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**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 Pursuant to § 240.14a-12

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**Rani Therapeutics Holdings, Inc.**

(Name of Registrant as Specified In Its Charter)

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

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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
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# Your **Vote** Counts!

**RANI THERAPEUTICS HOLDINGS, INC.**

2025 Annual Meeting  
Vote by May 27, 2025  
11:59 PM ET



RANI THERAPEUTICS HOLDINGS, INC.  
2051 RINGWOOD AVENUE  
SAN JOSE, CA 95131



V72635-P29562

**You invested in RANI THERAPEUTICS HOLDINGS, 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 May 28, 2025.**

## Get informed before you vote

View the Notice and Proxy Statement and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 14, 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. Requests, instructions and other inquiries sent to this email address will NOT be forwarded to your investment advisor. There is NO charge for requesting a copy of the voting material(s).



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 Virtually at the Meeting\*

May 28, 2025  
8:00 a.m. Pacific Time

To vote during the Meeting go to [www.virtualshareholdermeeting.com/RANI2025](http://www.virtualshareholdermeeting.com/RANI2025). Have the control number that is printed in the box available and follow the instructions.

**Vote Before the Meeting by Internet:** [www.ProxyVote.com](http://www.ProxyVote.com) 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.

**Vote Before the Meeting by Phone:** 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 Before the Meeting 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.

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

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting as described in the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.ProxyVote.com](http://www.ProxyVote.com) or easily request a paper copy (see reverse side). Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends								
<p>1. Election of the eight nominees for director named below to hold office as members of the Board of Directors until the 2026 Annual Meeting of Stockholders.</p> <p><b>Nominees:</b></p> <table border="0"><tr><td>01) Talat Imran</td><td>05) Jean-Luc Butel</td></tr><tr><td>02) Mir Imran</td><td>06) Laureen DeBuono</td></tr><tr><td>03) Dennis Ausiello</td><td>07) Andrew Farquharson</td></tr><tr><td>04) Lisa Rometty</td><td>08) Maulik Nanavaty</td></tr></table>	01) Talat Imran	05) Jean-Luc Butel	02) Mir Imran	06) Laureen DeBuono	03) Dennis Ausiello	07) Andrew Farquharson	04) Lisa Rometty	08) Maulik Nanavaty	<input checked="" type="checkbox"/> For
01) Talat Imran	05) Jean-Luc Butel								
02) Mir Imran	06) Laureen DeBuono								
03) Dennis Ausiello	07) Andrew Farquharson								
04) Lisa Rometty	08) Maulik Nanavaty								
<p>2. Ratification of the selection of CBIZ CPAs P.C. as the independent registered public accounting firm for the fiscal year ending December 31, 2025.</p>	<input checked="" type="checkbox"/> For								
<p><b>NOTE:</b> In their discretion, the proxies are authorized to vote on such other business as may properly come before the meeting or any adjournment or postponement thereof.</p>									

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