensation

- **New Directors:** Upon joining the Board, directors receive an initial equity grant valued at \$350,000, consisting of a RSU award covering a number of shares of common stock generally calculated by dividing \$350,000 by the average of the closing prices of our common stock for each trading day within the 30 calendar days prior to the grant date rounded down to the nearest whole share. The shares subject to the initial equity grant will vest in a series of three successive equal annual installments over the three-year period measured from the date of grant.
- **Current Directors:** As mentioned above, effective for the annual equity awards granted at the 2025 Annual Meeting of Stockholders, annually, following each annual meeting of stockholders, our directors receive an equity grant valued at \$250,000, consisting of an RSU award covering a number of shares of common stock calculated by dividing \$250,000 by the average of the closing prices of our common stock for each trading day within the 30 calendar days prior to the grant date rounded down to the nearest whole share. The shares subject to the annual equity grant vest in full on the earlier of a) the one-year anniversary of the date of grant or b) the day immediately preceding the next annual meeting following the date of grant. Also, as mentioned above, the six-month service requirement and proration mechanics apply to annual equity awards made on or after August 5, 2025.

In making the decision to allocate grants as RSUs, the Compensation Committee has continued to monitor the market trends and the investor preference for the Board to be aligned long-term with stockholder value creation. The Board believes that RSUs provide compensation for current service and reinforce the ownership culture that we have built.

Each of the RSU grants described above were, or will be, granted under and subject to the terms of the 2019 Plan. Each such RSU grant will vest subject to the director's continuous service to us, provided that each RSU will vest in full upon a change in control (as defined in the 2019 Plan). An eligible director may decline all or any portion of his or her compensation by giving notice to us prior to the date cash may be paid or equity awards are to be granted, as the case may be.

Pursuant to our 2019 Plan, in any calendar year, the total cash fees paid, together with equity awards granted, to any non-employee director for service on the Board will not exceed \$350,000 in total value or, with respect to the calendar year in which a non-employee director is first appointed or elected to the Board, \$550,000 and, in each case, calculating the value of equity awards based on the grant date value of such awards for financial reporting purposes.

STOCK OWNERSHIP GUIDELINES

Based on stockholder feedback, the board of directors adopted Stock Ownership Guidelines that apply to our CEO, our other Section 16 officers and our non-employee directors. The guideline multiple for directors is three times amount of annual cash retainer. See the section entitled: "Compensation Discussion and Analysis—Stock Ownership Guidelines" section in this Proxy Statement for more information.

CORPORATE RESPONSIBILITY PROGRAM

Board Oversight

We believe that building a strong corporate responsibility program that is relevant to our core business and our stakeholders is essential for success. Currently, our Nominating and Corporate Governance Committee Charter includes the review and oversight of our corporate responsibility program, which was designed to ensure appropriate oversight of relevant business risks and opportunities in ways that optimize opportunities to make positive impacts while advancing long-term goals. We are committed to advancing our corporate responsibility strategy, assessing key metrics that support operational efficiency and long-term success.

Fostering a Workplace That Attracts and Retains Top Talent

We thrive on the contributions each person brings to Castle by valuing inclusion, developing talent, fostering teamwork and rewarding success. We understand the importance of maintaining a strong corporate culture with our employees at the center, based on the cornerstones we laid in 2008 at our inception: trust, excellence, collaboration, integrity, innovation and excitement. To foster these values and to attract and retain quality employees, we strive to hire, develop and promote a workforce that shares our mission and cultivates a culture of inclusion.

Employee Engagement

We value the unique perspective our employees bring to the organization and encourage open channels of communication. In June 2025, we conducted our fifth annual employee engagement survey to understand what was working well at Castle and what opportunities we had for improvement. We received feedback from over 94% of our employees and achieved an engagement score of 83%, meaning that 83% of our employees are engaged or enthusiastically engaged in the culture at Castle. Our engagement score was 11% higher than the healthcare benchmark average for other healthcare companies who conducted the same employee engagement survey in 2025.

Human Capital Management

As a rapidly growing company, we have begun to transform and modernize our culture and talent management by implementing Human Capital Management reporting and practices to establish a foundation to enable leaders to monitoring talent trends, better hire talent, manage teams, and manage turnover talent risks. These practices include standards for setting goals, performance evaluations, succession planning, and learning and development.

The health and safety of our employees is paramount, and our success is fundamentally connected with the well-being of our people. Thus, the health and well-being of our employees is our top priority and in recognition of this, we aim to provide a robust health and wellness package, including:

- competitive salary;
- annual bonus opportunity;
- equity compensation, including stock options and/or RSUs and participation in our employee stock purchase plan;
- defined contribution 401(k) plan with employer matching contributions;
- medical, dental and vision plans with generous Company support;
- paid maternity, paternity and adoption leave policies;
- paid holidays and paid time off;
- an employee assistance program; and
- wellness initiatives and incentives

Social Responsibility

We are committed to improving health through innovative tests that help guide patient care, which includes our efforts to make our tests more accessible and more affordable, and we engage with organizations who share these goals.

We believe that quality care should not be dependent on a patient's financial situation. We work with a variety of insurance providers to obtain payment for our tests, including Medicare, Medicaid, commercial insurers and the United States Department of Veterans Affairs. We also offer financial support through our Patient Assistance Program.

We also believe that investing in local communities to create social outcomes is at the heart of generating our culture of inclusion, and we believe in giving back to the communities in which we live and work. Patient advocacy is at the center of our community engagement strategy. We are proud to work alongside some of the leading skin cancer, esophageal cancer, and ocular cancer organizations through fundraising efforts, educational sponsorship, community development efforts, charity drives, and partnerships targeted at patient groups who may benefit from our tests.

Code of Business Conduct and Ethics

We have a written Ethics Code that applies to all officers, directors and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. The Ethics Code is available on our website at www.CastleBiosciences.com. If we ever were to amend or waive any provision that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or any person performing similar functions, we intend to satisfy our disclosure obligations, if any, with respect to any such waiver or amendment by posting such information on our website, rather than by filing a Current Report on Form 8-K.

Strong Governance

Our board of directors and senior leadership actively support and promote strong governance and risk management across Castle. This culture of transparency and accountability affirms our unwavering commitment to our values. Our board members set the tone for Castle and, along with all employees, are required to comply with the standards in our Ethics Code, which we believe is based on best practices that meet or exceed current rules and regulations of the SEC and Nasdaq listing standards.

We are committed to conducting our business in a manner that is fair, ethical and responsible to earn and maintain the trust of our stakeholders. Castle is committed to working with vendors willing to support our initiatives. Recently, we published a Vendor Code of Conduct that addresses our expectations of all Castle vendors regarding responsible and ethical conduct. This includes compliance with anti-bribery and anti-corruption laws; prohibition of discrimination and harassment; and upholding product quality, fair labor practices, health and safety, and environmental laws.

Our Board, including through its Audit Committee, is responsible for overseeing our risk management processes and regularly discusses with management our risks and subsequent strategies. We have implemented risk management programs to foster compliance with applicable laws and regulations governing ethical business practices. Our employees are responsible for complying with our data security standards and complete mandatory annual training to understand the behaviors and technical requirements necessary to keep patient personally identifiable information secure. In 2025, 99% of Castle employees completed training on compliance, fraud, waste and abuse.

Our IT team works 24/7 and uses a combination of advanced tools and innovative technologies to help protect our stakeholders' data. We also employ ongoing education for team members to recognize and report suspicious activity. We leverage the latest encryption configurations and cybertechnologies on our systems, devices, and third-party connections and further review vendor encryption to ensure proper information security safeguards are maintained. Our IT team, along with our senior management, evaluate material risks from cybersecurity threats against our overall business objectives and reports to the Audit Committee.

We routinely engage with our stakeholders to better understand their views on corporate responsibility matters, carefully considering the feedback we receive and acting when appropriate.

Information about our corporate responsibility efforts can be found on our website at <https://castlebiosciences.com/company/corporateresponsibility>.

STOCKHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS

The board of directors has adopted a formal communication process by which stockholders may communicate with the board of directors or any individual director. Stockholders who wish to communicate with our board of directors or with an individual director may do so by mail to our board of directors or the individual director, in care of the Company at Castle Biosciences, Inc., 1500 W. Parkwood Ave, Suite 400, Friendswood, Texas 77546, Attn: Corporate Secretary. Each communication must set forth (i) the name and address of the stockholder on whose behalf the communication is sent and (ii) the number of Company shares that are owned beneficially by such stockholder as of the date of the communication. Each communication will be reviewed by the Company's Corporate Secretary to determine whether it is appropriate for presentation to the board of directors or such director. Examples of inappropriate communications include advertisements, solicitations or hostile communications. Communications determined by the Company's Corporate Secretary to be appropriate for presentation to the board of directors or such director will be submitted to the board of directors or such director on a periodic basis.

Proposal Two

**Ratification of Selection
of Independent Registered
Public Accounting Firm**

Proposal 2: Ratification of Selection of Independent Registered Public Accounting Firm

The Audit Committee has selected KPMG LLP (“KPMG”) as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2026, and has further directed that management submit the selection of its independent registered public accounting firm for ratification by the stockholders at the Annual Meeting. KPMG has audited the Company’s financial statements since 2018. A representative of KPMG is expected to be present at the Annual Meeting. Such representative will be provided an opportunity to make a statement if he or she so desires and will be available to respond to appropriate questions presented at the meeting.

Neither the Company’s amended and restated bylaws nor other governing documents or law require stockholder ratification of the selection of KPMG as the Company’s independent registered public accounting firm. However, the Audit Committee is submitting the selection of KPMG to stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain the firm. Even if the selection is ratified, the Audit Committee in its direction may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and its stockholders.

Principal Accountant Fees and Services

The following table represents aggregate fees billed to the Company by KPMG for the fiscal years ended December 31, 2025, and 2024:

	Years Ended December 31,	
	2025	2024
Audit Fees ⁽¹⁾	\$ 2,710,753	\$ 2,492,819
All Other Fees ⁽²⁾	1,780	9,280
Total	\$ 2,712,533	\$ 2,502,099

- (1) Audit Fees consist of fees incurred in connection with the annual audit and quarterly reviews of our financial statements, audits required by public company regulation, professional consultations with respect to accounting issues, registration statement filings and issuances of consents and similar matters.
- (2) All Other Fees in both 2025 and 2024 consisted primarily of costs associated with an online accounting research tool. In 2024, such fees also included costs related to a training portal.

All fees described above were pre-approved by the Audit Committee and the Audit Committee concluded that the provision of such services by KPMG did not impact KPMG’s independence in the conduct of its auditing functions.

Under its charter, the Audit Committee has the responsibility for ensuring the rotation of audit partners as required by law and, if deemed appropriate, adopt a policy regarding rotation of auditing firms.

Pre-Approval Policies and Procedures

The Audit Committee has adopted a policy and procedure for the pre-approval of audit and non-audit services rendered by the Company's independent registered public accounting firm. Pre-approval may be given as part of the Audit Committee's approval of the scope of the engagement of the independent registered public accounting firm or on an individual, case-by-case basis before the independent registered public accounting firm is engaged to provide each service.

The Audit Committee has determined that the rendering of services other than audit services by KPMG is compatible with maintaining the principal accountant's independence.

FOR

The Board of Directors Recommends a Vote **"FOR"** Ratification of the Selection of KPMG.

Proposal Three

**Advisory Vote on Named
Executive Officer Compensation**

Proposal 3: Advisory Vote on Named Executive Officer Compensation

Background

In accordance with the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) and Section 14A of the Exchange Act, our stockholders are entitled to cast a non-binding, advisory vote to approve the compensation of our named executive officers (our “Named Executive Officers” or “NEOs”) as disclosed in this Proxy Statement. This Say-on-Pay vote is not intended to address any specific item of compensation or the compensation of any specific NEO, and instead provides our stockholders the opportunity to express their views on the overall compensation of our NEOs and Castle’s philosophy, policies and practices described in this Proxy Statement. While the results of the vote are non-binding and advisory in nature, the Board intends to carefully consider the results of this vote. Please read the “Compensation Discussion and Analysis” and “Executive Compensation Tables” sections of this Proxy Statement for additional details about our executive compensation program. Accordingly, our board of directors is asking our stockholders to indicate their support for the compensation of our NEOs as described in this Proxy Statement by casting a non-binding, advisory vote “FOR” the following resolution at the Annual Meeting:

“RESOLVED, that the compensation paid to the Company’s NEOs, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby **APPROVED**.”

We currently hold our Say-on-Pay vote every year. At our 2022 annual meeting of stockholders, our stockholders indicated “1 year” as their preferred frequency of Say-on-Pay votes. In light of this result and consistent with the Board’s recommendation, the Board has determined to hold future advisory votes on executive compensation every year. Stockholders will have an opportunity to cast an advisory vote on the frequency of Say-on-Pay votes every six years. Accordingly, the next advisory vote on the frequency of the Say-on-Pay vote is expected to occur no later than the 2028 annual meeting of stockholders.

Executive Compensation

We believe that our compensation policies and procedures are generally aligned with the long-term interests of our stockholders. Because the vote is advisory, it is not binding on us or our board of directors. Nevertheless, the views expressed by our stockholders, whether through this vote or otherwise, are important to management and our board of directors and, accordingly, our board of directors and our Compensation Committee intend to consider the results of this vote and other ongoing feedback from investors through engagement efforts in making future determinations regarding executive compensation arrangements.

FOR

The Board of Directors Recommends a Vote **“FOR”** Approval of the Compensation of Our Named Executive Officers as Disclosed in this Proxy Statement.

Proposal Four

**To Approve the Company's
Non-Employee Director
Compensation Policy**

Proposal 4: Approval of the Company's Non-Employee Director Compensation Policy

Background

We are seeking stockholder approval of our newly adopted non-employee director compensation policy (the "Director Compensation Policy"), which sets out the compensation provided to our non-employee directors for their service on the Board. The Board believes the Director Compensation Policy will help attract, retain and appropriately compensate highly qualified individuals to serve as our non-employee directors, which we believe is critical to our long-term success, and that stockholder approval of the Director Compensation Policy is in the best interests of Castle and our stockholders. If this Proposal 4 is approved by our stockholders, it will supersede any previous non-employee director compensation policies or arrangements we have in place.

In January 2026, the Compensation Committee engaged AON, its independent compensation consultant, to evaluate the competitiveness of our non-employee director compensation. After reviewing AON's market analysis, which was based on the same peer group used to evaluate executive compensation, and upon the recommendation of AON, the Compensation Committee and the Board determined that the overall structure of the program remained appropriate, but that certain components should be adjusted to remain market-competitive.

In March 2026, the Board approved the Director Compensation Policy, which incorporates these market-competitive adjustments, including increases to the annual cash retainer (from \$50,000 to \$55,000), the initial equity grant value (from \$350,000 to \$400,000), and the annual equity grant value (from \$250,000 to \$260,000), as described in more detail below.

Summary of Director Compensation Policy

The following summary of the material terms of the Director Compensation Policy is qualified in its entirety by reference to the full text of the Director Compensation Policy, a copy of which is attached as **Appendix A** to this Proxy Statement and which is incorporated by reference into this Proposal 4. Stockholders should refer to **Appendix A** for a more complete description of the Director Compensation Policy.

Cash Compensation

The Director Compensation Policy provides that each of our non-employee directors will automatically, and without further action by the Board or Compensation Committee, receive cash compensation solely in the form of annual retainers, as set forth in the table below. The annual retainer amounts are payable in equal quarterly installments, in arrears following the end of each quarter in which the service occurred, pro-rated for any partial months of service.

Annual Retainer	\$55,000
Additional Retainer for Board Chair	\$50,000
Additional Retainer for Audit Committee Chair	\$20,000
Additional Retainer for Audit Committee Member (non-Chair)	\$10,000
Additional Retainer for Compensation Committee Chair	\$20,000
Additional Retainer for Compensation Committee Member (non-Chair)	\$7,500
Additional Retainer for Nominating and Corporate Governance Committee Chair	\$10,000
Additional Retainer for Nominating and Corporate Governance Committee Member (non-Chair)	\$5,000

Equity Compensation

The Director Compensation Policy provides for equity grants, beginning with annual grants to be made following the Annual Meeting.

Initial Grant for New Directors: Upon joining the Board, non-employee directors will automatically receive an initial equity grant (the "Initial Grant") valued at \$400,000, consisting of a RSU award covering a number of shares of common stock calculated by dividing \$400,000 by the average of the closing prices of our common stock for each trading day within the 30 calendar days prior to the grant date (such price, the "Average Price"), rounded down to the nearest whole share (the "Total Initial Shares"). In the event that more than one non-employee director is elected or appointed within a single calendar year, for each non-employee director elected or appointed after the first election or appointment of a non-employee director in such calendar year (each, a "Subsequent Director"), if the Average Price calculated for purposes of determining the Total Initial Shares underlying the Initial Grant for a Subsequent Director has not increased or decreased by more than 10% compared to the Average Price calculated for purposes of determining the Total Initial Shares underlying the Initial Grant for the first non-employee director elected or appointed in that same calendar year (the "First Director"), then the Total Initial Shares underlying the Initial Grant for such Subsequent Director shall be equal to the Total Initial Shares calculated for the First Director. The shares subject to the Initial Grant will vest in a series of three successive equal annual installments over the three-year period measured from the grant date.

Annual Grant: At the close of business on the date of each annual meeting of stockholders, beginning with the Annual Meeting, each of our non-employee directors will automatically receive an annual equity grant (the "Annual Grant") valued at \$260,000, consisting of an RSU award covering a number of shares of common stock calculated by dividing \$260,000 by the Average Price, rounded down to the nearest whole share. The shares subject to the Annual Grant vest in full on the earlier of a) the one-year anniversary of the date of grant or b) the day immediately preceding the next annual meeting following the date of grant. In addition, the Director Compensation Policy provides for (i) a six-month service period by any new non-employee director that must be satisfied before such new non-employee director becomes eligible to receive an Annual Grant and (ii) proration of a non-employee director's first Annual Grant based on the number of completed months served, subject to the six-month service period required by any new non-employee director for eligibility to receive an Annual Grant.

Each Initial Grant and Annual Grant will vest subject to the non-employee director's continuous service to us, provided that each such grant will vest in full upon a change in control (as defined in the 2019 Plan).

Reimbursement of Expenses

We will reimburse non-employee directors for ordinary, necessary and reasonable out-of-pocket travel expenses to cover in-person attendance at and participation in Board and committee meetings, provided that the non-employee director timely submits appropriate documentation substantiating such expenses in accordance with our travel and expense policy, as in effect from time to time.

Additional Requirements

In making any future changes to compensation payable to non-employee directors, the Board or Compensation Committee will evaluate the practices of the peer group of companies that serve as references for executive compensation benchmarking, as well as then-current general best practices regarding director compensation.

The Compensation Committee will review the Director Compensation Policy on at least an annual basis and engage an independent compensation consultant to assist in such review.

Furthermore, the Company will not permit compensation to be paid to non-employee directors for their service as such other than as provided for in the Director Compensation Policy (as amended from time to time), unless there are extraordinary circumstances as determined by the Compensation Committee or the Board.

All payments to non-employee directors will be disclosed in accordance with applicable law, regulations and exchange or national market system requirements.

FOR

The Board of Directors Recommends a Vote **“FOR”** Approval of the Company's Non-Employee Director Compensation Policy.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding the ownership of the Company's common stock as of March 20, 2026 by (i) each of our directors; (ii) each of our NEOs; (iii) all of our current executive officers and directors as a group; and (iv) all those known by the Company to be beneficial owners of more than 5% of its common stock. Applicable percentages are based on 30,290,086 shares outstanding on March 20, 2026, adjusted as required by rules promulgated by the SEC. Except as otherwise noted below, the address for each person or entity listed in the table is c/o Castle Biosciences, Inc., 1500 W. Parkwood Ave, Suite 400, Friendswood, Texas 77546.

We have determined beneficial ownership in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities. In addition, the rules include shares of common stock issuable pursuant to the exercise of stock options or RSUs that are either immediately exercisable or settleable or exercisable or settleable on or before May 19, 2026, which is 60 days after March 20, 2026. These shares are deemed to be outstanding and beneficially owned by the person holding those options or RSUs for the purpose of computing the percentage ownership of that person, but they are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the persons or entities identified in this table have sole voting and investment power with respect to all shares shown as beneficially owned by them, subject to applicable community property laws.

Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
Greater than 5% Stockholders		
BlackRock, Inc. ⁽¹⁾	2,338,005	7.7 %
The Vanguard Group ⁽²⁾	1,832,535	6.0 %
Portloan Capital Management, LLC ⁽³⁾	1,611,099	5.2 %
Principal Financial Group, Inc. ⁽⁴⁾	1,585,639	5.3 %
RTW Investments, LP ⁽⁵⁾	2,115,237	7.0 %
Directors and NEOs		
Daniel M. Bradbury ⁽⁶⁾	71,885	*
Kimberlee S. Caple ⁽⁷⁾	35,466	*
G. Bradley Cole ⁽⁸⁾	89,230	*
Rodney Cotton ⁽⁹⁾	19,331	*
Ellen Goldberg ⁽¹⁰⁾	40,266	*
Miles D. Harrison ⁽¹¹⁾	56,990	*
Tiffany P. Olson ⁽¹²⁾	42,868	*
Derek J. Maetzold ⁽¹³⁾	821,041	2.7 %
Frank Stokes ⁽¹⁴⁾	228,684	*
Kristen M. Oelschlager ⁽¹⁵⁾	289,458	*
Tobin W. Juvenal ⁽¹⁶⁾	234,585	*
All current executive officers and directors as a group (11 persons)⁽¹⁷⁾	1,929,804	6.1 %

* Represents beneficial ownership of less than 1%.

- (1) Based on information reported in Amendment No. 4 to the Schedule 13G filed with the SEC on April 23, 2025 and consists of 2,338,005 shares of common stock held by BlackRock, Inc. ("BlackRock"). BlackRock has sole voting power with respect to 2,297,650 shares of common stock. The address of BlackRock is 50 Hudson Yards, New York, NY 10001.
- (2) Based on information reported in Amendment No. 2 to the Schedule 13G filed with the SEC on January 30, 2025, and consists of 1,832,535 shares of common stock held by The Vanguard Group Inc. ("Vanguard"). Vanguard has no sole voting with respect to the shares of common stock, shared voting power with respect to 28,884 shares of common stock and no voting authority with respect to 1,832,535 shares of common stock. The address of Vanguard is 100 Vanguard Boulevard, Malvern, PA 19355.
- (3) Based on information reported in Schedule 13G filed with the SEC on April 14, 2025 and consists of 1,611,099 shares of common stock held by Portloan Capital Management, LLC ("Portloan"). Portloan has sole voting power with respect to 1,611,099 shares of common stock. The address of Portloan is: 2 International Place, 26th Floor, Boston, MA, 02110
- (4) Based on information reported in a Schedule 13G filed with the SEC on February 13, 2024 and consists of 1,585,639 shares of common stock held by Principal Global Investors, LLC ("Principal"). Principal has shared voting power with respect to 1,585,639 shares of common stock. The address of Principal is 801 Grand Avenue, Des Moines, IA 50392.
- (5) Based on information reported in a Schedule 13G filed with the SEC on February 17, 2026 and consists of 2,115,237 shares of common stock held by RTW Investments, LP ("RTW"). RTW has shared voting power with respect to 2,115,237 shares of common stock. The address of RTW is 40 10th Avenue, 7th Floor, New York, NY 10014.

- (6) Consists of (i) 8,673 shares of common stock directly held, (ii) 13,291 shares of common stock held by The Bradbury Family Trust, (iii) 49,921 shares of common stock issuable upon the exercise of stock options that are exercisable or will be exercisable or RSUs settleable within 60 days of March 20, 2026. Mr. Bradbury and his spouse are trustees of The Bradbury Family Trust and their children are beneficiaries.
- (7) Consists of (i) 22,454 shares of common stock and (ii) 13,012 shares of common stock issuable upon the exercise of stock options that are exercisable or will be exercisable or RSUs settleable within 60 days of March 20, 2026.
- (8) Consists of (i) 19,309 shares of common stock and (ii) 69,921 shares of common stock issuable upon the exercise of stock options that are exercisable or will be exercisable or RSUs settleable within 60 days of March 20, 2026.
- (9) Consists of (i) 14,002 shares of common stock and (ii) 5,329 shares of common stock issuable upon the exercise of stock options that are exercisable or will be exercisable or RSUs settleable within 60 days of March 20, 2026.
- (10) Consists of (i) 27,254 shares of common stock and (ii) 13,012 shares of common stock issuable upon the exercise of stock options that are exercisable or will be exercisable or RSUs settleable within 60 days of March 20, 2026.
- (11) Consists of (i) 21,964 shares of common stock and (ii) 35,026 shares of common stock issuable upon the exercise of stock options that are exercisable or will be exercisable or RSUs settleable within 60 days of March 20, 2026.
- (12) Consists of (i) 25,906 shares of common stock and (ii) 16,962 shares of common stock issuable upon the exercise of stock options that are exercisable or will be exercisable or RSUs settleable within 60 days of March 20, 2026.
- (13) Consists of (i) 21,479 shares of common stock held by Derek J. Maetzold, (ii) 51,566 shares of common stock held by The Maetzold Descendants 2020 Trust, (iii) 43,826 shares of common stock held by The Derek Maetzold 2020 Irrevocable Trust, (iv) 3,336 shares of common stock held by The Maetzold 2018 Remainder Trust FBO Emily Carol Kirk, (v) 3,336 shares of common stock held by The Maetzold 2018 Remainder Trust FBO Hannah Elizabeth Maetzold, (vi) 3,336 shares of common stock held by The Maetzold 2018 Remainder Trust FBO John Derek Maetzold, (vii) 3,336 shares of common stock held by The Maetzold 2018 Remainder Trust FBO Peter Douglas Maetzold, (viii) 85,959 shares of common stock held by DJM Grantor Retained Annuity Trust No. 5, (ix) 18,718 shares of common stock held by DJM Grantor Retained Annuity Trust No. 6, (x) 44,323 shares of common stock held by DJM Grantor Retained Annuity Trust No. 7, and (xi) 541,826 shares of common stock issuable upon the exercise of stock options that are exercisable or will be exercisable within 60 days of March 20, 2026. Mr. Maetzold is trustee and beneficiary of the DJM Grantor Retained Annuity Trust No. 5 and 7. Mr. Maetzold's spouse is trustee of The Maetzold Descendants 2020 Trust, and Mr. Maetzold's spouse and their children are beneficiaries. Mr. Maetzold is trustee of the Derek Maetzold 2020 Irrevocable Trust and his children are beneficiaries. Mr. Maetzold is trustee of The Maetzold 2018 Remainder Trust FBO Hannah Elizabeth Maetzold, The Maetzold 2018 Remainder Trust FBO Peter Douglas Maetzold, The Maetzold 2018 Remainder Trust FBO Emily Carol Kirk and The Maetzold 2018 Remainder Trust FBO John Derek Maetzold (collectively the "Children's Trusts") and his children are beneficiaries. Mr. Maetzold is trustee of the DJM Grantor Retained Annuity Trust No. 6 and the beneficiaries are the Children's Trusts.
- (14) Consists of (i) 60,085 shares of common stock and (ii) 168,599 shares of common stock issuable upon the exercise of stock options that are exercisable or will be exercisable within 60 days of March 20, 2026.
- (15) Consists of (i) 39,047 shares of common stock held by Kristen M. Oelschlager, (ii) 97,251 shares of common stock held by The Fritz Shorter Trust and (iii) 153,160 shares of common stock issuable upon the exercise of stock options that are exercisable or will be exercisable within 60 days of March 20, 2026. Kristen M. Oelschlager and her spouse are trustees and beneficiaries of the Fritz Shorter Trust.
- (16) Consists of (i) 86,825 shares of common stock and (ii) 147,760 shares of common stock issuable upon the exercise of stock options that are exercisable or will be exercisable within 60 days of March 20, 2026.
- (17) Consists of the shares described in footnotes (6) through (16).

Executive Officers

Our executive officers hold office at the pleasure of the board of directors and until their successors have been duly elected and qualified, unless removed sooner. Any officer elected or appointed by the board of directors may be removed at any time by the board of directors. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the board of directors. There are no family relationships among any of our directors or executive officers. The following table sets forth information concerning our executive officers as of April 8, 2026:

Name	Age	Position(s)
Derek J. Maetzold	64	President, CEO and Director
Frank Stokes	56	Chief Financial Officer
Tobin W. Juvenal	66	Chief Commercial Officer
Kristen M. Oelschlager	58	Chief Operating Officer

Derek J. Maetzold founded Castle Biosciences in September 2007 and has served as our President and CEO and as a member of our board of directors since inception. Additional information regarding Mr. Maetzold's experience and education is set forth above in the section titled "Proposal 1: Election of Directors—Class III Director Continuing in Office until Castle's 2028 Annual Meeting of Stockholders."

Frank Stokes has served as our Chief Financial Officer since December 2017. From January 2017 to December 2017, Mr. Stokes served as Chief Financial Officer of Hammock Pharmaceuticals, a specialty pharmaceutical company focused on the development and commercialization of women's health and urology products. From May 2011 to December 2016, Mr. Stokes served as a Managing Director of Leerink Swann (now SVB Leerink). Mr. Stokes also held positions as a Managing Director at Robert W. Baird & Co. Incorporated and Wachovia Securities, LLC. While at SVB Leerink and Robert W. Baird & Co., Mr. Stokes led life sciences, tools and diagnostics sector investment banking efforts, and managed financings, and mergers and acquisitions transactions. Mr. Stokes serves as a director of Exagen Inc. (NASDAQ:XGN), as the chair of its audit committee. Mr. Stokes holds a B.S. degree in business administration and a J.D. and an MBA from the University of North Carolina at Chapel Hill.

Tobin W. Juvenal has served as our Chief Commercial Officer since August 2020. Previously, he served as our Senior Vice President of Sales from October 2008 to August 2020. From December 2005 to June 2007, Mr. Juvenal served as Vice President of Sales of Encysive Pharmaceuticals Inc. Mr. Juvenal also held management positions at deCODE Genetics, Genzyme Pharmaceuticals and Genetics Institute. Mr. Juvenal holds a B.S. degree in marketing from the University of Florida.

Kristen M. Oelschlager has served as our Chief Operating Officer since April 2021. Previously, she served as our Chief Operations Officer from August 2020 to April 2021, our Senior Vice President of Clinical Operations from January 2018 to August 2020, our Vice President of Clinical Operations from 2013 to 2018 and our Executive Director of Operations from October 2008 to 2013. From May 1996 to September 2008, Ms. Oelschlager served as Director of Clinical Research of Arizona Pulmonary Specialists, where she managed a multi-specialty clinical research department. Ms. Oelschlager has co-authored multiple scientific publications and is a co-inventor of a number of our technologies. Ms. Oelschlager completed her core nursing requirements at Purdue University and holds an A.S. degree in nursing from Indiana Vocational Technical College.

Compensation Discussion and Analysis

In the Compensation Discussion and Analysis (“CD&A”) section, we describe the material components of our executive compensation program for our NEOs, whose compensation is set forth in the Summary Compensation Table and other compensation tables contained in this Proxy Statement.

This CD&A provides an overview of our executive compensation philosophy, the objectives of our executive compensation program and each material element of compensation that we provide to our executive officers. In addition, we explain how and why our Compensation Committee arrived at specific compensation policies and decisions involving our NEOs for the year ended December 31, 2025. This CD&A is intended to be read in conjunction with the immediately following tables, which include historical context for certain elements of compensation.

NAMED EXECUTIVE OFFICERS

Our NEOs for the fiscal year ended December 31, 2025, which consist of our principal executive officer (“PEO”), principal financial officer and our only other executive officers, are:

- Derek J. Maetzold, our President and CEO;
- Frank Stokes, our Chief Financial Officer;
- Tobin W. Juvenal, our Chief Commercial Officer; and
- Kristen M. Oelschlager, our Chief Operating Officer.

BUSINESS OVERVIEW

We offer innovative test solutions to aid clinicians in the diagnosis and treatment of dermatologic cancers, Barrett’s esophagus (“BE”), atopic dermatitis (“AD”), and uveal melanoma (“UM”). Since our inception in 2008, it has been our vision to transform disease management by keeping people first: patients, clinicians, employees and investors. This foundational strategy remains the guidepost for the direction of our company and the basis of long-term value creation.

Our Test Portfolio

Our portfolio consists of test offerings to aid clinicians in the diagnosis and treatment of cancers or precancerous diagnoses in the fields of dermatology, gastroenterology and ophthalmology, and most recently includes a test to guide systemic treatment decisions in patients with moderate-to-severe AD.

Maintaining commercial success for our existing test portfolio requires generating ongoing evidence, such as clinical performance and clinical use documentation, to support appropriate clinician adoption, reimbursement success and guideline inclusion. The clinical validity and utility of our test portfolio is supported by peer-reviewed publications and ongoing clinical studies. Collectively, approximately 158 peer-reviewed articles have been published demonstrating the analytical validity, clinical validity and clinical utility of the tests in our portfolio.

Our commercially available proprietary tests focus on answering clinical questions arising during the treatment of:

- Dermatologic — DecisionDx®-Melanoma, AdvanceAD-Tx™, DecisionDx®-SCC, and MyPath® Melanoma
- Barrett’s esophagus — TissueCypher® Barrett’s Esophagus Test
- Uveal melanoma — DecisionDx®-UM

2025 Performance Highlights



2025 Compensation Highlights

- Short-Term Incentive Plan - The Company achieved 138% of the corporate performance goals pre-established by our Board for the 2025 annual cash bonus program. As a result, the bonus paid to our CEO, which was based entirely on the achievement of the corporate performance goals, was equal to 138% of his target bonus opportunity, and the average bonuses paid to the other NEOs, which were based 80% on the achievement of the corporate performance goals and 20% on individual performance, was equal to 130% of their respective target bonus opportunities. See “Annual Performance-Based Cash Bonuses” below for more information.
- Performance-Based Equity - A significant portion of executive compensation in 2025 continued to be “at-risk” and performance-based. Performance-based equity awards, granted as performance-based stock units (“PSUs”), represented 50% of the CEO’s total target equity value and approximately 25% of our other NEOs’ respective total target equity values. The PSUs granted in 2025 will be earned based on achievement of pre-established corporate performance goals measured over a three-year performance period. See “Equity-Based Incentive Awards” below for more information.

EXECUTIVE COMPENSATION PHILOSOPHY AND OBJECTIVES

We have designed our executive compensation program to attract, retain, and motivate our executive officers, including our NEOs, by offering competitive compensation packages consisting of a base salary, an annual cash bonus, and long-term equity incentive awards, at a level consistent with market trends and industry data that we believe allows us to compete for the best talent in the highly-competitive environment in which we operate.

We believe the approach that has been adopted by our Compensation Committee, which includes regular stockholder outreach and consideration of the feedback we receive, with its emphasis on variable cash compensation, time-based equity awards, and performance-based equity awards, enables us to attract top talent, motivate successful short-term and long-term performance, satisfy our retention objectives, and align the compensation of our executive officers with our performance and long-term value creation for our stockholders.

SUMMARY OF OUR EXECUTIVE COMPENSATION PROGRAM

Our executive compensation program is designed to compensate our executive officers competitively based upon an assessment of compensation available in the marketplace where we compete for executive talent and our desire to achieve a balance of short-term and long-term rewards for maintaining and improving Company performance and stockholder value. It is administered by our Compensation Committee.

We believe our executive compensation program has assisted us in achieving strong performance for our customers, employees and stockholders. For example, during 2025, we generated total annual revenues of \$344.2 million, exceeding the target level of \$301.0 million established under our 2025 annual cash bonus program. See “Annual Performance-Based Cash Bonuses” below for more information.

We are strongly committed to a pay-for-performance culture which includes using cash incentives to reward in-year execution as well as long-term incentives that increase in value as the stock price improves. For 2025, 52% of our CEO's total compensation was tied to performance via cash incentives and performance-based equity awards. We compete for talent in a highly competitive industry that requires specific expertise to innovate, test and gain approval for our products in a safe manner for patients. Our compensation policies seek to balance near-term execution with long-term performance to ensure appropriate risk taking given the highly regulated industry we operate within.

Our approach to establishing executive compensation is to examine a variety of factors including market data, experience, role, history, internal pay parity, affordability and individual performance. Market-based ranges for each position, and an executive officer's positioning within that range, inform the Compensation Committee's determination of overall compensation within a competitive market range. The material elements of our executive compensation program include:

- **Base salary**, which provides a stable means of cash compensation designed to provide competitive compensation that reflects the contributions and skill levels of each executive officer.
- **Short-term incentive compensation**, consisting of our annual cash bonus program, under which our CEO's payout is based entirely on the achievement of pre-established corporate performance goals and our other NEOs' payouts are based on the achievement of pre-established corporate performance goals and individual performance. This program is designed to encourage and reward the accomplishment of goals that advance the interests of the Company and its stockholders and to create alignment and focus across the organization.
- **Long-term incentive compensation**, consisting of a mix of stock-based awards designed to reward sustained performance and align a meaningful portion of executive compensation more directly with long-term stockholder value creation.

Our executive compensation program is designed to link a significant portion of the compensation of our executive officers to defined performance objectives that we believe properly incentivize our executive officers to strive for near-term earnings and returns as well as growth in long-term stockholder value. Since 2022, our executive officers' annual equity awards have consisted of RSUs and PSUs, with PSUs representing 50% of our

CEO’s total target equity value and 25% of our other NEOs’ respective total target equity values. Beginning in 2024, the PSUs are earned based on achievement of pre-established corporate performance goals measured over a three-year performance period.

SAY-ON-PAY ADVISORY VOTE RESULTS

At our 2025 annual meeting of stockholders, approximately 94% of votes cast on the Say-on-Pay advisory proposal were in favor of our executive compensation program, demonstrating significant stockholder support for the overall structure of our executive compensation program and the compensation paid to our NEOs for 2024. The Compensation Committee considered this strong stockholder support and did not make any significant changes to the overall structure of our executive compensation program for 2025. Our Board and the Compensation Committee value our stockholders’ opinions and will continue to consider the outcome of Say-on-Pay votes when making future compensation decisions for our NEOs.



2025 STOCKHOLDER OUTREACH

We believe that active and transparent engagement with our stockholders is fundamental to our commitment to delivering sustainable long-term value. Each year, we proactively seek engagement with our top 25 stockholders. In 2025, our outreach efforts resulted in select members of our Board and management meeting with stockholders representing approximately 20% of our outstanding shares.

Our 2025 engagement discussions included feedback on our executive compensation program. Stockholders generally expressed support for the overall structure and alignment of our compensation framework with performance and long-term value creation. More specifically, stockholders indicated that the structure provided a clear framework for short-term incentives and strong alignment with performance. Further, the addition of performance stock units was viewed favorably as an enhancement to our long-term incentive design.

Feedback from these engagements is reviewed by management and our Board. Stockholder input has informed ongoing enhancements to our executive compensation program, including continued emphasis on performance-based, long-term incentives aligned with stockholder interests and key operating and financial metrics. We remain committed to maintaining open lines of communication with our stockholders and incorporating constructive feedback into our policies, practices, and strategic priorities.

COMPENSATION COMMITTEE OVERSIGHT OF COMPENSATION-RELATED RISKS

The Compensation Committee oversees Castle's compensation policies and practices, assesses risks and consequences, and recommends additional measures for mitigation. It also evaluates, approves, or recommends adjustments to compensation plans, including modifications or terminations, and oversees Castle's overall compensation strategy and policies. We have committed to numerous practices and safeguards to ensure our compensation practices align the interests of our executive officers and stockholders, including:

What We Do

- ✓ **Pay-for-Performance Philosophy and Culture.** Our executive compensation program is designed to align incentive-based compensation with Company performance.
- ✓ **Significant Portion of “At-Risk” Executive Compensation is Performance-Based.** Under our executive compensation program for 2025, 52% of the CEO's, and, on average, 31% of our other NEOs', total compensation as reported in the Summary Compensation Table consisted of performance-based cash bonuses and performance-vesting equity awards and was therefore “at risk,” which we believe aligns their short- and long-term interests with those of our stockholders.
- ✓ **Independent Compensation Committee.** The Compensation Committee is comprised solely of non-employee directors who satisfy applicable Nasdaq and SEC independence requirements.
- ✓ **Independent Compensation Consultant Reports Directly to the Compensation Committee.** The Compensation Committee engages its own compensation consultant to assist with making compensation decisions.
- ✓ **Stock Ownership Guidelines for Directors and Officers.** We maintain Stock Ownership Guidelines that require minimum ownership of our common stock by our directors, CEO and other Section 16 officers. See “Other Compensation Policies and Practices—Stock Ownership Guidelines” below for more information.
- ✓ **Multi-Year Vesting Requirements for Retention and Long- and Short-Term Alignment.** The equity awards granted to our executive officers generally vest over multiple years, consistent with current market practice and our retention objectives.
- ✓ **Annual Say-On-Pay Vote.** We hold an annual Say-on-Pay vote to allow our stockholders to approve, on an advisory basis, the compensation of our NEOs.
- ✓ **Active Stockholder Outreach.** We proactively engage with our stockholders throughout the year.
- ✓ **Clawback Policy.** Our Clawback Policy enables us to recover any incentive compensation granted, vested or paid to an executive officer during the three (3) completed fiscal years immediately preceding the date we are required to prepare an accounting restatement. Our Clawback Policy complies with Nasdaq listing standards. See “Other Compensation Policies and Practices—Clawback Policy” below for more information.
- ✓ **Prohibit Hedging or Pledging.** Our insider trading policy prohibits our employees (including executive officers) and directors from engaging in hedging or short-term speculative transactions involving our securities. See “Other Compensation Policies and Practices—Prohibition on Hedging, Short Sales and Pledging” below for more information.
- ✓ **Minimize Inappropriate Risk Taking.** Our executive compensation program is generally weighted toward long-term incentive compensation to discourage short-term risk taking, and includes goals that are quantifiable with objective criteria, multiple performance measures and caps on short-term incentive compensation.
- ✓ **Competitive Peer Group.** Our Compensation Committee selects our peers from publicly traded biotechnology companies that have a comparable market capitalization, revenue, headcount, and research focus.

What We Don't Do

- ×
No Special Health or Welfare Benefits for Executives. Our executive officers participate in broad-based, Company-sponsored health and welfare benefits programs on the same basis as our other full-time, salaried employees.
- ×
No Excessive Perquisites. As a matter of business philosophy, we offer limited perquisites to our executive officers.
- ×
No Guaranteed Bonuses. We do not guarantee bonuses for executive officers.
- ×
No Post-Employment Tax Gross-Ups. We do not provide any post-employment tax reimbursement payments (including "gross-ups") on any severance or change in control payments or benefits.
- ×
No Single-Trigger Acceleration of Equity Awards Upon a Change in Control. We use double-trigger accelerated vesting of equity awards in the event of a change in control.

Our Compensation Committee has reviewed our compensation policies and practices to assess whether they encourage our employees, including our NEOs, to take inappropriate risks. Our Compensation Committee believes that the mix and design of our compensation elements, both individually and collectively, do not encourage our employees, including our NEOs, to take inappropriate risks. The mix of fixed and variable compensation prevents undue focus on short-term results and is intended to align the long-term interests of our NEOs and our other participating employees with those of our stockholders.

Compensation Determination Process

Role of Compensation Committee

Our Compensation Committee oversees our compensation policies, plans and benefits programs and reviews and approves (or makes recommendations to our Board regarding) the compensation of our executive officers and our major compensation plans, policies and programs and assesses whether our compensation structure establishes appropriate incentives for officers and employees. The Compensation Committee conducts an annual review of all compensation components for our executive officers and may approve the compensation for all executive officers other than our CEO, for whom it recommends elements of compensation and overall bonus achievement to the independent members of our Board for approval. The Compensation Committee also reviews and recommends non-employee directors' compensation to the full Board on an annual basis. The Compensation Committee has the sole authority to select, retain, terminate and approve the fees and other retention terms of consultants as it deems appropriate to perform its duties.

Role of Management

Castle's CEO is involved in the design and implementation of our executive compensation program and is typically present at Compensation Committee meetings, except that the CEO is not present during any voting or deliberations on his compensation. In 2025, the CEO reviewed the analysis and recommendations of AON, our Compensation Committee's independent compensation consultant, with the Compensation Committee and made recommendations to the Compensation Committee regarding proposed salary, cash bonus opportunities and equity awards for our officers (other than himself). The Compensation Committee exercises its best business judgment in accepting, rejecting and/or modifying any such executive compensation recommendations, or may, if it deems appropriate, make a recommendation to the Board regarding the matter.

Role of Independent Compensation Consultant

The Compensation Committee retains an independent compensation consultant to provide professional expertise regarding a variety of executive compensation and market practices. The independent consultant assists the

Compensation Committee in setting compensation and designing a comprehensive plan. In 2025, the Compensation Committee retained AON's Talent Solutions Practice, a division of AON plc ("AON"), as its independent compensation consultant to assist it with, among other things.

- Reviewing and modifying the compensation peer group;
- Providing executive and director market pay analysis to inform policy direction;
- Developing executive and director pay programs;
- Evaluating equity pay market trends and dilution;
- Providing support with stockholder outreach;
- Making recommendations with respect to change in control and severance arrangements; and
- Reviewing certain proxy disclosures, including this CD&A.

The Compensation Committee annually evaluates the independent compensation consultant's independence and performance under the applicable SEC and Nasdaq listing standards. The Compensation Committee believes that working with an independent compensation consultant furthers our objectives to recruit and retain qualified executives, align their interests with those of our stockholders and ensure that their compensation packages will appropriately motivate and reward ongoing achievement of our corporate objectives. The Compensation Committee conducted a specific review of its relationship with AON in 2025, pursuant to applicable SEC rules and Nasdaq listing standards, and concluded that AON's work for the Compensation Committee did not raise any conflicts of interest.

Use of Competitive Data

To assess the competitiveness of our executive compensation program and compensation levels, our Compensation Committee, with the assistance of AON, examines the competitive compensation data for senior executives of our peer companies, including total compensation and each element of compensation. The Compensation Committee uses a peer group to reference recent market data and understand the marketplace. However, the Compensation Committee also recognizes the importance of considering additional factors when making compensation decisions, including individual performance, experience, history and scope of responsibility, current market conditions and the specific needs of the business at critical points in time. The Compensation Committee uses its best business judgment in setting executive compensation and uses the market data provided by AON as a reference point, rather than in a formulaic manner. The Compensation Committee conducts an annual assessment of the peer group to ensure that it reflects Castle's most current financial and sector-specific standing.

Peer Group Selection and Market Analysis

The Compensation Committee engaged its independent compensation consultant, AON, to provide competitive compensation information, including pay levels, trends and mix, to inform the design of our 2025 executive compensation program. Working with the Compensation Committee, AON constructed a peer group for Castle for the Compensation Committee's consideration and approval, after reviewing general industry data, industry-specific data and public available information in proxy statements and other SEC filings. The objective was to identify companies representing Castle's broad labor market for talent while maintaining comparability, having sufficient group size to avoid distortions from a single company, and ensuring sufficient and credible data are available. The peer group outlined below is a result of this work.

When reviewing competitive market data, the Compensation Committee examines the range of market data but does not set a specific targeted percentile as part of its compensation philosophy. An executive's positioning against the competitive labor market is intended to reflect that executive's experience, marketability and performance over time. While the Compensation Committee uses competitive benchmarking in determining appropriate compensation ranges, the Compensation Committee generally avoids making "automatic" adjustments based solely on an employee's positioning relative to the market. The Compensation Committee believes this approach better utilizes competitive data to facilitate, rather than dictate, the Company's compensation decisions, which results in appropriate recognition of our top performers.

Depending on whether the Company and an individual's performance exceed the specified performance criteria, realized total compensation during any given year may be above or below the benchmark compensation levels. The amount and structure of compensation can also vary by executive due to negotiations and competitive pressures inherent in attracting and hiring experienced diagnostic managerial talent. To help attract and retain such talent, the Compensation Committee also seeks to provide an appropriate level of employee benefits comparable to those in the diagnostics industry and to publicly traded companies.

Each year, AON reviews the external market data and evaluates the composition of our peer group to ensure it appropriately reflects our growth, the increase in our revenues and market capitalization and the consolidation in our industry.

2025 Peer Group

In August 2024, the Compensation Committee updated the peer group for 2025. With the assistance of AON, the Compensation Committee considered companies:

- in the life sciences industry (specifically molecular diagnostic companies, biotechnology and select pharmaceutical companies), health care supplies, life sciences tools, commercial biotechnology, health equipment and supplies as a reflection of the talent market;
- with revenues of approximately one half (0.5x) to three point three times (3.3x) our then-projected revenue (when rounded, this resulted in a range of \$150 million to \$1.0 billion in revenue); and
- with market value of approximately 0.35x to three times (3x) our market capitalization at the time (resulting in a range of between \$200 million to \$1.7 billion in market capitalization).

The 2025 Peer Group consists of the 18 companies listed in the table below. At the time the Compensation Committee approved the 2025 Peer Group, we were at approximately the 25th percentile for 30-day average market capitalization against the proposed peer group, and approximately at the 63rd percentile for projected revenue with a top quartile projected growth rate. The Compensation Committee considered this a reasonable balance and a good representation of companies that were of similar scope and complexity that are aligned with the potential growth of the Company.

The companies comprising the 2025 Peer Group recommended by Aon and approved by the Compensation Committee are listed below:

▶ Adaptive Biotechnologies Corporation (ADPT)	▶ GeneDx Holdings Corp. (WGS)	▶ OraSure Technologies, Inc. (OSUR)
▶ ADMA Biologics, Inc. (ADMA)	▶ Guardant Health, Inc. (GH)	▶ Pacific Biosciences of California, Inc. (PACB)
▶ Axonics, Inc. (AXNX)	▶ iRhythm Technologies, Inc. (IRTC)	▶ Quanterix Corporation (QTRX)
▶ BioCryst Pharmaceuticals, Inc. (BCRX)	▶ Maravai LifeSciences Holdings, Inc. (MRVI)	▶ Silk Road Medical, Inc. (SILK)
▶ CareDx, Inc. (CDNA)	▶ Mesa Laboratories, Inc. (MLAB)	▶ Twist Bioscience Corporation (TWST)
▶ Cytex Biosciences, Inc. (CTKB)	▶ NeoGenomics, Inc. (NEO)	▶ Veracyte, Inc. (VCYT)

Changes from Prior Peer Group⁽¹⁾

Added for 2025	Removed for 2025
Cytek Biosciences, Inc. (CKTB)	Invitae Corporation (NVTAQ)
GeneDx Holdings Corp. (WGS)	Natera, Inc. (NTRA)
Maravai Lifesciences Holdings, Inc. (MVRVI)	

(1) Primarily due to change in revenue, market value, and/or being acquired.

ELEMENTS OF OUR EXECUTIVE COMPENSATION PROGRAM

To maintain a competitive and comprehensive overall compensation package, we utilize three primary compensation elements to reward our executives: base salary, short-term annual cash bonuses, and long-term equity compensation. When designing our executive compensation program each year, we focus on motivating our executive officers to lead our entire organization toward achieving both short-term and long-term strategic, financial and operational goals, and increasing stockholder value, without encouraging excessive risk-taking.

Base Salaries

Base salaries serve to provide fixed cash compensation to our executive officers for performing their ongoing responsibilities. Base salaries for our executive officers are approved by the Compensation Committee upon employment, and are reviewed and adjusted, as appropriate, by the Compensation Committee on an annual basis, based on consideration of various factors, including:

- The individual’s role and responsibilities;
- Individual contribution and performance over the past year;
- Labor market conditions;
- Corporate performance; and
- Salaries for similar positions within our industry and peer group.

Our Compensation Committee and, with respect to our CEO, the independent members of the Board, approved the following base salaries for our NEOs for fiscal 2025 after considering the factors above and our CEO’s feedback regarding the other NEOs. The NEOs’ salary increases were in line with the general policies implemented across the Company in setting pay increases.

Named Executive Officer	2024 Base Salary (\$)	2025 Base Salary (\$)	Change (%)
Derek J. Maetzold	715,572	751,350	5.0 %
Frank Stokes	500,042	522,544	4.5 %
Tobin W. Juvenal	506,415	529,204	4.5 %
Kristen M. Oelschlager	506,415	529,204	4.5 %

Annual Performance-Based Cash Bonuses

Annual performance-based cash bonuses are designed to provide our NEOs with appropriate incentives to achieve pre-defined annual performance goals. Payments under our annual cash bonus program are primarily based on the achievement of corporate performance goals that are pre-established by our Board. Goals are typically approved in the first quarter and are designed to incentivize focus and strong execution on the part of the leadership team. Actual performance against these performance goals funds the annual bonus plan pool and threshold levels of performance must be met for the pool to be funded.

Each of our NEOs participated in our 2025 annual cash bonus program. Executive officers who participate in this plan have a pre-established target bonus opportunity, expressed as a percentage of their base salary. In early 2025, after determining that our NEOs' prior year target bonus opportunities remained competitive and consistent with their respective roles and responsibilities, our Compensation Committee and, with respect to our CEO, the independent members of the Board, approved the following target bonus opportunities for our NEOs for fiscal 2025. The 2025 bonus payout opportunities were capped at 138% of target for our CEO and 130% of target for our other NEOs.

Named Executive Officer	2025 Target Bonus Opportunity (As % of Base Salary)	2025 Target Bonus Opportunity (\$)
Derek J. Maetzold	100 %	751,350
Frank Stokes	55 %	287,399
Tobin W. Juvenal	55 %	291,062
Kristen M. Oelschlager	55 %	291,062

Our CEO's bonus payout is based entirely on the achievement of corporate performance goals. For the other NEOs, 80% of their bonus payout is based on the achievement of corporate performance goals, with the remaining 20% based on individual performance. The individual performance component may be adjusted upward or downward by a performance multiplier determined by the Compensation Committee, taking into consideration the CEO's assessment. The individual performance multipliers for the other NEOs are the same as those used for all other Castle employees. Payments related to individual performance over the target level are reported as a discretionary bonus, as discussed further below.

The Compensation Committee used a sliding scale of revenue performance ranging from \$279.0 million to \$331.0 million to determine the actual weighting, as detailed below. The Compensation Committee used a sliding scale rather than a fixed threshold to better align the actual bonus payouts to the actual level of revenues, given the wide range of possible results. In setting this performance range, the Compensation Committee considered the loss of Medicare coverage for our DecisionDx-SCC test, effective April 24, 2025, which had an adverse impact on our 2025 revenue. The actual revenue for 2025 was \$344.2 million.

The table below reflects the 2025 corporate performance goals for the 2025 annual bonus plan and the resulting achievement approved by the independent members of our Board in January 2026, at the recommendation of the Compensation Committee.

Goal Category	Corporate Performance Goals	Target	Actual	Target Weighting	Actual Weighting
Revenue	Revenue for the year ended December 31, 2025	\$301.0 million	\$344.2 million	75 %	113 % ⁽¹⁾
Long-term Initiatives	<ul style="list-style-type: none"> Completion of product updates (and acquisitions) Identification of an electronic medical record ("EMR") company to improve the integration of our commercial tests within their EMR system Achievement of certain reimbursement rates for DecisionDx-SCC 	<ul style="list-style-type: none"> Complete two product updates (and acquisitions) Identify an EMR company, negotiate and execute an integration agreement, and launch a technical kick-off Achieve specified reimbursement rates 	<ul style="list-style-type: none"> Completed two product updates (and acquisitions), including the limited access launch of AdvanceAD-Tx and acquisition of Capsulomics Achieved EMR company negotiations Specified reimbursement rates achieved 	25 %	25 % ⁽²⁾
				100 %	138 %

(1) For illustration purposes, only the minimum, actual, target, and maximum performance levels on the sliding scale of revenue performance are displayed below, along with the actual performance level.

	2025 Revenue (\$ millions)	Factor for Pool Funding (A)	Target Weighting (B)	Actual Weight for Revenue Component (A x B)
Actual	\$344.2	150 %	75 %	113 %
Maximum	\$331.0	150 %	75 %	113 %
Target	\$301.0	100 %	75 %	75 %
Minimum	\$279.0	50 %	75 %	38 %

(2) The actual weighting could have ranged between 0% (for below target performance of all components) and 25% (for target performance of all components). The actual outcome was based on objectively determinable information with respect to product updates (including acquisitions), identification of and integration with an EMR company, and specified reimbursement rates. No discretion was applied by the Compensation Committee. We are not disclosing the specific targets or specific actual outcomes of the reimbursement rate metric because we believe it would provide our competitors with insight into our internal confidential strategic operations and planning processes and could cause us competitive harm. The specific targets were set to be consistent with the Company's long-term growth strategy. Achieving this level would require not only sustained organic growth but also successful execution of key strategic initiatives. Given the inherent challenges in achieving and maintaining profitability in our industry, the specific target was intentionally set at a level that demands superior execution.

Milestone	Percent Range	Actual Achieved
Complete two product updates (including acquisitions)	0% to 10%	10 %
Identify EMR company	0% to 10%	10 %
Achieve specified reimbursement rate	0% to 5%	5 %
		25 %

The Compensation Committee selected these corporate performance goals and this incentive structure in order to measure a variety of key drivers of Castle’s performance that it expects to contribute to Castle’s long-term growth. The Compensation Committee believes that the revenue metric represents the most important of these metrics due to its importance to our financial results and its use by investors in understanding our business. Revenue also represents a culmination of our efforts across multiple initiatives, including the effectiveness of our sales and marketing efforts and achieving reimbursement milestones. Therefore, the revenue metric received the greatest weight.

The individual performance of the NEOs (other than the CEO) was also certified by the Compensation Committee, after considering the CEO’s feedback, and was set at 125% of target for Mr. Stokes, Mr. Juvenal and Ms. Oelschlager. For 2025, the target payout level for the individual performance component of these NEOs’ bonus awards was 100% of target and the maximum payout level was 130% of target. These payout percentages were based on an internal performance rating assessment applied to each individual and corresponded with the approach we used internally for other employees in assessing individual performance. Target level of performance is indicative of meeting the minimum expectations for the role. The Compensation Committee determined that above target level of performance was warranted for each of these NEOs. Based on their respective performance ratings, the Compensation Committee decided to award amounts for the individual performance component of these NEOs’ bonus awards above the target level. Payments related to individual performance above the individual performance level of 100% are considered discretionary amounts. Such amounts are reported in the “Bonus” column of the Summary Compensation Table instead of the “Non-equity incentive plan compensation” column. Such incremental amount awarded to Mr. Stokes was \$14,370 and Mr. Juvenal and Ms. Oelschlager were \$14,553 for 2025.

The calculation of our NEOs’ earned annual incentives for 2025 were as follows:

Name	Base Salary (\$)	Target Bonus (%)	Target Bonus (\$) ⁽¹⁾	Corporate Performance Actual (%)	Corporate Performance Weighting (%)	Individual Performance Actual (%)	Individual Performance Weighting (%)	Actual Bonus (\$) ⁽²⁾
Derek J. Maetzold	751,350	100	751,350	138	100	—	—	1,036,863
Frank Stokes	522,544	55	287,399	138	80	125	20	389,138
Tobin W. Juvenal	529,204	55	291,062	138	80	125	20	394,098
Kristen M. Oelschlager	529,204	55	291,062	138	80	125	20	394,098

(1) Target Bonus is calculated as Base Salary multiplied by Target Bonus (%).

(2) Actual bonus is calculated as follows: (Target Bonus (\$) x Corporate Performance Actual x Corporate Performance Weighting) + (Target Bonus (\$) x Individual Performance Actual x Individual Performance Weighting). As a percentage of target bonus, the actual bonus amounts earned were 138% for Mr. Maetzold and 135.4% for Messrs. Stokes and Juvenal and Ms. Oelschlager.

Equity-Based Incentive Awards

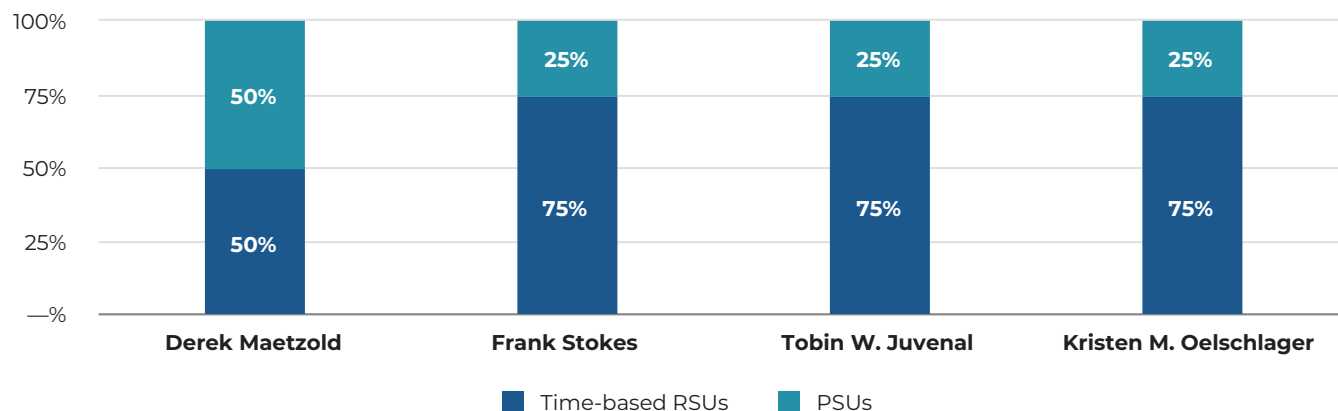
Overview

We have granted and intend to continue granting equity-based incentive awards pursuant to the 2019 Plan. We believe that our ability to grant equity-based awards is a valuable and necessary compensation tool that aligns the long-term financial interest of our employees, consultants and directors with the financial interests of our stockholders. In addition, we believe that our ability to grant equity-based awards helps us to attract, retain and motivate employees, consultants and directors, and encourages them to devote their best efforts to our business and financial success. Our Compensation Committee is responsible for approving equity grants or making recommendations regarding equity grants to the Board. Vesting of equity awards is generally tied to continuous service with us and serves as an additional retention measure. Our executives generally are awarded an initial new

hire grant upon commencement of employment and are eligible to receive annual equity grants thereafter. The Compensation Committee determines the size and structure of annual equity awards in its discretion based on a review of various factors, including market data, peer practices, individual and business performance, and market trends provided by AON.

2025 Equity Award Mix

Based on consideration of continued stockholder feedback and the recommendations of the Compensation Committee and Aon, our Board approved the following mix of long-term equity incentives for 2025:



The time-based RSUs vest in annual installments over a four-year period subject to the holder's continuous service with us. The PSUs vest contingent upon the achievement of specified financial performance measures, as described below under "2025 PSUs." The higher proportion of time-based RSUs awarded to our non-CEO NEOs is consistent with market data for their respective positions and is intended to support retention and foster teamwork.

2025 PSUs

The 2025 PSUs are tied to the Company's cumulative revenue and adjusted EBITDA performance as measured at the end of a three-year performance period ending on December 31, 2027. The revenue and adjusted EBITDA performance metrics are equally weighted at 50%.

The Compensation Committee selected revenue as a performance metric because it believes that, as an early-stage commercial company, revenue is a critically important financial measure in understanding our current business performance and assessing our future potential. The Compensation Committee also considered that revenue is a component of the annual cash bonus program and determined that, given its importance to the Company and its reflection of progress across multiple initiatives over time, including the effectiveness of our sales and marketing efforts and achieving reimbursement milestones, it was appropriate to use revenue as a performance metric for the 2025 PSUs. The Compensation Committee selected adjusted EBITDA as a performance metric because it is an important measure used by financial analysts and investors to assess our financial condition and operating performance. We calculate adjusted EBITDA as GAAP net (loss) income adjusted to exclude interest income, interest expense, income tax benefit or expense, depreciation and amortization expense, stock-based compensation expense and change in fair value of equity securities. As an example for how we have calculated adjusted EBITDA in the past, refer to our reconciliation of adjusted EBITDA for the three and twelve months ended December 31, 2025 to the most directly comparable GAAP financial measure presented within the tables at the end of our earnings release furnished as Exhibit 99.1 to our Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on February 26, 2026.

We are not disclosing the specific targets of these performance metrics because we believe doing so would provide our competitors with insight into our internal confidential strategic operations and planning processes and could cause us competitive harm. We will provide threshold, target and maximum performance goals, related payout opportunities, and final performance and pay outcomes at the conclusion of the performance period.

Prior Year PSU Performance

In December 2022, we granted PSUs which carried a two-year performance period and an additional time-based vesting component for half of any vesting awards (the “2022 PSUs”). In August 2024, the Board certified achievement of the applicable revenue goal. As a result, 50% of the 2022 PSUs vested in August 2024, and the remaining 50% vested on August 8, 2025, subject to time-based vesting and continued service.

In fiscal year 2023, in order to be further aligned with our pay-for-performance philosophy and in response to stockholder feedback, the Compensation Committee decided to shift the timing of the grant of equity awards to our executive officers from the fourth quarter of our fiscal year to the first quarter of our subsequent fiscal year. Accordingly, no new awards were granted during 2023.

In 2024, we granted PSUs to each of our NEOs (the “2024 PSUs”) that are tied to the Company’s revenue and adjusted EBITDA performance as measured at the end of a three-year performance period ending on December 31, 2026, as well as the commercial launch of an inflammatory skin disease test by the end of 2026 (the “ISD Milestone”). In January 2026, based on the Company’s commercial launch of our AdvanceAD-Tx test in November 2025, the Board certified achievement of the ISD Milestone. As a result, 50% of the 2024 PSUs vested in January 2026.

AGREEMENTS WITH OUR NEOs

Below are descriptions of our employment agreements with our NEOs. Each of our executive officers’ employment is at will and may be terminated by us at any time. Any potential payments and benefits due upon a qualifying termination of employment or a change in control are further described below under “—Potential Benefits upon Termination or Change in Control.”

Mr. Maetzold. We entered into an employment agreement with Mr. Maetzold in June 2008, which was last amended in June 2019, and which governs the current terms of his employment with us. Under the terms of the employment agreement, Mr. Maetzold is entitled to an annual base salary. In addition, Mr. Maetzold is eligible to receive an annual performance cash bonus with a target payout of up to 100% of his base salary depending on corporate performance and his individual performance. Pursuant to his employment agreement, as amended, Mr. Maetzold is entitled to receive periodic grants of stock options, as determined by our Board.

Mr. Stokes. We entered into an offer letter agreement with Mr. Stokes in November 2017, which governs the current terms of his employment with us. Under the terms of the employment agreement, Mr. Stokes is entitled to an annual base salary and is eligible to receive an annual performance cash bonus.

Mr. Juvenal. We entered into an employment agreement with Mr. Juvenal in October 2008, which was last amended in April 2009, and which governs the current terms of his employment with us. Under the terms of the employment agreement, Mr. Juvenal is entitled to an annual base salary and is eligible to receive an annual performance cash bonus with a target payout of 50% (increased to 55% beginning in 2024) of his base salary depending on corporate performance and individual performance.

Ms. Oelschlager. We entered into an employment agreement with Ms. Oelschlager in September 2008, which was last amended in April 2016, and which governs the current terms of her employment with us. Under the terms of the employment agreement, Ms. Oelschlager is entitled to an annual base salary and is eligible to receive an annual performance cash bonus with a target payout of 50% (increased to 55% beginning in 2024) of her base salary depending on corporate performance and individual performance.

POTENTIAL BENEFITS UPON TERMINATION OR CHANGE IN CONTROL

This “Potential Benefits upon Termination or Change in Control” section should be read in conjunction with the “—Potential Payments upon Termination or Change in Control” section below, which provides a table that quantifies the benefits described in this section.

Severance and Change in Control Plan

Regardless of the manner in which a NEO's service terminates, each NEO is entitled to receive amounts earned during his or her term of service, including unpaid salary and any unused vacation time. In addition, each of our NEOs is eligible to receive certain benefits in connection with certain terminations pursuant to his or her participation agreement with our Severance and Change in Control Plan (the "Severance Plan"), including continuing coverage under the Consolidated Omnibus Budget Reconciliation Act of 1985 ("COBRA"). The term "change in control" has the meaning provided in the 2019 Plan, as further described below. The definitions of "covered termination" and "good reason" referenced below are in the Severance Plan filed as an exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

Mr. Maetzold. Upon Mr. Maetzold's covered termination that does not occur during a change in control period, Mr. Maetzold will be eligible to receive (i) continued base salary for 18 months, to be paid in accordance with our normal payroll procedures and less any applicable withholdings, (ii) a cash bonus equal to 150% of the greater of the most recent annual performance bonus target or actual bonus earned, to be paid in equal regular installments over 18 months in accordance with our normal payroll procedures and less any applicable withholdings, (iii) continuation of coverage under COBRA at our expense for up to 18 months, (iv) 18 months' acceleration on the vesting of any unvested portion of outstanding time-vesting equity awards, and (v) a prorated number of shares underlying performance-based awards determined based on the number of days from the start of the performance period until the covered termination, divided by the total performance period, with the number of shares determined based on actual performance as of the end of the relevant performance period. In the event Mr. Maetzold's covered termination occurs during a change in control period (beginning three months before, and ending 12 months following a change in control), he will be eligible to receive (i) continued base salary for 36 months, payable in a lump sum after the date of termination less any applicable withholdings, (ii) a cash bonus equal to 300% of annual performance bonus target for the year in which the event occurs, to be paid in a lump sum after the date of termination, (iii) continuation of coverage under COBRA at our expense for up to three years, and (iv) immediate vesting of any unvested portion of time-vesting equity awards outstanding and any performance-vesting award will accelerate vesting at 100% of the target level of performance as of the date of covered termination. In addition, if Mr. Maetzold resigns without "good reason" then he will be entitled to 12 months of continued payments of his base salary. In all events of termination, Mr. Maetzold will be paid for any unused earned vacation time. In connection with a change in control, if (i) the successor or acquiring entity does not assume or continue Mr. Maetzold's equity awards, and (ii) he continues to be employed through the effective date of the change in control, then all his unvested and outstanding equity awards will vest, and any performance-vesting award will accelerate vesting at 100% of the target level of performance or, if greater, based on actual performance measured as of the effective time of the change in control.

Mr. Stokes. Upon Mr. Stokes' covered termination during a non-change in control period, he will be eligible to receive (i) continued base salary for 12 months, to be paid in accordance with our normal payroll procedures and less any applicable withholdings, (ii) a cash bonus equal to the annual target bonus for the current year, (iii) continuation of coverage under COBRA at our expense during such 12 month period, (iv) 12 months' accelerated vesting of any unvested portion of outstanding time-vesting equity awards, and (v) a prorated number of shares underlying performance-based awards determined based on the number of days from the start of the performance period until the covered termination, divided by the total performance period, with the number of shares determined based on actual performance as of the end of the relevant performance period. In the event Mr. Stokes' covered termination occurs during a change of control period, he will be eligible to receive (i) continued base salary for 12 months, payable in a lump sum after the date of termination less any applicable withholdings, (ii) a cash bonus equal to the annual bonus earned for the prior year, to be paid in a lump sum after the date of termination, (iii) continuation of coverage under COBRA at our expense during such 12 month period, and (iv) immediate vesting of any unvested portion of time-vesting equity awards outstanding and any performance-vesting award will accelerate vesting at 100% of the target level of performance as of the date of covered termination. In all events of termination, Mr. Stokes will be paid for any unused earned vacation time. In connection with a change in control, if (i) the successor or acquiring entity does not assume or continue Mr. Stokes' equity awards, and (ii) he continues to be employed through the effective date of the change in control, then all his unvested and outstanding equity awards will vest, and any performance-vesting award will accelerate

vesting at 100% of the target level of performance or, if greater, based on actual performance measured as of the effective time of the change in control.

Mr. Juvenal. Upon Mr. Juvenal's covered termination during a non-change in control period, he will be eligible to receive (i) continued base salary for 12 months, to be paid in accordance with our normal payroll procedures and less any applicable withholdings, (ii) a cash bonus equal to the annual target bonus for the current year, (iii) continuation of coverage under COBRA at our expense during such 12 month period, (iv) 12 months' accelerated vesting of any unvested portion of outstanding time-vesting equity awards, and (v) a prorated number of shares underlying performance-based awards determined based on the number of days from the start of the performance period until the covered termination, divided by the total performance period, with the number of shares determined based on actual performance as of the end of the relevant performance period. In the event Mr. Juvenal's covered termination occurs during a change of control period, he will be eligible to receive (i) continued base salary for 12 months, payable in a lump sum after the date of termination less any applicable withholdings, (ii) a cash bonus equal to the annual bonus earned for the prior year, to be paid in a lump sum after the date of termination, (iii) continuation of coverage under COBRA at our expense during such 12 month period, and (iv) immediate vesting of any unvested portion of time-vesting equity awards outstanding and any performance-vesting award will accelerate vesting at 100% of the target level of performance as of the date of covered termination. In all events of termination, Mr. Juvenal will be paid for any unused earned vacation time. In connection with a change in control, if (i) the successor or acquiring entity does not assume or continue Mr. Juvenal's equity awards, and (ii) he continues to be employed through the effective date of the change in control, then all his unvested and outstanding equity awards will vest, and any performance-vesting award will accelerate vesting at 100% of the target level of performance or, if greater, based on actual performance measured as of the effective time of the change in control.

Ms. Oelschlager. Upon Ms. Oelschlager's covered termination during a non-change in control period, she will be eligible to receive (i) continued base salary for 12 months, to be paid in accordance with our normal payroll procedures and less any applicable withholdings, (ii) a cash bonus equal to the annual target bonus for the current year, (iii) continuation of coverage under COBRA at our expense during such 12 month period, (iv) 12 months' accelerated vesting of any unvested portion of outstanding time-vesting equity awards, and (v) a prorated number of shares underlying performance-based awards determined based on the number of days from the start of the performance period until the covered termination, divided by the total performance period, with the number of shares determined based on actual performance as of the end of the relevant performance period. In the event Ms. Oelschlager's covered termination occurs during a change of control period, she will be eligible to receive (i) continued base salary for 12 months, payable in a lump sum after the date of termination less any applicable withholdings, (ii) a cash bonus equal to the annual bonus earned for the prior year, to be paid in a lump sum after the date of termination, (iii) continuation of coverage under COBRA at our expense during such 12 month period, and (iv) immediate vesting of any unvested portion of time-vesting equity awards outstanding and any performance-vesting award will accelerate vesting at 100% of the target level of performance as of the date of covered termination. In all events of termination, Ms. Oelschlager will be paid for any unused earned vacation time. In connection with a change in control, if (i) the successor or acquiring entity does not assume or continue Ms. Oelschlager's equity awards, and (ii) she continues to be employed through the effective date of the change in control, then all her unvested and outstanding equity awards will vest, and any performance-vesting award will accelerate vesting at 100% of the target level of performance or, if greater, based on actual performance measured as of the effective time of the change in control.

All severance benefits described above are subject to (i) the execution and effectiveness of a release of claims in favor of us and (ii) compliance with the executive's employment agreement and employee proprietary information agreement.

Each of our NEOs holds stock options, time-based RSUs and PSUs under the Castle Biosciences, Inc. 2008 Stock Plan (the "2008 Plan"), the Castle Biosciences, Inc. 2018 Equity Incentive Plan (the "2018 Plan") and/or the 2019 Plan that were granted subject to the general terms of the applicable equity plan and the form of stock option or RSU agreement, as applicable. A description of the change in control provisions in the 2008 Plan, 2018 Plan and 2019 Plan are set forth below. Specific vesting terms of each NEO's stock options, RSUs and PSUs are described under "—Outstanding Equity Awards at Fiscal Year End."

PENSION BENEFITS AND NONQUALIFIED DEFERRED COMPENSATION

There were no defined benefit pension or nonqualified deferred compensation plans in place for 2025. Our Board may elect to provide our officers and other employees with such benefits in the future if it determines that doing so is in our best interests.

OTHER COMPENSATION PRACTICES AND POLICIES

Perquisites, Health, Welfare and Retirement Benefits

Our NEOs, during their employment with us, are eligible to participate in our employee benefit plans, including our medical, dental, vision, group term life, disability, employee assistance, and accidental death and dismemberment insurance plans, in each case on the same basis as all of our other employees. In addition, we provide a 401(k) plan to our employees, including our NEOs, as discussed in the section below titled “—401(k) Plan.”

We generally do not provide perquisites or personal benefits to our NEOs, except in limited circumstances. We do reimburse Mr. Stokes for certain expenses relating to his travel from his home in Charlotte, North Carolina to our offices in Friendswood, Texas.

We pay a portion of the premiums for medical, dental, vision, group term life, disability, employee assistance and accidental death and dismemberment insurance for all of our employees who work at least 30 hours per week, including our NEOs.

401(k) Plan

We maintain a defined contribution employee retirement plan (the “401(k) plan”), for our employees. Our executive officers are eligible to participate in the 401(k) plan on the same basis as our other employees. The 401(k) plan is intended to qualify as a tax-qualified plan under Section 401(k) under the Internal Revenue Code of 1986, as amended (the “Code”). The 401(k) plan provides that each participant may contribute up to the lesser of 100% of his or her compensation or the statutory limit, which was \$23,500 for calendar year 2025. Participants that are 50 years or older can also make “catch-up” contributions, which in calendar year 2025 was up to an additional \$7,500 above the statutory limit. For the year ended December 31, 2025, we made matching contributions into the 401(k) plan on behalf of participants in an amount equal to 100% of up to 6% of eligible compensation contributed to the 401(k) plan, subject to statutory limits. For calendar year 2025, the maximum matching contribution for a participant in the 401(k) plan was \$21,000. Matching contributions vest immediately. Participant contributions are held and invested, pursuant to the participant’s instructions, by the 401(k) plan’s trustee.

Retirement Policy

During 2022, our Board evaluated the retentive and succession planning value of a retirement policy. Following that review, in January 2023, our Board adopted a retirement policy for our employees who (i) generally are at or above the Vice President level on the date of their retirement, (ii) are at least 60 years of age and (iii) have completed at least five years of service with us.

For equity awards that are subject to time-vesting, acceleration of the vesting and exercisability of any then-outstanding equity awards to the extent such awards were scheduled to vest during the vesting period following the retirement date based solely on the eligible employee’s continued employment with us, had such employee remained employed by us through such date, that portion of the then-outstanding equity award will be deemed immediately vested and exercisable as of the date immediately preceding the retirement date.

For equity awards that are subject to performance-vesting, if the relevant performance conditions of any then-outstanding equity award are achieved prior to the retirement date but the award remains subject to time-vesting and is scheduled to vest during the vesting period following the retirement date based solely on the eligible employee’s continued employment with us, had such employee remained employed by the Company through such date, the earned portion of the award will be deemed immediately vested and exercisable as of the date immediately preceding the retirement date. If the relevant performance conditions of any then-outstanding

equity awards are not achieved prior to the retirement date, the award shall be treated according to their individual award agreements.

The vesting periods are as follows:

- CEO: 24 months, plus an additional six months for each year of service after the age of 66.
- Senior Vice President and above: 18 months, plus an additional three months for each year of service after the age of 66.
- Vice President and below: nine months, plus an additional three months for each year of service after the age of 66.

Eligible employees will have 12 months following the retirement date to exercise the outstanding and vested time-vesting equity awards.

Currently Mr. Maetzold and Mr. Juvenal meet the requirements for accelerated vesting upon retirement under the Retirement Policy.

This policy was adopted to facilitate and support ongoing organizational changes as we build and scale the business for growth and to assist with succession planning activities.

Insider Trading Policy; Prohibition on Hedging, Short Sales and Pledging

We have adopted an Insider Trading Policy governing the purchase, sale, and/or other dispositions of the Company's securities by directors, officers and employees that is designed to promote compliance with insider trading laws, rules and regulations, as well as procedures designed to further the foregoing purposes. Pursuant to our Insider Trading Policy, it is the Company's policy to comply with applicable laws and regulations relating to insider trading when engaging in transactions in the Company's securities. A copy of our insider trading policy is filed as an exhibit to our Annual Report on Form 10-K for our fiscal year ended December 31, 2025.

Under our Insider Trading Policy, our directors, executive officers, employees, and their designees may not hedge their ownership of our stock, including but not limited to trading in options, puts, calls, or other derivative instruments related to our stock or debt. Additionally, directors, executive officers, employees, and their designees may not purchase our stock on margin, borrow against our stock held in a margin account, or pledge our stock as collateral for a loan.

Clawback Policy

In 2023, our Compensation Committee adopted our Clawback Policy, which complies with the Dodd-Frank Act, as required by SEC rules, and Nasdaq's listing standards that apply to incentive compensation earned after the effective date of the policy. The Clawback Policy provides that, in the event we are required to prepare an accounting restatement, we will be required to recover incentive-based compensation received by any current or former executive officer based wholly or in part upon the attainment of a financial reporting measure that was erroneously awarded during the three completed fiscal years immediately preceding the date the restatement was required. In addition, as a public company, if we are required as a result of misconduct to restate our financial results due to our material noncompliance with any financial reporting requirements under the federal securities laws, our Chief Executive Officer and Chief Financial Officer may be legally required to reimburse us for any bonus or other incentive-based or equity-based compensation they receive in accordance with the provisions of Section 304 of the Sarbanes-Oxley Act of 2002.

Stock Ownership Guidelines

On the recommendation of the Compensation Committee, our board of directors has adopted Stock Ownership Guidelines for our executive officers and directors (each a "Covered Individual" and collectively the "Covered Individuals"), determined based on the below:

Title	Guideline Multiple
CEO	3x base salary
All other Officers	1x base salary
Directors	3x annual cash retainer

Shares included in the calculation of a Covered Individual’s stock ownership are (i) shares owned outright by the Covered Individual and by members of his or her immediate family, (ii) shares held in trust for the benefit of the Covered Individual or for the benefit of a member of his or her immediate family, (iii) vested shares under any deferred compensation plans and (iv) vested and unvested time-vested RSUs, net of the estimated shares needed to pay the minimum tax withholding for those vested RSUs. Unexercised options, whether vested or unvested, and unearned PSUs are not considered in the calculation of a Covered Individual’s ownership for purposes of determining whether a Covered Individual has met the applicable guideline. For directors, the annual cash retainer used in the calculation is the annual Board service retainer, excluding additional retainers for service on Board committees or for service as Chair.

The guidelines must be achieved by each Covered Individual as of the end of the calendar year in which occurs the date that is five (5) years after the later of (1) the Effective Date of January 31, 2023 and (2) the date the individual became a Covered Individual (such period of time, the “Compliance Period”). After the Compliance Period, the guidelines will be revised whenever a Covered Individual’s Base Pay (as defined therein) changes by 20% or more from the last Base Pay used to calculate the then-current guideline for such Covered Individual (each, an “Adjustment Date”), and such revised guideline must be achieved by the affected Covered Individual on or before the end of the calendar year in which occurs the date that is three (3) years after the Adjustment Date. As of December 31, 2025, all directors and executive officers meet these guidelines.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the foregoing Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee has recommended to our board of directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated into our Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

Submitted by the members of the Compensation Committee:

Compensation Committee

- Ellen Goldberg (Chair)
- Miles D. Harrison
- G. Bradley Cole
- Rodney Cotton

Executive Compensation Tables

SUMMARY COMPENSATION TABLE

The following table shows compensation awarded to, paid to or earned by our NEOs during the years ended December 31, 2025, 2024, and 2023.

Name and principal position	Year	Salary (\$)	Bonus (\$) ⁽¹⁾	Stock awards (\$) ⁽²⁾	Option awards (\$) ⁽²⁾	Non-equity incentive plan compensation (\$) ⁽³⁾	All other compensation (\$) ⁽⁴⁾	Total (\$)
Derek J. Maetzold President and CEO	2025	751,350	—	4,977,208	—	1,036,863	21,350	6,786,771
	2024	715,572	—	5,283,595	—	921,657	20,250	6,941,074
	2023	686,400	—	—	—	893,350	26,234	1,605,984
Frank Stokes Chief Financial Officer	2025	522,544	14,370	1,417,918	—	374,769	90,236	2,419,837
	2024	500,042	13,751	1,379,780	—	338,388	74,563	2,306,524
	2023	488,800	4,888	—	—	316,742	69,820	880,250
Tobin W. Juvenal Chief Commercial Officer	2025	529,204	14,553	1,417,918	—	379,545	21,350	2,362,571
	2024	506,415	13,926	1,563,738	—	342,701	20,150	2,446,930
	2023	482,300	14,469	—	—	312,530	19,800	829,099
Kristen M. Oelschlager Chief Operating Officer	2025	529,204	14,553	1,417,918	—	379,545	21,350	2,362,571
	2024	506,415	13,926	1,563,738	—	342,701	20,150	2,446,931
	2023	482,300	9,646	—	—	312,530	24,008	828,484

- (1) Represents the discretionary portion, if any, of the performance-based cash bonuses earned during the year and paid subsequent to year end, as further described above under “— Annual Performance-Based Cash Bonuses.”
- (2) These columns set forth the aggregate grant date fair value of option awards and stock awards, without regard to forfeitures, granted during the year measured pursuant to FASB ASC 718. The valuation assumptions we used in calculating the fair value of options are set forth in Note 14 to our consolidated financial statements appearing in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025. Note that the amounts reported in this column reflect the accounting value of these awards and do not correspond to the actual economic value that ultimately may be realized by our NEOs. The PSUs granted are subject to performance conditions, as defined under FASB ASC 718, and, therefore, the value at the grant date is based upon the probable outcome of such conditions, which corresponds to the single payout scenario under the terms of the PSUs. No equity was awarded in 2023.
- (3) Amounts reported represent performance-based cash bonuses earned during the year and paid subsequent to year end, as further described above under “—Annual Performance-Based Cash Bonuses,” excluding the discretionary portion included in the Bonus column of the table above.
- (4) The amount reported for Mr. Maetzold for 2025 reflects \$21,000 in 401(k) matching contributions. The amount reported for Mr. Stokes for 2025 reflects expenses paid by the Company to reimburse Mr. Stokes for \$42,307 of commercial air travel and parking attributable to commuting from his home in Charlotte, North Carolina to our offices in Friendswood, Texas, \$22,979 for lodging, \$21,000 in 401(k) matching contributions and \$3,600 for the cost of vehicle lease payments. The amount reported for Mr. Juvenal for 2025 reflects \$21,000 in 401(k) matching contributions and Ms. Oelschlager for 2025 reflects \$21,000 in 401(k) matching contributions. Mr. Maetzold, Mr. Stokes, Mr. Juvenal and Ms. Oelschlager all received a \$350 holiday gift.

GRANTS OF PLAN-BASED AWARDS

The following table below shows certain information regarding grants of plan-based awards to our NEOs during the year ended December 31, 2025.

Name	Award Type	Grant Date	Estimated future payouts under non-equity incentive plan awards ⁽¹⁾			Estimated future payouts under equity incentive plan awards (in shares)			All Other Stock Awards: Number of Shares of Stock (#)	Grant Date Fair Value of Stock Awards (\$) ⁽²⁾
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Derek J. Maetzold	Cash Incentive	—	281,756	751,350	1,036,863	—	—	—	—	
	Time-based RSUs	3/4/2025	—	—	—	—	—	—	111,948	2,488,604
	PSUs	3/4/2025	—	—	—	—	111,948	—	—	2,488,604
Frank Stokes	Cash Incentive	—	114,960	287,399	374,769	—	—	—	—	
	Time-based RSUs	3/4/2025	—	—	—	—	—	—	47,838	1,063,439
	PSUs	3/4/2025	—	—	—	—	15,946	—	—	354,480
Tobin W. Juvenal	Cash Incentive	—	116,425	291,062	379,545	—	—	—	—	
	Time-based RSUs	3/4/2025	—	—	—	—	—	—	47,838	1,063,439
	PSUs	3/4/2025	—	—	—	—	15,946	—	—	354,480
Kristen M. Oelschlager	Cash Incentive	—	116,425	291,062	379,545	—	—	—	—	
	Time-based RSUs	3/4/2025	—	—	—	—	—	—	47,838	1,063,439
	PSUs	3/4/2025	—	—	—	—	15,946	—	—	354,480

- (1) The amounts reported in these columns represent the range of possible annual cash incentive amounts (at the threshold, target and maximum levels) that could have been paid to each of our NEOs for the year ended December 31, 2025, pursuant to their annual performance-based cash bonus. Each of our NEOs' cash bonuses, other than Mr. Maetzold's, is calculated based (i) 80% on achievement of corporate performance goals and (ii) 20% on individual performance objectives. Mr. Maetzold's annual cash bonus is based entirely (100%) on the achievement of corporate performance goals. The amounts shown as "Threshold" reflect the payment level under the cash bonus if the corporate performance goals were achieved at the minimum level of 38% (calculated based on the specific performance objectives and each goal set at the minimum level at which a payout for performance could have been earned) and at the minimum level at which a payout for individual performance could have been earned of 50% for our NEOs other than Mr. Maetzold. The amounts shown as "Target" reflect the payment level under the cash bonus if the corporate performance goals were achieved at the target level of 100% (calculated based on the specific performance objectives and goals each set at the target level) and at the target level of individual performance of 100% for our NEOs other than Mr. Maetzold. The amounts shown as "Maximum" reflect the payment level under the cash bonus if the corporate performance goals were achieved at the maximum level of 138% (calculated based on the specific performance objectives and goals each set at the maximum level) and at the maximum level of individual performance of 130% for our NEOs other than Mr. Maetzold. Actual payouts made under the Performance-Based Bonus differed based on the actual performance objectives and goals achieved. The actual cash bonus award earned by each NEO for performance in the year ended December 31, 2025, is set forth in the "Summary Compensation Table" above. As such, the amounts set forth in these columns do not represent additional compensation earned by the NEOs for the year ended December 31, 2025. Annual performance-based cash bonuses are discussed in greater detail under the heading "Annual Performance-Based Cash Bonuses" above.
- (2) Amounts represent the aggregate expense to be recognized for financial statement reporting purposes in accordance with FASB ASC 718 for RSU and PSU awards granted to our NEOs. Assumptions used in the calculation of the grant date fair value of the RSUs are set forth in Note 14 to our consolidated financial statements appearing in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END

The following table presents information regarding outstanding equity awards held by our NEOs as of December 31, 2025.

Name	Vesting Commencement Date	Option Awards ⁽¹⁾⁽²⁾				Stock Awards ⁽¹⁾			
		Number of Securities Underlying Options (#) Exercisable	Number of Securities Underlying Options (#) Unexercisable	Option Exercise Price (\$) ⁽³⁾	Option Expiration Date	Number of shares or units of stock that have not vested (#) ⁽⁴⁾	Market value of shares or units of stock that have not vested (\$) ⁽⁵⁾	Equity incentive plan awards: number of unearned shares, units or other rights that have not vested (#) ⁽⁶⁾	Equity incentive plan awards: market or payout value of unearned shares, units or other rights that have not vested (\$) ⁽⁵⁾
Derek J. Maetzold	5/10/2018	98,441	—	2.39	05/09/2028	—	—	—	—
	11/6/2018	20,508	—	2.39	11/11/2028	—	—	—	—
	3/13/2019	65,627	—	3.38	03/12/2029	—	—	—	—
	12/13/2019	170,000	—	29.50	12/12/2029	—	—	—	—
	12/10/2020	87,100	—	59.16	12/09/2030	—	—	—	—
	12/10/2021	106,376	—	40.52	12/09/2031	—	—	—	—
	12/9/2022	—	—	—	—	33,496	1,302,994	—	—
	3/4/2024	—	—	—	—	93,328	3,630,459	62,218	2,420,280
	3/4/2025	—	—	—	—	111,948	4,354,777	111,948	4,354,777
Frank Stokes	12/4/2017	25,137	—	2.39	05/09/2028	—	—	—	—
	3/13/2019	18,712	—	3.38	03/12/2029	—	—	—	—
	12/13/2019	55,000	—	29.50	12/12/2029	—	—	—	—
	12/10/2020	31,000	—	59.16	12/09/2030	—	—	—	—
	12/10/2021	42,550	—	40.52	12/09/2031	—	—	—	—
	12/9/2022	—	—	—	—	14,617	568,601	—	—
	3/4/2024	—	—	—	—	36,558	1,422,106	8,124	316,024
	3/4/2025	—	—	—	—	47,838	1,860,898	15,946	620,299
Tobin W. Juvenal	3/13/2019	11,210	—	3.38	03/12/2029	—	—	—	—
	12/13/2019	35,000	—	29.50	12/12/2029	—	—	—	—
	8/4/2020	30,000	—	41.36	08/03/2030	—	—	—	—
	12/10/2020	29,000	—	59.16	12/09/2030	—	—	—	—
	12/10/2021	42,550	—	40.52	12/09/2031	—	—	—	—
	12/9/2022	—	—	—	—	15,961	620,883	—	—
	3/4/2024	—	—	—	—	41,432	1,611,705	9,207	358,152
	3/4/2025	—	—	—	—	47,838	1,860,898	15,946	620,299
Kristen Oelschlager	3/13/2019	16,610	—	3.38	03/12/2029	—	—	—	—
	12/13/2019	35,000	—	29.50	12/12/2029	—	—	—	—
	8/4/2020	30,000	—	41.36	08/03/2030	—	—	—	—
	12/10/2020	29,000	—	59.16	12/09/2030	—	—	—	—
	12/10/2021	42,550	—	40.52	12/09/2031	—	—	—	—
	12/9/2022	—	—	—	—	15,961	620,883	—	—
	3/4/2024	—	—	—	—	41,432	1,611,705	9,207	358,152
	3/4/2025	—	—	—	—	47,838	1,860,898	15,946	620,299

- (1) All of the option awards were granted under either the 2008 Plan, the 2018 Plan or the 2019 Plan and all of the stock awards were granted under the 2019 Plan. Additional information on our equity plans is set forth in Note 14 to our consolidated financial statements appearing in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025
- (2) Except for the options to purchase 65,627 shares of common stock granted to Mr. Maetzold with a vesting commencement date of March 13, 2019, which were fully vested upon issuance, each option award vests as follows: 25% of the shares subject to the option vest on the first anniversary of the vesting commencement date, and the balance of the shares vest in equal monthly installments thereafter over the next 36 months, provided in each case that the holder is then providing services to us in accordance with the terms of the 2008 Plan, the 2018 Plan or the 2019 Plan, as applicable. Certain option awards are subject to acceleration of vesting, as described under “—Potential Benefits upon Termination or Change in Control.”
- (3) Unless otherwise indicated, all of the option awards were granted with a per share exercise price equal to the fair market value of one share of our common stock on the date of grant. Prior to the IPO, the fair market value of our common stock was determined in good faith by our board of directors. Following the IPO, the fair market value of our common stock is the closing selling price per share of our common stock as reported on Nasdaq on the date of grant or other relevant determination date.
- (4) This column consists of time-based RSUs, which vest in four equal annual installments beginning on the first anniversary of the vesting commencement date.
- (5) Calculated using a price of \$38.90 per share, which was the closing price of our common stock as reported on the Nasdaq on December 31, 2025, the last trading day of 2025. With respect to the PSUs discussed in footnote (6), the amounts shown in this column reflect the single payout scenario for the awards.
- (6) This column consists of PSUs granted in March 2024 and March 2025. The 2025 PSUs vest based on the Company’s revenue and adjusted EBITDA performance against pre-established performance targets as measured at the end of a three-year performance period ending on December 31, 2027. The PSUs provide for a single payout scenario, which is used as the basis for the presentation of the PSUs in the table above.

We did not engage in any repricing or other modifications or cancellations to any of our NEOs’ outstanding equity awards during the fiscal year ended December 31, 2025.

OPTION EXERCISES AND STOCK VESTED IN 2025

The following table sets forth information regarding exercises of stock options and vesting of stock awards, which includes RSUs and PSUs, and the value realized by our NEOs during the year ended December 31, 2025.

Name	Option Awards		Stock Awards	
	Number of shares acquired on exercise (#)	Value realized on exercise (\$) ⁽¹⁾	Number of shares acquired on vesting (#)	Value realized on vesting (\$) ⁽²⁾
Derek J. Maetzold	—	—	147,019	3,856,103
Frank Stokes	—	—	42,716	1,253,184
Tobin W. Juvenal	5,393	173,640	46,582	1,358,101
Kristen M. Oelschlager	—	—	46,582	1,358,101

- (1) Calculated based on the difference between the exercise price of each option exercised and the closing price of our common stock on the date of exercise multiplied by the number of shares underlying each option exercised and does not represent actual amounts received by the NEOs as a result of the option exercises.
- (2) Calculated based on the closing price of our common stock on the vesting date multiplied by the number of shares underlying each award vested.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

The following table describes the potential payments and benefits to which the NEOs would have been entitled assuming an eligible termination of employment or change of control occurred on December 31, 2025, the last business day of fiscal 2025. The amounts shown are estimates and do not necessarily reflect the actual amounts that these individuals would receive on termination of employment.

For further information regarding the following table, see the “—Potential Benefits upon Termination of Change in Control” section of the Compensation Discussion and Analysis in this Proxy Statement. The amounts shown in the table do not include payments and benefits to the extent they are provided generally to all salaried employees upon termination of employment and do not discriminate in scope, terms or operation in favor of the NEOs. These include accrued but unpaid salary and distributions of vested plan balances under our 401(k) plan.

Executive Compensation Tables

Name	Retirement (\$)	Resignation Without Good Reason (\$)	Change in Control Covered Period; Termination Without Cause; Resignation With Good Reason (\$)	Non-Change in Control Covered Period; Termination Without Cause; Resignation With Good Reason (\$)
Derek J. Maetzold				
Salary severance	—	751,351	2,254,050	1,127,026
Bonus severance	—	—	2,254,050	1,127,026
Vacation payout	—	624,307	624,307	624,307
COBRA payments	—	—	46,964	23,482
RSU acceleration ⁽¹⁾	5,900,702	—	9,288,231	5,900,702
Performance-vesting award acceleration ⁽¹⁾	—	—	6,775,057 ⁽²⁾	2,685,377 ⁽³⁾
Total Estimated Value	5,900,702	1,375,658	21,242,659	11,487,920
Frank Stokes				
Salary severance	—	—	522,544	522,544
Bonus severance	—	—	352,140	287,399
Vacation payout	—	292,921	292,921	292,921
COBRA payments	—	—	22,187	22,187
RSU acceleration ⁽¹⁾	—	—	3,851,606	1,623,375
Performance-vesting award acceleration ⁽¹⁾	—	—	936,323 ⁽²⁾	364,931 ⁽³⁾
Total Estimated Value	—	292,921	5,977,721	3,113,357
Tobin W. Juvenal				
Salary severance	—	—	529,204	529,204
Bonus severance	—	—	356,628	291,062
Vacation payout	—	401,694	401,694	401,694
COBRA payments	—	—	15,433	15,433
RSU acceleration ⁽¹⁾	2,625,789	—	4,093,486	1,623,375
Performance-vesting award acceleration ⁽¹⁾	—	—	978,452 ⁽²⁾	390,711 ⁽³⁾
Total Estimated Value	2,625,789	401,694	6,374,897	3,251,479
Kristen M. Oelschlager				
Salary severance	—	—	529,204	529,204
Bonus severance	—	—	356,628	291,062
Vacation payout	—	333,772	333,772	333,772
COBRA payments	—	—	22,187	22,187
RSU acceleration ⁽¹⁾	—	—	4,093,486	1,623,375
Performance-vesting award acceleration ⁽¹⁾	—	—	978,452 ⁽²⁾	390,711 ⁽³⁾
Total Estimated Value	—	333,772	6,313,729	3,190,311

(1) For each of the applicable outstanding unvested equity award, the dollar amount is calculated as the closing price of our common stock on December 31, 2025 (\$38.90 per share) multiplied by the number of RSUs or PSUs expected to have their vesting accelerated.

- (2) In connection with a change in control, any performance-vesting award will accelerate vesting at 100% of the target level of performance as of the date of covered termination.
- (3) In connection with a non-change in control, a prorated number of shares underlying performance-based awards; determined based on the number of days from the start of the performance period until the covered termination, divided by the total performance period, with the number of shares determined based on actual performance as of the end of the relevant performance period. The amount shown assumes that the “target” number of shares underlying performance-based awards were earned at the end of the relevant performance period and reports the prorated portion payable for a covered termination on December 31, 2025.

CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Act, and Item 402(u) of Regulation S-K, we are providing the following information about the relationship of the annual total compensation of Derek Maetzold, our CEO, and the median annual total compensation of our employees during fiscal year 2025. We believe that the pay ratio included in this information is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K.

We identified our median employee as of December 31, 2025 based on our entire U.S. workforce of 882 employees after excluding our CEO. As permitted under SEC rules, for purposes of identifying our median employee, we excluded our only non-U.S. employee, or approximately 0.001% of our total employee population. To identify the median employee, we considered gross compensation totals for the year ended December 31, 2025 as our consistently applied measure of compensation. Gross compensation is calculated as the sum of regular salary or wages, bonuses paid and the grant date fair value of equity awards. We annualized salaries for hires made during the year. After identifying the median employee, we calculated the median employee's compensation in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K applicable to the Summary Compensation Table in this Proxy Statement. Our CEO had annual total compensation in 2025 of \$6,786,771 and our Median Employee had annual total compensation of \$130,759. Therefore, we estimate that our CEO's annual total compensation in 2025 was approximately 52 times that of the median of the annual total compensation of all of our employees.

Because the SEC rules for identifying the median compensated employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their compensation practices, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies may have different employment and compensation practices and may use different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

Pay Versus Performance

We are required by SEC rules to disclose certain information regarding compensation paid to our NEOs. The amounts set forth below under the headings “Compensation Actually Paid to PEO” and “Average Compensation Actually Paid to Non-PEO NEOs” have been calculated in a manner consistent with Item 402(v) of Regulation S-K. Footnote (2) below sets forth the adjustments from the Total Compensation for each NEO reported in the Summary Compensation Table for the relevant year.

Year (a)	Summary Compensation Table Total for PEO (\$) ⁽¹⁾ (b)	Compensation Actually Paid to PEO (\$) ⁽²⁾ (c)	Average Summary Compensation Table Total for Non-PEO NEOs (\$) ⁽¹⁾ (d)	Average Compensation Actually Paid to Non-PEO NEOs (\$) ⁽²⁾ (e)	Value of Initial Fixed \$100 Investment Based on:		Net Income (Loss) (\$) ⁽⁴⁾ (in thousands) (h)	Total Revenue (\$) ⁽⁵⁾ (in thousands) (i)
					Total Shareholder Return (\$) ⁽³⁾ (f)	Peer Group Total Shareholder Return (\$) ⁽³⁾ (g)		
2025	6,786,771	13,166,820	2,381,659	4,384,636	57.93	124.75	(24,158)	344,229
2024	6,941,074	9,967,499	2,400,129	3,322,154	39.69	93.49	18,245	332,069
2023	1,605,984	779,818	845,945	496,508	32.14	94.03	(57,466)	219,788
2022	7,552,577	3,081,353	2,670,395	990,266	35.06	89.90	(67,138)	137,039
2021	6,521,857	2,127,860	2,813,079	1,240,785	63.84	100.02	(31,292)	94,085

- (1) Mr. Maetzold was our “PEO” for each of the years 2021 through 2025. In this disclosure, we refer to our NEOs other than Mr. Maetzold in any fiscal year as our “Other NEOs” or our “Non-PEO NEOs.” Frank Stokes, Kristen M. Oelschlagel and Tobin W. Juvenal were “Other NEOs” for each of the years 2021 through 2025. The dollar amounts are the total compensation for the covered fiscal year as reported in the Summary Compensation Table pursuant to Regulation S-K, item 402(c)(2)(x), as described under “—Summary Compensation Table.” In the case of the Other NEOs, the amounts reported are an average of the total compensation for the covered fiscal years.
- (2) For each year, in determining both the compensation actually paid (“CAP”) for our PEO and the average CAP for our Other NEOs, we deducted or added back the following amounts from or to the total amounts of compensation reported in column (b) and column (d) for such year.

Mr. Maetzold’s CAP is calculated as follows:

Year	Total Compensation from Summary Compensation Table (\$)	Deduct: Stock Awards Value from Summary Compensation Table (\$)	Deduct: Option Awards Value from Summary Compensation Table (\$)	Add: Change in Fair Value of Awards Vesting During the Year (\$)*	Add: Change in Fair Value of Outstanding and Unvested Equity Awards (\$)*	Add: Year-End Fair Value of Equity Awards Granted During the Year (\$)*	Compensation Actually Paid (\$)
2025	6,786,771	4,977,208	—	331,938	2,315,765	8,709,554	13,166,820

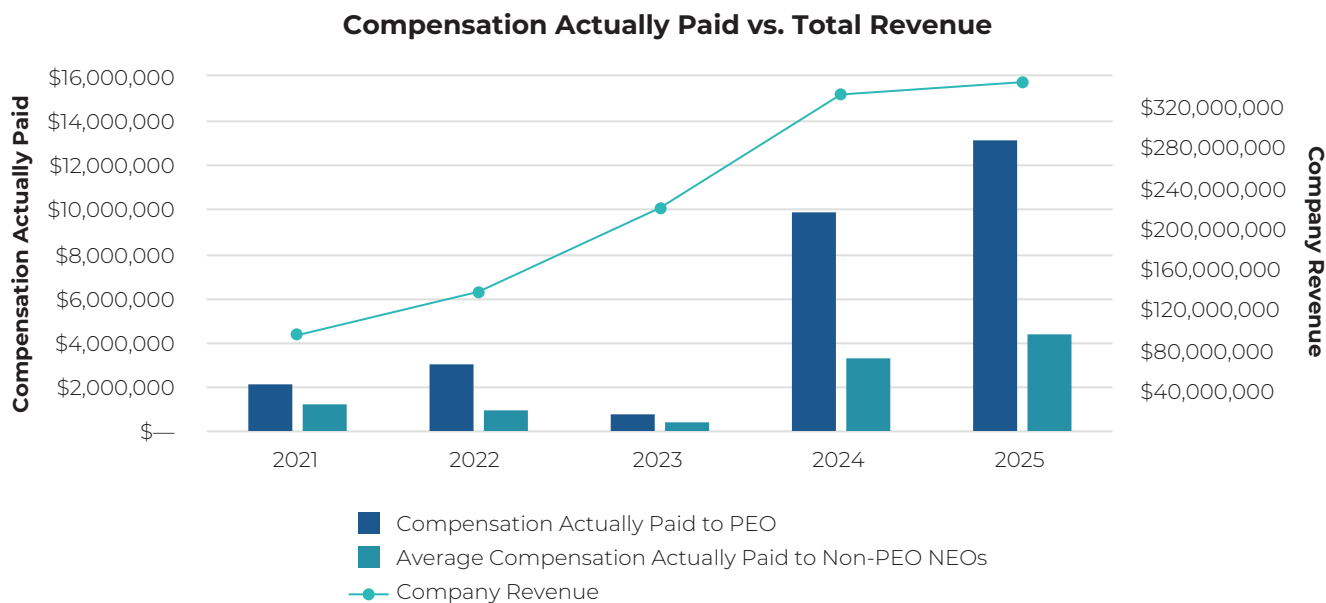
Other NEOs average CAP are as follows:

Year	Total Compensation from Summary Compensation Table (\$)	Deduct: Stock Awards Value from Summary Compensation Table (\$)	Deduct: Option Awards Value from Summary Compensation Table (\$)	Add: Change in Fair Value of Awards Vesting During the Year (\$)*	Add: Change in Fair Value of Outstanding and Unvested Equity Awards (\$)*	Add: Year-End Fair Value of Equity Awards Granted During the Year (\$)*	Average Compensation Actually Paid (\$)
2025	2,381,659	1,417,918	—	153,659	786,038	2,481,198	4,384,636

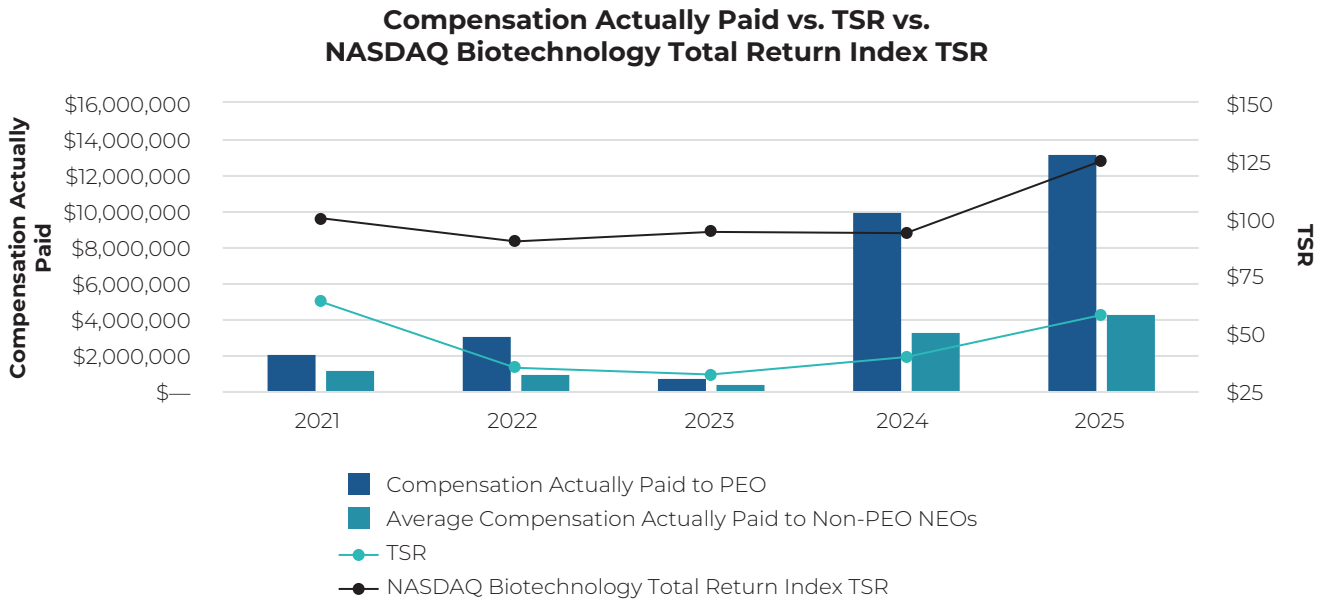
* There were no other assumptions made in the valuation of equity awards that differs materially from those disclosed as of the grant date of such equity awards.

- (3) For each fiscal year disclosed the cumulative total shareholder return and peer group cumulative total shareholder return is calculated in the same manner as Item 201(e) of Regulation S-K assuming an initial investment of \$100 on December 31, 2020. The peer group used in this calculation is the NASDAQ Biotechnology Total Return Index.
- (4) The dollar amounts presented are from our consolidated financial statements appearing in our Annual Report on Form 10-K for each of the reported fiscal years.
- (5) This is our Company-Selected Measure provided in accordance with Item 402(v)(2)(vi) of Regulation S-K. The dollar amounts presented are from our consolidated financial statements appearing in our Annual Report on Form 10-K for each of the reported fiscal years.

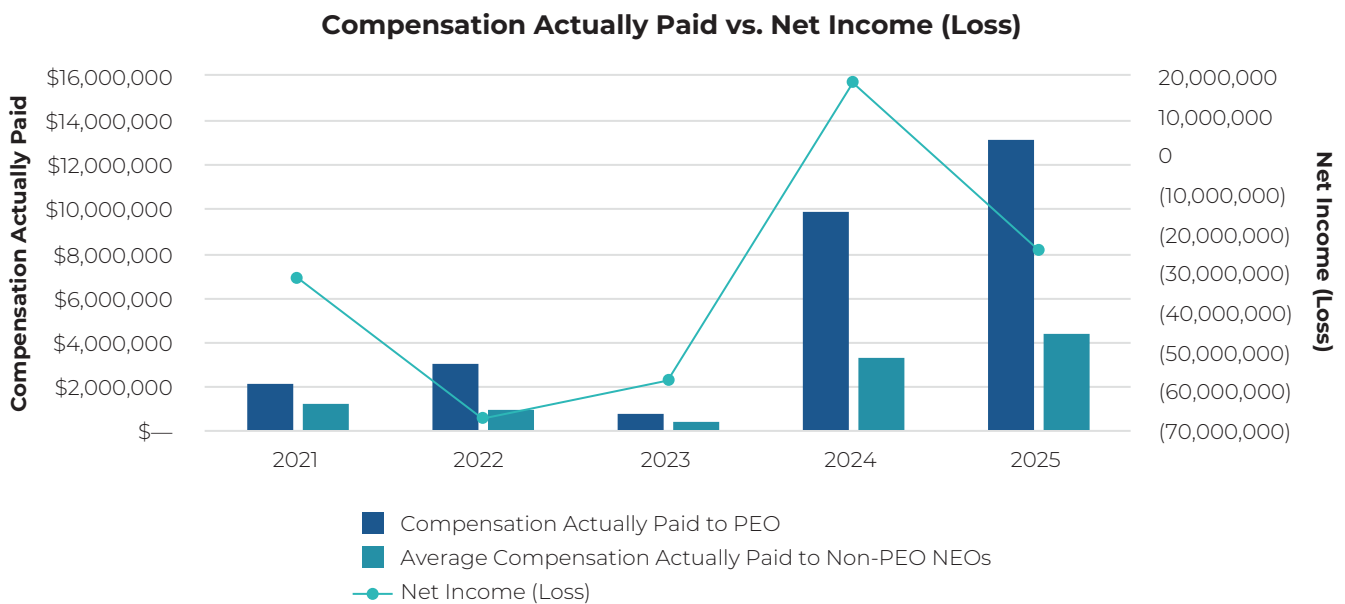
The following chart shows the relationships between (a) the compensation actually paid to the PEO, (b) the average compensation actually paid to the Non-PEO NEOs included in the Summary Compensation Table and (c) our company-selected measure of total revenue.



The following chart shows the relationships between (a) the compensation actually paid to the PEO, (b) the average compensation actually paid to the Non-PEO NEOs included in the Summary Compensation Table and (c) our total shareholder return and the peer group total shareholder return.



The following chart shows the relationships between (a) the compensation actually paid to the PEO, (b) the average compensation actually paid to the Non-PEO NEOs in the Summary Compensation Table and (c) our net income (loss).



The following performance measures are the Company's most important performance measures used by us to link compensation actually paid to our NEOs for the year-end December 31, 2025. For further information regarding these performance metrics and their function in our executive compensation program, please see "Compensation Discussion and Analysis" beginning on page 48.

Performance Measures

Financial Performance Measure:
Revenue
Adjusted EBITDA*

Non-financial Performance Measures:
Reimbursement Rates for our Tests
Pipeline Milestones

*As an example for how we have calculated adjusted EBITDA in the past, refer to our reconciliation of adjusted EBITDA for the three and twelve months ended December 31, 2025 to the most directly comparable GAAP financial measure presented within the tables at the end of our earnings release furnished as Exhibit 99.1 to our Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on February 26, 2026.

All information provided above under the "Pay Versus Performance" heading will not be deemed to be incorporated by reference in any filing of our company 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 the Company specifically incorporates such information by reference.

Policies and Practices Related to the Grant of Certain Equity Awards Close in Time to the Release of Material Nonpublic Information

During 2025 (and in the prior two years) we have not granted stock options, stock appreciation rights, or similar instruments with option-like features to our employees, including our named executive officers. From time to time, the Company may grant stock options to its non-employee members of the Board in circumstances where the Compensation Committee determines appropriate. The Company does not maintain any written policies on the timing of the grant of stock options, stock appreciation rights or similar instruments with option-like features.

It is our general policy to neither grant equity awards in anticipation of the release of material nonpublic information ("MNPI"), nor to time the release of MNPI based on equity award grant dates or for the purposes of affecting the value of executive compensation. We have no information to disclose pursuant to Item 402(x)(2) of Regulation S-K.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than ten percent of our common stock, to file with the SEC initial reports of ownership and reports of changes in beneficial ownership of our common stock.

Based solely on a review of Form 3 and Form 4 filings with the SEC and representations received from our current directors and executive officers that no Form 5 filings are required, we believe that all Section 16(a) requirements were met with respect to the fiscal year ended December 31, 2025, except as follows: one Form 4 for Derek Maetzold covering one transaction was filed late on October 23, 2025 as the result of an administrative error.

Equity Compensation Plan Information

The following table provides certain information with respect to all of the Company's equity compensation plans in effect as of December 31, 2025:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a) ⁽²⁾	Weighted-average exercise price of outstanding options, warrants and rights (b) ⁽³⁾	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 ⁽¹⁾	5,950,568 \$	36.53	2,449,903 ⁽⁴⁾
Equity compensation plans not approved by security holders ⁽⁵⁾	579,770	—	718,454
Total	6,530,338 \$	36.53	3,168,357

(1) Consists of the 2008 Plan, the 2018 Plan, the 2019 Plan and the Castle Biosciences, Inc. 2019 Employee Stock Purchase Plan (the "ESPP"). Additional information on these equity plans is set forth in Note 14 to our consolidated financial statements appearing in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

(2) Consists of outstanding options to purchase 146,352 shares of common stock under the 2008 Plan, outstanding options to purchase 255,292 shares of common stock under the 2018 Plan, outstanding options to purchase 2,382,788 shares of common stock under the 2019 Plan, 2,815,992 outstanding RSUs under the 2019 Plan, 350,144 outstanding PSUs under the 2019 Plan, and 579,770 outstanding RSUs under the Castle Biosciences, Inc. 2022 Inducement Plan (the "Inducement Plan"). Excludes purchase rights accruing under the ESPP. Shares reserved for issuance under the ESPP are included in column (c).

(3) As RSU and PSU awards have no exercise price, the weighted-average exercise price excludes 2,815,992 outstanding RSUs and 350,144 outstanding PSUs.

(4) Includes 1,279,290 shares available for issuance under the 2019 Plan and 1,170,613 shares available for purchase under the ESPP. Excludes automatic increases of 1,484,315 shares and 296,863 shares for the 2019 Plan and the ESPP, respectively, that became effective January 1, 2026, pursuant to "evergreen" provisions in the 2019 Plan and the ESPP. On February 27, 2026, 94,420 shares of common stocks were purchased under the ESPP.

(5) Consists of the Inducement Plan. See below under "—Inducement Plan" for details.

INDUCEMENT PLAN

On December 22, 2022, our board of directors adopted and approved the Inducement Plan.

Eligible Award Recipients. The Inducement Plan is used exclusively for grants of awards to individuals that were not previously employees or directors of the Company, as an inducement material to the individual's entry into employment with the Company under Nasdaq Marketplace Rule 5635(c)(4) and the related guidance under Nasdaq IM 5635-1.

Stock Awards. The Inducement Plan provides for the grant of nonstatutory stock options (“NSOs”), stock appreciation rights, restricted stock awards, RSU awards, performance stock awards, performance cash awards and other forms of stock awards.

Authorized Shares. The initial maximum number of shares of our common stock that may be issued under the Inducement Plan is 350,000 shares. On December 4, 2023, and August 5, 2025, the Board and the Compensation Committee, respectively, approved amendments to the Inducement Plan to increase the number of shares reserved for issuance by an additional 400,000 shares and 700,000 shares, respectively. Shares subject to stock awards granted under the Inducement Plan that expire or terminate without being exercised in full or that are paid out in cash rather than in shares do not reduce the number of shares available for issuance under the Inducement Plan. If any shares of common stock issued pursuant to a stock award are forfeited back to or repurchased or reacquired by us for any reason, the shares that are forfeited or repurchased or reacquired will revert to and again become available for issuance under the Inducement Plan. Any shares reacquired in satisfaction of tax withholding obligations or as consideration for the exercise or purchase price of a stock award will again become available for issuance under the Inducement Plan.

Plan Administration. Our board of directors administers the Inducement Plan and is referred to as the “plan administrator” herein. Our board of directors may also delegate some of its powers of administration of the Inducement Plan to a committee or committees. Under the Inducement Plan, the plan administrator has the authority to determine award recipients, grant dates, the numbers and types of stock awards to be granted, the applicable fair market value, and the provisions of each stock award, including the period of exercisability and the vesting schedule applicable to a stock award. Awards may only be granted by either (i) a majority of our independent directors or (ii) our Compensation Committee.

Under the Inducement Plan, neither the board of directors nor any committee has the authority to (i) reduce the exercise price or strike price of any outstanding options or stock appreciation rights, or (ii) cancel any outstanding options or stock appreciation rights that have an exercise price greater than the current fair market value in exchange for cash or other awards, unless our stockholders have approved such an action within twelve months prior to such an event.

Stock Options and Stock Appreciation Rights. Each stock option or stock appreciation right is granted in such form and contain such terms and conditions as the plan administrator deems appropriate. All options are separately designated as NSOs at the time of grant. The plan administrator determines the exercise price for each stock option or stock appreciation right, within the terms and conditions of the Inducement Plan, provided that the exercise price of a stock option or stock appreciation right generally cannot be less than 100% of the fair market value of our common stock on the date of grant. The vesting provisions of individual awards of stock options and stock appreciation rights may vary.

The plan administrator determines the term of stock options and stock appreciation rights granted under the Inducement Plan, up to a maximum of 10 years. Unless the terms of a stock option agreement or stock appreciation right agreement provide otherwise, if a participant’s service relationship with us or any of our affiliates ceases for any reason other than disability, death, or cause, the participant may exercise any vested options or stock appreciation rights for a period of three months following the cessation of service, or such longer or shorter period specified in the stock option agreement or stock appreciation right agreement, which period will not be less than 30 days if necessary to comply with applicable laws unless the termination is for cause. If a participant’s service relationship with us or any of our affiliates ceases due to death, or a participant dies within a certain period following cessation of service, the participant or a beneficiary may generally exercise any vested stock options or stock appreciation rights for a period of 18 months following the date of death. If a participant’s service relationship with us or any of our affiliates ceases due to disability, the participant may generally exercise any vested stock options or stock appreciation rights for a period of 12 months following the cessation of service. In the event of a termination for cause, options generally terminate upon the termination date. In no event may an option be exercised beyond the expiration of its term.

Acceptable consideration for the purchase of common stock issued upon the exercise of a stock option will be determined by the plan administrator and may include (1) cash, check, bank draft or money order, (2) a broker-

assisted cashless exercise, (3) the tender of shares of our common stock previously owned by the participant, (4) a net exercise of the option, or (5) other legal consideration approved by the plan administrator.

Unless the plan administrator provides otherwise, stock options and stock appreciation rights generally are not transferable except by will or the laws of descent and distribution. Subject to approval of the plan administrator or a duly authorized officer in each case, (i) a stock option or stock appreciation right may be transferred pursuant to a domestic relations order, official marital settlement agreement, or other divorce or separation instrument and (ii) a participant may designate a beneficiary who may exercise the option following the participant's death.

Restricted Stock Unit Awards. RSU awards are granted in such form and contain such terms and conditions as the plan administrator deems appropriate. RSU awards may be granted in consideration for any form of legal consideration that may be acceptable to our board of directors and permissible under applicable law. An RSU award may be settled by cash, delivery of stock, a combination of cash and stock as deemed appropriate by the plan administrator, or in any other form of consideration set forth in the RSU award agreement. Additionally, dividend equivalents may be credited in respect of shares covered by an RSU award. Except as otherwise provided in the applicable award agreement, RSU awards that have not vested will be forfeited once the participant's continuous service ends for any reason.

Restricted Stock Awards. Restricted stock awards are granted in such form and contain such terms and conditions as the plan administrator deems appropriate. A restricted stock award may be awarded in consideration for cash, check, bank draft or money order, past or future services to us, or any other form of legal consideration that may be acceptable to our board of directors and permissible under applicable law. The plan administrator determines the terms and conditions of restricted stock awards, including vesting and forfeiture terms. If a participant's service relationship with us ends for any reason, we may receive any or all of the shares of common stock held by the participant that have not vested as of the date the participant terminates service with us through a forfeiture condition or a repurchase right.

Performance Awards. The Inducement Plan permits the grant of performance-based stock and cash awards. The plan administrator may structure awards so that the stock or cash will be issued or paid only following the achievement of certain pre-established performance goals during a designated performance period.

The performance goals that may be selected include one or more of the following: (i) sales; (ii) revenues; (iii) assets; (iv) expenses; (v) market penetration or expansion; (vi) earnings from operations; (vii) earnings before or after deduction for all or any portion of interest, taxes, depreciation, amortization, incentives, service fees or extraordinary or special items, whether or not on a continuing operations or an aggregate or per share basis; (viii) net income or net income per common share (basic or diluted); (ix) return on equity, investment, capital or assets; (x) one or more operating ratios; (xi) borrowing levels, leverage ratios or credit rating; (xii) market share; (xiii) capital expenditures; (xiv) cash flow, free cash flow, cash flow return on investment, or net cash provided by operations; (xv) stock price, dividends or total stockholder return; (xvi) development of new technologies or products; (xvii) sales of particular products or services; (xviii) economic value created or added; (xix) operating margin or profit margin; (xx) customer acquisition or retention; (xxi) raising or refinancing of capital; (xxii) successful hiring of key individuals; (xxiii) resolution of significant litigation; (xxiv) acquisitions and divestitures (in whole or in part); (xxv) joint ventures and strategic alliances; (xxvi) spin-offs, split-ups and the like; (xxvii) reorganizations; (xxviii) recapitalizations, restructurings, financings (issuance of debt or equity) or refinancings; (xxix) or strategic business criteria, consisting of one or more objectives based on the following goals: achievement of timely development, design management or enrollment, meeting specified market penetration or value added, payor acceptance, patient adherence, peer reviewed publications, issuance of new patents, establishment of or securing of licenses to intellectual property, product development or introduction (including, without limitation, any clinical trial accomplishments, regulatory or other filings, approvals or milestones, discovery of novel products, maintenance of multiple products in pipeline, product launch or other product development milestones), geographic business expansion, cost targets, cost reductions or savings, customer satisfaction, operating efficiency, acquisition or retention, employee satisfaction, information technology, corporate development (including, without limitation, licenses, innovation, research or establishment of third party collaborations), manufacturing or process development, legal compliance or risk reduction, patent application or issuance goals, or goals relating to acquisitions, divestitures or other business combinations (in whole or in part), joint ventures or strategic alliances;

and (xxx) other measures of performance selected by a majority of our independent directors or our compensation committee.

The performance goals may be based on company-wide performance or performance of one or more business units, divisions, affiliates, or business segments, and may be either absolute or relative to the performance of one or more comparable companies or the performance of one or more relevant indices. A majority of our independent directors or our compensation committee is authorized at any time in its sole discretion, to adjust or modify the calculation of a performance goal for such performance period in order to prevent the dilution or enlargement of the rights of participants, (a) in the event of, or in anticipation of, any unusual or extraordinary corporate item, transaction, event or development; (b) in recognition of, or in anticipation of, any other unusual or nonrecurring events affecting us, or our financial statements in response to, or in anticipation of, changes in applicable laws, regulations, accounting principles, or business conditions; or (c) in view of a majority of our independent directors or the compensation committee's assessment of our business strategy, performance of comparable organizations, economic and business conditions, and any other circumstances deemed relevant. Specifically, a majority of our independent directors or our compensation committee is authorized to make adjustment in the method of calculating attainment of performance goals and objectives for a performance period as follows: (i) to exclude the dilutive effects of acquisitions or joint ventures; (ii) to assume that any business divested by us achieved performance objectives at targeted levels during the balance of a performance period following such divestiture; and (iii) to exclude the effect of any change in the outstanding shares of our common stock by reason of any stock dividend or split, stock repurchase, reorganization, recapitalization, merger, consolidation, spin-off, combination or exchange of shares or other similar corporate change, or any distributions to common stockholders other than regular cash dividends. In addition, a majority of our independent directors or our compensation committee is authorized to make adjustment in the method of calculating attainment of performance goals and objectives for a performance period as follows: (i) to exclude restructuring and/or other nonrecurring charges; (ii) to exclude exchange rate effects, as applicable, for non-U.S. dollar denominated net sales and operating earnings; (iii) to exclude the effects of changes to generally accepted accounting standards required by the FASB; (iv) to exclude the effects of any items that are "unusual" in nature or occur "infrequently" as determined under generally accepted accounting principles; (v) to exclude the effects to any statutory adjustments to corporate tax rates; and (vi) to make other appropriate adjustments selected by a majority of our independent directors or our compensation committee.

Other Stock Awards. The plan administrator may grant other awards based in whole or in part by reference to our common stock. The plan administrator will set the number of shares under the stock award and all other terms and conditions of such awards.

Capitalization Adjustments. In the event there is a specified type of change in our capital structure, such as a stock split, reverse stock split, or recapitalization, appropriate adjustments will be made to (1) the class and maximum number of shares reserved for issuance under the Inducement Plan, (2) the class and number of shares and exercise price, strike price, or purchase price, if applicable, of all outstanding stock awards.

Corporate Transactions. The Inducement Plan provides that in the event of certain specified significant corporate transactions (or a change in control, as defined below), unless otherwise provided in an award agreement or other written agreement between us and the award holder, the plan administrator may take one or more of the following actions with respect to such stock awards:

- arrange for the assumption, continuation, or substitution of a stock award by a successor corporation;
- arrange for the assignment of any reacquisition or repurchase rights held by us to a successor corporation;
- accelerate the vesting, in whole or in part, of the stock award and provide for its termination if not exercised (if applicable) at or before the effective time of the transaction;
- arrange for the lapse, in whole or in part, of any reacquisition or repurchase rights held by us;
- cancel or arrange for the cancellation of the stock award, to the extent not vested or not exercised before the effective time of the transaction, in exchange for a cash payment, if any; or

- make a payment equal to the excess, if any, of (A) the value of the property the participant would have received on exercise of the award immediately before the effective time of the transaction, over (B) any exercise price payable by the participant in connection with the exercise.

The plan administrator is not obligated to treat all stock awards or portions of stock awards in the same manner and is not obligated to take the same actions with respect to all participants.

Under the Inducement Plan, a corporate transaction is generally the consummation of: (1) a sale or other disposition of all or substantially all of our assets, (2) the sale or other disposition of more than 50% of our outstanding securities, (3) a merger or consolidation where we do not survive the transaction or (4) a merger or consolidation where we do survive the transaction but the shares of our common stock outstanding immediately before such transaction are converted or exchanged into other property by virtue of the transaction.

Change in Control. In the event of a change in control, the plan administrator may take any of the above-mentioned actions. Awards granted under the Inducement Plan may be subject to additional acceleration of vesting and exercisability upon or after a change in control as may be provided in the applicable stock award agreement or in any other written agreement between us or any affiliate and the participant, but in the absence of such provision, no such acceleration will automatically occur. Under the Inducement Plan, a change in control is generally (1) the acquisition by any person or company of more than 50% of the combined voting power of our then-outstanding stock, (2) a merger, consolidation or similar transaction in which our stockholders immediately before the transaction do not own, directly or indirectly, more than 50% of the combined voting power of the surviving entity (or the parent of the surviving entity) in substantially the same proportions as their ownership immediately prior to such transaction, (3) a sale, lease, exclusive license or other disposition of all or substantially all of our assets other than to an entity more than 50% of the combined voting power of which is owned by our stockholders in substantially the same proportions as their ownership of our outstanding voting securities immediately prior to such transaction, (4) a complete dissolution or liquidation of us or (5) when a majority of our board of directors becomes comprised of individuals who were not serving on our board of directors on December 22, 2022 (the effective date of the Inducement Plan), or the incumbent board, or whose nomination, appointment, or election was not approved by a majority of the incumbent board still in office.

Plan Amendment or Termination. Our board of directors has the authority to amend, suspend, or terminate the Inducement Plan, provided that such action does not materially impair the existing rights of any participant without such participant's written consent. Stockholder approval is required for any amendment to the extent required by law. No stock awards may be granted under the Inducement Plan while it is suspended or after it is terminated.

Transactions with Related Persons and Indemnifications

RELATED PERSON TRANSACTIONS POLICY AND PROCEDURES

We have adopted a written related-person transactions policy that sets forth our policies and procedures regarding the identification, review, consideration and oversight of “related-person transactions.” For purposes of our policy only, a “related-person transaction” is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which we and any “related person” are participants involving an amount that exceeds \$120,000. Transactions involving compensation for services provided to us as an employee, consultant or director are not considered related-person transactions under this policy. A related person is any executive officer, director, nominee to become a director or a holder of more than five percent of our common stock, including any of their immediate family members and affiliates, including entities owned or controlled by such persons.

Under the policy, where a transaction has been identified as a related-person transaction, management must present information regarding the proposed related-person transaction to our Audit Committee (or, where review by our Audit Committee would be inappropriate, to another independent body of our board of directors) for review. The presentation must include a description of, among other things, all of the parties thereto, the direct and indirect interests of the related persons, the purpose of the transaction, the material facts, the benefits of the transaction to us and whether any alternative transactions are available, an assessment of whether the terms are comparable to the terms available from unrelated third parties and management’s recommendation. To identify related-person transactions in advance, we rely on information supplied by our executive officers, directors and certain significant stockholders. In considering related-person transactions, our audit committee or another independent body of our board of directors takes into account the relevant available facts and circumstances including, but not limited to:

- the risks, costs and benefits to us;
- the impact on a director’s independence in the event the related person is a director, immediate family member of a director or an entity with which a director is affiliated;
- the terms of the transaction;
- the availability of other sources for comparable services or products; and
- the terms available to or from, as the case may be, unrelated third parties.

In the event a director has an interest in the proposed transaction, the director must recuse himself or herself from the deliberations and approval.

CERTAIN RELATED PERSON TRANSACTIONS

The following includes a summary of transactions since January 1, 2025 to which we have been a party, in which the amount involved in the transaction exceeded \$120,000, and in which any of our directors, executive officers or beneficial owners of more than 5% of our capital stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest, other than equity and other compensation, termination, change in control and other arrangements, which are described under “Compensation Discussion and Analysis” and “Director Compensation.”

Employment of Immediate Family Members of Executive Officers

Three of Derek J. Maetzold's children, John Maetzold, Emily Kirk and Peter Maetzold and his brother-in-law, Greg Holzapfel are employed by the Company in non-officer positions. John Maetzold is a National Sales Director, Emily Kirk is an Executive Area Manager, Peter Maetzold is an Associate Director of Program Management, and Greg Holzapfel is our Senior Director of Cyber Security & Infrastructure. For the year ended December 31, 2025, John Maetzold, Emily Kirk, Peter Maetzold, and Greg Holzapfel received aggregate compensation of \$1,011,325, \$591,737, \$455,261, and \$596,367, respectively, which includes the aggregate grant date fair value of stock awards granted in 2025 in the amounts of \$177,618, \$44,482, \$60,448, and \$93,712, respectively.

Tobin W. Juvenal's son, Ryan Juvenal is employed by the Company in a non-officer position. Ryan Juvenal is a Sales Director. For the year ended December 31, 2025, Ryan Juvenal received aggregate compensation of \$718,111. For 2025, \$145,692 represents the aggregate grant date fair value of stock awards.

Kristen M. Oelschlager's two children, Shelby Miller and Steffen Oelschlager, and son-in-law, Joshua Albers are employed by the Company in non-officer positions. Shelby Miller is a Clinical Research Associate II, Steffen Oelschlager is a Problem Resolution Specialist, and Joshua Albers is our Senior Director of Software & Application Development. For the year ended December 31, 2025, Shelby Miller, Steffen Oelschlager and Joshua Albers received aggregate compensation of \$193,512, \$133,818, and \$604,934, respectively, which includes the aggregate grant date fair value of stock awards granted in 2025 in the amounts of \$12,115, \$16,450 and \$93,712, respectively.

These amounts of compensation were calculated using the same methodology as used in the Summary Compensation Table in the section titled "Executive Compensation." Each of the foregoing transactions were reviewed and approved by our Audit Committee in accordance with Rule 5630(a) of the Nasdaq listing rules.

Householding of Proxy Materials

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

For this meeting, a number of brokers with account holders who are Castle stockholders will be “householding” the Company’s proxy materials. A single set of meeting materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in “householding” and would prefer to receive a separate Notice of Internet Availability Proxy Materials, please notify your broker or Castle. Direct your written request to Castle Biosciences, Inc., 1500 W. Parkwood Ave, Suite 400, Friendswood, Texas 77546, Attn: Corporate Secretary or call us at (866) 788-9007. If you are receiving more than one copy of the proxy materials at a single address and would like to participate in householding, please contact the bank, broker or other organization that holds your shares to request information about eliminating duplicate mailings.

Annual Report on Form 10-K

Our reports on Forms 10-K, 10-Q, 8-K and all amendments to those reports are available without charge on our website at www.CastleBiosciences.com on the “Company” page by selecting “Investors,” “Financials,” and then “SEC Filings,” as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. You may request a copy of our SEC filings, including a copy of the Annual Report on Form 10-K for the fiscal year ended December 31, 2025, as well as the foregoing corporate documents, at no cost to you, by writing to Castle Biosciences, Inc., 1500 W. Parkwood Ave, Suite 400, Friendswood, Texas 77546, Attn: Investor Relations.

Stockholder Proposals for the 2027 Annual Meeting of Stockholders

Stockholders of the Company may submit proposals that they believe should be voted upon at the Company's annual meetings of stockholders or nominate persons for election to the Board.

Pursuant to Rule 14a-8 under the Exchange Act, stockholder proposals meeting certain requirements may be eligible for inclusion in the Company's proxy statement for the Company's 2027 Annual Meeting of Stockholders. To be eligible for inclusion in the Company's 2027 proxy statement, any such stockholder proposals must be submitted in writing to the Corporate Secretary of the Company no later than Wednesday, December 9, 2026, in addition to complying with certain rules and regulations promulgated by the SEC. The submission of a stockholder proposal does not guarantee that it will be included in the Company's proxy statement.

Alternatively, in accordance with the "advance notice" provisions of our bylaws, stockholders seeking to present a stockholder proposal or nomination at the Company's 2027 Annual Meeting of Stockholders, without having it included in the Company's proxy statement, must timely submit notice of such proposal or nomination. To be timely, a stockholder's notice must be received by the Corporate Secretary at the principal executive offices of the Company not later than the close of business on the 90th day nor earlier than the close of business on the 120th day before the first anniversary of the 2026 Annual Meeting of Stockholders, unless the date of the 2027 Annual Meeting of Stockholders is advanced by more than 30 days or delayed by more than 70 days from the anniversary of the 2026 Annual Meeting of Stockholders. For the Company's 2027 Annual Meeting of Stockholders, this means that any such proposal or nomination must be submitted no earlier than Thursday, January 28, 2027 and no later than Saturday, February 27, 2027. If the date of the 2027 Annual Meeting of Stockholders is advanced by more than 30 days or delayed by more than 70 days from the anniversary of the 2026 Annual Meeting of Stockholders, the stockholder must submit any such proposal or nomination no earlier than the close of business on the 120th day prior to the 2027 Annual Meeting of Stockholders and not later than the close of business on the later of (a) the 90th day prior to the 2027 Annual Meeting of Stockholders, or (b) the 10th day following the day on which public announcement of the date of the 2027 Annual Meeting of Stockholders is first made by the Company.

You should also review our amended and restated bylaws, which contain additional requirements about advance notice of and procedures for director nominations and stockholder proposals.

Notices of any proposals or nominations for the Company's 2027 Annual Meeting of Stockholders should be sent to Castle Biosciences, Inc., 1500 W. Parkwood Ave, Suite 400, Friendswood, Texas 77546, Attn: Corporate Secretary.

Questions and Answers about these Proxy Materials and Voting

Why did I receive a notice regarding the availability of proxy materials on the internet?

Pursuant to rules adopted by the SEC, we have elected to provide access to our proxy materials over the internet. Accordingly, we have sent you a Notice of Internet Availability of Proxy Materials (the "Notice") because the board of directors of the Company is soliciting your proxy to vote at Castle's 2026 annual meeting of stockholders (including any adjournments, continuations or postponements thereof). All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the internet or to request a printed set of proxy materials may be found in the Notice.

We intend to mail the Notice on or about April 8, 2026, to all stockholders of record as of the close of business on April 1, 2026, the record date for the Annual Meeting, entitled to vote at the Annual Meeting.

How do I attend the Annual Meeting?

The meeting will be held on Thursday, May 28, 2026, at 10:00 a.m. Central Time at the San Luis Resort, Spa and Conference Center, 5222 Seawall Boulevard, Galveston, TX 77551. Directions to the Annual Meeting may be found at www.CastleBiosciences.com. The inclusion of our website address here and elsewhere in this Proxy Statement does not incorporate by reference into this Proxy Statement the information on or accessible through our website. Information on how to vote in person at the Annual Meeting is discussed below.

Who can vote at the Annual Meeting?

Only stockholders of record as of the close of business on April 1, 2026, the record date for the Annual Meeting, will be entitled to vote at the Annual Meeting. On this record date, there were 30,295,965 shares of common stock outstanding and entitled to vote.

Stockholder of Record: Shares Registered in Your Name

If, as of the close of business on April 1, 2026, your shares were registered directly in your name with Castle's transfer agent, Broadridge Corporate Issuer Solutions, Inc., then you are a stockholder of record. As a stockholder of record, you may vote in person at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, we urge you to fill out and return the proxy card that you may request or that we may elect to deliver at a later time, or vote by proxy over the telephone or on the internet as instructed below to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker, Bank or other Agent

If, as of the close of business on April 1, 2026, 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" and the Notice should be forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank or other agent regarding how to vote the shares in your account, but

you must follow the instructions from such organization to do so. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares at the Annual Meeting unless you request and obtain a valid proxy from your broker, bank or other agent.

On what matters am I voting?

There are four matters scheduled for a vote:

- Proposal 1: To elect the three Class I director nominees named herein to hold office until the 2029 annual meeting of stockholders;
- Proposal 2: To ratify the selection of KPMG LLP by the Audit Committee of our board of directors as our independent registered public accounting firm for the fiscal year ending December 31, 2026;
- Proposal 3: To approve, on an advisory basis, the compensation of our NEOs, as disclosed in this Proxy Statement (commonly known as a Say-on-Pay proposal); and
- Proposal 4: To approve the Company's non-employee director compensation policy.

What are the voting recommendations of Castle's board of directors?

Our board of directors recommends that you vote:

- "FOR ALL" the election of the three Class I director nominees named herein to hold office until the 2029 annual meeting of stockholders (Proposal 1);
- "FOR" the ratification of the selection of KPMG LLP by the Audit Committee of our board of directors as our independent registered public accounting firm for the fiscal year ending December 31, 2026 (Proposal 2);
- "FOR" the approval, on an advisory basis, of the compensation of our NEOs, as disclosed in this Proxy Statement (Proposal 3); and
- "FOR" the approval of the Company's non-employee director compensation policy (Proposal 4).

What if another matter is properly brought before the Annual Meeting?

We know of no other matters that will be presented for consideration at the Annual Meeting. If any other matters properly come before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote such proxy in accordance with the recommendation of our management on such matters, including any matters dealing with the conduct of the Annual Meeting. Discretionary authority for them to do so is provided for in the proxy card.

How do I vote?

You may (1) vote "FOR ALL" three Class I director nominees, (2) withhold your vote for all three Class I director nominees by selecting "WITHHOLD ALL", or (3) vote "FOR ALL EXCEPT_____" any Class I director nominee you specify by following the instructions on your proxy card. For each other proposal, you may vote "FOR" or "AGAINST" or abstain from voting.

The procedures for voting are fairly simple:

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record, you may vote in person at the Annual Meeting, vote by proxy over the telephone, vote by proxy through the internet or vote by proxy using a proxy card that you may request or that we may elect to deliver at a later time. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the Annual Meeting even if you have already voted by proxy. In such case and if you vote at the Annual Meeting, your previously submitted proxy will be disregarded.

- To vote in person, attend the Annual Meeting and we will give you a ballot when you arrive.
- To vote using the proxy card, simply complete, sign and date the proxy card that may be delivered and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.
- To vote over the telephone, dial toll-free 1-800-690-6903 using a touch-tone phone and follow the recorded instructions. You will be asked to provide the company number and 16-Digit Control Number from the Notice. Your telephone vote must be received by 11:59 p.m. Eastern Daylight Time on May 27, 2026, to be counted.
- To vote through the internet, go to www.proxyvote.com to complete an electronic proxy. You will be asked to provide the company number and 16-Digit Control Number from the Notice. Your internet vote must be received by 11:59 p.m. Eastern Daylight Time on May 27, 2026, to be counted.

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

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a Notice containing voting instructions from that organization rather than from Castle. Simply follow the voting instructions in the Notice to ensure that your vote is counted. Alternatively, you may vote by telephone or over the internet as instructed by your broker or bank. To vote in person at the Annual Meeting, you must obtain a valid proxy from your broker, bank or other agent. Follow the instructions from your broker, bank or other agent included with these proxy materials, or contact that organization to request a proxy form.

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

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you own as of April 1, 2026.

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

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

If you return a signed and dated proxy card or otherwise vote without marking voting selections, your shares will be voted, as applicable, “FOR ALL” the election of the three Class I director nominees (Proposal 1), “FOR” the ratification of the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2026 (Proposal 2), “FOR” the approval, on an advisory basis, of the compensation of our NEOs (Proposal 3) and “FOR” the approval of the Company’s non-employee director compensation policy (Proposal 4). If any other matter is properly brought before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with the recommendation of our management on such matters, including any matters dealing with the conduct of the Annual Meeting.

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

If you are a beneficial owner of shares held in street name and you do not instruct your broker, bank or other agent how to vote your shares, your broker, bank or other agent may still be able to vote your shares in its discretion. In this regard, under the rules of the New York Stock Exchange (the “NYSE”), brokers, banks and other securities intermediaries that are subject to NYSE rules may use their discretion to vote your “uninstructed” shares with

respect to matters considered to be “routine” under NYSE rules, but not with respect to “non-routine” matters. In this regard, Proposals 1, 3 and 4 are considered to be “non-routine” under NYSE rules, meaning that your broker may not vote your shares on these proposals in the absence of your voting instructions. However, Proposal 2 is considered to be a “routine” matter under NYSE rules, meaning that if you do not return voting instructions to your broker by its deadline, your shares may be voted by your broker in its discretion on Proposal 2.

If you are a beneficial owner of shares held in street name, in order to ensure your shares are voted in the way you would prefer, you must provide voting instructions to your broker, bank or other agent by the deadline provided in the materials you receive from your broker, bank or other agent.

Who is paying for this proxy solicitation?

We will pay for the entire cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We have also engaged Morrow Sodali LLC to assist in the solicitation of proxies for a fee of approximately \$13,500, plus reasonable out-of-pocket expenses. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

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

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

Can I revoke or otherwise change my vote after submitting my proxy?

Stockholder of Record: Shares Registered in Your Name

Yes. You can revoke your proxy at any time before the final vote at the Annual Meeting. If you are the record holder of your shares, you may revoke your proxy in any one of the following ways:

- You may submit another properly completed proxy card with a later date.
- You may grant a subsequent proxy by telephone or through the internet.
- You may send a timely written notice that you are revoking your proxy to:
 Castle Biosciences, Inc.,
 Attn: Corporate Secretary;
 1500 W. Parkwood Ave, Suite 400;
 Friendswood, Texas 77546,
- You may attend the Annual Meeting and vote. Simply attending the Annual Meeting will not, by itself, revoke your proxy.

Your most current proxy card or telephone or internet proxy is the one that will be counted.

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

If your shares are held by your broker, bank or other agent, you should follow the instructions provided by your broker, bank or other agent.

How are votes counted?

Votes will be counted by the inspector of election appointed for the Annual Meeting who will separately count (i) for the proposal to elect directors (Proposal 1), votes “FOR ALL,” “WITHHOLD ALL” and broker non-votes, provided,

that votes “FOR ALL EXCEPT _____” will be counted as “FOR” each Class I director nominee who is not listed as an exception and “WITHHOLD” for any Class I director nominee who is listed as an exception; (ii) with respect to Proposal 2, votes “FOR” and “AGAINST” and abstentions; and (iii) with respect to Proposals 3 and 4, votes “FOR” and “AGAINST,” abstentions and broker non-votes.

What are “broker non-votes”?

When a beneficial owner of shares held in “street name” does not give instructions to the brokerage firm, bank, dealer or other agent holding the shares as to how to vote on matters deemed to be non-routine under applicable NYSE rules, the broker or nominee cannot vote the shares. When there is at least one “routine” matter that the broker, bank or other securities intermediary votes on, the shares that are un-voted on “non-routine” matters are counted as “broker non-votes.”

As a reminder, if you are a beneficial owner of shares held in street name, in order to ensure your shares are voted in the way you would prefer, you must provide voting instructions to your broker, bank or other agent by the deadline provided in the materials you receive from your broker, bank or other agent.

How many votes are needed to approve each proposal?

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

Proposal		Vote Required for Approval	Effect of Abstentions	Effect of Broker Non-Votes
1	Election of Directors	Nominees will be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote generally on the election of directors	Not applicable	No effect
2	Ratification of the selection of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2026	“FOR” votes from a majority of the votes cast on the matter (excluding abstentions and broker non-votes)	No effect	Not applicable ⁽¹⁾
3	Advisory approval of the compensation of our NEOs	“FOR” votes from a majority of the votes cast on the matter (excluding abstentions and broker non-votes)	No effect	No effect
4	Approval of the Company’s non-employee director compensation policy	“FOR” votes from a majority of the votes cast on the matter (excluding abstentions and broker non-votes)	No effect	No effect

(1) This proposal is considered to be a “routine” matter under applicable NYSE rules. Accordingly, if you hold your shares in street name and do not provide voting instructions to your broker, bank or other agent that holds your shares, your broker, bank or other agent has discretionary authority under NYSE rules to vote your shares on this proposal. Given such discretionary authority, we do not anticipate broker non-votes for this proposal.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid annual meeting. A quorum will be present if stockholders holding a majority of the voting power of the outstanding shares entitled to vote at the meeting are present in person at the Annual Meeting or represented by proxy. On April 1, 2026, the record date for the Annual Meeting, there were 30,295,965 shares outstanding and entitled to vote. Thus, the holders of 15,147,983 shares must be present in person or represented by proxy at the Annual Meeting to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other agent) or if you vote at the Annual Meeting. Abstentions and broker-non-votes will be counted towards the quorum requirement. The chair of the Annual Meeting or the affirmative vote of a majority of the votes cast, voting affirmatively or negatively (excluding abstentions and broker non-votes) may adjourn the meeting from time to time to another date or place, if any.

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

Preliminary voting results will be announced at the Annual Meeting. In addition, final voting results will be published in a Current Report on Form 8-K ("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.

Other Matters

We know of no other matters that will be presented for consideration at the Annual Meeting. If any other matters properly come before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote such proxy in accordance with the recommendation of our management on such matters, including any matters dealing with the conduct of the Annual Meeting. Discretionary authority for them to do so is provided for in the proxy card and other forms of proxy.

A copy of the proposed non-employee director compensation policy (as referenced in Proposal 4) is attached as Appendix A to this Proxy Statement and is incorporated by reference.

By Order of the Board of Directors,



Derek J. Maetzold

President and Chief Executive Officer

April 8, 2026

Castle Biosciences, Inc.
Non-Employee Director Compensation Policy
Adopted: June 8, 2019
Amended: January 28, 2021
Amended: January 24, 2022
Amended: January 31, 2023
Amended: May 31, 2024
Amended: May 22, 2025
Amended: August 5, 2025 (the “Effective Date”)

Each member of the Board of Directors (the “*Board*”) of Castle Biosciences, Inc. (the “*Company*”) who is a non-employee director of the Company (each such member, a “*Non-Employee Director*”) will receive the compensation described in this Non-Employee Director Compensation Policy (the ~~this~~ *“Director Compensation Policy”*) for his or her Board service. ~~This policy is updated and effective as of the Effective Date and may be amended at any time in the sole discretion of the Board or the Compensation Committee of the Board.~~

A Non-Employee Director may decline all or any portion of his or her compensation by giving notice to the Company prior to the date cash is to be paid or equity awards are to be granted, as the case may be.

[This Director Compensation Policy is effective as of \[_____\], 2026 \(the “Effective Date”\), and may be amended at any time in the sole discretion of the Board or the Compensation Committee of the Board.](#)

Annual Cash Compensation

Commencing at the beginning of the first calendar quarter following the Effective Date, each Non-Employee Director will receive the cash compensation set forth below for service on the Board. The annual cash compensation amounts will be payable in equal quarterly installments, in arrears following the end of each quarter in which the service occurred, pro-rated for any partial months of service. All annual cash fees are vested upon payment.

1. Annual Board Service Retainer

- a. All Eligible Directors: ~~\$50,000~~\$55,000

2. Annual Board Chair Service Retainer (in addition to Board Service Retainer):

- a. Chair of the Board: \$50,000

3. Annual Committee Member Service Retainer (committee chairs will not receive this retainer in addition to the Committee Chair Service Retainer):

- a. Member of the Audit Committee: \$10,000
- b. Member of the Compensation Committee: \$7,500
- c. Member of the Nominating and Corporate Governance Committee: \$5,000

4. Annual Committee Chair Service Retainer:

- a. Chair of the Audit Committee: \$20,000
- b. Chair of the Compensation Committee: \$20,000
- c. Chair of the Nominating and Corporate Governance Committee: \$10,000

Equity Compensation

The equity compensation set forth below will be granted under the Company's 2019 Equity Incentive Plan (the "*Plan*").

(a) Automatic Equity Grants.

(i) Initial Grant for New Directors. Without any further action of the Board, each person who, after the Effective Date, is elected or appointed for the first time to be a Non-Employee Director will automatically, upon the date of his or her initial election or appointment to be a Non-Employee Director (or, if such date is not a market trading day, the first market trading day thereafter), be granted an equity award (the "*Initial Grant*") having a value of ~~\$350,000~~400,000, which shall be comprised of a restricted stock unit ("*RSU*") award covering shares of common stock. The total number of shares subject to the Initial Grant will be calculated as the value of the Initial Grant divided by the average of the closing prices of the Company's common stock for each trading day within the 30 calendar days prior to the grant date (such price, the "*Average Price*") rounded down to the nearest whole share (the "*Total Initial Shares*").

In the event that more than one Non-Employee Director is elected or appointed within a single calendar year, for each Non-Employee Director elected or appointed after the first election or appointment of a Non-Employee Director in such calendar year (each, a "*Subsequent Director*"), if the Average Price calculated for purposes of determining the Total Initial Shares underlying the Initial Grant for a Subsequent Director has not increased or decreased more than 10% compared to the Average Price calculated for purposes of determining the Total Initial Shares underlying the Initial Grant for the first Non-Employee Director elected or appointed in that same calendar year (the "*First Director*"), then the Total Initial Shares underlying the Initial Grant for such Subsequent ~~Non-Employee~~ Director shall be equal to the Total Initial Shares calculated for the First Director.

The shares subject to the Initial Grant will vest in a series of three successive equal annual installments over the three-year period measured from the date of grant.

(ii) Annual Grant. Without any further action of the Board, at the close of business on the date of each Annual Meeting of Stockholders following the Effective Date, each person who is then a Non-Employee Director and who has been serving as a Non-Employee Director for at least six months prior to such date will automatically be granted an equity award (the "*Annual Grant*") having a value of ~~\$250,000~~260,000 (subject to proration, as described below), which shall be comprised of a RSU award covering shares of common stock. The total number of shares subject to the Annual Grant will be calculated as the value of the Annual Grant divided by the average of the closing prices of the Company's common stock for each trading day within the 30 calendar days prior to the grant date rounded down to the nearest whole share.

With respect to a Non-Employee Director who, following the Effective Date, was first elected or appointed to the Board on a date other than the date of the Company's Annual Meeting of Stockholders, upon the Company's first Annual Meeting of Stockholders following the Non-Employee Director's first joining the Board, if the Non-Employee Director is entitled to receive an Annual Grant at that meeting, the Annual Grant will be prorated to reflect the number of completed months between the Non-Employee Director's election or appointment date and the date of that first Annual Meeting of Stockholders. For clarity, if a Non-Employee Director was initially appointed within six months of their first Annual Meeting of Stockholders, then they will not be eligible for that specific Annual Grant.

The shares subject to the Annual Grant will vest in full on the earlier of the (a) one-year anniversary of the date of grant and (b) the day immediately preceding the next Annual Meeting of Stockholders following the date of grant.

(b) Vesting; Change in Control. All vesting is subject to the Non-Employee Director's Continuous Service (as defined in the Plan) on each applicable vesting date. Notwithstanding the foregoing vesting schedules, for each Non-Employee Director who remains in Continuous Service with the Company until immediately prior to the closing of a Change in Control (as defined in the Plan), the shares subject to his or her then-outstanding equity awards that were granted pursuant to this ~~policy~~ [Director Compensation Policy](#) will become fully vested immediately prior to the closing of such Change in Control.

(c) Remaining Terms. The remaining terms and conditions of each award, including transferability, will be as set forth in the Company's Director Option Grant Package in the form adopted from time to time by the Board.

Eligible Director Compensation Limit

~~Notwithstanding anything herein to the contrary, the cash compensation and equity compensation that each Eligible Director is entitled to receive under this Policy shall be subject to the limits set forth in Section 3(d) of the Plan.~~

Expenses

The Company will reimburse Non-Employee Director for ordinary, necessary and reasonable out-of-pocket travel expenses to cover in-person attendance at and participation in Board and committee meetings; *provided*, that the Non-Employee Director timely submit to the Company appropriate documentation substantiating such expenses in accordance with the Company's travel and expense policy, as in effect from time to time.

Additional Requirements

In making any future changes to compensation payable to Non-Employee Directors, the Board or the Compensation Committee will evaluate the practices of the peer group of companies that serve as references for executive compensation benchmarking, as well as then-current general best practices regarding director compensation.

The Compensation Committee will review this Director Compensation Policy on at least an annual basis and engage an independent compensation consultant to assist in such review.

Furthermore, the Company will not permit compensation to be paid to Non-Employee Directors for their service as such other than as provided for in this Director Compensation Policy (as amended from time to time), unless there are extraordinary circumstances as determined by the Board or the Compensation Committee.

All payments to Non-Employee Directors will be disclosed in accordance with applicable law, regulations and exchange or national market system requirements.

