
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

CLENE INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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

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

CLENE INC.

2024 Annual Meeting
Vote by May 28, 2024
11:59 PM ET



V41400-P07586

You invested in CLENE INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 29, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and 10-K Wrap online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 15, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

May 29, 2024
11:00 AM EDT

Virtually at:
www.virtualshareholdermeeting.com/CLNN2024

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

THIS IS NOT A VOTABLE BALLOT

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

Voting Items	Board Recommends
1. Election of Directors to serve until the 2027 annual meeting of stockholders Nominees: 01) Jonathon T. Gay 02) Vallerie V. McLaughlin, M.D. 03) Reed N. Wilcox	✔ For
2. Ratification of the appointment of Deloitte & Touche LLP as independent registered public accounting firm for fiscal year 2024.	✔ For
3. Approval, on an advisory basis, of the compensation of our Named Executive Officers.	✔ For
4. Indication, on an advisory basis, of the preferred frequency of stockholder advisory votes on the compensation of our Named Executive Officers.	1 Year
5. Approval of an amendment to the Fourth Amended and Restated Certificate of Incorporation of Clene Inc. to increase the number of authorized shares of Common Stock to 600,000,000.	✔ For
6. Approval of an amendment to the Clene Inc. Amended 2020 Stock Plan to increase the number of shares of Common Stock reserved for issuance thereunder by 30,000,000 shares.	✔ For
7. Approval of an amendment to the Fourth Amended and Restated Certificate of Incorporation of Clene Inc. to effect a reverse stock split at a ratio not less than 1-for-5 and not greater than 1-for-20, with the exact ratio to be set within that range at the discretion of the Board of Directors without further approval or authorization of stockholders.	✔ For
8. Approval of the adjournment of the 2024 annual meeting of stockholders, if necessary, to permit further solicitation and vote of proxies if there are insufficient votes to approve any of the proposals at the time of the 2024 annual meeting of stockholders.	✔ For

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