

---

---

**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 Sec.240.14a-12

**Quantum-Si Incorporated**

(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 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

---

---

---

**You May Vote Your Proxy When You View The Material On The Internet. You Will Be Asked To Follow The Prompts To Vote Your Shares.**

**Quantum-Si Incorporated**  
c/o Continental Proxy Services  
1 State Street, New York NY 10004

**Quantum-Si Incorporated**  
530 Old Whitfield Street  
Guilford, CT 06437

**NOTICE OF ANNUAL MEETING  
OF SHAREHOLDERS**  
to be held on  
Thursday, May 11, 2023

\*Shareholders are cordially invited to attend the virtual Annual Meeting and to vote on the Internet or any Mobile device.

Dear Shareholder,

The 2023 Annual Meeting of Shareholders of Quantum-Si Incorporated will be held virtually via live webcast on Thursday, May 11, 2023, at 3:30 PM (Eastern Time).

Proposals to be considered at the Annual Meeting:

1. To consider and act upon a proposal to elect to the Company's Board of Directors seven persons nominated by the Board of Directors;
2. To consider and act upon a proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023;
3. To consider and act upon, by a non-binding, advisory vote, the compensation of our named executive officers, as disclosed in the proxy statement;
4. To consider and act upon a proposed amendment to the Quantum-Si Incorporated second amended and restated certificate of incorporation to limit the liability of its officers as permitted by recent amendments to Delaware law; and
5. To address such other matters as may properly come before the 2023 annual meeting or any adjournment or postponement thereof.

The Board of Directors recommends a vote "FOR" all nominees under Proposal 1 and "FOR" Proposals 2, 3, and 4.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated, and returned the proxy card.



**Vote during the Meeting –**

If you plan to attend the virtual online annual meeting, you will need your 12 digit control number to vote electronically during the annual meeting. To attend the annual meeting, visit:  
<https://www.cstproxy.com/quantum-si/2023>



**Vote Your Proxy on the Internet:**

Go to <http://www.cstproxyvote.com>  
Have your notice available when you access the above website. Follow the prompts to vote your shares.

**The Proxy Materials are available for review at:**  
<https://www.cstproxy.com/quantum-si/2023>

CONTROL NUMBER

**Quantum-Si Incorporated**  
530 Old Whitfield Street  
Guilford, CT 06437

**Important Notice Regarding the Availability of Proxy Materials  
For the 2023 Annual Meeting of Shareholders to be Held On Thursday, May 11, 2023.**

The following Proxy Materials are available to you to review at:  
<https://www.cstproxy.com/quantum-si/2023>

- the Company's Annual Report for the year ended December 31, 2022
- the Company's 2023 Proxy Statement
- the Proxy Card
- any amendments or supplements to the foregoing materials that are required to be furnished to shareholders

This is not a ballot. You cannot use this notice to vote your shares. 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

If you would like to receive a paper or e-mail copy of these documents, you must request one. There is no charge for such documents to be mailed to you. Please make your request for a copy as instructed below on or before April 27, 2023 to facilitate a timely delivery. You may also request that you receive paper copies of all future proxy materials from the Company.

**ACCESSING YOUR PROXY MATERIALS ONLINE**

**Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically.  
You must reference your Control number.**

**REQUESTING A PAPER COPY OF THE PROXY MATERIALS**

**By telephone please call 1-888-266-6791, or**

**By logging on to <https://www.cstproxy.com/quantum-si/2023> or**

**By email at: [proxy@continentalstock.com](mailto:proxy@continentalstock.com)**

*Please include the company name and your control number in the subject line.*

---