
**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**

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

SAFE & GREEN HOLDINGS CORP.

(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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This Proxy is solicited on behalf of the Board of Directors



Safe & Green Holdings Corp.
Common Stock

VOTE BY INTERNET

<https://app.vinylequity.com/voting/login>

Use the Internet to vote by Proxy up until **December 28, 2025 at 11:59 PM-**. Have your proxy card in hand when you access the website and then follow the instructions. Enter the 16 character Voting Control Code below and follow the instructions to vote your proxy.

VOTE BY MAIL

Mark, sign and date this proxy card and promptly return to Vinyl Equity Inc.

ATTN: Proxy Services

PO Box 247, Winnetka, IL, 60093, USA

VOTE BY FAX or BY EMAIL

Mark, sign and date this proxy card and promptly return it by fax to:

+1 847-485-0486

ATTN: Proxy Services

or by email to:

proxy@vinylequity.com

ATTN: Proxy Services

SHARES HELD

Common Stock

CONTROL CODE: AAAA-BBBB-CCCC-DDDD

The undersigned hereby appoints Patricia Kaelin and or failing this person Michael McLaren the true and lawful proxy of the undersigned, with full power of substitution, to vote all shares of the Common Stock of Safe & Green Holdings Corp. (the "Company"), which the undersigned is entitled to vote at the Annual meeting of stockholders of the Company to be held at 1:00 PM Eastern Time December 29, 2025 to be held virtually via live audio-only webcast at <https://us06web.zoom.us/j/82799660292?pwd=CA9NPxn6T2JchCpSMkWTXoU350vzZC.1> and any adjournment or postponement thereof. There will not be a physical meeting location.

Please see the enclosed Proxy Materials from the Company for more details. The undersigned hereby revokes any proxy or proxies previously given to represent or vote such Common Stock and hereby ratifies and confirms all actions that said proxy, their substitutes, or any of them, may lawfully take in accordance with the terms hereof.

TO VOTE, MARK THE BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS

The Board of Directors recommend that you vote For on Proposal 1 for the Election of the Director Nominees

1. to elect the seven (7) nominees for director named in the accompanying proxy statement to our Board of Directors, each to serve a one-year term and until such director's successor is duly elected and qualified	For	Withhold
a. Michael McLaren	<input type="checkbox"/>	<input type="checkbox"/>
b. Jill Anderson	<input type="checkbox"/>	<input type="checkbox"/>
c. Adam Falkoff	<input type="checkbox"/>	<input type="checkbox"/>
d. Thomas Meharey	<input type="checkbox"/>	<input type="checkbox"/>
e. Samarth Verma	<input type="checkbox"/>	<input type="checkbox"/>
f. Paula J. Dobriansky	<input type="checkbox"/>	<input type="checkbox"/>
g. Eric Blum	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommend that you vote For on Proposal 2

2. Auditor Ratification	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Continued on page 2

The Board of Directors recommend that you vote For on Proposal 3

3. Advisory Vote on Executive Compensation

For

☐

Against

☐

Abstain

☐

The Board of Directors recommend that you vote For on Proposal 4

4. Advisory Vote on the Frequency of the Advisory Vote on Executive Compensation Proposal

For

☐

Against

☐

Abstain

☐

The Board of Directors recommend that you vote For on Proposal 5

5. Merger Proposal

For

☐

Against

☐

Abstain

☐

The Board of Directors recommend that you vote For on Proposal 6

6. Generating Alpha Issuance Proposal

For

☐

Against

☐

Abstain

☐

The Board of Directors recommend that you vote For on Proposal 7

7. Incentive Plan Increase Proposal

For

☐

Against

☐

Abstain

☐

The Board of Directors recommend that you vote For on Proposal 8

8. Authorized Common Stock Increase Proposal

For

☐

Against

☐

Abstain

☐

The Board of Directors recommend that you vote For on Proposal 9

9. Amendment to the Company's Bylaws Proposal

For

☐

Against

☐

Abstain

☐

The Board of Directors recommend that you vote For on Proposal 10

10. Adjournment Proposal

For

☐

Against

☐

Abstain

☐

To transact any other business that is properly brought before the Annual meeting or any adjournment or postponement thereof.

Please sign exactly as your name appears hereon. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please indicate full title as such. Joint owners should each sign personally. All holders must sign. If a corporation, please sign the full corporate or partnership name, by authorized officer.

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Signature [PLEASE SIGN WITHIN THE BOX]

Date

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Signature (Joint Owner)

Date
