

# PRESS RELEASE



## IMMEDIATE RELEASE

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### **Aviragen and Vaxart Amend Terms of Merger Agreement to Increase the Value for Aviragen Stockholders**

*Aviragen Stockholders to Own 49% of Combined Company, Up from 40% Under the Previous Agreement*

**ATLANTA and SOUTH SAN FRANCISCO, Calif., Feb. 7, 2018 (GLOBE NEWSWIRE)** – Aviragen Therapeutics, Inc. (NASDAQ: AVIR) and Vaxart, Inc. today announced that the companies have agreed to amend the terms of their previously announced merger agreement to increase the proposed ownership percentage of Aviragen stockholders of the combined company. Under the new terms, Aviragen stockholders would now own 49% of the combined company, up from 40% under the previous agreement. This nine percentage point improvement from 40% in the original agreement represents a 22.5% increase in the ownership stake that Aviragen stockholders will have in the combined company.

The amended agreement has been unanimously approved by the Boards of Directors of both companies. The Aviragen Board recommends that Aviragen stockholders vote **FOR** the merger at the Special Meeting of Stockholders on February 9, 2018. If stockholders have already voted **FOR** the merger, there is no need to vote again. If stockholders have not yet voted, they are encouraged to vote **FOR** the merger. If stockholders have voted **AGAINST** the merger, they may change their vote and vote **FOR** the merger. All votes must be received before 11:59 pm EST on February 8, 2018.

Wouter Latour, M.D., Chief Executive Officer of Vaxart, Inc., said, "The amended terms reflect our commitment to completing the transaction with Aviragen. Our Board and management believe in the strategic value of the merger and we look forward to creating meaningful value for all stockholders."

Joseph M. Patti, Ph.D., President and Chief Executive Officer of Aviragen Therapeutics, said, "Aviragen's Board and management team have been focused on achieving the best possible outcome from our strategic review process. In working closely with one of our main stockholders to maximize the value of the proposed transaction, we have amended the merger agreement to underscore this commitment. Aviragen stockholders will now have a 22.5% increase in their ownership stake and a greater share of the upside potential of the combined company."

### **Aviragen Special Meeting of Stockholders**

Aviragen intends to reconvene its Special Meeting of Stockholders to vote on the proposed merger on February 9, 2018 at 12:00 pm EST. Should Aviragen stockholders vote to approve the proposed merger, Aviragen and Vaxart intend to close the transaction shortly thereafter.

### **Aviragen Stockholders are Encouraged to Vote FOR the Transaction Today**

Aviragen's Board strongly urges stockholders to vote **FOR** the proposed merger today. Each vote is extremely important, no matter how many or how few shares are owned. The affirmative vote of the holders of a majority of the shares of Aviragen common stock properly cast at the

Aviragen Special Meeting is required to approve the proposed merger. Please take a moment to vote **FOR** the proposals necessary to approve the proposed merger today – by telephone, by Internet or by signing, dating and returning the **WHITE** proxy card. Please discard any **BLUE** proxy card you may receive from the CAS Group.

Stockholders with questions or requiring assistance voting their shares should contact Aviragen's proxy solicitor, D.F. King & Co., Inc., toll-free at (800) 967-5074 or toll at (201) 806-7301. Each vote is extremely important, no matter how many or how few shares are owned.

## Advisors

Stifel, Nicolaus & Company, Incorporated is acting as financial advisor to Aviragen, and Dechert LLP is serving as legal counsel to Aviragen. Cooley LLP is serving as legal counsel to Vaxart.

## About Aviragen Therapeutics

Aviragen Therapeutics is focused on the discovery and development of the next generation of direct-acting antivirals to treat infections that have limited therapeutic options and affect a significant number of patients globally. It has three Phase 2 clinical stage compounds: BTA074 (teslexivir), an antiviral treatment for condyloma caused by human papillomavirus types 6 and 11; vapendavir, a capsid inhibitor for the prevention or treatment of rhinovirus (RV) upper respiratory infections; and BTA585 (enzaplatovir), a fusion protein inhibitor in development for the treatment of respiratory syncytial virus infections. Aviragen also receives royalties from marketed influenza products, Relenza® and Inavir®. For additional information, please visit [www.aviragentherapeutics.com](http://www.aviragentherapeutics.com).

Aviragen Therapeutics® is a registered trademark. Relenza® is a registered trademark of GlaxoSmithKline Pharmaceuticals, Ltd., and Inavir® is a registered trademark of Daiichi Sankyo Company, Ltd.

## About Vaxart

Vaxart is a clinical-stage company developing a range of oral recombinant vaccines based on its proprietary delivery platform. Vaxart vaccines are administered using convenient room temperature-stable tablets that can be stored and shipped without refrigeration and eliminate risk of needle-stick injury. Its development programs are oral tablet vaccines designed to protect against norovirus, seasonal influenza and respiratory syncytial virus (RSV), as well as a therapeutic vaccine for human papillomavirus (HPV), Vaxart's first immuno-oncology indication. For more information, please visit [www.vaxart.com](http://www.vaxart.com).

## Forward Looking Statements

This press release contains forward-looking statements about Aviragen Therapeutics, Inc. and Vaxart Inc., and their respective businesses, business prospects, strategy and plans. All statements other than statements of historical facts included in this press release are forward looking statements. The words "anticipates," "may," "can," "plans," "believes," "estimates," "expects," "projects," "intends," "likely," "will," "should," "to be," and any similar expressions or other words of similar meaning are intended to identify those assertions as forward looking statements. These forward looking statements involve substantial risks and uncertainties that could cause actual results to differ materially from those anticipated, including, without limitation: the risk that the conditions to the closing of the merger are not satisfied, the failure

to timely or at all obtain stockholder approval for the merger; uncertainties as to the timing of the consummation of the merger and the ability of each of Aviragen and Vaxart to consummate the merger; risks related to Aviragen's ability to correctly estimate its operating expenses and its expenses associated with the merger; risks related to the market price of Aviragen's common stock relative to the exchange ratio; the ability of Aviragen or Vaxart to protect their respective intellectual property rights; competitive responses to the merger; unexpected costs, charges or expenses resulting from the merger; and potential adverse reactions or changes to business relationships resulting from the announcement or completion of the merger. The vaccine candidates that Vaxart develops may not progress through clinical development or receive required regulatory approvals within expected timelines or at all. In addition, future clinical trials may not confirm any safety, potency or other product characteristics described or assumed in this press release and such vaccine candidates may not successfully commercialized. Additional factors that may cause actual results to differ materially from such forward looking statements include those identified under the caption "Risk Factors" in the documents filed by Aviragen with the Securities and Exchange Commission from time to time, including its Proxy/Prospectus on Form S-4, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Except to the extent required by applicable law or regulation, neither Aviragen nor Vaxart undertakes any obligation to update the forward-looking statements included in this press release to reflect subsequent events or circumstances.

### **Additional Information About the Merger and Where to Find It**

In connection with the proposed strategic merger, Aviragen and Vaxart have filed relevant materials with the Securities and Exchange Commission, or the SEC, including a registration statement on Form S-4, as amended, that contains a prospectus and a joint proxy statement. Investors may obtain the proxy statement/prospectus, as well as other filings containing important information about Aviragen, Vaxart and the merger, free of charge at the SEC's web site ([www.sec.gov](http://www.sec.gov)). In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Aviragen by directing a written request to: Aviragen Therapeutics, Inc. 2500 Northwinds Parkway, Suite 100, Alpharetta, GA 30009, Attention: Corporate Secretary or delivered via email to [investors@aviragentherapeutics.com](mailto:investors@aviragentherapeutics.com). Investors and security holders are urged to read the proxy statement/prospectus and the other relevant materials before making any voting or investment decision with respect to the merger.

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

### **Participants in the Solicitation**

Aviragen and Vaxart and their respective directors and officers and certain of their other members of management and employees may be deemed to be participants in the solicitation of proxies from the stockholders of Aviragen in connection with the proposed transaction. Information regarding the special interests of these directors and executive officers in the merger are included in the proxy statement/prospectus referred to above. Additional information regarding the directors and executive officers of Aviragen is also included in Aviragen's Annual Report on Forms 10-K for the year ended June 30, 2017, filed with the SEC on

September 1, 2017, and the Form 10-K/A filed with the SEC on October 20, 2017. These documents are available free of charge from the sources indicated above.

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