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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

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

INCYTE CORPORATION

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

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

Go to www.envisionreports.com/INCY or scan the QR code – login details are located in the shaded bar below.



Votes submitted electronically must be received by June 13, 2023 at 11:59 A.M. (EDT).

Stockholder Meeting Notice

Important Notice Regarding the Availability of Proxy Materials for the Incyte Corporation Stockholder Meeting to be Held on June 14, 2023

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The 2023 Proxy Statement and the Annual Report on Form 10-K for the year ended December 31, 2022 are available at:

www.envisionreports.com/INCY

Easy Online Access – View your proxy materials and vote.



- Step 1:** Go to www.envisionreports.com/INCY.
- Step 2:** Click on **Cast Your Vote** or **Request Materials**.
- Step 3:** Follow the instructions on the screen to log in.
- Step 4:** Make your selections as instructed on each screen for your delivery preferences.
- Step 5:** Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a Copy of the Proxy Materials – If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before June 1, 2023 to facilitate timely delivery.



2 N O T



Stockholder Meeting Notice

Incyte Corporation's Annual Meeting of Stockholders will be held on June 14, 2023 at 1815 Augustine Cut-off, Wilmington, Delaware 19803, at 10:00 a.m. (EDT).

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommend a vote **FOR** all the nominees listed and **FOR** Proposals 2, 4, 5 and 6 and **1 YEAR** for Proposal 3:

1. Election of Directors:
 - 01 - Julian C. Baker
 - 02 - Jean-Jacques Bienaimé
 - 03 - Otis W. Brawley
 - 04 - Paul J. Clancy
 - 05 - Jacquelyn A. Fouse
 - 06 - Edmund P. Harrigan
 - 07 - Katherine A. High
 - 08 - Hervé Hoppenot
 - 09 - Susanne Schaffert
2. Approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers.
3. Approve, on a non-binding, advisory basis, the frequency of future advisory votes on the compensation of the Company's named executive officers.
4. Approve an amendment to the Company's Amended and Restated 2010 Stock Incentive Plan.
5. Approve an amendment to the Company's 1997 Employee Stock Purchase Plan.
6. Ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2023.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.



Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** - Go to www.envisionreports.com/INCY. Click Cast Your Vote or Request Materials.
- **Phone** - Call us free of charge at 1-866-641-4276.
- **Email** - Send an email to investorvote@computershare.com with "Proxy Materials Incyte Corporation" in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by June 1, 2023.