

---

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

**SCHEDULE 14A**  
(Rule 14a-101)

**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 Pursuant to §240.14a-12

**bioAffinity Technologies, Inc.**

(Exact Name of Registrant as Specified in its Charter)

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

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee paid previously with preliminary materials.

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11.

---



BIOAFFINITY TECHNOLOGIES, INC.  
3300 NACOGDOCHES ROAD, SUITE 216  
SAN ANTONIO, TEXAS 78217

# Your **Vote** Counts!

BIOAFFINITY TECHNOLOGIES, INC.

2025 Annual Meeting

Vote by July 24, 2025

11:59 PM ET



V74859-P35254

## You invested in BIOAFFINITY TECHNOLOGIES, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on July 25, 2025.**

### Get informed before you vote

View the Notice and Proxy Statement and Annual Report online at [www.ProxyVote.com](http://www.ProxyVote.com) OR you can receive a free paper or email copy of the material(s) by requesting prior to July 11, 2025. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



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

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote in Person at the Meeting\*

July 25, 2025  
8:00 a.m. Central Time

3300 Nacogdoches Road  
Suite 216  
San Antonio, Texas 78217

\*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters. We encourage you to access and review all of the important information contained in the proxy materials before voting.

Voting Items	Board Recommends
1. Election of Directors.	
1a. Maria Zannes	✓ For
1b. Steven Girgenti	✓ For
1c. Robert Anderson	✓ For
1d. Peter Knight	✓ For
1e. Gary Rubin	✓ For
1f. Roby Joyce	✓ For
1g. Jamie Platt	✓ For
2. Proposal to ratify the appointment of WithumSmith+Brown, PC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025.	✓ For
3. Proposal to consider and approve an amendment to the Company's Certificate of Incorporation, as amended, in substantially the form attached to the accompanying proxy statement as <u>Appendix A</u> , at the discretion of our Board of Directors (the " <b>Board</b> "), to effect a reverse stock split with respect to the Company's issued and outstanding shares of common stock, par value \$0.007 per share (" <b>Common Stock</b> "), as well as stock held by the Company as treasury shares, at a ratio of 1-for-2 to 1-for-100 (the " <b>Range</b> "), with the ratio within such Range to be determined at the discretion of the Board and included in a public announcement, subject to the authority of the Board of Directors to abandon such amendment (the " <b>Reverse Stock Split Proposal</b> ").	✓ For
4. Proposal to consider and approve, pursuant to Nasdaq listing rules, of the issuance of up to an aggregate of 2,926,166 shares of our Common Stock upon the exercise of our common stock purchase warrants issued in connection with our private placement offering that closed on February 26, 2025 that may be equal to or exceed 20% of our Common Stock outstanding before such offering (the " <b>Warrant Exercise Proposal</b> ").	✓ For
5. Proposal to approve an amendment to the Company's Certificate of Incorporation, as amended, in substantially the form attached to the accompanying proxy statement as <u>Appendix B</u> , at the discretion of our Board, to increase the authorized number of shares of the Company's Common Stock, from 100,000,000 to 350,000,000; (the " <b>Authorized Increase Proposal</b> ").	✓ For
6. Proposal to approve an anti-dilution provision of the Common Stock purchase warrants issued in connection with our public offering that closed on May 7, 2025 (the " <b>May 2025 Warrants</b> "), and the reduction in exercise price of the May 2025 Warrants (subject to a floor price of \$0.10 per share) and corresponding increase in the number of shares issuable upon exercise thereof of up to an aggregate maximum of 49,907,811 shares of our Common Stock, resulting from the triggering of such anti-dilution provision (the " <b>Anti-Dilution Adjustment Proposal</b> ").	✓ For
7. Proposal to consider and approve an adjournment of the Annual Meeting to a later date, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of the Reverse Stock Split Proposal, the Warrant Exercise Proposal, the Authorized Increase Proposal, and/or the Anti-Dilution Adjustment Proposal.	✓ For
<b>NOTE:</b> Such other business as may properly come before the meeting or any postponements or adjournments thereof.	

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