



AIM IMMUNOTECH INC.  
2117 SW Highway 484  
Ocala, Florida 34473  
(352) 448-7797

**NOTICE OF 2023 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON DECEMBER 1, 2023**

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of AIM ImmunoTech Inc. (the “*Company*” or “*AIM*”) will be held on Friday, December 1, 2023 at 11:00 a.m., Eastern Time, in a virtual meeting format, via live webcast (including any adjournments, postponements or continuations thereof, the “*Annual Meeting*”). The Annual Meeting will be conducted in a virtual format to provide stockholders the opportunity to participate, irrespective of location.

The Annual Meeting will be held for the following purposes:

1. To elect four directors to the Company’s Board of Directors (the “*Board*”) to serve until the 2024 Annual Meeting of Stockholders, until their successors are duly elected and qualified or until their earlier death, resignation or removal;
2. To ratify, by non-binding advisory vote, the selection of BDO USA, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023;
3. To approve, by non-binding advisory vote, the compensation of our named executive officers;
4. To recommend, by non-binding advisory vote, the frequency of advisory votes on executive compensation; and
5. To transact such other matters as may properly come before the Annual Meeting.

Who Can Vote: Stockholders of record at the close of business on October 2, 2023.

How You Can Vote: You may cast your vote via mail, telephone or the Internet. Certain stockholders may only be able to vote by mail. You may also vote virtually at the Annual Meeting.

Who May Attend: All stockholders are cordially invited to attend the Annual Meeting by visiting [www.cesonlineservices.com/aim23\\_vm](http://www.cesonlineservices.com/aim23_vm), where you will be able to listen to the meeting live, submit questions, and vote. To participate in the Annual Meeting, you must pre-register at [www.cesonlineservices.com/aim23\\_vm](http://www.cesonlineservices.com/aim23_vm) by 11:00 a.m., Eastern Time, on November 30, 2023.

**Your vote will be especially important this year.** As you may be aware, Ted D. Kellner (together with the other participants in his solicitation, the “*Dissident Group*”) submitted documents to the Company purporting to provide notice (the “*Purported Nomination Notice*”) of Mr. Kellner’s intent to nominate director candidates for election to the Board at the Annual Meeting. The Company has informed the Dissident Group that the Purported Nomination Notice is invalid due to its failure to comply with the Company’s Restated and Amended Bylaws (the “*Bylaws*”). Mr. Kellner has sued the Company and its directors in the Court of Chancery of the State of Delaware (the “*Delaware Court of Chancery*”) seeking, among other remedies, a declaratory judgment that the Purported Nomination Notice was valid. The case is pending, with a ruling expected to be issued before the Annual Meeting.

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Unless the litigation results in a finding that the Purported Nomination Notice is valid, any director nominations attempted by Mr. Kellner will be disregarded, and no proxies or votes in favor of his purported nominees will be recognized or tabulated at the Annual Meeting. As Mr. Kellner's nominations will not be recognized as valid nominations under Delaware law unless otherwise so determined by the Delaware Court of Chancery, the WHITE proxy card accompanying this Proxy Statement does not include the names of Mr. Kellner's purported nominees on a "universal proxy card." However, if the litigation results in a finding that the Purported Nomination Notice is valid, then the Company will amend the Proxy Statement and the accompanying WHITE proxy card to reflect those developments and to include the names of Mr. Kellner's nominees on a WHITE universal proxy card, and the Company will mail the revised proxy statement and a WHITE universal proxy card to stockholders. In addition, in this scenario, no proxies or votes received on the Company's previously circulated WHITE proxy card will be recognized or tabulated at the Annual Meeting. Accordingly, if you vote on the Company's WHITE proxy card accompanying this Proxy Statement and the result of the litigation is that the Purported Nomination Notice is valid, your votes will not be recognized or tabulated, and you will have to vote again for your vote to be counted.

Despite the Board's determination that the Purported Nomination Notice is invalid, you may receive solicitation materials from the Dissident Group. **OUR BOARD URGES YOU TO VOTE ONLY ON THE WHITE PROXY CARD FOR ALL OF OUR BOARD'S PROPOSED NOMINEES (NANCY K. BRYAN, THOMAS K. EQUELS, WILLIAM M. MITCHELL AND STEWART L. APPELROUTH), TO DISREGARD ANY MATERIALS SENT TO YOU BY OR ON BEHALF OF THE DISSIDENT GROUP, AND NOT TO SIGN, RETURN, OR VOTE ANY PROXY CARD SENT TO YOU BY OR ON BEHALF OF THE DISSIDENT GROUP.** The Company is not responsible for the accuracy of any information provided by the Dissident Group in solicitation materials filed or disseminated by or on behalf of the Dissident Group or any other statements that the Dissident Group may make.

A list of stockholders entitled to vote at the Annual Meeting will be available for examination by any stockholder, for any purpose germane to the Annual Meeting, for 10 days prior to the Annual Meeting during ordinary business hours at 2117 SW Highway 484, Ocala, Florida 34473, the Company's principal place of business.

***THE BOARD RECOMMENDS VOTING "FOR ALL" OF THE BOARD'S NOMINEES (NANCY K. BRYAN, THOMAS K. EQUELS, WILLIAM M. MITCHELL AND STEWART L. APPELROUTH) ON PROPOSAL 1, "FOR" PROPOSAL 2, "FOR" PROPOSAL 3 AND "1 YEAR" ON PROPOSAL 4 USING THE ENCLOSED WHITE PROXY CARD.***

***THE BOARD DOES NOT ENDORSE ANY OF MR. KELLNER'S PURPORTED NOMINEES AND URGES YOU TO DISREGARD ANY MATERIALS SENT TO YOU BY THE DISSIDENT GROUP AND NOT TO SIGN, RETURN OR VOTE ANY PROXY CARD SENT TO YOU BY THE DISSIDENT GROUP.***

If you vote, or have previously voted, using a proxy card sent to you by or on behalf of the Dissident Group, you can subsequently revoke that proxy by following the instructions on the enclosed **WHITE** proxy card to vote via the Internet or by telephone or by completing, signing and dating the **WHITE** proxy card and mailing it in the postage-paid envelope provided. Only your latest dated vote will count. Any proxy may be revoked prior to its exercise at the Annual Meeting as described in the accompanying Proxy Statement.

Whether or not you attend the Annual Meeting, it is important that your shares be represented at the Annual Meeting. We encourage you to please vote TODAY to ensure your voice is heard. You may vote by marking, signing and dating the enclosed **WHITE** proxy card and returning it in the postage-paid envelope. Stockholders may also vote via the Internet or by telephone.

Regardless of the number of shares of common stock of the Company that you own, your vote is important. Thank you for your continued support, interest and investment in AIM ImmunoTech.

By Order of the Board of Directors

*/s/ William M. Mitchell*

William M. Mitchell  
Chairman of the Board

Ocala, Florida  
November 6, 2023

This Notice of the 2023 Annual Meeting of Stockholders and the accompanying Proxy Statement are first being made available to stockholders of record as of October 2, 2023, on or about November 6, 2023.

If you have any questions or require any assistance in voting your shares, please contact our proxy solicitor:

**Morrow Sodali LLC**  
509 Madison Avenue Suite 1206  
New York, NY 10022  
Stockholders Call Toll Free: (800) 662-5200  
Banks, Brokers, Trustees, and Other Nominees Call Collect: (203) 658-9400  
Email: AIM@investor.MorrowSodali.com

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting  
to Be Held at 11:00 a.m., Eastern Time, on Friday, December 1, 2023.**

The Notice of 2023 Annual Meeting of Stockholders, this Proxy Statement, the accompanying **WHITE** proxy card and our 2023 Annual Report on Form 10-K are available at  
<https://aimimmuno.com/stockholder-meeting/>.

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