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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

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

Titan Pharmaceuticals, Inc.

(Name of Registrant as Specified In Its Charter)

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

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 IS IMPORTANT. PLEASE VOTE TODAY.

2025

**Vote by Internet, Smartphone or Tablet – QUICK ★★ EASY
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail**

**TITAN
PHARMACEUTICALS, INC.**

Your Mobile or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 11:59 p.m., Eastern Time, on June 15, 2025.



INTERNET

www.cstproxyvote.com

Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.



MOBILE VOTING

On your Smartphone/Tablet, open the QR Reader and scan the below image. Once the voting site is displayed, enter your Control Number from the proxy card and vote your shares.

**PLEASE DO NOT RETURN THE PROXY CARD
IF YOU ARE VOTING ELECTRONICALLY.**



MAIL – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

PROXY

Please mark
your votes
like this



THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS 1, 2, 3, 4 AND 5, AND FOR “TWO YEARS” AS THE FREQUENCY FOR WHICH STOCKHOLDERS WILL HAVE A VOTE ON EXECUTIVE COMPENSATION.

1. ELECTION OF DIRECTORS

Nominees:

- Avraham Ben-Tzvi
- Brynnner Chiam
- Francisco Osvaldo Flores Garcia
- Firdauz Edmin Bin Mokhtar
- Gabriel Loh

WITHHOLD AUTHORITY
to vote for all nominees listed at left

FOR all nominees
listed at left (except as marked to the contrary below)

4. RATIFICATION OF ENROME LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2025.

FOR **AGAINST** **ABSTAIN**

5. APPROVAL OF OUR EXECUTIVE COMPENSATION (SAY-ON-PAY).

FOR **AGAINST** **ABSTAIN**

6. FREQUENCY OF SAY-ON-PAY VOTE.

EVERY ONE YEAR **EVERY TWO YEARS** **EVERY THREE YEARS** **ABSTAIN**

INSTRUCTION: To withhold authority to vote for any nominee, write the nominee’s name in the space provided below.

2. APPROVAL OF THE ISSUANCE PROPOSAL.

FOR **AGAINST** **ABSTAIN**

3. APPROVAL OF THE 2015 PLAN AMENDMENT.

FOR **AGAINST** **ABSTAIN**

PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

CONTROL NUMBER

Signature _____ **Signature, if held jointly** _____ **Date** _____, 2025.

Please sign exactly as your name appears below. When shares are held by joint tenants, each should sign. When signing as attorney, executor, administrator, trustee, guardian, corporate officer, or partner, please give full title as such.

**Important Notice Regarding the Availability of Proxy Materials
for the Annual Meeting of Stockholders Of Titan Pharmaceuticals, Inc.
to be held on June 16, 2025**

**The proxy statement is available at
<https://www.cstproxy.com/titanpharm/am2025>**

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

**PROXY
FOR THE ANNUAL MEETING OF STOCKHOLDERS OF
TITAN PHARMACEUTICALS, INC.
TO BE HELD ON JUNE 16, 2025**

The undersigned appoints Chay Weei Jye and Brynner Chiam, and each of them, attorneys and agents with full power of substitution, is hereby authorized to vote all of the shares of common stock of Titan Pharmaceuticals, Inc. (the "Company") which the undersigned would be entitled to vote, if personally present, at the upcoming Annual Meeting of Stockholders of the Company scheduled to be held at the offices of Olshan Frome Wolosky LLP, located at 1325 Avenue of the Americas, 15th Floor, New York, New York 10019 on Monday, June 16, 2025 at 9:00 a.m. (EST) (including any adjournments or postponements thereof and any meeting called in lieu thereof, the "Annual Meeting").

The undersigned hereby revokes any proxy or proxies heretofore given and acknowledges receipt of a copy of the Notice of Meeting and Proxy Statement and a copy of the Company's Annual Report on Form 10-K (without exhibits) for the fiscal year ended December 31, 2024.

IF NO DIRECTION IS INDICATED WITH RESPECT TO THE PROPOSALS ON THE REVERSE, THIS PROXY WILL BE VOTED "FOR ALL NOMINEES" WITH RESPECT TO PROPOSAL 1 AND "FOR" PROPOSALS 2, 3, 4 AND 5 AND FOR "EVERY TWO YEARS" AS THE FREQUENCY FOR WHICH STOCKHOLDERS WILL HAVE A VOTE ON EXECUTIVE COMPENSATION.

IMPORTANT: PLEASE SIGN, DATE AND MAIL THIS PROXY CARD PROMPTLY!

CONTINUED AND TO BE SIGNED ON REVERSE SIDE
