

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

**SCHEDULE 14A INFORMATION**

**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

**ALPINE IMMUNE SCIENCES, INC.**

(Name of Registrant as Specified In Its Charter)

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

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



**ALPINE IMMUNE SCIENCES, INC.**

**NOTICE OF 2022 ANNUAL MEETING OF STOCKHOLDERS  
to be held June 16, 2022**

To our Stockholders:

The 2022 Annual Meeting of Stockholders of Alpine Immune Sciences, Inc., a Delaware corporation, will be held as a virtual meeting via live webcast on the Internet on **Thursday, June 16, 2022, at 1:30 p.m. Pacific Time**, which means that you will be able to attend the meeting, vote and submit your questions via the Internet at [www.virtualshareholdermeeting.com/ALPN2022](http://www.virtualshareholdermeeting.com/ALPN2022). Because the meeting is completely virtual and being conducted via the Internet, stockholders will not be able to attend the meeting in person. The meeting will be held for the following purposes as more fully described in the accompanying proxy statement:

1. To elect as Class I directors the two nominees named in the attached proxy statement;
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our current fiscal year ending December 31, 2022;
3. To approve, on an advisory basis, the compensation of our named executive officers; and
4. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

The record date for the 2022 Annual Meeting is April 20, 2022. If you held our common stock at the close of business on that date, you are entitled to vote at the meeting. For ten days prior to the annual meeting, a complete list of stockholders of record entitled to vote at the annual meeting will be available for examination by any stockholder for any purpose relevant to the annual meeting. If you would like to view the list, please contact our corporate secretary to schedule an appointment by calling (206) 788-4545 or writing to Alpine Immune Sciences, Inc., 188 East Blaine Street, Suite 200, Seattle, Washington 98102. The stockholder list will also be available online during the annual meeting at [www.virtualshareholdermeeting.com/ALPN2022](http://www.virtualshareholdermeeting.com/ALPN2022). Additional information regarding voting rights and the matters to be voted upon is presented in our proxy statement.

We are mailing to our stockholders a Notice of Internet Availability of Proxy Materials, or the Notice, containing instructions on how to access our proxy statement for our annual meeting and our annual report to stockholders over the Internet. The Notice provides instructions on how to vote online or by telephone and includes instructions on how to receive a paper copy of proxy materials by mail. The Notice, our proxy statement and our annual report can be accessed directly at the following Internet address: [www.proxyvote.com](http://www.proxyvote.com), using the control number located on your proxy card.

We appreciate your continued support and look forward to you joining our virtual meeting or receiving your proxy.

By order of the Board of Directors,

/s/ Mitchell H. Gold

Mitchell H. Gold, M.D.  
Executive Chairman and Chief Executive Officer

April 29, 2022  
Seattle, Washington

**YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the 2022 Annual Meeting, we urge you to submit your vote via the Internet, telephone or mail as soon as possible.**

**PROXY STATEMENT  
FOR 2022 ANNUAL MEETING OF STOCKHOLDERS  
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**ALPINE IMMUNE SCIENCES, INC.**  
**188 East Blaine Street, Suite 200**  
**Seattle, Washington 98102**

**PROXY STATEMENT**  
**FOR 2022 ANNUAL MEETING OF STOCKHOLDERS**  
**to be held on Thursday, June 16, 2022 at 1:30 p.m. Pacific Time**

This proxy statement and the enclosed form of proxy are furnished in connection with solicitation of proxies by our board of directors for use at the 2022 annual meeting of stockholders, or the Annual Meeting, to be held on Thursday, June 16, 2022 including any postponements, adjournments or continuations thereof. The Annual Meeting will be held virtually via live webcast on the Internet at [www.virtualshareholdermeeting.com/ALPN2022](http://www.virtualshareholdermeeting.com/ALPN2022) on June 16, 2022 at 1:30 p.m. Pacific Time. On or about April 29, 2022, we expect to mail to our stockholders a Notice of Internet Availability of Proxy Materials, or the Notice, containing instructions on how to access our proxy statement for our Annual Meeting and our annual report to stockholders.

**GENERAL INFORMATION**

The information provided in the “question and answer” format below is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement and references to our website address in this proxy statement are inactive textual references only.

**What matters am I voting on?**

You will be voting on:

- the election as Class I directors of the two nominees named in this proxy statement, each to serve a three-year term as a member of our board of directors, until the 2025 annual meeting of stockholders, or until their successors are duly elected and qualified;
- a proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the current fiscal year ending December 31, 2022;
- a proposal for the approval, on an advisory basis, of the compensation of our named executive officers; and
- any other business that may properly come before the meeting.

**How does the board of directors recommend I vote on these proposals?**

Our board of directors recommends that you vote your shares:

- **“FOR”** the two nominees named in this proxy statement for election as Class I directors;
- **“FOR”** the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the current fiscal year ending December 31, 2022; and
- **“FOR”** the approval, on an advisory basis, of the compensation of our named executive officers.

**Who is entitled to vote at the Annual Meeting?**

Only holders of our common stock as of the close of business on April 20, 2022, the record date, are entitled to receive notice of and to vote at the Annual Meeting. In deciding all matters at the Annual Meeting, each stockholder will be entitled to one vote for each share of our common stock owned as of the record date. We do not have cumulative voting rights for the election of directors. As of the record date, there were 30,316,066 shares of our common stock outstanding and entitled to vote, and there were 27 stockholders of record, which number does not include approximately 4,018 beneficial owners of shares held in the name of a bank or brokerage firm. We do not have any outstanding shares of preferred stock.

### **What is the difference between holding shares as a stockholder of record and as a beneficial owner?**

Many of our stockholders hold their shares as beneficial owners through a brokerage firm or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially through a broker or other nominee.

*Registered Stockholders or Stockholders of Record.* If your shares are registered directly in your name with our transfer agent, Broadridge Corporate Issuer Solutions, Inc., you are considered the stockholder of record with respect to those shares, and the Notice was provided to you directly by us. As the stockholder of record, you have the right to grant your voting proxy directly to our designated proxies, the individuals listed on the proxy card or to vote during the live webcast of the Annual Meeting by visiting [www.virtualshareholdermeeting.com/ALPN2022](http://www.virtualshareholdermeeting.com/ALPN2022).

*Beneficial Owners.* If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and the Notice was forwarded to you by your broker or nominee, who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker or nominee how to vote your shares. Beneficial owners are also invited to attend the Annual Meeting. However, since a beneficial owner is not the stockholder of record, you may not vote your shares during the Annual Meeting unless you follow your broker's procedures for obtaining a legal proxy. If you request a printed copy of the proxy materials by mail, your broker or nominee will provide a voting instruction card for you to use.

### **How can I contact the transfer agent?**

You can contact our transfer agent using the following information:

- *By regular mail at:*  
Broadridge Corporate Issuer Solutions, Inc.  
P.O. Box 1342  
Brentwood, New York 11717
- *By telephone at:*  
Toll Free: 1-877-830-4936
- *By email at:*  
[shareholder@broadridge.com](mailto:shareholder@broadridge.com)
- *By fax at:*  
1-215-553-5402

### **How do I vote?**

You may vote by following the instructions set forth in the Notice or on your proxy card or, if you are a beneficial owner, by following the procedures provided by your broker or other nominee. You may access the notice, proxy materials and our annual report to stockholders at [www.proxyvote.com](http://www.proxyvote.com).

### **Can I change my vote or revoke my proxy?**

Yes. You can change your vote or revoke your proxy any time before the Annual Meeting by:

- a new vote by Internet or by telephone;
- returning a later-dated proxy card;
- notifying the corporate secretary of Alpine Immune Sciences, Inc., in writing, at the address listed on the front page; or
- attending and voting, virtually via the Internet, during the Annual Meeting.

Attendance at the Annual meeting will not cause your previously granted proxy to be revoked unless you specifically so request.

### **What is the effect of giving a proxy?**

A proxy is your legal designation of another person to vote the stock you own at the Annual Meeting. The person you designate is your “proxy,” and you give your proxy authority to vote your shares by voting by telephone or over the Internet, or if you requested to receive a printed copy of the proxy materials, by submitting the proxy card.

Proxies are solicited by and on behalf of our board of directors, and our board has designated Mitchell H. Gold and Paul Rickey to serve as proxies for the Annual Meeting. When proxies are properly dated, executed and returned, the shares represented by such proxies will be voted at the Annual Meeting in accordance with the instruction of the stockholder.

If no specific instructions are given, however, the shares will be voted in accordance with the recommendations of our board of directors as described above.

If any matters not described in the proxy statement are properly presented at the Annual Meeting, the proxy holders will use their own judgment to determine how to vote your shares.

If the Annual Meeting is adjourned, the proxy holders can vote your shares on the new meeting date as well, unless you have properly revoked your proxy instructions, as described above.

### **Why did I receive a notice regarding the availability of proxy materials on the Internet instead of a full set of proxy materials?**

In accordance with the rules of the U.S. Securities and Exchange Commission, or SEC, we have elected to furnish our proxy materials, including this proxy statement and our annual report to our stockholders, primarily via the Internet. On or about April 29, 2022, we expect to mail to our stockholders the Notice that contains instructions on how to access our proxy materials on the Internet, how to vote at the meeting, and how to request printed copies of the proxy materials and annual report.

Stockholders may request to receive all future proxy materials in printed form by mail or electronically by e-mail by following the instructions contained in the Notice. We encourage stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce our costs and the environmental impact of our annual meetings.

### **What is a quorum — how many shares must be present or represented to conduct business at the Annual Meeting?**

A quorum is the minimum number of shares required to be present in person, or by remote communication, if applicable, or represented by proxy at the Annual Meeting for the meeting to be properly held and business to be conducted at the meeting in accordance with our bylaws and Delaware law. If there is no quorum at the Annual Meeting, either the chairperson of the meeting or a majority in voting power of the stockholders entitled to vote who are present in person, or by remote communication, if applicable, or represented by proxy at the meeting may adjourn the meeting to another date. The presence, in person, or by remote communication, if applicable, or represented by proxy, of the holders of a majority in voting power of all issued and outstanding shares of common stock entitled to vote at the Annual Meeting will constitute a quorum at the meeting.

A proxy submitted by a stockholder may indicate that all or a portion of the shares represented by the proxy are not being voted, which is referred to as stockholder withholding, with respect to a particular matter. Similarly, a broker may not be permitted to vote stock, referred to as a broker non-vote, held in street name on a particular matter in the absence of instructions from the beneficial owner of the stock. The shares subject to a proxy that are not being voted on a particular matter because of either stockholder withholding or broker non-vote will count for purposes of determining the presence of a quorum. Abstentions are also counted in the determination of a quorum.

If you are a beneficial owner, your broker or other nominee holder of record is permitted to vote your shares on the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm, even if the record holder does not receive voting instructions from you. However, your broker or other nominee holder of record does not have discretionary authority to vote on any of the other proposals at the Annual Meeting, which are considered non-routine matters, without instructions from you, in which case a broker non-vote will occur and your shares will not be voted on these proposals. Accordingly, if you are a beneficial owner, it is particularly important that you provide your instructions for voting your shares on Proposals No. 1 and 3 to your broker or other nominee.

### **How many votes are needed for approval of each matter?**

- *Proposal No. 1 — Election of Class I Directors:* The election of directors requires a plurality vote of the shares of common stock voted at the Annual Meeting. “Plurality” means that the nominees who receive the largest number of votes cast “FOR” are elected as directors. As a result, any shares not voted “FOR” a particular nominee (whether as a result of a stockholder abstention or withholding or a broker non-vote) will not be counted in such nominee’s favor and will have no effect on the outcome of the election.
- *Proposal No. 2 — Ratification of the Appointment of Ernst & Young LLP:* The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the current fiscal year ending December 31, 2022 must receive the affirmative “FOR” vote of a majority of the total votes cast affirmatively or negatively (excluding abstentions and broker non-votes) on the proposal to be approved.
- *Proposal No. 3 – Advisory Vote on Compensation of Named Executive Officers (“Say-on-Pay”):* The approval, on an advisory basis, of our named executive officer compensation requires the affirmative "FOR" vote of a majority of the total votes cast affirmatively or negatively (excluding abstentions and broker non-votes). Because this vote is advisory only, it will not be binding on us or on our board of directors. Our board of directors and our compensation committee will consider the outcome of the vote when determining the compensation of our named executive officers.

Abstentions are not considered votes cast and thus, will not have an effect on the foregoing Proposals.

With regard to Proposals 1 and 3, broker non-votes, if any, will not be counted as votes cast and will have no effect on the result of the vote. Ratification of the selection of our independent registered public accounting firm is considered a routine matter on which a broker or other nominee has discretionary authority to vote. As a result, broker non-votes for Proposal 2 are not expected; however, if any broker non-votes occur, they will not be counted as votes cast and will have no effect on the result of the vote.

### **How are proxies solicited for the Annual Meeting, and who will bear the cost of the solicitation of proxies?**

The board of directors is soliciting proxies for use at the Annual Meeting. All expenses associated with this solicitation, including the cost of preparing, assembling, printing, filing, mailing and otherwise distributing the Notice or proxy materials and soliciting votes for use at the Annual Meeting will be borne by us. If you choose to access the proxy materials or vote over the Internet, you are responsible for Internet access charges you may incur. If you choose to vote by telephone, you are responsible for any telephone charges you may incur. In addition to the mailing of the Notice or proxy materials, the solicitation of proxies or votes may be made in person, by telephone, or by electronic communication by our directors, officers and employees, who will not receive any additional compensation for such solicitation activities.

### **Is my vote confidential?**

Proxy instructions, ballots, and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within Alpine Immune Sciences, Inc. or to third parties, except as necessary to meet applicable legal requirements, to allow for the tabulation of votes and certification of the vote, or to facilitate a successful proxy solicitation.

### **Where can I find the voting results of the Annual Meeting?**

We will announce preliminary voting results at the Annual Meeting. We will also disclose voting results on a Current Report on Form 8-K that we will file with the SEC within four business days after the meeting. If final voting results are not available to us in time to file a Form 8-K, we will file a Form 8-K to publish preliminary results and will provide the final results in an amendment to the Form 8-K as soon as they become available.

### **Why is this Annual Meeting being held virtually?**

We are continuously exploring technologies and services that will best permit our stockholders to engage with us and exercise their vote, and we have decided to conduct the Annual Meeting via virtual live webcast because we believe it better achieves these aims than holding a live in-person meeting. We believe that a virtual annual meeting of stockholders provides all of the rights and opportunities for stockholders to participate as they would at an in-person meeting, but offers a greater level of flexibility and access for many of our stockholders who may not be able to attend an annual meeting of stockholders in person, particularly in light of the ongoing COVID-19 pandemic and potential restrictions and guidance on public gatherings. In addition, compared with the cost and inefficiency associated with holding an in-person meeting, a virtual meeting via live webcast offers an attractive alternative. We believe our stockholders’ opportunity to participate in the annual meeting virtually

should assuage any concerns about disenfranchisement of our stockholder base as a result of our decision not to hold in-person meetings. You will be able to attend the Annual Meeting online, vote and submit questions, and obtain the information noted above by visiting [www.virtualshareholdermeeting.com/ALPN2022](http://www.virtualshareholdermeeting.com/ALPN2022).

**How can I submit a question during the Annual Meeting?**

If you want to submit a question during the Annual Meeting, log into [www.virtualshareholdermeeting.com/ALPN2022](http://www.virtualshareholdermeeting.com/ALPN2022), type your question into the “Ask a Question” field, and click “Submit.” Stockholders are permitted to submit questions during the Annual Meeting via the virtual meeting website, with a limit of one question per stockholder. We will answer as many questions submitted in accordance with the meeting rules of conduct as possible in the time allotted for the meeting. Only questions that are relevant to an agenda item to be voted on by stockholders will be answered. Our virtual meeting website will also contain instructions for accessing technical support to assist in the event a stockholder encounters any difficulties accessing the virtual meeting. The questions received during the meeting and our answers will be available as soon as practicable after the Annual Meeting on <https://ir.alpineimmunesciences.com>. The questions and answers will remain available on <https://ir.alpineimmunesciences.com> for one week after posting.

**I share an address with another stockholder, and we received only one paper copy of the proxy materials. How may I obtain an additional copy of the proxy materials?**

We have adopted a procedure approved by the SEC called “householding” to limit duplicate copies of our proxy materials being printed and delivered to stockholders sharing the same household. Under this householding procedure, we send only a single copy of the Notice and, if applicable, the proxy materials to multiple stockholders of record who share the same address unless one of those stockholders notifies us that the stockholder would like a separate copy of the Notice or proxy materials. This householding procedure reduces our printing costs, mailing costs, and fees. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written or oral request, we will deliver promptly a separate copy of the Notice and, if applicable, the proxy materials to any stockholder at a shared address to which we delivered a single copy of any of these documents. To receive a separate copy, or, if you are receiving multiple copies, to request that Alpine Immune Sciences, Inc. only send a single copy, of the Notice and, if applicable, the proxy materials, stockholders may contact us by telephone at (206) 788-4545 or at the following address:

Alpine Immune Sciences, Inc.  
*Attention: Legal*  
188 East Blaine Street, Suite 200  
Seattle, Washington 98102

Stockholders who hold shares in street name may contact their brokerage firm, bank, broker-dealer or other similar organization to request information about householding.

**What is the deadline to propose actions for consideration at next year’s annual meeting of stockholders or to nominate individuals to serve as directors?**

*Stockholder Proposals*

Stockholders may present proper proposals for inclusion in our proxy statement and for consideration at the next annual meeting of stockholders by submitting their proposals in writing to our corporate secretary in a timely manner. For a stockholder proposal to be considered for inclusion in our proxy statement for our 2023 annual meeting of stockholders, our corporate secretary must receive the written proposal at our principal executive offices not later than December 30, 2022. In addition, stockholder proposals must comply with the requirements of Rule 14a-8 of the Securities Exchange Act of 1934, or the Exchange Act, regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

Alpine Immune Sciences, Inc.  
*Attention: Corporate Secretary*  
188 East Blaine Street, Suite 200  
Seattle, Washington 98102

Our bylaws provide that the only business that may be conducted at an annual meeting is business that is (1) specified in a notice of meeting given by or at the direction of the board of directors, (2) if not specified in the notice of meeting, otherwise properly brought before the meeting by or at the direction of our board of directors or the chairperson of the board of directors, or (3) otherwise properly brought before the meeting by a stockholder present in person (a) who is a beneficial owner of our



shares both at the time of delivering timely written notice, as provided in our bylaws, and at the time of the annual meeting, who is entitled to vote at the annual meeting, who has delivered timely written notice to our corporate secretary, which notice must contain the information specified in our bylaws, and has otherwise complied with the advance notice procedures in our bylaws in all applicable respects or (b) who properly made such proposal in accordance with Rule 14a-8 under the Exchange Act, and the rules and regulations promulgated thereunder. To be timely for our 2023 annual meeting of stockholders under our bylaws, our corporate secretary must receive the written notice at our principal executive offices:

- not earlier than February 16, 2023; and
- not later than the close of business on March 18, 2023.

If we hold our 2023 annual meeting of stockholders more than 30 days before or more than 60 days after the one-year anniversary date of the 2022 Annual Meeting, then notice of a stockholder proposal that is not intended to be included in our proxy statement must be received no later than the close of business on the later of the following two dates:

- the 90th day prior to such annual meeting; and
- the 10th day following the day on which public disclosure of the date of such meeting is first made.

If, after complying with the provisions above, a stockholder, or such stockholder's qualified representative, as applicable, does not appear at the annual meeting to present the stockholder's proposal, we are not required to present the proposal for a vote at such meeting.

#### *Recommendation and Nomination of Director Candidates*

You may propose director candidates for consideration by our nominating and corporate governance committee. Any such recommendations should include the nominee's name and qualifications for membership on our board of directors and should be directed to the corporate secretary of Alpine Immune Sciences, Inc. at the address set forth above. For more information, see "*Board of Directors and Corporate Governance — Board Committees — Nominating and Corporate Governance Committee.*"

In addition, our bylaws permit stockholders to nominate directors for election at an annual meeting of stockholders. To nominate a director, the stockholder must be present in person at the annual meeting, a beneficial owner of shares both at the time of delivering timely written notice, as provided in our bylaws, and at the time of the annual meeting, entitled to vote at the annual meeting and have otherwise complied with the advance notice procedures in our bylaws in all applicable respects. Specifically, the stockholder must give timely notice to our corporate secretary in accordance with our bylaws, which, in general, require that the notice be received by our corporate secretary within the time period described above under "*What is the deadline to propose actions for consideration at next year's annual meeting of stockholders or to nominate individuals to serve as directors? — Stockholder Proposals*" for stockholder proposals that are not intended to be included in our proxy statement, and provide the information required by our bylaws.

#### *Availability of Bylaws*

A copy of our bylaws may be obtained by accessing our filings on the SEC's website at [www.sec.gov](http://www.sec.gov). You may also contact our corporate secretary at our principal executive offices for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

#### **Attending the Annual Meeting**

Our annual meeting will be held on Thursday, June 16, 2022 at 1:30 p.m. Pacific Time. This year's annual meeting will be a virtual meeting via live webcast on the Internet. You will be able to attend the 2022 Annual Meeting, vote and submit your questions during the meeting by visiting [www.virtualshareholdermeeting.com/ALPN2022](http://www.virtualshareholdermeeting.com/ALPN2022). In order to vote or submit a question during the 2022 Annual Meeting, you will need to follow the instructions posted at [www.proxyvote.com](http://www.proxyvote.com) and [www.virtualshareholdermeeting.com/ALPN2022](http://www.virtualshareholdermeeting.com/ALPN2022) and will need the control number included on your Notice or proxy card. If you do not have a control number, you will be able to listen to the meeting only. You will not be able to vote or submit your questions during the meeting.

**PROPOSAL NO. 1**  
**ELECTION OF DIRECTORS**

Our business and affairs are managed under the direction of our board of directors, which is currently composed of eight members. Seven of our directors are “independent” under the Nasdaq listing standards. Our board of directors is divided into three staggered classes of directors. At each annual meeting of stockholders, a class of directors will be elected for a three-year term to succeed the same class whose term is then expiring.

Each director’s term continues until his or her successor is duly elected and qualified or until his or her death, resignation or removal. Any increase or decrease in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. This classification of our board of directors may have the effect of delaying or preventing changes in control of our company.

The following table sets forth the names and certain other information for each of the nominees for election as a director and for each of the continuing members of the board of directors as of April 20, 2022.

	Class	Age	Position	Director Since(7)	Current Term Expires	Expiration of Term for Which Nominated
<b>Nominees</b>						
Peter Thompson, M.D.(1)(2)	I	62	Director	2017	2022	2025
Natasha Hernday(3)	I	50	Director	2020	2022	2025
<b>Continuing Directors</b>						
Mitchell H. Gold, M.D.	II	55	Executive Chairman and Chief Executive Officer	2017	2023	—
Jay Venkatesan, M.D.	II	50	Director	2017	2023	—
Xiangmin Cui, Ph.D.(2)(4)	II	53	Director	2019	2023	—
Robert Conway(4)(5)	III	68	Director	2015	2024	—
James N. Topper, M.D., Ph.D.(6)	III	60	Director	2017	2024	—
Christopher Peetz(3)	III	43	Director	2018	2024	—

(1) Chairman of the nominating and corporate governance committee.

(2) Member of the compensation committee.

(3) Member of the audit committee.

(4) Member of the nominating and corporate governance committee.

(5) Chairman of the audit committee.

(6) Chairman of the compensation committee.

(7) Represents first year of service on the board of directors of Nivalis Therapeutics, Inc. (which we refer to as Nivalis), renamed as Alpine Immune Sciences, Inc. (which we refer to as Alpine) in July 2017.

**Nominees for Director**

*Natasha Hernday* has served as a member of our board of directors since December 2020. Ms. Hernday has served as Executive Vice President, Corporate Development and as a member of the Executive Committee for the publicly traded biotechnology company Seagen, Inc. (Nasdaq: SGEN), since October 2020, where she previously served as Senior Vice President of Corporate Development from September 2017 to October 2020 and as Vice President, Corporate Development from January 2011 to September 2017. Since joining Seagen in 2011, Ms. Hernday has built and led the business development team responsible for licensing deals, acquisitions and strategic alliances. From 1994 through 2010, after starting her career in molecular and mammalian cell biology, Ms. Hernday served in various roles of increasing responsibility at Amgen Inc., including as Director, Mergers & Acquisitions and as Director, Out-Partnering. She also serves on the board of directors of Xoma Corp. (Nasdaq: XOMA) and PDL BioPharma, Inc. (Nasdaq: PDLI), and on the Knight Campus External Advisory Board for the University of Oregon. Ms. Hernday received her BA in microbiology from the University of California at Santa Barbara and MBA from Pepperdine University.

We believe that Ms. Hernday’s experience and expertise in the pharmaceuticals industry provides her with the qualifications necessary to serve as a member of our board of directors.

*Peter Thompson, M.D.* has served as a member of our board of directors since the completion of the merger of Nivalis and Alpine in July 2017 and previously served as a member of the board of directors of Alpine since June 2016. Dr. Thompson currently serves as a private equity partner for OrbiMed Advisors LLC, an investment firm focused on the healthcare sector, where he has also served as venture partner since joining in September 2010. Dr. Thompson is a co-founder of and has served as a member of the board of directors of Corvus Pharmaceuticals, Inc. (Nasdaq: CRVS) since December 2014. Dr. Thompson has served as a director of Decibel Therapeutics, Inc. (Nasdaq: DBTX) since November 2020, as director of PMV Pharmaceuticals, Inc. (Nasdaq: PMVP) since November 2014, and as a director of Silverback Therapeutics, Inc. (Nasdaq: SBTX) since April 2016. Dr. Thompson also served as a director of Adaptimmune Therapeutics plc (Nasdaq: ADAP), a biopharmaceutical company, from 2014 until June 2018, as a member of the board of directors of Prevail Therapeutics Inc. (Nasdaq: PRVL) from October 2017 until January 2021, and as a member of the board of directors of Synthorx, Inc. (Nasdaq: THOR) from April 2018 to January 2020. He also currently serves on the boards of directors of several private companies. Dr. Thompson is a board-certified internist and oncologist and has served as Affiliate Professor of Neurosurgery at the University of Washington since 2010. Dr. Thompson co-founded and served as the chief executive officer of Trubion Pharmaceuticals, Inc., a biopharmaceutical company, from 2002 to 2009. Dr. Thompson previously held executive positions at Chiron Corporation and Becton Dickinson and served on the faculty of the National Cancer Institute following his medical staff fellowship there. Dr. Thompson holds a Sc. B. in Molecular Biology and Mathematics from Brown University and an M.D. from Brown University Medical School.

We believe that Dr. Thompson's venture capital and management experience in the pharmaceuticals industry provides him with the qualifications and skills necessary to serve as a member of our board of directors.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE NOMINEES NAMED ABOVE**

## BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

### Continuing Directors

#### *Class II Directors Continuing in Office until the 2023 Annual Meeting of Stockholders*

*Mitchell H. Gold, M.D.* has served as our executive chairman, chief executive officer and a member of our board of directors since the completion of the merger of Nivalis and Alpine in July 2017 and prior to the merger served as Alpine's chief executive officer since June 2016 and as Alpine's executive chairman and member of Alpine's board of directors since January 2015. Prior to co-founding Alpine, Dr. Gold was Chairman and Founder of Alpine Biosciences, a privately-held biotech company, from 2012 to 2014. From 2001 to 2012, Dr. Gold served in a variety of roles with Dendreon Corporation (which was acquired by Valeant Pharmaceuticals International, Inc. through an asset purchase agreement), including President, Chief Executive Officer, and Chairman of the board of directors. Earlier in his career, Dr. Gold served as Vice President of Business Development at Data Critical from 2000 to 2001. From 1995 to 2000, Dr. Gold was President and Chief Executive Officer of Elixix Corporation. Dr. Gold is currently a Managing Partner at Alpine BioVentures. Dr. Gold holds an M.D. from Rush Medical College of Rush University Medical Center and a B.S. in Biology from the University of Wisconsin.

We believe that Dr. Gold possesses specific attributes that qualify him to serve as a member of our board of directors, including more than 20 years of experience in senior executive management roles with both early stage and public biopharmaceutical companies.

*Jay Venkatesan, M.D.* has served as a member of our board of directors since the completion of the merger of Nivalis and Alpine in July 2017, served as our president from July 2017 to August 2018 and previously served as Alpine's chief executive officer from November 2015 to June 2016 and Alpine's president from June 2016 to July 2017. Dr. Venkatesan also served as a member of Alpine's board of directors since November 2015. Since May 2018, Dr. Venkatesan has served as chief executive officer and a member of the board of directors of Angion Biomedica, Inc., a private pharmaceutical company. Prior to joining Alpine, Dr. Venkatesan was the executive vice president and general manager of Oncothyreon, Inc. (now Cascadian Therapeutics, which was acquired by Seattle Genetics, Inc. in March 2018) from August 2014 to May 2015 following Oncothyreon's acquisition of Alpine Biosciences, where he served as co-founder and chief executive officer. Previously, Dr. Venkatesan was the founder, portfolio manager, and managing director of Ayer Capital Management, a global healthcare equity fund from 2008 to 2013. Prior to that, he was a director at Brookside Capital Partners from 2002 to 2007. Earlier in his career, Dr. Venkatesan was involved in healthcare investing at Partricot & Co. Ventures from 1995 to 1996 and consulting at McKinsey & Company from 1993 to 1995. Dr. Venkatesan is currently a managing partner at Alpine BioVentures. In addition, Dr. Venkatesan currently serves on the board of directors of CellBioTherapy and served on the board of directors of Exicure Therapeutics (Nasdaq: XCUR) until December 2020. Dr. Venkatesan received an M.D. from the University of Pennsylvania School of Medicine, an M.B.A. from the Wharton School of the University of Pennsylvania, and a B.A. in Chemistry from Williams College.

We believe that Dr. Venkatesan possesses specific attributes that qualify him to serve as a member of our board of directors, including his experience on the boards of and in management positions with biopharmaceutical companies, including publicly-traded companies.

*Xiangmin Cui, Ph.D.* has served as a member of our board of directors since January 2019. Dr. Cui has served as managing director of Decheng Capital, an investment firm focused on life sciences companies, since he founded the firm in 2011. Prior to founding Decheng, Dr. Cui was an investment partner at Bay City Capital, an international life science venture capital firm in San Francisco. Dr. Cui was previously director of strategic investment for the Southern Research Institute, a not-for-profit research organization. Prior to that, Dr. Cui co-founded Pan Pacific Pharmaceuticals and Hucon Biopharmaceuticals, where he led efforts in discovery and development of several key technologies in the fields of oncology, cardiology, and infectious and inflammatory diseases. Dr. Cui has served as a member of the board of directors of ARMO BioSciences, Inc., a publicly-traded immuno-oncology company acquired by Eli Lilly and Company in May 2018, from August 2017 to May 2018, has served on the board of directors of Cue Health (Nasdaq: HLTH) since December 2020 and also currently serves on the boards of directors of several private companies. Dr. Cui holds a Ph.D. in Cancer Biology from Stanford University and a BS and MS in Molecular Biology from Peking University.

We believe that Dr. Cui's venture capital and management experience in the pharmaceuticals industry provides him with the qualifications and skills necessary to serve as a member of our board of directors. Dr. Cui was appointed to the Board pursuant to the terms of the securities purchase agreement relating to our January 2019 private placement.

### ***Class III Directors Continuing in Office until the 2024 Annual Meeting of Stockholders***

*Robert Conway* has served as a member of our board of directors since the completion of the merger of Nivalis and Alpine in July 2017 and previously served as a member of the board of directors of Nivalis since April 2015. From 1999 to 2012, Mr. Conway served as the chief executive officer and member of the board of directors of Array BioPharma (Nasdaq: ARRY), a publicly traded biopharmaceutical company. Prior to joining Array, Mr. Conway was the chief operating officer and executive vice president of Hill Top Research, from 1996 to 1999. From 1979 until 1996, Mr. Conway held various executive positions for Corning Inc. (NYSE: GLW), including corporate vice president and general manager of Corning Hazleton, a contract research organization. Since 2013, Mr. Conway has served on the board of directors of ARCA BioPharma (Nasdaq: ABIO), a publicly traded biopharmaceutical company, and was elected Chairman in June 2014. From 2004 to 2013, Mr. Conway served on the board of directors of PRA International (Nasdaq: PRAH), which was a public company for a portion of his tenure there. Mr. Conway is also a member of the board of directors of Signant Health and Advarra, Inc., private clinical technology companies. In addition, Mr. Conway is a member of the strategic advisory committee of Genstar Capital. Mr. Conway received a B.S. in accounting from Marquette University in 1976.

We believe that Mr. Conway's experience and expertise in the pharmaceutical industry, pharmaceutical development and clinical trials, and corporate finance, governance, accounting and public company compliance give him the qualifications and skills to serve on our board of directors.

*James N. Topper, M.D., Ph.D.* has served as a member of our board of directors since the completion of the merger of Nivalis and Alpine in July 2017 and prior to the merger served as a member of the board of directors of Alpine since June 2016. Dr. Topper has been a partner with Frazier Life Sciences since August 2003, serving as general partner since 2005. Before joining Frazier Life Sciences, Dr. Topper served as head of the cardiovascular research and development division of Millennium Pharmaceuticals, Inc. and ran Millennium San Francisco (formerly COR Therapeutics, Inc.) from 2002 to 2003. Before the merger of COR and Millennium in 2002, Dr. Topper served as the vice president of biology at COR from 1999 to 2002. Dr. Topper currently serves as a member of the board of directors of AnaptysBio, Inc. (Nasdaq: ANAB) and Frazier Life Sciences Acquisition Corporation (Nasdaq: FLAC), and has served on numerous other boards of directors, including Allena Pharmaceuticals (Nasdaq: ALNA), Phathom Pharmaceuticals, Inc. (Nasdaq: PHAT), Aptinyx, Inc. (Nasdaq: APTX), Entasis Therapeutics Holdings Inc. (Nasdaq: ETTX), Sierra Oncology, Inc. (formerly ProNai) (Nasdaq: SRRA), Amicus Therapeutics, Inc. (Nasdaq: FOLD), Portola Pharmaceuticals, Inc. (Nasdaq: PTLA), and La Jolla Pharmaceutical Company (Nasdaq: LJPC). Dr. Topper received his M.D. and Ph.D. in biophysics from Stanford University and his B.S. in biology from the University of Michigan.

We believe that Dr. Topper's experience overseeing Frazier Life Sciences' investments in biotechnology, his experience in senior management positions, and his significant knowledge of industry, medical and scientific matters, provide Dr. Topper with the qualifications and skills to serve on our board of directors.

*Christopher Peetz* has served as a member of our board of directors since April 2018. Mr. Peetz has been the president and chief executive officer of Mirum Pharmaceuticals, Inc. since March 2019 and president since November 2018. He has served as an entrepreneur-in-residence at Frazier Healthcare Partners since May 2017. He served as the chief executive officer of Flashlight Therapeutics, Inc. from May 2017 until December 2019 and served as chief financial officer and head of corporate development at Tobira Therapeutics, Inc., a publicly-traded biotechnology company acquired by Allergan plc in November 2016, from May 2014 to December 2016. Prior to joining Tobira Therapeutics, Mr. Peetz served as vice president, finance & corporate development of Jennerex Biotherapeutics, a private biopharmaceutical company. Prior to Jennerex, Mr. Peetz held various positions at Onyx Pharmaceuticals, Inc. (now Amgen), including oversight of financial planning and analysis, corporate strategy, product lifecycle management and commercial roles. Prior to Onyx, Mr. Peetz provided merger and acquisition advisory services at LaSalle Corporate Finance, a part of ABN AMRO, and held positions at Abgenix Inc. and Solazyme Inc. Mr. Peetz received an MBA from Stanford Graduate School of Business and a B.S.B.A. in Finance, International Business and French from Washington University in St. Louis.

We believe Mr. Peetz' experience in senior management positions in both business and finance and his experience supporting various corporate and financing transactions provide him with the qualifications and skills to serve on our board of directors.

### **Director Independence**

Our board of directors has undertaken a review of its composition, the composition of its committees and the independence of current directors and considered whether any such 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 current director concerning his or her background, employment and affiliations, including family relationships, the board of directors has determined that none of our current directors, except for Dr. Gold, have a relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is an “independent director” as defined under the rules of the Nasdaq. The board of directors also determined that Messrs. Conway (chairman) and Peetz and Ms. Hernday, who comprise our audit committee, Drs. Topper (chairman), Thompson and Cui, who comprise our compensation committee, Drs. Thompson (chairman) and Cui and Mr. Conway, who comprise our nominating and corporate governance committee, satisfy the independence standards for those committees established by applicable SEC rules and the rules of Nasdaq.

### Board Leadership Structure

Our board of directors believes that having a combined chairman and chief executive officer, along with a lead independent director, is the appropriate leadership structure for us at this point in our company’s development. We believe that this structure provides appropriate leadership and oversight of our company and facilitates effective functioning of both management and the board. Our corporate governance guidelines are posted on our website at <https://ir.alpineimmunesciences.com/governance>.

### Board Diversity Matrix as of April 20, 2022

<b>Board Size:</b>			
Total number of directors:		8	
<b>Gender:</b>	<b>Male</b>	<b>Female</b>	<b>Non-Binary</b>
Number of directors based on gender identity	6	1	—
<b>Number of directors who identify in any of the categories below:</b>			
African American or Black	—	—	—
Alaskan Native of American Indian	—	—	—
Asian	—	—	—
Hispanic or Latino	—	—	—
Native Hawaiian or Pacific Islander	—	—	—
White	5	1	—
Two or More Races or Ethnicities	1	—	—
LGBTQ+	—	—	—
<b>Undisclosed</b>		1	

### Board Meetings

During the fiscal year ended December 31, 2021, our board of directors held five meetings. No director attended fewer than 75% of the total number of meetings of the board of directors and the committees of which they were a member.

In order to promote open discussion among independent directors, our board of directors has a policy of holding regular executive sessions of non-management directors during each regularly scheduled board meeting and an executive session including only independent directors at least once each year (and at such other times as requested by an independent director). The chair of the nominating and corporate governance committee presides at executive sessions of independent directors.

### Attendance of Directors at Annual Meetings of Stockholders

Pursuant to our corporate governance guidelines, absent unusual circumstances, each director is expected to attend the annual meeting of stockholders. Two of our directors attended our 2021 annual meeting of stockholders.

### Board Committees

Our board of directors has three standing committees — an audit committee, a compensation committee, and a nominating and corporate governance committee, each of which has the composition and responsibilities described below. The nominating and corporate governance committee and the board of directors evaluate committee membership at least annually. Our board of directors may from time to time establish other committees.

### ***Audit Committee***

The responsibilities of the audit committee include, but are not limited to, the following:

- meeting with our independent auditors, our management team and such other personnel as it deems appropriate to conduct and assist with certain audit committee functions;
- overseeing our accounting and financial reporting processes and audits of its financial statements;
- deciding whether to appoint, retain or terminate our independent auditors, including the sole authority to approve all audit engagement fees and terms and to pre-approve all audit and permitted non-audit and tax services to be provided by the independent auditors;
- reviewing and discussing with management and our independent auditors the financial statements, including certain disclosures, addressing any issues encountered in the course of the audit work, and evaluating the performance of our independent auditors;
- discussing with management our earnings press releases, financial information and any earnings guidance provided to analysts and ratings agencies;
- discussing with management and the internal auditors (if any) our disclosure controls, internal accounting and financial controls and accounting policies and practices;
- discussing with management any outsourcing of the internal audit function (if any), including selection of vendor, fees paid and areas to be audited;
- establishing procedures for the receipt, retention and treatment of complaints received by us regarding certain accounting or audit matters;
- establishing policies governing the hiring by us of any current or former employee of our independent auditors;
- reviewing our compliance with applicable laws and regulations and to review and oversee our policies and procedures designed to promote and monitor regulatory compliance;
- obtaining assurance from the independent auditors that the audit of the financial statements was conducted in a manner consistent with Section 10A of the Exchange Act;
- reviewing, approving and overseeing transactions between us and any related person and any other potential conflict of interest situation;
- administering our Whistleblower and Non-Retaliation Policy and responding to and resolving related complaints or concerns;
- overseeing portions of our Code of Business Conduct and Ethics as designated by our board of directors;
- providing our board of directors with the results of its monitoring and recommendations derived from its responsibilities;
- reviewing and approving our investment policy;
- providing the independent and internal auditors with access to the board of directors; and
- producing the report required to be prepared for inclusion in our annual proxy statement.

Since December 2020, the audit committee has consisted of three directors: Messrs. Conway (chairman) and Peetz and Ms. Herday. Our board of directors has determined that Mr. Conway is an “audit committee financial expert” as defined in the SEC rules and made a qualitative assessment of Mr. Conway’s level of knowledge and experience based on several factors, including his prior experience, business acumen and independence. Our board of directors has concluded that the composition of the audit committee meets the requirements for independence under the rules and regulations of Nasdaq and the SEC.

The audit committee met five times during 2021. The audit committee also meets periodically with our outside auditors without management present, at such times as it deems appropriate. Our board of directors has adopted a written charter for the audit committee in compliance with the applicable rules of the SEC and the Nasdaq listing standards and which is available on our website at <https://ir.alpineimmunesciences.com/governance>.

### ***Compensation Committee***

The compensation committee acts on behalf of the board of directors to review, adopt and oversee our compensation strategy, policies, plans and programs, and its responsibilities include the following:

- setting our compensation strategy and policies for our executive officers and directors;
- reviewing and approving our corporate goals and objectives relative to the compensation of our executive officers and evaluating our executive officers’ performance in light of those goals and objectives;
- reviewing and determining, or making recommendations to our board of directors to determine, the base salary, the annual and long-term incentive opportunity and level and related goals and any supplemental benefits or prerequisites for our executive officers;



- reviewing and approving, or making recommendations to our board of directors to approve, the employment arrangements, severance arrangements, change in control arrangements, and other similar arrangements for our executive officers;
- reviewing and making recommendations to our board of directors regarding compensation plans for directors, executive officers and other officers, including incentive-compensation plans and equity-based plans;
- granting equity awards under our equity-based compensation plans, with limited authority to delegate such functions;
- reviewing and discussing certain risk incentives related to incentive compensation granted to our executive officers;
- discussing and reviewing whether the incentive compensation arrangements for our executive officers promote appropriate approaches to the management and mitigation of risk;
- overseeing and assisting in the preparation of select portions of our proxy statements and annual reports related to compensation;
- reviewing director and committee member compensation and recommending any changes to our board of directors;
- considering and recommending to the board of directors the frequency of the advisory vote on executive compensation; and
- authorizing share repurchases from terminated service providers.

Since December 2020, the compensation committee has consisted of three directors: Drs. Topper (chairman), Cui and Thompson. Our board of directors has affirmatively determined that all members of the compensation committee are independent, as independence is currently defined in the Nasdaq listing standards. The compensation committee met five times during the 2021 fiscal year. The compensation committee has adopted a written charter that is available to stockholders on our website at <https://ir.alpineimmunesciences.com/governance>.

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

The purpose of our nominating and corporate governance committee will be to assist our board of directors in discharging its responsibilities relating to:

- making recommendations to our board of directors regarding the qualifications, qualities, skills, expertise, characteristics, experience and other criteria required for members of our board of directors;
- identifying, evaluating and recommending individuals as members of our board of directors;
- making recommendations to our board of directors the nominees for submission to stockholders for approval at the time of the annual meeting of stockholders;
- making recommendations to our board of directors regarding the members of our board of directors to serve as committee members and chairpersons of each of our committees of the board of directors; and
- making recommendations to our board of directors regarding board composition, size, and leadership structure.

The nominating and corporate governance committee consists of three directors; Drs. Thompson (chairman) and Cui and Mr. Conway. All members of the nominating and corporate governance committee in 2021 were independent (as currently defined in the Nasdaq listing standards). The nominating and corporate governance committee met three times during 2021. Our board of directors has adopted a written charter for the nominating and corporate governance committee that is available to stockholders on our website at <http://www.alpineimmunesciences.com>.

The nominating and corporate governance committee selects as candidates for appointment or nomination to the board of directors, individuals of high personal and professional integrity and ability who can contribute to the board of directors' effectiveness in serving the interests of our stockholders. Director nominees are expected to have considerable management experience that would be relevant to our current and expected future business directions, a track record of accomplishment and a commitment to ethical business practices. The nominating and corporate governance committee also considers diversity in professional experience and skill sets in identifying nominees for director. Our board of directors, along with the nominating and corporate governance committee, utilizes its own resources to identify qualified candidates that meet these criteria to join our board of directors and may, in the future, use an executive recruiting firm to assist in the identification and evaluation of such qualified candidates. For these services, an executive recruiting firm may be paid a fee.

Our board of directors also believes that the board should be a diverse body. In evaluating candidates for director nominations, the nominating and corporate governance committee considers all aspects of each candidate's qualifications and competencies in light of our needs, with a view towards creating a board of directors with diverse experiences and perspectives, including diversity with respect to race, gender, geography and areas of expertise.

The nominating and corporate governance committee has not established a procedure for considering director candidates recommended by our stockholders, but intends to evaluate candidates nominated by stockholders in the same manner as other



candidates. Our board of directors and nominating and corporate governance committee believe that they can identify appropriate candidates for our board of directors. If deemed appropriate, we may also engage a professional search firm to assist in the identification of candidates for our board of directors.

Stockholders may nominate candidates for director in accordance with the advance notice and other procedures contained in our amended and restated bylaws.

The responsibilities of the nominating and corporate governance committee relating to corporate governance include, but are not limited to, the following:

- developing and recommending to our board of directors the governance principles applicable to us;
- overseeing compliance with our Corporate Governance Guidelines and recommending proposed changes, if appropriate;
- reviewing and assessing the effectiveness of our compliance programs;
- considering and making recommendations regarding resignation offered by a member of our board of directors;
- identify and make recommendations regarding the selection and approval of vacancies on our board of directors;
- developing and recommending independence standards applicable to our board of directors;
- overseeing orientation and continuing education for our board of directors;
- developing procedures for stockholders and other interested parties to communicate with our board of directors; and
- overseeing the succession planning process for management.

Additional responsibilities of the nominating and corporate governance committee include, but are not limited to, the following:

- developing, administering and overseeing an annual performance review of our board of directors; and
- working with other committees of our board of directors to ensure effective and consistent processes for annual committee performance evaluations.

### **Considerations in Evaluating Director Nominees**

Our board of directors has adopted a process for identifying and evaluating director nominees. Before recommending an individual to the board of directors for board membership, the nominating and corporate governance committee confers with its members, other directors and our management team for potential candidates for the board. The nominating and corporate governance committee also uses its network of contacts to identify potential candidates and, if it deems appropriate, may also engage a professional search firm. The nominating and corporate governance committee will consider stockholders' recommendations for nominees to serve as director if notice is timely received by our corporate secretary. Candidates nominated by stockholders will be evaluated in the same manner as other candidates. The nominating and corporate governance committee keeps the board of directors apprised of its discussions with potential nominees, and the names of potential nominees received from its current directors, management, and stockholders, if the stockholder notice of nomination is timely made.

We seek to align board composition with our strategic direction so that members of our board of directors bring skills, experience and backgrounds that are relevant to the key strategic and operational issues that they will oversee and approve. Although the board of directors has not adopted a fixed set of minimum qualifications for candidates for board membership, the nominating and corporate governance committee generally considers several factors in its evaluation of a potential member, which include integrity, character, independent judgment, breadth of experience, insight, knowledge and business acumen. Leadership skills and executive experience, expertise in the pharmaceutical, biotechnology or related industries, familiarity with issues affecting global businesses, financial and accounting knowledge, prior experience in our core markets, expertise in capital markets, strategic planning and marketing expertise, among others, may also be among the relevant selection criteria. In addition, we strive to maintain a board of directors that reflects a diversity of experience and personal background. These criteria will vary over time depending on the needs of the board of directors. Accordingly, the board of directors may adopt new criteria and amend or abandon existing criteria as and when it determines such action to be appropriate.

In the case of incumbent directors whose terms of office are set to expire, the nominating and corporate governance committee reviews these directors' overall contributions to the company and the board of directors during their terms, including level of attendance, level of participation and contribution to the board of directors' responsibilities and actions, and any 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 and SEC purposes, which determination is based upon applicable Nasdaq listing standards, 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 determines whether to recommend a nominee to the board of directors by majority vote.

The nominating and corporate governance committee will evaluate stockholder recommendations of candidates for directors in accordance with its charter, our bylaws and the regular nominee criteria described above. Recommendations must include certain information, including the full name of the proposed nominee, a description of the proposed nominee's business experience for at least the previous five years, complete biographical information, a description of the proposed nominee's qualifications as a director, a representation that the recommending stockholder is a beneficial or record owner of our stock, other information that would be required to be disclosed in a proxy statement filed by us in connection with an annual meeting of stockholders, and any other information we may require to verify the independence of the proposed nominee. Any such submission must be accompanied by the written consent of the proposed nominee to be named as a nominee and to serve as a director if elected. Eligible stockholders wishing to recommend a director candidate for nomination should contact our corporate secretary in writing.

In 2021, the nominating and corporate governance committee did not pay any fees to assist in the process of identifying or evaluating director candidates.

### **Stockholder and Interested Party Communications with the Board of Directors**

Stockholders and interested parties wishing to communicate with a non-management member of the board of directors may do so by writing to such director, and mailing the correspondence to: Alpine Immune Sciences, Inc., *Attention: Corporate Secretary*, 188 East Blaine Street, Suite 200, Seattle, Washington 98102. Our Corporate Secretary, in consultation with appropriate directors as necessary, will review all incoming communications and screen for communications that (1) are solicitations for products and services, (2) relate to matters of a personal nature not relevant for our stockholders to act on or for our board to consider and (3) matters that are of a type that render them improper or irrelevant to the functioning of our board or our business, for example, mass mailings, product complaints or inquiries, job inquiries, business solicitations and patently offensive or otherwise inappropriate material. Subject to these screening procedures, all such stockholder communications will be forwarded to the appropriate committee of the board of directors or non-management director.

### **Corporate Governance Guidelines**

Our board of directors has adopted a set of guidelines that establish the corporate governance policies pursuant to which our board of directors intends to conduct its oversight of our business and affairs in accordance with its fiduciary responsibilities. These guidelines address, among other items, the responsibilities of our directors, the structure and composition of our board of directors and corporate governance policies and standards applicable to us in general. Our corporate governance guidelines are posted on the Corporate Governance portion of our website at <http://ir.alpineimmunesciences.com/governance>.

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

We are committed to the highest standards of integrity and ethics in the way we conduct our business. Our board of directors has adopted a Code of Business Conduct and Ethics, which applies to all of our employees, officers and directors, including our chief executive officer, chief financial officer, and other executive and senior financial officers. Our Code of Business Conduct and Ethics establishes our policies and expectations with respect to a wide range of business conduct, including preparation and maintenance of financial and accounting information, compliance with laws and conflicts of interest. In accordance with our Code of Business Conduct and Ethics, each of our employees, officers and directors is required to report suspected or actual violations to the extent permitted by law. In addition, our board of directors has adopted separate policies and procedures concerning the receipt and investigation of complaints relating to accounting, internal accounting controls or auditing matters, which are administered by our audit committee. Our Code of Business Conduct and Ethics is posted on the Corporate Governance portion of our website at <http://ir.alpineimmunesciences.com/governance>. We will post amendments to our Code of Business Conduct and Ethics or waivers of our Code of Business Conduct and Ethics for directors and executive officers on the same website.

### **Risk Management**

Our board of directors has extensive involvement in the oversight of risk management related to us and our business and accomplishes this oversight through the regular reporting by our board committees. Our audit committee represents the board of directors by periodically reviewing our accounting, reporting and financial practices, including the integrity of our consolidated financial statements, the surveillance of administrative and financial controls and our compliance with legal and regulatory requirements. Through its regular meetings with management, including the finance, legal and internal audit (if applicable)

functions, the audit committee reviews and discusses all significant areas of our business and summarizes for the board of directors all areas of risk and the appropriate mitigating factors. Our nominating and corporate governance committee assists our board of directors with its responsibility of overseeing the management associated with board organization, membership and structure, as well as corporate governance. Our compensation committee assists the boards of directors by assessing risks created by incentives inherent in our compensation policies.

In addition, our president and chief executive officer and other executive officers regularly report to the non-executive directors and the audit, the compensation and the nominating and corporate governance committees to ensure effective and efficient oversight of our activities and to assist in proper risk management and the ongoing evaluation of management controls. We believe that the leadership structure of our board of directors provides appropriate risk oversight of our activities.

### Non-Employee Director Compensation

Directors who are also our employees receive no additional compensation for their service as a director. Compensation for Dr. Gold, who serves as our chief executive officer, is discussed under the caption “*Executive Compensation.*” We reimburse our directors for expenses associated with attending meetings of our board of directors and meetings of committees of our board.

#### 2021 Director Compensation Table

The following table shows for the fiscal year ended December 31, 2021 certain information with respect to the compensation of our non-employee directors who served on our board of directors during any part of 2021.

Name	Fees Earned or paid in Cash (\$)	Option Awards \$(1)	Total (\$)
Robert Conway(2)	58,750	68,402	127,152
Xiangmin Cui, Ph.D.(3)	48,750	68,402	117,152
Natasha Hernday(4)	47,500	68,402	115,902
Christopher Peetz(5)	47,500	68,402	115,902
Peter Thompson, M.D.(6)	52,500	68,402	120,902
James N. Topper, M.D., Ph.D.(7)	50,000	68,402	118,402
Jay Venkatesan, M.D.(8)	40,000	68,402	108,402

- (1) Amounts shown in this column do not reflect dollar amounts actually received by our non-employee directors. Instead, these amounts reflect the aggregate grant date fair value of the stock options granted, computed in accordance with the provisions of FASB ASC Topic 718. For additional details regarding the assumptions and methodologies used to calculate the amounts reported, please see the discussion of equity awards as disclosed in Note 12 to our consolidated financial statements contained in our annual report on [Form 10-K](#) filed with the SEC on March 17, 2022. The assumptions and methodologies used to determine fair market value for stock options granted to our non-employee directors are identical to those used for stock options granted to our employees and other service providers.
- (2) As of December 31, 2021, Mr. Conway held outstanding options to purchase 38,455 shares of common stock.
- (3) As of December 31, 2021, Dr. Cui held outstanding options to purchase 22,950 shares of common stock.
- (4) As of December 31, 2021, Ms. Hernday held outstanding options to purchase 22,650 shares of common stock.
- (5) As of December 31, 2021, Mr. Peetz held outstanding options to purchase 30,600 shares of common stock.
- (6) As of December 31, 2021, Dr. Thompson held outstanding options to purchase 30,600 shares of common stock.
- (7) As of December 31, 2021, Dr. Topper held outstanding options to purchase 30,600 shares of common stock.
- (8) As of December 31, 2021, Dr. Venkatesan held outstanding options to purchase 122,713 shares of common stock.

#### Director Compensation Policy

Our board of directors has approved a director compensation policy for our non-employee directors, which was most recently amended in March 2021. For purposes of the policy, the board of directors classified each director into one of the two following categories: (1) an “employee director,” is a director who is employed by us; and (2) a “non-employee director,” is a director who is not an employee director. Only non-employee directors will receive compensation under the director compensation policy. Non-employee directors will receive compensation in the form of equity and cash under the director compensation policy, as described below. We believe our non-employee director compensation program provides reasonable

compensation to our non-employee directors that is appropriately aligned with our peers and is commensurate with the services and contributions of our non-employee directors.

Non-employee directors receive an initial stock option grant to purchase shares of our common stock upon appointment or election to the board of directors. Pursuant to the policy, the size of the initial stock option grant is 20,000 shares. Non-employee directors also receive on an annual basis, an additional stock option grant to purchase 10,000 shares. The annual grants occur on the first trading day in January of each year. All options have an exercise price equal to the closing price of our common stock as reported by Nasdaq on the date of grant, are subject to vesting in 36 equal monthly installments over a three-year period from the grant date for initial option grants, or in 12 equal monthly installments over a 12-month period from the grant date for annual stock option grants, subject to further evaluation by the compensation committee. On a change in control, all outstanding, unvested options held by non-employee directors are expected to vest in full.

Each non-employee director is eligible to receive the following cash annual retainer, which will be paid quarterly in arrears on a prorated basis.

Annual retainer for board membership	\$	40,000
Annual retainer for board chairperson		25,000
Annual retainer for audit committee chairperson		15,000
Annual retainer for audit committee member		7,500
Annual retainer for compensation committee chairperson		10,000
Annual retainer for compensation committee member		5,000
Annual retainer for nominating and corporate governance committee chairperson		7,500
Annual retainer for nominating and corporate governance committee member		3,750

**PROPOSAL NO. 2**  
**RATIFICATION OF APPOINTMENT OF**  
**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The audit committee of the board of directors has appointed Ernst & Young LLP, or EY, independent registered public accountants, to audit our financial statements for the year ending December 31, 2022.

During the year ended December 31, 2021, EY served as our independent registered public accounting firm.

Notwithstanding its selection and even if our stockholders ratify the selection, our audit committee, in its discretion, may appoint another independent registered public accounting firm at any time during the year if the audit committee believes that such a change would be in the best interests of our company and stockholders. At the 2022 Annual Meeting, the stockholders are being asked to ratify the appointment of EY as our independent registered public accounting firm for the year ending December 31, 2022. Our audit committee is submitting the selection of EY to our stockholders because we value our stockholders' views on our independent registered public accounting firm and as a matter of good corporate governance.

Representatives of EY will be present at the 2022 Annual Meeting, and they will have an opportunity to make statements and will be available to respond to appropriate questions from stockholders.

If the stockholders do not ratify the appointment of EY, the audit committee may reconsider the appointment.

**Fees Paid to the Independent Registered Public Accounting Firm**

The following table presents fees for professional audit services and other services rendered to our company by EY for the years ended December 31, 2021 and 2020.

Fee Category	Year Ended December 31,	
	2021	2020
Audit fees(1)	\$ 725,235	\$ 531,725
Audit-related fees(2)	—	30,000
Tax fees(3)	60,532	45,873
All other fees(4)	—	—
<b>Total fees</b>	<b>\$ 785,767</b>	<b>\$ 607,598</b>

- (1) Audit fees consist of fees for professional services provided in connection with the audit of our annual consolidated financial statements, review of our quarterly consolidated financial statements, procedures for comfort letters, consents and assistance with and review of documents filed with the SEC.
- (2) Audit-related fees consist of assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under "Audit Fees".
- (3) Tax fees consist of fees associated with tax compliance, tax advice and tax planning fees.
- (4) All other fees include any fees billed that are not audit fees, audit-related fees or tax fees.

**Auditor Independence**

In 2021, there were no other professional services provided by EY that would have required the audit committee to consider their compatibility with maintaining the independence of EY.

**Audit Committee Policy on Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm**

Pursuant to its charter, the audit committee must review and approve, in advance, the scope and plans for the audits and the audit fees and approve in advance (or, where permitted under the rules and regulations of the SEC, subsequently) all non-audit and tax services to be performed by the independent auditor that are not otherwise prohibited by law and any associated fees. All fees paid to EY for 2021 and 2020 were pre-approved by our audit committee. The audit committee may delegate to one or more members of the committee the authority to pre-approve audit and permissible non-audit services, as long as this pre-approval is presented to the full committee at scheduled meetings.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSAL #2  
THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP**

## REPORT OF THE AUDIT COMMITTEE

The audit committee of the board of directors is currently comprised of three independent directors and operates under a written charter, which is reviewed on an annual basis and amended as necessary by the board of directors upon recommendation by the audit committee.

During the fiscal year ended December 31, 2021, the audit committee has consisted of: Messrs. Conway (chairman) and Peetz and Ms. Hernday (effective December 10, 2020). Our board of directors has determined that Mr. Conway is an “audit committee financial expert” as defined in the SEC rules and made a qualitative assessment of Mr. Conway’s level of knowledge and experience based on several factors, including his prior experience, business acumen and independence. Our board of directors has concluded that the composition of the audit committee meets the requirements for independence under the rules and regulations of Nasdaq and the SEC.

The audit committee appoints an accounting firm as our independent registered public accounting firm. The independent registered public accounting firm is responsible for performing an independent audit of our financial statements in accordance with generally accepted auditing standards and issuing a report thereon. Management is responsible for our internal controls and the financial reporting process. The audit committee is responsible for monitoring and overseeing these processes.

The audit committee met five times during 2021. The meetings were designed to provide information to the audit committee necessary for it to conduct its oversight function of the external financial reporting activities and audit process of our company, and to facilitate and encourage communication between the audit committee, management and our independent registered public accounting firm, Ernst & Young LLP. Management represented to the audit committee that our financial statements were prepared in accordance with generally accepted accounting principles. The audit committee reviewed and discussed the audited financial statements for fiscal year 2021 with management and the independent registered public accounting firm. The audit committee also instructed the independent registered public accounting firm that the audit committee expects to be advised if there are any subjects that require special attention.

The audit committee discussed with the independent registered public accounting firm the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) and the SEC.

The audit committee has also received the written disclosures and the letter from the independent registered public accounting firm, Ernst & Young LLP, required by applicable requirements of the PCAOB regarding the independent registered public accounting firm’s communications with the audit committee concerning independence, and has discussed with Ernst & Young LLP that firm’s independence.

Based on its review of the audited financial statements and the various discussions noted above, the audit committee recommended to the board of directors that the audited financial statements be included in our annual report on [Form 10-K](#) for the year ended December 31, 2021 for filing with the SEC.

Respectfully submitted,

THE AUDIT COMMITTEE OF  
THE BOARD OF DIRECTORS OF ALPINE IMMUNE SCIENCES, INC.

Robert Conway, Chairman  
Natasha Hernday  
Christopher Peetz

*The material in this report is not “soliciting material,” is not be deemed “filed” with the SEC, and is not to be incorporated by reference into any filing made by Alpine Immune Sciences, Inc. 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.*

**PROPOSAL NO. 3**

**ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS (“SAY-ON-PAY”)**

Pursuant to Section 14A of the Exchange Act and in accordance with SEC rules, we are providing our stockholders with the opportunity to vote at the Annual Meeting on this advisory or non-binding proposal regarding the compensation of our named executive officers (commonly referred to as “say-on-pay”).

This say-on-pay proposal gives our stockholders the opportunity to express their views on the compensation of our named executive officers as a whole. This vote is not intended to address any specific item of compensation or any specific named executive officer, but rather the overall compensation of all of our named executive officers and the policies and practices described in this proxy statement. Because the vote on this proposal is advisory in nature, it will not affect any compensation already paid or awarded to our named executive officers and will not be binding on us, the board of directors or the compensation committee. The say-on-pay vote will, however, provide information to us regarding investor sentiment about our executive compensation policies and practices, which the compensation committee will be able to consider when determining executive compensation for the remainder of the current fiscal year and beyond. Our board of directors and our compensation committee value the opinions of our stockholders. To the extent there is any significant vote against the compensation of our named executive officers as disclosed in this proxy statement, we will endeavor to communicate with stockholders to better understand the concerns that influenced the vote and consider our stockholders’ concerns, and our compensation committee will evaluate whether any actions are necessary to address those concerns.

For more information about the compensation that we paid to our named executive officers during the fiscal year ended December 31, 2021, please refer to the “Executive Compensation” sections of this proxy statement, which we believe demonstrates that our executive compensation program was designed appropriately and is working to ensure management’s interests are aligned with our stockholders’ interests to support long-term stockholder value creation.

We are asking our stockholders to approve the compensation of our named executive officers as described in this proxy statement by voting in favor of the following non-binding resolution:

“RESOLVED, that the stockholders of Alpine Immune Sciences, Inc. approve, on an advisory basis, the compensation of Alpine Immune Sciences, Inc.’s named executive officers, as disclosed in the Alpine Immune Sciences, Inc.’s proxy statement for the 2022 annual meeting of stockholders pursuant to the executive compensation disclosure rules of the Securities and Exchange Commission, the compensation tables and related narrative disclosures.”

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR”  
THE SAY-ON-PAY APPROVAL OF THE NAMED EXECUTIVE OFFICER COMPENSATION**



## EXECUTIVE OFFICERS

The names of our executive officers, their ages, their positions, and other biographical information as of April 20, 2022, are set forth below. Executive officers are elected by our board of directors to hold office until their successors are elected and qualified. There are no family relationships among our directors or executive officers.

Name	Age	Position
Mitchell H. Gold, M.D.	55	Executive Chairman and Chief Executive Officer
Stanford Peng, M.D., Ph.D.	51	President and Head of Research and Development
Paul Rickey	43	Senior Vice President, Chief Financial Officer and Corporate Secretary

Dr. Gold's biography can be found under "*Class II Directors Continuing in Office until the 2023 Annual Meeting of Stockholders.*"

*Stanford Peng* has served as our president and head of research and development since April 2019, prior to which he served as our executive vice president of research and development and chief medical officer since the completion of the merger of Nivalis and Alpine in July 2017, as Alpine's chief medical officer from September 2016 to February 2017 and as Alpine's executive vice president of research and development and chief medical officer from February 2017 until completion of the merger. Prior to joining Alpine, Dr. Peng was chief medical officer and head of clinical development at Stemcentrx, providing strategic oversight of the company's clinical and translational programs from 2015 to 2016. Previously, Dr. Peng was executive medical director at Seattle Genetics where he developed multiple programs for antibody-drug conjugates from 2014 to 2015. Earlier in his career, he directed translational research and auto-immune related clinical trials as head of the Rheumatology Clinical Research Unit at the Benaroya Research Institute from 2009 to 2014 and served as senior director, clinical research and exploratory development at Roche from 2005 to 2008. Between 2009 and 2014, Dr. Peng also served as member physician at Virginia Mason Medical Center. Dr. Peng served as an assistant professor at the Washington University School of Medicine from 2002 to 2005. From 2008 to 2009, Dr. Peng served as senior director at ARYx Therapeutics, Inc. (Nasdaq: ARYX). Dr. Peng received an M.D. and Ph.D. in biology from the Yale University School of Medicine and a B.A. in music and B.S. in biological sciences from Stanford University.

*Paul Rickey* has served as our senior vice president and chief financial officer since the completion of the merger of Nivalis and Alpine in July 2017 and prior to the merger served as Alpine's senior vice president and chief financial officer since April 2017. Mr. Rickey has served as our treasurer since December 2018, and our secretary since March 2019. Mr. Rickey previously served as chief financial officer of Sound Pharmaceuticals, overseeing finance, accounting and human resources from March 2016 to March 2017. Before joining Sound Pharmaceuticals, Mr. Rickey was vice president of finance and administration of Immune Design Corp. from 2009 to May 2015, which was a publicly traded biotechnology company for a portion of his time there, where he helped complete the company's private offerings, initial public offering, and follow-on financing, and also oversaw the corporate development, accounting and human resource functions. Before joining Immune Design in 2009, Mr. Rickey was corporate controller of Northstar Neuroscience, a publicly-traded medical device company, where he managed the company's finance and accounting groups following Northstar's initial public offering. Prior to his role at Northstar Neuroscience, Mr. Rickey was the accounting manager for Mobliss, Inc., a mobile technology company that was sold to Index Corp., of Japan. Mr. Rickey started his finance career at Ernst & Young LLP. Mr. Rickey graduated from the University of Washington with a B.A. and Masters in Professional Accounting and is a certified public accountant, inactive.

## EXECUTIVE COMPENSATION

### Overview

Our compensation committee is responsible for the executive compensation programs for our executive officers and reports to our board of directors on its discussions, decisions and other actions. The compensation committee is authorized to retain the services of one or more executive compensation advisors, as it sees fit, in connection with the establishment of our compensation programs and related policies. Beginning in 2017, the compensation committee retained Radford, a compensation consultant, to provide it with information, recommendations and other advice relating to executive compensation on an ongoing basis. Accordingly, Radford now serves at the discretion of the compensation committee. The compensation committee engaged Radford to assist in developing a group of peer companies to help us determine the appropriate level of overall compensation for our executive officers, as well as assess each separate element of compensation, with a goal of ensuring that the compensation we offer to our executive officers is competitive and fair.

### Summary Compensation Table

The following table provides information regarding the compensation of our named executive officers:

Name and Principal Position	Year	Salary (\$)	Option Awards (\$)(1)	Non-Equity Incentive Plan Compensation (\$)(2)	All Other Compensation (\$)(3)	Total (\$)
Mitchell H. Gold, M.D. Executive Chairman and Chief Executive Officer	2021	523,000	2,287,813	300,700	—	3,111,513
	2020	500,000	566,512	317,500	—	1,384,012
Stanford Peng, M.D., Ph.D. President and Head of Research and Development	2021	496,875	1,345,772	609,400 (4)	—	2,452,047
	2020	464,000	226,605 (5)	294,640	—	985,245
Paul Rickey Senior Vice President and Chief Financial Officer	2021	400,000	1,076,618	186,000	—	1,662,618
	2020	382,000	214,016	169,799	—	765,815
Zelanna Goldberg, M.D. (6) Former Chief Medical Officer	2021	180,912	1,140,770	—	365,181 (7)	1,686,863

- (1) Amounts shown in this column do not reflect dollar amounts actually received by our named executive officers. Instead, these amounts reflect the aggregate grant date fair value of the stock options granted, computed in accordance with the provisions of FASB ASC Topic 718. For additional details regarding the assumptions and methodologies used to calculate the amounts reported, please see the discussion of equity awards contained in Note 12 to our consolidated financial statements contained in our annual report on [Form 10-K](#) filed with the SEC on March 17, 2022.
- (2) 2021 amounts represent cash bonuses earned by the named executive officers pursuant to our Executive Incentive Compensation Plan, or Incentive Plan, for 2021 performance, paid in 2022. 2020 amounts represent cash bonuses earned by the named executive officers pursuant to our Incentive Plan for 2020 performance, paid in 2021. For more information, see "—Executive Incentive Compensation Plan" below.
- (3) Perquisites and personal benefits are excluded if the total value of all perquisites and personal benefits for each named executive officer is less than \$10,000.
- (4) Non-Equity Incentive Plan awards for Dr. Peng includes a \$300,000 payment related to the achievement of a pre-development milestone pursuant to our collaboration agreement with AbbVie. The bonus objective was achieved and paid in August 2021. See further discussion described under the caption "*Executive Compensation — Executive Incentive Compensation Plan.*"
- (5) Reflects the probable value of \$0 for Dr. Peng's September 15, 2020 performance-based option award. The maximum value of such award is \$462,921.
- (6) Dr. Goldberg commenced employment with us in June 2021 and separated from our employ on October 8, 2021.
- (7) Other compensation for Dr. Goldberg includes (a) severance of \$352,500, of which \$97,917 was paid during the year ended December 31, 2021, and (b) approximately \$12,681 in COBRA reimbursement premiums, of which \$2,768 was paid during the year ended December 31, 2021. For more information, see "—Executive Employment Arrangements with Our Named Executive Officers" below.

## Executive Employment Arrangements with Our Named Executive Officers

We entered into amended and restated executive employment agreements with each of Drs. Gold and Peng and Mr. Rickey effective January 1, 2018. In January 2021, the compensation committee approved adjusted salaries for Drs. Gold and Peng and Mr. Rickey of \$523,000, \$485,000, and \$400,000 respectively. In March 2021, the compensation committee approved an adjusted salary for Dr. Peng of \$500,000. In January 2022, the compensation committee approved adjusted salaries for Drs. Gold and Peng and Mr. Rickey of \$544,000, \$525,000, and \$416,000 respectively. Additionally, Drs. Gold and Peng and Mr. Rickey are eligible to earn cash bonuses of up to 50%, 50% and 40%, respectively, of their base salary under our Executive Incentive Compensation Plan described below. These agreements also provide for certain severance benefits upon the termination of employment or a change in control of the company pursuant to our Change in Control and Severance Policy, or the Severance Policy.

Pursuant to the Severance Policy, if we terminate the employment of any of Dr. Gold, Dr. Peng or Mr. Rickey, each an Eligible Employee, other than for cause, death or disability, or the Eligible Employee resigns for good reason on or within 12 months following a change of control, then, subject to the Eligible Employee signing and not revoking a separation agreement and release of claims and continuing to adhere to the Eligible Employee's non-competition, non-disclosure and invention assignment agreement, such Eligible Employee will be eligible to receive the following severance benefits, less applicable tax withholdings:

- A lump-sum payment totaling 100% (or, in case of Dr. Gold, 150%) of the Eligible Employee's applicable annual base salary.
- A lump-sum payment equal to (1) 100% of the Eligible Employee's applicable target annual bonus plus (2) a payment equal to the Eligible Employee's pro-rated applicable target annual bonus.
- 100% of the Eligible Employee's then-outstanding and unvested time-based equity awards will become vested and exercisable.
- Payment or reimbursement of continued health coverage for the Eligible Employee and the Eligible Employee's dependents under COBRA for a period of up to 12 months (or, in Dr. Gold's case, 18 months).

Further, under the Severance Policy, if we terminate an Eligible Employee's employment other than for cause, death or disability or such Eligible Employee resigns for good reason at any time other than during the period lasting from the date of a change of control or within 12 months thereafter, then, subject to the Severance Conditions, such Eligible Employee will be eligible to receive the following severance benefits, less applicable tax withholdings:

- Continued payments totaling 75% (or, in Dr. Gold's case, 100%) of the Eligible Employee's applicable annual base salary over a period of 9 months (or in Dr. Gold's case, 12 months).
- 100% of the Eligible Employee's then-outstanding and unvested time-based equity awards granted prior to the closing of the merger by and between Alpine Immune Sciences, Inc. and Nivalis Therapeutics, Inc. that would have otherwise vested during the 12-month period following the date of the Eligible Employee's termination, and 0% in all other cases.
- Payment or reimbursement of continued health coverage for the Eligible Employee and the Eligible Employee's dependents under COBRA for a period of up to 9 months (or, in Dr. Gold's case, 12 months).

We entered into an executive employment agreement with Dr. Goldberg effective June 1, 2021, providing for a base salary of \$470,000 per year, a cash bonus of up to 40% of her base salary under our Executive Incentive Compensation Plan, and a one-time inducement award grant consisting of an option to purchase 160,000 shares of our common stock (subject to time-based vesting provisions), which award was approved and granted by our board of directors on June 1, 2021. None of the shares subject to this award had vested as of the date of Dr. Goldberg's termination from our company. Dr. Goldberg's agreement also provided for certain severance benefits upon the termination of employment or a change in control of the company pursuant to our Change in Control and Severance Policy. On October 8, 2021, in connection with Dr. Goldberg's separation on the same date, we entered into a separation agreement and release with Dr. Goldberg, pursuant to which we agreed to provide Dr. Goldberg an aggregate of \$352,500 in severance payments, payable in equal monthly installments over the 9 months following her separation from our company, as well as payment or reimbursement of continued health coverage for Dr. Goldberg and her dependents under COBRA for the same 9-month period. As consideration for the foregoing severance payments, Dr. Goldberg agreed to release us from any and all claims, including those related to her employment or the termination thereof.

## Executive Incentive Compensation Plan

Each of our executive officers is eligible for bonuses under our Executive Incentive Compensation Plan, which plan was approved by our board of directors in March 2019, and has an established target bonus amount as set forth in the section “— *Executive Employment Arrangements with our Named Executive Officers.*” The actual amount of such bonuses is tied to the achievement of various objectives for each year.

For 2021, the compensation committee of our board of directors determined that Dr. Gold's bonus would be based solely on achievement of corporate objectives (including advancement of our ALPN-101, ALPN-202 and ALPN-303 development programs, enhancement of our discovery portfolio and achievement of other corporate objectives, such as obtaining business development opportunities), and that the bonuses for Dr. Peng and Mr. Rickey would be based on 75% achievement of the previously noted corporate objectives and 25% individual objectives developed in consultation with Dr. Gold.

In January 2022, our compensation committee determined that the 2021 corporate objectives had been achieved at the 115% level and that Dr. Peng's and Mr. Rickey's individual goals had been achieved at the 150% and 120% levels, respectively, resulting in payments of \$309,400 and \$186,000, respectively. The compensation committee recognized achievement of Dr. Peng's and Mr. Rickey's individual goals above the 100% level in consideration of their significant individual efforts to achieve certain milestones in our collaboration with AbbVie, completion of our September 2021 private placement, and our entry into our license and collaboration agreement with Horizon in December 2021. Dr. Gold received a payment of \$300,700. The amounts earned in fiscal 2021 were paid in 2022.

For 2020, the compensation committee of our board of directors determined that Dr. Gold's bonus would be based solely on achievement of corporate objectives (including advancement of our ALPN-101, ALPN-202 and ALPN-303 development programs, enhancement of our discovery portfolio and achievement of other corporate objectives such as extension of our cash runway), and that the bonuses for Dr. Peng and Mr. Rickey would be based 75% on achievement of the previously noted corporate objectives and 25% individual objectives developed in consultation with Dr. Gold.

In January 2021, our compensation committee determined that the 2020 corporate objectives had been achieved at the 127% level and that Dr. Peng's and Mr. Rickey's individual goals had been achieved at the 127% level. The amounts earned in fiscal 2020 were paid in 2021 and Dr. Gold received a payment of \$317,500, Dr. Peng received a payment of \$294,640, and Mr. Rickey received a payment of \$169,799.

In addition, in September 2020, our compensation committee authorized an additional bonus opportunity for Dr. Peng under our Executive Compensation Plan with a target amount of \$300,000. This bonus was based on achievement of a pre-development milestone pursuant to Section 6.2 of our collaboration agreement with AbbVie. The bonus objective was achieved and paid in August 2021.

## Outstanding Equity Awards at December 31, 2021

The following table provides information regarding the equity awards outstanding at December 31, 2021 held by each of our named executive officers.

Name	Vesting Commencement Date	Grant Date	Option Awards					
			Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	
Mitchell H. Gold	01/16/2015	12/16/2015	51,242	—	—	—	0.45	12/15/2025
	01/20/2017	03/14/2017	300,624	—	—	—	0.65	03/13/2027
	01/20/2017	04/12/2017	208,916	—	—	—	5.02	04/11/2027
	01/02/2018	01/02/2018	68,541	1,459	—	(1)	11.31	01/01/2028
	02/06/2019	02/06/2019	141,666	58,334	—	(1)	6.51	02/05/2029
	01/23/2020	01/23/2020	129,375	140,625	—	(1)	3.23	01/22/2030
	01/05/2021	01/05/2021	—	255,000	—	(1)	13.20	01/04/2031
Paul Rickey	04/01/2017	04/12/2017	74,535	—	—	—	5.02	04/11/2027
	01/02/2018	01/02/2018	44,062	938	—	(1)	11.31	01/01/2028
	02/06/2019	02/06/2019	53,125	21,875	—	(1)	6.51	02/05/2029
	01/23/2020	01/23/2020	48,875	53,125	—	(1)	3.23	01/22/2030
	01/05/2021	01/05/2021	—	120,000	—	(1)	13.20	01/04/2031
Stanford Peng	09/06/2016	09/22/2016	161,492	—	—	—	0.65	09/21/2026
	09/06/2016	03/14/2017	37,267	—	—	—	0.65	03/13/2027
	01/02/2018	01/02/2018	63,645	1,355	—	(1)	11.31	01/01/2028
	09/28/2018	09/28/2018	125,000	125,000	—	(2)	6.33	09/27/2028
	02/06/2019	02/06/2019	53,125	21,875	—	(1)	6.51	02/05/2029
	04/22/2019	04/22/2019	50,000	—	—	(3)	7.20	04/21/2029
	01/23/2020	01/23/2020	51,750	56,250	—	(1)	3.23	01/22/2030
	09/15/2020	09/15/2020	—	—	80,000	(4)	8.28	09/14/2030
	01/05/2021	01/05/2021	—	150,000	—	(1)	13.20	01/04/2031
Zelanna Goldberg	—	—	—	—	—	—	—	—

- (1) 1/4th of the shares will vest on the one-year anniversary of the vesting commencement date, and 1/36th of the remaining shares shall vest on each monthly anniversary thereafter, such that 100% of the shares shall be vested and exercisable as of the four-year anniversary of the vesting commencement date.
- (2) 1/2 of the shares subject to the option become vested and exercisable on October 1, 2020 and the balance of the shares subject to the option become vested and exercisable on October 1, 2022, subject to continued service through each such date.
- (3) 100% of the shares underlying the option vested upon the achievement of specified performance goals that were achieved prior to April 16, 2023, as determined by the board of directors or the compensation committee of the board of directors.
- (4) The shares underlying the option will vest in two equal tranches upon the achievement of specified performance goals that are achieved on or prior to the expiration of the options, as determined by the board of directors or the compensation committee of the board of directors.

## Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of December 31, 2021, with respect to the shares of our common stock that may be issued under existing equity compensation plans:

Plan Category	A	B	C
	Number of Securities to be Issued Upon Exercise of Outstanding Options and Rights	Weighted-Average Exercise Price of Outstanding Options and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column A) (1)
Equity compensation plans approved by security holders:			
Amended and Restated 2015 Stock Plan, as amended, or the 2015 Stock Plan	1,233,624	\$ 2.87	—
2015 Equity Incentive Plan	323,662	\$ 12.23	—
2018 Equity Incentive Plan	4,329,961	\$ 8.61	284,906
Employee Stock Purchase Plan	—	N/A	45,211
<b>Total</b>	<b>5,887,247</b>	<b>\$ 7.61</b>	<b>330,117</b>

- (1) Represents the number of securities remaining available for future issuance under the 2015 Equity Incentive Plan, the 2015 Stock Plan, the 2018 Equity Incentive Plan and the Employee Stock Purchase Plan. The number of shares available for issuance under the 2018 Equity Incentive Plan is subject to an annual increase on the first day of each year equal to the lesser of (a) 1,500,000 shares or (b) 5% of the total number of shares of common stock outstanding on December 31 of the preceding calendar year or (c) a lesser number of shares of common stock approved by the board of directors prior to January 1 of a given year.

### 401(k) Plan

We have adopted the WTIA 401(k) Multiple Employer Plan, maintained by Washington Technology Industry Association, which is a defined contribution retirement plan, in which all Alpine employees providing at least 20 hours of service a week are eligible to participate. This plan provides our eligible employees with an opportunity to save for retirement on a tax advantaged basis, and participants are able to defer a portion of their eligible compensation. All participants' interests in their deferrals are 100% vested when contributed. The 401(k) plan permits us to make matching contributions and profit sharing contributions to eligible participants. Pre-tax contributions are allocated to each participant's individual account and are then invested in selected investment alternatives according to the participants' directions. The 401(k) plan is intended to qualify under Sections 401(a) and 501(a) of the Internal Revenue Code. As a tax-qualified retirement plan, contributions to the 401(k) plan and earnings on those contributions are not taxable to the employees until distributed from the 401(k) plan and all contributions are deductible by us when made. The 401(k) plan also permits contributions to be made on a post-tax basis for those employees participating in the Roth 401(k) plan component.

Beginning in 2022, we initiated matching contributions equal to 50% of each employee's salary deferral contribution of up to 6% of the employee's compensation, subject to a maximum annual match of \$3,000 per participant.

### Compensation Committee Interlocks and Insider Participation

Currently, the members of our compensation committee are Drs. Topper, Thompson and Cui. None of the foregoing members of our compensation committee currently serves, or in the past year has served, as an officer or employee of Alpine Immune Sciences. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) of any entity that has one or more executive officers serving on our board of directors or compensation committee.

**Policy on Hedging and Pledging of Alpine Securities**

We have an insider trading policy, which, among other things, prohibits our directors, officers and employees from engaging in “short sales” of our securities, and from purchasing or selling derivative securities, or entering into derivatives contracts, with respect to our securities. In addition, our directors and certain of our senior officers are prohibited from pledging our securities as collateral for a loan or entering into any margin arrangement with respect to our securities.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of April 20, 2022 for:

- each person who we know beneficially owns more than 5% of our common stock;
- each of our directors;
- each of our named executive officers; and
- all of our directors and executive officers as a group.

The percentage of beneficial ownership shown in the table is based upon 30,316,066 shares outstanding as of April 20, 2022.

We have determined beneficial ownership in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of common stock that they beneficially own, subject to applicable community property laws.

In computing the number of shares beneficially owned by a person and the percentage ownership of that person, we take into account shares of common stock issuable pursuant to stock options, warrants and restricted stock units that may be exercised or that are scheduled to vest on or before the 60th day after April 20, 2022. These shares are deemed to be outstanding and beneficially owned by the person holding those options, warrants or restricted stock units 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.

Except as otherwise noted below, the address for each person or entity listed in the table is c/o Alpine Immune Sciences, Inc., 188 East Blaine Street, Suite 200, Seattle, Washington 98102.

Name of Beneficial Owner	Common Stock Beneficially Owned	
	Shares	Percentage
<b>5% Stockholders:</b>		
Decheng Capital China Life Sciences USD Fund III, L.P.(1)	5,942,924	18.8 %
OrbiMed Private Investments VI, LP(2)	4,226,843	13.9 %
Alpine Immunosciences, L.P.(3)	2,675,421	8.8 %
Omega Fund VI, L.P.(4)	2,415,050	7.9 %
Frazier Life Sciences VIII, L.P.(5)	1,629,366	5.3 %
Entities affiliated with Avidity Partners Management LP (6)	2,205,687	7.1 %
Entities affiliated with Biotechnology Value Fund L.P. (7)	1,589,495	5.2 %
Lynx1 Capital Management LP (8)	1,537,345	5.1 %
<b>Directors and Executive Officers:</b>		
Mitchell H. Gold(9)	3,830,068	12.2 %
Stanford Peng(10)	641,755	2.1 %
Paul Rickey(11)	291,049	*
Zelanna Goldberg(12)	—	—
Jay Venkatesan(13)	3,057,629	10.0 %
Peter Thompson(14)	4,261,609	14.0 %
James N. Topper(15)	3,165,774	10.4 %
Robert Conway(16)	92,621	*
Christopher Peetz (17)	36,666	*
Xiangmin Cui(18)	5,970,040	18.9 %
Natasha Hernday(19)	19,316	*
All current directors and executive officers as a group (10 persons)(20)	18,691,106	54.7 %



(\*) Less than one percent.

- (1) According to a Schedule 13D/A filed on September 21, 2021 with the SEC, Decheng Capital Management III (Cayman), LLC (“Decheng Capital Management”) and Min Cui may be deemed to beneficially own 5,942,924 shares which are held by Decheng Capital China Life Sciences USD Fund III, L.P. (“Decheng”), including 1,234,636 shares issuable upon the exercise of warrants that are exercisable within 60 days of April 20, 2022. Decheng Capital Management is the general partner of Decheng. Dr. Cui is the sole manager of Decheng Capital Management and may be deemed to have voting and investment power with respect to the shares held by Decheng and as a result may be deemed to have beneficial ownership of such shares. The address for Decheng is 3000 Sand Hill Road, Building 2, Suite 110, Menlo Park, California 94025.
- (2) According to a Schedule 13D/A filed on November 12, 2021 with the SEC, OrbiMed Advisors LLC and OrbiMed Capital GP VI LLC may be deemed to beneficially own 4,226,843 shares which are held by OrbiMed Private Investments VI, LP, including 145,251 shares issuable upon the exercise of warrants, which are exercisable within 60 days of April 20, 2022. OrbiMed Capital GP VI LLC (“GP VI”) is the general partner of OrbiMed Private Investments VI, LP. OrbiMed Advisors LLC (“OrbiMed Advisors”) is the managing member of GP VI. Carl L. Gordon, Sven H. Borho and Jonathan T. Silverstein share voting and investment power over the shares held by OrbiMed Private Investments VI, LP and as a result may be deemed to have beneficial ownership of such shares. Dr. Thompson, an employee of OrbiMed Advisors, may be deemed to have beneficial ownership of such shares. Each of GP VI, OrbiMed Advisors, Carl L. Gordon, Sven H. Borho, Jonathan T. Silverstein and Dr. Thompson disclaims beneficial ownership of the shares held by OrbiMed Private Investments VI, LP, except to the extent of its or his pecuniary interest therein, if any. The address for OrbiMed Private Investments VI, LP is 601 Lexington Avenue, 54th Floor, New York, New York 10022.
- (3) According to a Schedule 13D/A filed on September 21, 2021 with the SEC, Alpine BioVentures, GP, LLC, Mitchell H. Gold and Jay Venkatesan may be deemed to beneficially own 2,675,421 shares which are held by Alpine Immunosciences, L.P., including 74,441 shares issuable upon the exercise of warrants, which are exercisable within 60 days of April 20, 2022. Alpine BioVentures GP, LLC is the general partner of Alpine Immunosciences, L.P. Dr. Gold and Dr. Venkatesan are the Managing Partners of Alpine BioVentures GP, LLC. Dr. Gold and Dr. Venkatesan are also limited partners of Alpine Immunosciences, L.P. By virtue of such relationships, Dr. Gold and Dr. Venkatesan may be deemed to have voting and investment power with respect to the shares held by Alpine Immunosciences, L.P. and as a result may be deemed to have beneficial ownership of such shares. Each of Dr. Gold and Dr. Venkatesan disclaims beneficial ownership of the shares held by Alpine Immunosciences, L.P., except to the extent of his pecuniary interest therein, if any. The address for Alpine Immunosciences, L.P. is 117 E Louisa Street #256, Seattle Washington 98102.
- (4) According to a Schedule 13G/A filed on February 14, 2022 with the SEC, consists of 2,415,050 shares of common stock and warrants to purchase up to an aggregate of 385,470 shares of common stock held directly by Omega Fund VI, L.P. (“Omega Fund”). Omega Fund VI GP Manager, Ltd. (“Omega Ltd.”) serves as the general partner of Omega Fund VI GP, L.P. (“Omega GP”), which serves as the general partner of Omega Fund; and each of Omega Ltd and Omega GP may be deemed to own beneficially the shares held by Omega Fund. Claudio Nessi, Otello Stampacchia and Anne-Mari Paster are the directors of Omega Ltd and may be deemed to beneficially own the shares held directly by Omega Fund. The address for Omega Fund is 888 Boylston Street, Suite 1111, Boston, MA 02199.
- (5) According to a Schedule 13D/A filed on February 15, 2022 with the SEC, Frazier Life Sciences VIII, L.P. is the record owner of 1,629,366 shares, including 145,251 shares issuable upon the exercise of warrants that are exercisable within 60 days of April 20, 2022. FHM Life Sciences VIII, LP is the general partner of Frazier Life Sciences VIII, L.P. and FHM Life Sciences VIII, LLC is the general partner of FHM Life Sciences VIII, LP. Dr. Topper and Patrick J. Heron are the sole members of FHM Life Sciences VIII, LLC and therefore share voting and investment power over the shares held by Frazier Life Sciences VIII, L.P. Dr. Topper and Mr. Heron disclaim beneficial ownership of the shares held by Frazier Life Sciences VIII, L.P., except to the extent of their pecuniary interests in such shares, if any. The foregoing shares excludes 1,200,000 shares subject to warrants held by Frazier Life Sciences VIII, L.P. that are not exercisable due to the beneficial ownership limitation set forth therein, which provides that such warrants may not be exercised if, after such exercise, the reporting person would beneficially hold more than 9.99% of our company's common stock. The address for Frazier Life Sciences VIII, L.P. is 601 Union Street, Suite 3200, Seattle, Washington 98101.
- (6) According to a Schedule 13G/A filed with the SEC on February 14, 2022, Avidity Partners Management LP (“APM LP”), Avidity Partners Management (GP) LLC (“APM GP”), Avidity Capital Partners Fund (GP) LP (“ACPF”), Avidity Capital Partners (GP) LLC (“ACP”) share voting and dispositive power with respect to 2,205,687 shares, of which 1,773,592 shares are further subject to shared voting and dispositive power with Avidity Master Fund LP (“AMF”) and, together with APM LP, APM GP, ACPF and ACP, the “Avidity Funds”). According to the Company's records, these shares also include 860,687 shares issuable upon exercise of outstanding warrants. David Witzke and Michael Gregory directly or indirectly control the Avidity Funds and as a result may be deemed to have voting and dispositive power over the securities held directly by the Avidity Funds. The address of Avidity Partners Management LP is 2828 N Harwood Street, Suite 1220, Dallas, TX 75201.

- (7) According to a Schedule 13G/A filed on February 14, 2022 with the SEC, Biotechnology Value Fund, L.P. ("BVF") is the beneficial owner of 847,157 shares, Biotechnology Value Fund II, L.P. ("BVF II") is the beneficial owner of 618,715 shares, and Biotechnology Value Trading Fund OS LP ("Trading Fund OS") is the beneficial owner of 95,086 shares, representing 1,560,958 shares in the aggregate, which excludes 112,609 warrants held by BVF, 92,035 warrants held by BVF II, and 13,231 warrants held by Trading Fund OS that are not exercisable due to the beneficial ownership limitation, which provides that the warrants may not be exercised if, after such exercise the reporting persons would beneficially own more than 4.99% of the shares outstanding. BVF I GP LLC ("BVF GP"), as the general partner of BVF, may be deemed to beneficially own the shares beneficially owned by BVF. BVF II GP LLC ("BVF2 GP"), as the general partner of BVF2, may be deemed to beneficially own the shares beneficially owned by BVF2. BVF Partners OS Ltd. ("Partners OS"), as the general partner of Trading Fund OS, may be deemed to beneficially own the shares beneficially owned by Trading Fund OS. BVF GP Holdings LLC ("BVF GPH"), as the sole member of BVF GP and BVF 2 GP, may be deemed to beneficially own the shares beneficially owned in the aggregate by BVF and BVF2. BVF Partners L.P. ("Partners"), as the investment manager of BVF, BVF2 and Trading Fund OS, and the sole member of Partners OS, may be deemed to beneficially own the shares beneficially owned in the aggregate by BVF, BVF2 and Trading Fund OS, in addition to 28,537 shares held in a certain Partners managed account (the "Partners Managed Account"). BVF Inc., as the general partner of Partners, may be deemed to beneficially own the shares owned by Partners. Mark N. Lampert, as a director and officer of BVF Inc., may be deemed to beneficially own the shares beneficially owned by BVF Inc. BVF GP disclaims beneficial ownership of the shares beneficially owned by BVF. BVF2 GP disclaims beneficial ownership of the shares beneficially owned by BVF2. Partners OS disclaims beneficial ownership of the shares beneficially owned by Trading Fund OS. BVF GPH disclaims beneficial ownership of the shares beneficially owned by BVF and BVF2. Each of Partners, BVF Inc. and Mr. Lampert disclaims beneficial ownership of the shares beneficially owned by BVF, BVF2 and Trading Fund OS as well as the shares held in the Partners Managed Account. The address for BVF, BVF GP, BVF2, BVF2 GP, BVF GPH, Partners, BVF Inc. and Mr. Lampert is 44 Montgomery St., 40th Floor, San Francisco, CA, 94104. The address for Trading Fund OS and Partners OS is PO Box 309 Uglund House, Grand Cayman, KY1-1104, Cayman Islands.
- (8) According to a Schedule 13G filed on April 22, 2022, Lynx1 Master Fund LP ("Lynx1 Fund") beneficially owns 1,537,345 shares of our common stock. Lynx1 Capital Management LP ("Lynx1 Management") is the investment manager to Lynx1 Fund, and Westin Nichols is the sole member of Lynx1 Capital Management GP LLC, the general partner of Lynx1 Management. Mr. Nichols shares voting and investment power over the shares held by Lynx1 Fund and as a result may be deemed to have beneficial ownership of such shares. The address for the foregoing persons is c/o Lynx1 Capital Management LP, 2 Ridge Top Drive, Humacao, Puerto Rico 00791.
- (9) Consists of (i) 109,387 shares of our common stock held directly by Dr. Gold, (ii) 1,045,260 shares of our common stock issuable upon the exercise of options within 60 days of April 20, 2022, (iii) 2,600,980 shares of our common stock held directly by Alpine Immunosciences, L.P. and (iv) 74,441 shares of our common stock issuable upon the exercise of warrants held by Alpine Immunosciences, L.P. which are exercisable within 60 days of April 20, 2022. Please see footnote 3 regarding Dr. Gold's voting and investment power over the shares held by Alpine Immunosciences, L.P.
- (10) Consists of (i) 24,371 shares of our common stock held directly by Dr. Peng and (ii) 617,387 shares of our common stock issuable upon the exercise of options within 60 days of April 20, 2022.
- (11) Consists of (i) 7,014 shares of our common stock held directly by Mr. Rickey and (ii) 284,035 shares of our common stock issuable upon the exercise of options within 60 days of April 20, 2022.
- (12) The information in the table above reflects Dr. Goldberg's holdings of our common stock as of October 8, 2021, the date Dr. Goldberg separated from our employ.
- (13) Consists of (i) 218,063 shares of our common stock held directly by Dr. Venkatesan, (ii) 37,266 shares of our common stock held in trust for the benefit of Dr. Venkatesan's children, (iii) 126,879 shares of our common stock issuable upon the exercise of options within 60 days of April 20, 2022, (iv) 2,600,980 shares of our common stock held directly by Alpine Immunosciences, L.P., and (v) 74,441 shares of our common stock issuable upon the exercise of warrants held by Alpine Immunosciences, L.P. which are exercisable within 60 days of April 20, 2022. Please see footnote 3 regarding Dr. Venkatesan's voting and investment power over the shares held by Alpine Immunosciences, L.P.
- (14) Consists of (i) 34,766 shares of our common stock issuable upon the exercise of options within 60 days of April 20, 2022, (ii) 4,081,592 shares of our common stock held directly by OrbiMed Private Investments VI, LP and (iii) 145,251 shares of our common stock issuable upon the exercise of warrants held by OrbiMed Private Investments VI, LP which are exercisable within 60 days of April 20, 2022. Please see footnote 2 regarding Dr. Thompson's voting and investment power over the shares held by OrbiMed Private Investments VI, LP.
- (15) Consists of (i) 34,766 shares of our common stock issuable upon the exercise of options within 60 days of April 20, 2022, (ii) 1,484,115 shares of our common stock held directly by Frazier Life Sciences VIII, L.P., (iii) 145,251 shares of our common stock issuable upon the exercise of warrants held by Frazier Life Sciences VIII, L.P. which are exercisable within 60 days of April 20, 2022, and (iv) 1,501,642 shares of our common stock held directly by Frazier Life Sciences Public Fund L.P. Please see footnote 5 regarding Dr. Topper's voting and investment power over the

shares held by Frazier Life Sciences VIII, L.P. FHMLSP, L.P. is the general partner of Frazier Life Sciences Public Fund L.P., and FHMLSP, L.L.C. is the general partner of FHMLSP, L.P. Dr. Topper, Patrick J. Heron, Albert Cha and James Brush are the individual members of FHMLSP, L.L.C. and therefore share voting and investment power over the shares held by Frazier Life Sciences Public Fund L.P. Dr. Topper and Messrs. Heron, Cha and Brush disclaim beneficial ownership of the shares held by Frazier Sciences Public Fund L.P., except to the extent of their pecuniary interests in such shares, if any. The foregoing shares excludes 1,702,127 shares subject to warrants held by Frazier Life Sciences Public Fund L.P. that are not exercisable due to the beneficial ownership limitation set forth therein, which provides that such warrants may not be exercised if, after such exercise, the reporting person would beneficially hold more than 9.99% of our company's common stock. The address for Frazier Life Sciences Public Fund L.P. is 601 Union Street, Suite 3200, Seattle, Washington 98101.

- (16) Consists of (i) 50,000 shares of our common stock held indirectly through the Robert E. Conway Revocable Trust and Carolyn J. Conway Revocable Trust, and (ii) 42,621 shares of our common stock issuable upon exercise of options within 60 days of April 20, 2022.
- (17) Consist of (i) 1,900 shares of our common stock held directly by Mr. Peetz, and (ii) 34,766 shares of our common stock issuable upon the exercise of options within 60 days of April 20, 2022.
- (18) Consists of (i) 27,116 shares of our common stock issuable upon the exercise of options within 60 days of April 20, 2022, (ii) 4,708,288 shares of our common stock held directly by Decheng Capital China Life Sciences USD Fund III, L.P. and (iii) 1,234,636 shares of our common stock issuable upon the exercise of warrants held by Decheng Capital China Life Sciences USD Fund III, L.P. which are exercisable within 60 days of April 20, 2022. Please see footnote 1 regarding Dr. Cui's voting and investment power over the shares held by Decheng Capital China Life Sciences USD Fund III, L.P.
- (19) Consists of 19,316 shares of our common stock issuable upon the exercise of options within 60 days of April 20, 2022.
- (20) Includes only current directors and executive officers serving in such capacity as of April 20, 2022. Includes 2,266,909 shares of our common stock issuable upon the exercise of options within 60 days of April 20, 2022 and 1,599,579 shares of our common stock issuable upon the exercise of warrants within 60 days of April 20, 2022.

## RELATED PARTY TRANSACTIONS

In addition to the compensation arrangements, including employment, termination of employment and change-in-control arrangements discussed, when required, elsewhere in this report, the following is a description of each transaction since January 1, 2020 and each currently proposed transaction in which:

- we have been or are to be a participant;
- the amount involved exceeds \$120,000; and
- any of our directors, executive officers or holders of more than 5% of our capital stock, or any immediate family member of or person sharing the household with any of these individuals, had or will have a direct or indirect material interest.

In addition to the arrangements described below, we have also entered into the arrangements which are described under the caption “*Executive Compensation — Executive Employment Arrangements with Our Named Executive Officers.*”

### Policies and Procedures for Related Party Transactions

Our board of directors has adopted a written policy governing the review and approval of related party transactions. The audit committee of our board of directors has the primary responsibility for reviewing and approving or disapproving related party transactions, as designated in the audit committee charter. In addition, our Code of Business Conduct and Ethics requires that each of our employees and directors inform his or her superior or the chairman of the audit committee, respectively, of any material transaction or relationship that comes to his or her attention that could reasonably be expected to create a conflict of interest. Further, at least annually, each director and executive officer will complete a detailed questionnaire that asks questions about any business relationship that may give rise to a conflict of interest and all transactions in which we are involved and in which an executive officer, a director or a related person has a direct or indirect material interest.

### Affiliations with Principal Stockholders

Dr. Gold is an executive officer, and Dr. Venkatesan was an executive officer until August 2018. Each of Drs. Venkatesan and Gold is also a member of our board of directors and, in their individual capacities, a limited partner of Alpine Immunosciences, L.P., Delaware limited partnership, which is a holder of more than 5% of our outstanding capital stock. In addition, each of Drs. Venkatesan and Gold, in their individual capacities, is a Managing Partner of Alpine BioVentures, GP, LLC, a Delaware limited liability company, which is the general partner of Alpine Immunosciences, L.P.

Dr. James N. Topper is a member of our board of directors and, in his individual capacity, is a managing member of FHM Life Sciences VIII, LLC, a Delaware limited liability company. FHM Life Sciences VIII, LLC is the general partner of FHM Life Sciences VIII, LP, a Delaware limited partnership. FHM Life Sciences VIII, LP is the general partner of Frazier Life Sciences VIII, L.P., a Delaware limited partnership, which is a holder of more than 5% of our outstanding capital stock. Dr. Topper is also, in his individual capacity, a member of FHMLSP, L.L.C., a Delaware limited liability company, the general partner of FHMLSP, L.P., a Delaware limited partnership, which is the general partner of Frazier Life Sciences Public Fund L.P., a Delaware limited partnership. Frazier Life Sciences Public Fund L.P. is a holder of our common stock.

Mr. Peetz is a member of our board of directors and, in his individual capacity, is an Entrepreneur-in-Residence at Frazier Healthcare Partners, which is an affiliate of Frazier Life Sciences VIII, L.P.

Dr. Peter Thompson is a member of our board of directors and, in his individual capacity, is an employee of OrbiMed Advisors LLC. OrbiMed Advisors LLC is the managing member of OrbiMed Capital GP VI LLC. OrbiMed Capital GP VI LLC is the general partner of OrbiMed Private Investments VI, LP, which is a holder of more than 5% of our outstanding capital stock.

Dr. Xiangmin Cui is a member of our board of directors and, in his individual capacity, is the manager of Decheng Capital Management III (Cayman), LLC, which in turn is the general partner of Decheng Capital China Life Sciences USD Fund III, L.P. Decheng Capital China Life Sciences USD Fund III, L.P. is a holder of more than 5% of our outstanding capital stock.

### Indemnification Agreements

We have entered into indemnification agreements with each of our directors and with each of our executive officers. Pursuant to the indemnification agreements, we have agreed to indemnify and hold harmless these directors and officers to the

fullest extent permitted by applicable law. The agreements generally cover expenses that a director or officer incurs or amounts that a director or officer becomes obligated to pay because of any proceeding to which he or she is made or threatened to be made a party or participant by reason of his or her service as a current or former director, officer, employee or agent of Alpine Immune Sciences. The agreements also provide for the advancement of expenses to the directors and executive officers subject to specified conditions. There are certain exceptions to our obligation to indemnify the directors and officers, including any intentional misconduct or act where the director or officer did not in good faith believe he or she was acting in our best interests, with respect to “short-swing” profit claims under Section 16(b) of the 1934 Act and, with certain exceptions, with respect to proceedings that he or she initiates.

### Indebtedness of Directors and Officers

None of our current or former directors or executive officers is indebted to us, nor are any of these individuals indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by us.

### Private Placements

#### September 2021 Private Placement

In September 2021, we entered into a securities purchase agreement for a private placement with a select group of institutional investors, pursuant to which we sold 6,489,357 shares of our common stock and prefunded warrants to purchase 3,191,487 shares of common stock. The purchase price for each share of common stock and for each prefunded warrant was \$9.40 per share, for an aggregate purchase price of approximately \$91.0 million.

The following table summarizes the purchases in September 2021 of our securities by our 5% stockholders at the time of the September 2021 private placement:

Name of Purchaser	Number of Shares of Common Stock Purchased	Number of Shares of Common Stock Subject to Warrants	Aggregate Purchase Price
Decheng Capital China Life Sciences USD Fund III, L.P.	1,542,553	—	\$ 14,500,000
Omega Fund VI, L.P.	744,680	—	\$ 7,000,000
Entities affiliated with Avidity Partners Management LP	425,532	638,297	\$ 9,999,993
OrbiMed Private Investments VI, LP	1,010,637	—	\$ 9,500,000

Additionally, as part of the September 2021 private placement, Frazier Life Sciences Public Fund L.P., an entity for which Dr. Topper shares voting control with others, acquired prefunded warrants to purchase 1,702,127 shares of common stock. The aggregate purchase price for such prefunded warrants was \$16,000,000.

In September 2021, we also entered into an exchange agreement with Frazier Life Sciences VIII, L.P. (the “Exchanging Stockholder”), pursuant to which we exchanged an aggregate of 1,200,000 shares of common stock held by the Exchanging Stockholder for prefunded warrants (the “Exchange Warrants”) to purchase an aggregate of 1,200,000 shares of common stock.

We also entered into a registration rights agreement with the investors in the September 2021 private placement. The registration rights agreement required us to register the resale of the shares of common stock issued and issuable upon the exercise of prefunded warrants issued in the September 2021 private placement. We filed a registration statement on Form S-3 on November 10, 2021 covering the resale of such shares, which registration statement was declared effective by the Securities and Exchange Commission on November 19, 2021.

#### July 2020 Private Placement

On July 24, 2020, we entered into a securities purchase agreement in connection with the sale and issuance of 5,139,610 units and 790,710 prefunded units for an aggregate purchase price of \$60.0 million. Each unit was sold at a purchase price of \$10.1175 per unit and consists of one share of our common stock plus a warrant to purchase 0.3 shares of common stock at an exercise price of \$12.74 per share. Each prefunded unit consists of one prefunded warrant to purchase one share of common stock at an exercise price of \$0.001 per share and one warrant to purchase 0.3 shares of common stock at an exercise price of \$12.74 per share.

None of the purchasers in the July 2020 private placement was a greater than 5% holder of our outstanding capital stock prior to the July 2020 private placement.

We also entered into a registration rights agreement with the investors in the July 2020 private placement, including Omega Fund VI, L.P. and entities affiliated with Avidity Partners Management L.P. The registration rights agreement required us to register the resale of the shares of common stock issued and issuable upon the exercise of warrants and prefunded warrants. We filed a registration statement on Form S-1 on August 11, 2020 covering the resale of such shares, which registration statement was declared effective by the Securities and Exchange Commission on August 18, 2020. On May 13, 2021 we filed a post-effective amendment to such registration statement to convert the Form S-1 into a registration statement on Form S-3; the post-effective amendment was declared effective by the Securities and Exchange Commission on May 18, 2021.

***Registration Rights for January 2019 Private Placement***

We previously entered into a registration rights agreements with the investors in the January 2019 private placement, including Alpine Immunosciences, L.P., OrbiMed Private Investments VI, LP and Frazier Life Sciences VIII, L.P., as well as Decheng Capital China Life Sciences USD Fund III, L.P. We filed a registration statement on Form S-1 on March 18, 2019 covering the resale of such shares, which registration statement was declared effective by the Securities and Exchange Commission on April 4, 2019. On May 13, 2021, we filed a post-effective amendment to such registration statement to deregister all unsold securities under such registration statement; the post-effective amendment was declared effective by the Securities and Exchange Commission on May 18, 2021.

**Other Transactions**

We have granted stock options and/or restricted stock units to our named executive officers, other executive officers and our directors.

## OTHER MATTERS

### Third Party Compensation of Directors

None of our directors are a party to any agreement or arrangement that would require disclosure pursuant to Nasdaq Rule 5250(b)(3).

### Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires that our directors and executive officers, and persons who own more than 10% of our common stock, file reports of ownership and changes in ownership with the SEC. Based on our review of such filings and written representations from certain reporting persons that no Form 5 is required, we believe that during the fiscal year ended December 31, 2021, all directors, executive officers and greater than 10% stockholders complied with all Section 16(a) filing requirements applicable to them, with the exception of the Form 4 due April 1, 2021 but filed by Jay Venkatesan on April 23, 2021.

### 2021 Annual Report and SEC Filings

Our financial statements for the year ended December 31, 2021 are included in our annual report on [Form 10-K](#). Our annual report and this proxy statement are posted on our website at [www.alpineimmunesciences.com](http://www.alpineimmunesciences.com) and are available from the SEC at its website at [www.sec.gov](http://www.sec.gov). You may also obtain a copy of our annual report without charge by sending a written request to Investor Relations, Alpine Immune Sciences, Inc., 188 East Blaine Street, Suite 200, Seattle, Washington 98102. Copies of all exhibits to the annual report on [Form 10-K](#) for the year ended December 31, 2021 may be obtained for a nominal fee, which fee will not exceed our reasonable expenses in furnishing such copies by sending a written request to Investor Relations, Alpine Immune Sciences, Inc., 188 East Blaine Street, Suite 200, Seattle, Washington 98102.

\* \* \*

The board of directors does not know of any other matters to be presented at the 2022 Annual Meeting. If any additional matters are properly presented at the 2022 Annual Meeting, the persons named in the enclosed proxy card will have discretion to vote shares they represent in accordance with their own judgment on such matters.

It is important that your shares be represented at the 2022 Annual Meeting, regardless of the number of shares that you hold. You are, therefore, urged to vote by telephone or by using the Internet as instructed on the enclosed proxy card or execute and return, at your earliest convenience, the enclosed proxy card in the envelope that has also been provided.



ALPINE IMMUNE SCIENCES, INC.  
 188 EAST BLAINE STREET  
 SUITE 200  
 SEATTLE, WA 98102



SCAN TO  
 VIEW MATERIALS & VOTE



**VOTE BY INTERNET** - [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above  
 Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**During The Meeting** - Go to [www.virtualshareholdermeeting.com/ALPN2022](http://www.virtualshareholdermeeting.com/ALPN2022)  
 You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE** - 1-800-890-8903  
 Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**  
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

The Board of Directors recommends you vote FOR the following:

	For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____

1. Election of Directors
- Nominees
- 01) Peter Thompson, M.D.      02) Natasha Hernday

The Board of Directors recommends you vote FOR the following proposals:

- |   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
|   | For                      | Against                  | Abstain                  |
| 2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2022. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve, on an advisory basis, the compensation of our named executive officers.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

NOTE: In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

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Signature [PLEASE SIGN WITHIN BOX]      Date

--	--

Signature (Joint Owners)      Date



**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement and Annual Report on Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

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ALPINE IMMUNE SCIENCES, INC.  
Annual Meeting of Stockholders  
June 16, 2022 1:30 PM, PT  
Via the Internet at [www.virtualshareholdermeeting.com/ALPN2022](http://www.virtualshareholdermeeting.com/ALPN2022)  
This proxy is solicited by the Board of Directors

The stockholder(s) hereby appoint(s) Mitchell H. Gold and Paul Rickey, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of Alpine Immune Sciences, Inc. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 1:30 PM, PT on June 16, 2022, as a virtual meeting via live webcast on the Internet, and any adjournment or postponement thereof. To attend the meeting via the Internet, please visit [www.virtualshareholdermeeting.com/ALPN2022](http://www.virtualshareholdermeeting.com/ALPN2022) and have the information that is printed in the box marked by the arrow available and follow the instructions.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.**

**Continued and to be signed on reverse side**