



FREQUENTLY ASKED QUESTIONS RELATING TO THE PROPOSED DELISTING AND DEREGISTRATION

On April 19, 2024, Vaxxinity, Inc. (“Vaxxinity,” the “Company,” “we” or “us”) announced that its Board of Directors (the “Board”) approved a plan to delist the Company’s Class A common stock (the “Common Stock”) from the Nasdaq Stock Market (“Nasdaq”) and terminate the registration of the Company’s Common Stock under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Below are answers to some frequently asked questions relating to the actions taken to delist the Common Stock from Nasdaq and terminate the registration of the Common Stock under the Exchange Act (collectively, the “Deregistration”).

What is the Deregistration?

The Deregistration (sometimes referred to as “going dark”) involves the voluntarily delisting of the Common Stock from Nasdaq and deregistration of the Common Stock under the Exchange Act. After giving effect to the Deregistration, we will no longer be subject to any reporting requirements under the Exchange Act or those required by the listing standards of a national securities exchange, the provisions of the Sarbanes-Oxley Act of 2002, as amended (the “Sarbanes-Oxley Act”), or the rules of the U.S. Securities and Exchange Commission (the “SEC”) applicable to reporting companies. We will, therefore, cease to file annual, quarterly, current, and other reports and documents with the SEC.

What is the rationale for the Deregistration?

In determining to voluntarily delist and deregister its Common Stock, the Company considered that the current low trading value, and the resulting low trading volume, limits the liquidity of the Common Stock and adversely affects the Company’s ability to raise capital from the public markets, attract interest from institutional investors or market analysts, and otherwise realize the traditional benefits of being a publicly traded company. Despite the lack of these benefits, the Company incurs all of the significant annual expenses and indirect costs associated with being a public company. The Company believes the reduction in time and resources spent by management and employees to comply with the requirements applicable to SEC reporting companies will enable the Company to re-invest resources in research and development endeavors, focus more on its goal of pioneering a new class of medicines aimed at disrupting the existing treatment paradigm for chronic disease, and work to realize the Company’s long-term objectives, without the distraction of stock price movement.

Is the Deregistration a result of the Company’s noncompliance with the Nasdaq minimum bid price requirement?

No, the Board’s decision to pursue the Deregistration was voluntary. On February 9, 2024, the Company received a notice from the Listing Qualifications Department of Nasdaq indicating that the Company was no longer in compliance with Listing Rule 5450(a)(1) with respect to its Common Stock, which requires the Company to maintain a minimum bid price of \$1.00 per share



for continued listing on Nasdaq, and providing until August 7, 2024 to regain compliance. The Deregistration is voluntary and is not a direct result of the Company's noncompliance with Nasdaq rules; however, the Board considered, among other things, the steps that would be necessary in order for the Company to regain compliance with Nasdaq requirements, and the related costs and impacts, in determining whether to pursue the Deregistration.

What cost savings does the Company anticipate as a result of the Deregistration?

We anticipate substantial cost savings after effecting the Deregistration, primarily as a result of a reduction in professional fees of lawyers and accountants, a potential reduction in insurance premiums for our directors' and executive officers' liability insurance, and printing, mailing, and other costs that we incur to comply with SEC reporting and related requirements. Additionally, we expect to benefit significantly from the reduction in time spent by our management and employees complying with the requirements applicable to SEC reporting companies, which we believe will enable them to focus more on managing our business, pursuing our strategy and driving stockholder value.

What corporate governance changes will the Company make as a result of the Deregistration?

We remain committed to maintaining strong financial controls and our commitment to compliance will not change. Other than changes we may make as a result of no longer being subject to the requirements of the Sarbanes-Oxley Act, we intend to generally maintain our existing internal controls and corporate governance framework.

After giving effect to the Deregistration, what information does the Company intend to provide to its stockholders?

At this time, we do not currently intend to make financial information available to our stockholders on a voluntary basis after giving effect to the Deregistration. However, we expect to issue press releases and/or other communications concerning material corporate events as and when they occur.

How will the Deregistration affect the Company's ability to pursue its strategic objectives?

We firmly believe that being a non-reporting company will not preclude opportunities to execute our strategy. On the contrary, we believe that we may have greater opportunity as a private company to access capital to fund the pursuit of our strategic objectives, in particular given the recent volatility and challenges in the public biotechnology markets in the last several years. Furthermore, we believe the reduction in time spent by our management and employees complying with the requirements applicable to SEC reporting companies will enable them to focus more on managing our business and growing stockholder value, with a focus on long-term growth without an undue distraction by stock price movement.



Are there any anticipated changes to the Company's management team or business strategy following the Deregistration?

No, there are currently no changes anticipated to the Company's management team or core business strategy as a result of the Deregistration.

When will the Common Stock stop trading on Nasdaq?

We expect shares of Common Stock to stop trading upon the effectiveness of a Form 25 that we plan to file with the SEC. We anticipate that the last day of trading on Nasdaq will be on or about May 9, 2024.

Will the Company's Common Stock continue to trade after giving effect to the Deregistration?

After giving effect to the Deregistration, the Company's Common Stock will no longer be listed on Nasdaq or any other national securities exchange. Any trading in our Common Stock after giving effect to the Deregistration would only occur in privately negotiated sales and potentially on an over-the-counter market; however, there can be no assurances regarding any such trading.

When will the Company cease filing the periodic and current reports required by the Exchange Act?

We intend to file applicable forms with the SEC to delist our Common Stock from Nasdaq and deregister our Common Stock under the Exchange Act. Specifically, we intend to file a Form 25 on or about April 29, 2024 in order to delist our Common Stock from Nasdaq, which will terminate the registration of our Common Stock under Section 12(b) of the Exchange Act ten days thereafter. On or around May 9, 2024, we intend to file a Form 15 with the SEC, at which time we anticipate that our obligations to file periodic reports under the Exchange Act, including annual, quarterly and current reports on Form 10-K, Form 10-Q and Form 8-K, respectively, will be suspended. For a period of 90 days following the filing of the Form 15: (1) we will be obligated to comply with the requirements of the proxy rules under Section 14 of the Exchange Act; (2) our executive officers, directors and 10% stockholders will still be required to file reports relating to their transactions in our Common Stock with the SEC, and our executive officers, directors and 10% stockholders will still be subject to the recovery of profits provision of the Exchange Act; and (3) persons acquiring 5% of our Common Stock will still be required to report their beneficial ownership under the Exchange Act. After the expiration of such 90-day period, once the Deregistration is effective, all of the foregoing obligations will terminate.

Do I need to take any action with respect to the Deregistration?

No action is necessary on your part. Your shares of Common Stock will remain on the Company's books and records or in your brokerage account, as applicable, following the Deregistration.

Does the Deregistration impact the voting and shareholder rights related to my ownership?

No. Your shareholder rights, including voting rights, remain unchanged.



How does the Company intend to raise capital going forward, and how soon does it intend to do so?

As stated in the Company's public filings, drug development requires significant amounts of capital. As such, the Company expects to evaluate market conditions and opportunities to raise capital in the private markets from time to time and as may be needed to support the Company's operations and objectives. At this time, we cannot say with specificity what type of capital we may seek to raise or the timing thereof.

Under what scenarios would you imagine the Company "relisting" in the future? How would the Company do so?

There are many factors the Company considers in making strategic decisions such as whether to be traded on a national securities exchange. We cannot predict at this time whether such a decision will be made in the future, or what factors may come into play to lead to such a decision. If the Company were to relist its shares on a national securities exchange, it would have to comply with the applicable initial listing requirements for such national securities exchange and the applicable SEC rules.

How will the Deregistration affect the Company's stock options?

Outstanding options evidencing rights to purchase shares of Common Stock will be unaffected by the Deregistration because such options will, after the Deregistration, be exercisable into the same number of shares of Common Stock as they were before the Deregistration. However, following the Deregistration, shares received upon exercising a stock option will be subject to restrictions, including holding periods, pursuant to Rule 144 promulgated under the Securities Act of 1933.

Will the Company continue to use equity as a form of incentive compensation?

The Company's Compensation Committee is responsible for developing short-term and long-term incentive compensation programs that align the Company's priorities with the best interests of our stockholders. We anticipate that the Compensation Committee will continue to consider equity compensation to be an option under these programs after the Deregistration.



Forward-Looking Statements

This communication contains forward-looking statements that are being made pursuant to the Private Securities Litigation Reform Act of 1995. The use of certain words, including “believe,” “may,” “continue,” “intend,” “will,” “anticipate,” and similar expressions, are intended to identify forward-looking statements. Such forward-looking statements include statements about the perceived benefits and costs of the proposed Deregistration, the impacts of the proposed Deregistration, and the Company’s future plans and objectives. Such forward-looking statements are subject to a number of known and unknown risks and uncertainties that could cause actual results, performance or achievements to differ materially from those described or implied in such forward-looking statements. Accordingly, actual results may differ materially from such forward-looking statements. The forward-looking statements relating to the Deregistration and its future plans and objectives discussed above are based on the Company’s current expectations, assumptions, estimates and projections about the Company and involve significant risks and uncertainties, including the many variables that may impact the Company’s projected cost savings, variables and risks related to consummation of the proposed Deregistration, SEC regulatory review of the Company’s filings related to the proposed Deregistration, and the continuing determination of the Board that the proposed Deregistration is in the best interests of all stockholders. The Company assumes no obligation for updating any such forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting such forward-looking statements.