



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

**NOTICE OF 2024 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD DECEMBER 17, 2024 AT 11:00 A.M., EASTERN TIME**

NOTICE IS HEREBY GIVEN that the 2024 Annual Meeting of Stockholders of AIM ImmunoTech Inc. (the “*Company*”) will be held on December 17, 2024 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*”), each to serve until the Company’s 2025 Annual Meeting of Stockholders, until his or her respective successor is duly elected and qualified or until his or her earlier death, resignation or removal (Proposal 1);
2. To ratify, on a non-binding advisory basis, the selection of BDO USA, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024 (Proposal 2); and
3. To approve, on a non-binding advisory basis, the compensation of our named executive officers (Proposal 3).

Stockholders may also transact such other business as may properly come before the Annual Meeting.

Who Can Vote: The Board has fixed the close of business on October 28, 2024 (the “*Record Date*”), as the record date for determining the stockholders entitled to receive notice of and to vote at the Annual Meeting. Only stockholders of record on the Record Date may vote at the Annual Meeting.

Who May Virtually Attend: All stockholders as of the Record Date are cordially invited to virtually attend the Annual Meeting by visiting www.cesonlineservices.com/aim24_vm, where you will be able to listen to the meeting live, submit questions, and vote. It is important that your shares be represented at the Annual Meeting, regardless of the number of shares you may hold. To participate in the Annual Meeting, you must pre-register at www.cesonlineservices.com/aim24_vm by 11:00 a.m., Eastern Time, on December 16, 2024.

How You Can Vote:

Even though you may plan to virtually attend the Annual Meeting, please promptly submit your proxy to vote using one of the following methods: on the Internet by accessing the website address printed on your **WHITE** universal proxy card or by completing, signing, dating and returning the enclosed **WHITE** universal proxy card in the enclosed postage-prepaid return envelope. Voting by any of these methods will not prevent you from virtually attending the Annual Meeting and voting your shares. You may change or revoke your proxy at any time before it is voted. Your vote is extremely important, and we appreciate you taking the time to submit your proxy to vote promptly.

If your brokerage firm, bank, trustee or other nominee is the holder of record of your shares (*i.e.*, your shares are held in “street name”), you will receive a voting instruction form from the holder of record. You must provide voting instructions by filling out the voting instruction form in order for your shares to be voted. We recommend that you instruct your brokerage firm, bank, trustee or other nominee to submit your proxy to vote your shares on the enclosed **WHITE** universal proxy card.

Your vote (virtually or by proxy) 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*”), has nominated four candidates to stand for election to the Board.

The Board does **NOT** endorse any of the nominees from the Dissident Group, and the presence of the Dissident Group’s nominees on the enclosed **WHITE** universal proxy card is **NOT** an approval of or comment on the fitness, character, suitability or other qualifications of the Dissident Group’s nominees. The Board strongly urges you to **NOT** sign or return any proxy card sent to you by, or on behalf of, the Dissident Group. If you have previously submitted a proxy card sent to you by, or on behalf of, the Dissident Group, you can revoke that proxy and vote for your Board’s candidates and on the other matters to be voted on at the Annual Meeting by using the enclosed **WHITE** universal proxy card or voting by Internet by following the instructions specified on the **WHITE** universal proxy card. Only your latest dated proxy will count. **OUR BOARD URGES YOU TO VOTE ONLY ON THE WHITE UNIVERSAL PROXY CARD FOR OUR BOARD’S PROPOSED CANDIDATES (STEWART L. APPELROUTH, NANCY K. BRYAN, THOMAS K. EQUELS AND WILLIAM M. MITCHELL), 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.** We are not responsible for the accuracy of any information provided by, or relating to, the Dissident Group or the nominees contained in any proxy solicitation materials filed or disseminated by, or on behalf

of, the Dissident Group or any other statements that the Dissident Group or its representatives has made or may otherwise make.

We are confident that each of our four director candidates has the right mix of professional accomplishments, experience, skills and reputation that make each candidate exceptionally qualified to serve as a representative of all stockholders and oversee the management of the Company. We are committed to engaging with our stockholders and continuing to respond to stockholder feedback about the Company, and we believe our candidates are in the best position to oversee the execution of our strategic plan to achieve long-term growth and deliver optimal stockholder value.

The Board strongly recommends that you vote on the enclosed **WHITE** universal proxy card or voting instruction form “**FOR**” the election of Stewart L. Appelrouth, Nancy K. Bryan, Thomas K. Equels and William M. Mitchell as directors of the Company, “**FOR**” Proposal 2 and “**FOR**” Proposal 3.

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AT THE ANNUAL MEETING, REGARDLESS OF WHETHER OR NOT YOU PLAN TO ATTEND VIRTUALLY. ACCORDINGLY, AFTER READING THE ACCOMPANYING PROXY STATEMENT, PLEASE FOLLOW THE INSTRUCTIONS ON THE ENCLOSED WHITE UNIVERSAL PROXY CARD AND PROMPTLY SUBMIT YOUR PROXY BY INTERNET OR MAIL AS DESCRIBED ON THE WHITE UNIVERSAL PROXY CARD. PLEASE NOTE THAT EVEN IF YOU PLAN TO VIRTUALLY ATTEND THE ANNUAL MEETING, WE RECOMMEND THAT YOU VOTE USING THE ENCLOSED WHITE UNIVERSAL PROXY CARD PRIOR TO THE ANNUAL MEETING TO ENSURE THAT YOUR SHARES WILL BE REPRESENTED. EVEN IF YOU VOTE YOUR SHARES PRIOR TO THE ANNUAL MEETING, IF YOU ARE A RECORD HOLDER OF SHARES, OR A BENEFICIAL HOLDER WHO OBTAINS A “LEGAL PROXY” FROM YOUR BROKERAGE FIRM, BANK, TRUSTEE OR OTHER NOMINEE, YOU STILL MAY ATTEND THE ANNUAL MEETING AND VOTE YOUR SHARES VIRTUALLY.

Regardless of the number of shares of common stock of the Company that you own, your vote will be very important. Thank you for your ongoing support, interest and investment in the Company.

By Order of the Board of Directors

/s/ William M. Mitchell

William M. Mitchell

Chair of the Board

Ocala, Florida

November 4, 2024

We are mailing a full set of our printed proxy materials to stockholders on or about November 4, 2024.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD VIRTUALLY AT 11:00 A.M., EASTERN TIME, ON DECEMBER 17, 2024.

The Notice of 2024 Annual Meeting of Stockholders, this Proxy Statement, the accompanying **WHITE** universal proxy card and our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 are available free of charge at <https://aimimmuno.com/sec-filings/>. You may also obtain these materials at the website of the U.S. Securities and Exchange Commission at <https://www.sec.gov>.

Please complete, sign, date and promptly return the enclosed **WHITE** universal proxy card in the envelope provided, or grant a proxy and give voting instructions by Internet, so that you may be represented at the Annual Meeting. Instructions are on your **WHITE** universal proxy card or on the voting instruction form provided by your brokerage firm, bank, trustee or other nominee.

The accompanying Proxy Statement provides a detailed description of the business to be conducted at the Annual Meeting. We urge you to read the accompanying Proxy Statement, including the appendices, carefully and in their entirety.

If you have any questions concerning the business to be conducted at the Annual Meeting, would like additional copies of the Proxy Statement or require any assistance in voting your shares, please contact our proxy solicitor, Sodali & Co.:



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