

iBio, Inc.  
Form PRE 14A  
November 09, 2018  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No.)

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 Rule 14a-12

iBio, Inc.

(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 computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1)  
Title of each class of securities to which transaction applies:

(2)  
Aggregate number of securities to which transaction applies:

(3)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4)

Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1)

Amount previously paid:

(2)

Form, Schedule or Registration Statement No.:

(3)

Filing Party:

(4)

Date Filed:

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Dear iBio Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of iBio, Inc., a Delaware corporation (“iBio” or the “Company”). The meeting will be held on Tuesday, December 18, 2018, at 10:00 a.m. local time at The Omni Berkshire Place Hotel, 21 East 52nd Street, New York, New York 10022.

At the annual meeting, you will be asked to consider and act upon the following matters:

1.  
To elect three directors each to serve as Class I directors for a three-year term expiring at the 2021 annual meeting of stockholders or until successors have been duly elected and qualified;
2.  
To ratify the appointment of CohnReznick LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2019;
3.  
To approve an advisory vote on executive compensation (“say-on-pay”);
4.  
To consider and approve the Company’s 2018 Omnibus Equity Incentive Plan;
5.  
To consider and approve an amendment to the Company’s 2008 Omnibus Equity Incentive Plan to permit a one-time option exchange; and
6.  
To transact any other business properly brought before the annual meeting.

These matters are described in detail in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement. A proxy is included along with the Proxy Statement. These materials are being sent to stockholders on or about November 15, 2018. Along with the attached Proxy Statement, we are sending to you our Annual Report on Form 10-K for the fiscal year ended June 30, 2018. Such annual report, which includes our audited financial statements, is not to be regarded as proxy solicitation material.

Your vote is important. Whether or not you plan to attend the annual meeting, I urge you to take a moment to vote on the items in this year’s Proxy Statement. Voting takes only a few minutes, and it will ensure that your shares are represented at the annual meeting.

Sincerely,

November 15, 2018

Robert B. Kay  
Executive Chairman and Chief Executive Officer

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iBIO, INC.

600 Madison Avenue, Suite 1601

New York, NY 10022

**NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS**

Date	Tuesday, December 18, 2018
Time	10:00 a.m. (Eastern time)
Place	The Omni Berkshire Place Hotel, 21 East 52nd Street, New York, New York 10022
Items of Business	<ol style="list-style-type: none"><li>1. To elect three directors each to serve as Class I directors for a three-year term expiring at the 2021 annual meeting of stockholders or until successors have been duly elected and qualified;</li><li>2. To ratify the selection of CohnReznick LLP as our independent registered public accounting firm for the current fiscal year ending June 30, 2019;</li><li>3. To approve an advisory vote on executive compensation;</li><li>4. To consider and approve the Company's 2018 Omnibus Equity Incentive Plan;</li><li>5. To consider and approve an amendment to the Company's 2008 Omnibus Equity Incentive Plan to permit a one-time option exchange; and</li><li>6. To transact such other business as may properly come before the annual meeting or any adjournment thereof.</li></ol>
Record Date	You are entitled to notice of, and to vote at the annual meeting and any adjournments of that meeting, if you were a stockholder of record at the close of business on November 16, 2018.
Voting by Proxy	<p>Please submit the enclosed proxy as soon as possible so that your shares can be voted at the annual meeting in accordance with your instructions. For specific instructions regarding voting, please refer to the Questions and Answers beginning on page 1 of the Proxy Statement and the instructions on your proxy card.</p> <p>Submitting your proxy will not affect your right to attend the meeting and vote. A stockholder who gives a proxy may revoke it at any time before it is exercised by voting in person at the annual meeting, by delivering a subsequent proxy or notifying the inspector of elections in writing of such revocation.</p>

By Order of the Board of Directors,

Elizabeth Moyle, Secretary

New York, New York

November 16, 2018

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY CARD AND PROMPTLY MAIL IT IN THE ENCLOSED ENVELOPE IN ORDER TO ASSURE REPRESENTATION OF YOUR SHARES AT THE ANNUAL MEETING. NO POSTAGE NEED BE AFFIXED IF THE PROXY CARD IS MAILED IN THE UNITED STATES. SENDING IN YOUR PROXY WILL NOT PREVENT YOU FROM VOTING YOUR SHARES IN PERSON AT THE ANNUAL MEETING IF YOU DESIRE TO DO SO, AND YOUR PROXY IS REVOCABLE AT YOUR OPTION BEFORE IT IS EXERCISED.

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iBIO, INC.

600 Madison Avenue, Suite 1601

New York, NY 10022

PROXY STATEMENT

FOR THE 2018 ANNUAL MEETING OF STOCKHOLDERS

PROXY AND VOTING

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS:

The notice of annual meeting of stockholders, the proxy statement and the Company's Annual Report on Form 10-K for the year ended June 30, 2018 are available electronically to the Company's stockholders of record as of the close of business on November 16, 2018 at [•].

QUESTIONS AND ANSWERS ABOUT THIS PROXY STATEMENT AND VOTING

Q.

Why am I receiving this proxy statement?

A.

We have made this proxy statement available to you because the Board of Directors of iBio is soliciting your proxy to vote at the 2018 Annual Meeting of Stockholders to be held on December 18, 2018 (the "Annual Meeting"). You are invited to attend the Annual Meeting to vote on the proposals described in this proxy statement. However, you do not need to attend the Annual Meeting to vote your shares. Instead, you may vote by proxy by completing and returning the enclosed proxy card.

Q.

Who can vote at the Annual Meeting?

A.

Only stockholders of record at the close of business on November 16, 2018, the record date for the Annual Meeting (the "Record Date"), will be entitled to vote at the Annual Meeting. On the Record Date, there were [•] shares of common stock, \$0.001 par value per share, outstanding and entitled to vote at the annual meeting. On the Record Date there was one share of the Company's iBio CMO Preferred Tracking Stock, par value, \$0.001 per share ("Preferred Tracking Stock") outstanding, 5,303 shares of the Company's Series A Convertible Preferred Stock, par value \$0.001 per share ("Series A Convertible Preferred Stock"), outstanding, and 5,785 shares of the Company's Series B Convertible Preferred Stock, par value \$0.001 per share ("Series B Convertible Preferred Stock") outstanding. The Preferred Tracking Stock, Series A Convertible Preferred Stock and Series B Convertible Preferred Stock are not entitled to vote on the proposals described in this proxy statement.

**Stockholder of Record: Shares Registered in Your Name** — If on the Record Date your shares of common stock were registered directly in your name with our transfer agent, Continental Stock Transfer and Trust Company, then you are a stockholder of record. As a stockholder of record, you may vote in person at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, we urge you to vote by returning the enclosed proxy card to ensure your vote is counted.

**Beneficial Owner: Shares Registered in the Name of a Broker or Bank** — If on the Record Date your shares of common stock were held in an account at a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in "street name" and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank or other agent regarding how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy from your broker, bank or other agent.

Q.

What is a proxy card?

A.

The proxy card enables you to appoint Robert B. Kay, our executive chairman, and Robert Erwin, our president, or either of them, as your representatives at the Annual Meeting. By completing and returning the proxy card, you are authorizing Messrs. Kay and Erwin to vote your shares at the Annual

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Meeting as you have instructed on the proxy card. If you do not specify on the proxy card how your shares should be voted, your shares will be voted as recommended by our Board of Directors. By returning the proxy card to us, you can vote your shares whether or not you attend the Annual Meeting.

Q.

How many votes do I have?

A.

On each matter to be voted upon, you have one vote for each share of common stock you own as of the Record Date.

Q.

What is the quorum requirement?

A.

A quorum will be present if stockholders holding a majority of the outstanding shares of common stock on the Record Date are present at the Annual Meeting in person or represented by proxy. On the Record Date, there were [•] shares of common stock outstanding and entitled to vote.

Your shares will be counted towards the quorum only if you submit a valid proxy vote or vote at the Annual Meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, the holders of a majority of the shares present in person or represented by proxy at the Annual Meeting may adjourn the meeting to another date.

Q.

What am I voting on?

A.

There are five matters scheduled for a vote:

•

The election of three directors each to serve as Class I directors for a three-year term expiring at the 2021 annual meeting of stockholders or until their respective successors have been duly elected and qualified;

•

The ratification of CohnReznick LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2019;

•

The approval of an advisory vote on the compensation of our named executive officers (the “Say-On-Pay Proposal”);

•

The approval of the Company’s 2018 Omnibus Equity Incentive Plan; and

•

The approval of an amendment to the Company’s 2008 Omnibus Equity Incentive Plan to permit a one-time option exchange.

As of the date of this proxy statement, we are not aware of any business expected to come before or be transacted at the Annual Meeting other than the matters described above.

Q.

How do I vote?

A.

For Proposal 1, you may either vote “FOR” all the nominees for director or you may abstain from voting for any nominee you specify. For Proposals 2, 3, 4 and 5, you may vote “FOR” or “AGAINST” or you may abstain from voting. The procedures for voting are fairly simple:

**Stockholder of Record: Shares Registered in Your Name** — If you are a stockholder of record, you may vote in person at the Annual Meeting or you can vote by returning the enclosed proxy card. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the Annual Meeting and vote in person even if you have already voted by proxy.

**Beneficial Owner: Shares Registered in the Name of a Broker, Bank or other Agent** — If you are a beneficial owner of shares registered in the name of your broker, bank, or other agent, you should have received this proxy statement from that organization rather than from iBio. Simply follow the voting instructions provided by that organization. To vote in person at the Annual Meeting, you must obtain a valid proxy from your broker, bank or other agent. Follow the instructions from your broker, bank or other agent included with these proxy materials, or contact your broker, bank or other agent to request a proxy form.

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Q.

What if I return a proxy card but do not make specific choices?

A.

If you properly submit your proxy and do not revoke it, the proxy holders will vote your shares in accordance with your instructions. If your properly completed proxy gives no instructions, and you are a shareholder of record, then the persons named as proxy holders will vote your shares in the manner recommended by our Board of Directors on all matters presented in this Proxy Statement and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the Annual Meeting. If you are a beneficial owner of shares registered in the name of a broker, bank or other agent and do not provide the organization that holds your shares with specific voting instructions then, under applicable rules, the organization that holds your shares may generally vote on “routine” matters but cannot vote on “non-routine” matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, that organization will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a “broker non-vote.”

Q.

How may I change or revoke my vote after submitting my proxy?

A.

You may change or revoke your proxy at any time before the Annual Meeting. You may revoke your proxy in any one of three ways:

•

You may submit another properly completed proxy with a later date. Only the most recently dated proxy will be counted.

•

You may send written notice in time for receipt by us prior to the Annual Meeting that you are revoking your proxy. Such notice should be sent us c/o of our

Secretary, iBio, Inc.,  
600 Madison Avenue, Suite 1601,  
New York, NY 10022.

•

You may attend the Annual Meeting, request that your proxy be revoked and vote in person as instructed above. Simply attending the meeting will not, by itself, revoke your proxy. You must specifically request such revocation.

Q.

What does it mean if I receive more than one notice of Annual Meeting?

A.

If you receive more than one notice of Annual Meeting, your shares are registered in more than one name or are registered in different accounts. You should submit a proxy for each name and account to ensure that all of your shares are voted.

Q.

What are broker non-votes?

A.

Broker non-votes occur when a beneficial owner of shares held in “street name” does not give instructions as to how to vote to the broker or nominee holding the shares. If the beneficial owner does not provide voting instructions, the broker or nominee can vote the shares with respect to matters that are “discretionary” items but cannot vote the shares with respect to “nondiscretionary” items (resulting in a “broker non-vote”).

If your shares are held by your broker as your nominee (that is, in “street name”), you will need to obtain a proxy form from the institution that holds your shares and follow the instructions included on that form regarding how to instruct your broker to vote your shares. If you do not give instructions to your broker, your broker can vote your shares with respect to “discretionary” items, but not with respect to “non-discretionary” items. On non-discretionary items for which you do not give your broker instructions, the shares will be treated as broker non-votes (such proposals being commonly referred to as “non-routine” matters). The ratification of the selection of CohnReznick LLP is a “discretionary” item, and therefore no broker non-votes are expected in connection with this proposal. All the other matters being acted upon and put to a vote at the Annual Meeting are “non-discretionary” items, and therefore broker non-votes may exist in connection with these other proposals. If you do not give your broker or nominee specific instructions with respect to each of the proposals other than the ratification of the selection of CohnReznick LLP, your shares will not

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voted on those matters and will not be counted as a vote cast in determining the number of votes necessary for approval of those matters. Therefore, we strongly encourage you to submit your voting instructions promptly and to exercise your right to vote as a stockholder.

Q.

How many votes are needed to approve each proposal?

A.

If a quorum is present or represented by proxy at the Annual Meeting, the vote required to approve each of these proposals is as follows:

For the approval of Proposal 1 (the election of directors), the three nominees receiving the most “FOR” votes from the holders of shares present in person or represented by proxy and entitled to vote on the election of directors will be elected, regardless of whether that number represents a majority of the votes cast. Abstentions and broker non-votes will have no effect on the outcome of the election of directors.

With respect to Proposals 2, 3, 4 and 5 (ratifying the selection of CohnReznick LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2019; approving the Say-On-Pay Proposal; approving the Company’s 2018 Omnibus Equity Incentive Plan; and approving the amendment to our 2008 Omnibus Equity Incentive Plan to permit a one-time option exchange, each proposal must receive “FOR” votes from the holders of a majority of shares present or represented at the Annual Meeting and voting on the matter, either in person or by proxy. Broker non-votes will have no effect on determining whether the affirmative votes for Proposals 2, 3, 4 and 5 constitute a majority of the shares present or represented by proxy and voting at the Annual Meeting. Abstentions shall have the same effect as a negative vote on these proposals.

Q.

Am I entitled to dissenter’s rights?

A.

No. Delaware General Corporation Law does not provide for dissenter’s rights in connection with the proposals being voted on at the Annual Meeting.

Q.

Where may I find the results of the voting at the Annual Meeting?

A.

Preliminary voting results will be announced at the Annual Meeting. Final voting results will be published in a Current Report on Form 8-K within four business days following the Annual Meeting.

Q.

Who is paying for this proxy solicitation?

A.

Our Board of Directors is soliciting the proxy accompanying this proxy statement. The Company will bear the cost of soliciting proxies. Such cost will include charges by brokers and other custodians, nominees and fiduciaries for forwarding proxies and proxy materials to the beneficial owners of our common stock. Solicitation may also be made personally by telephone or by email by the Company’s directors, officers and regular employees without additional compensation.

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PROPOSAL 1 — ELECTION OF DIRECTORS

The Company’s Board of Directors is currently composed of seven (7) directors divided into three classes of directors, Class I, II and III, with each class serving staggered 3-year terms. The current term of office for each Class I director expires at the Annual Meeting. The class and current term of each director is as follows:

Class and Term Expiration	Directors
Class I	Robert B. Kay
(2018)	General James T. Hill Arthur Y. Elliott, Ph.D.
Class II	Glenn Chang
(2019)	Philip K Russell, M.D.
Class III	John D. McKey, Jr.
(2020)	Seymour Flug

At our annual meeting, our stockholders will consider and vote upon the re-election of Robert B. Kay, General James T. Hill and Arthur Y. Elliott, Ph.D. to serve as Class I directors. If re-elected, these nominees will serve for a three-year term that will expire at the 2021 annual meeting of stockholders. Our Board of Directors believes that all of our current directors, including the three nominees for election, possess personal and professional integrity, good judgment, a high level of ability and business acumen. Our Board of Directors also believes that Mr. Kay, General Hill and Dr. Elliott have performed exceptionally well in their respective time served as directors.

Each nominee has agreed to serve if elected and we have no reason to believe that any nominee will be unable to serve. If any nominee becomes unavailable for election as a result of an unexpected occurrence, proxies will be voted for the election of a substitute nominee proposed by our Board of Directors or for election of only the remaining nominees.

Unless authority to do so is withheld, shares represented by executed proxies will be voted for the election of Mr. Kay, General Hill and Dr. Elliott. Proxies cannot be voted for a greater number of persons than the number of nominees standing for election. Since three directors are to be elected at the annual meeting, the three nominees for director who receive the highest number of affirmative votes for election will be elected as Class I directors.

Information with respect to the number of shares of common stock beneficially owned by each nominee for election as a Class I director and each of our other directors appears under the heading “Security Ownership of Certain Beneficial Owners and Management”.

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The name, age, years of service on our Board of Directors, principal occupation and business experience and certain other information for each Class I director nominee is set forth below.

Name and Age	Principal Occupation and Business Experience	Director Since
Robert B. Kay (age 78)	Mr. Kay is our Executive Chairman and Chief Executive Officer and has served in these capacities since we became a publicly traded company in August 2008. Previously, Mr. Kay was a founder and senior partner of the New York law firm of Kay Collyer & Boose LLP, with a particular focus on mergers and acquisitions and joint ventures. Mr. Kay received his B.A. from Cornell University's College of Arts & Sciences and his J.D. from New York University Law School.  Mr. Kay oversees every aspect of our business in his role as executive chairman and chief executive officer. Given his years with the company and his prior experience, we believe that Mr. Kay has an excellent understanding of our business and the global markets in which we operate and those in which we anticipate operating in the future.	August 2008
General James T. Hill (retired) (age 72)	General Hill is the former commander of the United States Southern Command, reporting directly to the President and Secretary of Defense at the time of his retirement from active duty. In this role, he led all U.S. military forces and operations in Central America, South America and the Caribbean, worked directly with U.S. Ambassadors, foreign heads of state, key Washington decision-makers, foreign senior military and civilian leaders, developing and executing United States policy. His responsibilities included management, development and execution of plans and policy within the organization including programming, communications, manpower, operations, logistics and intelligence. General Hill's experience implementing plans and policies within diverse geographic regions and his insights regarding the conduct of business affairs in Central and South America is a key resource for us. General Hill is the founder of the J.T. Hill Group, a consulting organization specializing in strategic leadership and international security.	August 2008
Arthur Y. Elliott, Ph.D (age 82)	Dr. Elliott serves as a member of the American Association for Advancement of Science, American Society for Microbiology, and American Tissue Culture Association. Prior to retiring, Dr. Elliott spent 16 years with Merck & Co., serving ultimately as Executive Director of Biological Operations, Merck Manufacturing Division, responsible for the bulk manufacture, testing, release and registration of all biological products sold. Dr. Elliott also directed the manufacturing, process development, and other operations of North American Vaccine, Inc. for six years, and most recently served as consultant to	October 2010

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Name	Principal Occupation and Business Experience	Director Since
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Aventis (Sanofi Pasteur) Pharmaceutical Corporation in its design and implementation of new, highly automated manufacturing facilities for influenza vaccines. Dr. Elliott has served with the United States Department of Health and Human Services (“HHS”) in the Avian Influenza Pandemic Preparedness Program in Washington, D.C. as Senior Program Manager for the Antigen Sparing Project since 2006. The program involves the cooperation of three pharmaceutical companies and four government groups (NIH, CDC, United States Food and Drug Administration, and HHS). While at Merck, he worked closely with both Merck Research Laboratories and the Merck Vaccine Division to forecast the timely transfer of technology for new and improved products from the research laboratories through the manufacturing area and into the marketing division for sales introductions. He has served as a biological consultant to the World Health Organization, NIH, and The Bill & Melinda Gates Foundation. Dr. Elliott holds a Ph.D. in Virology from Purdue University, and an M.S. in Microbiology and a B.A. in Biology from North Texas State University.

Dr. Elliot’s extensive experience and expertise with the manufacture of vaccines and therapeutics is particularly relevant to our business and our efforts to manufacture such products which in a key component of our business.

The Board of Directors believes that approval of the election of each nominee director named above is in the best interests of our stockholders and therefore recommends a vote “FOR” each nominee.

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## OTHER DIRECTORS OF THE COMPANY SERVING AS CLASS II AND CLASS III DIRECTORS

The name, age, years of service on our Board of Directors, principal occupation and business experience and certain other information for each our Class II and Class III directors who will continue to serve on the Board of Directors and who are not standing for election at this annual meeting is set forth below:

Name and Age	Principal Occupation and Business Experience	Director Since
John D. McKey, Jr. (age 75)	<p>Since 2003, has served as of counsel at McCarthy, Summers, Bobko, Wood, Sawyer &amp; Perry, P.A. in Stuart, Florida, and previously was a partner from 1987 through 2003. From 1977 to 1987, Mr. McKey was a partner at Gunster Yoakley in Palm Beach, Florida. Mr. McKey received his B.B.A at the University of Georgia and his J.D. from the University Of Florida College Of Law. Mr. McKey's extensive experience representing private and public companies operating in varied business sectors brings our Board insights and acumen to best corporate practices and implementation of strategic and financial plans.</p> <p>Prior to retiring, Mr. Flug was Chairman of the Board and CEO of Diners Club International and a Managing Director of Citibank. Prior to joining Citibank, Mr. Flug served as Senior Vice President of Hess Oil Company. Mr. Flug began his career as</p>	August 2008
Seymour Flug (age 83)	<p>Certified Public Accountant at Deloitte &amp; Touche, a predecessor to the firm now known as Deloitte. Mr. Flug received his B.B.A from Baruch College. Mr. Flug's experience leading a multinational company and his experience as a certified public accountant allow him to offer us unique perspectives on global business opportunities, best business practices and additional audit expertise. Mr. Flug is qualified as an Audit Committee Financial Expert as defined in Regulation S-K Item 407(d)(5)(ii).</p> <p>Since February 2014, Mr. Chang has served as Chief Financial Officer of Singer Vehicle Design, a private company in the business of automotive design and restoration. Mr. Chang served as the Chief Financial Officer of Alma Bank, a New York headquartered bank with over \$900 million of assets and 13 branches in the New York City Metropolitan area from late 2012 to February 2014. Before joining Alma, from 1999 to 2012, Mr. Chang served as a founder, Director, Chief Financial Officer and consultant to First American International</p>	December 2012
Glenn Chang (age 70)	<p>Bank which is the largest locally owned Chinese American Bank. Prior to that he spent 20 years at Citibank, N.A as Vice President. Mr. Chang is a retired Certified Public Accountant. Mr. Chang's extensive executive and financial leadership in his current and former positions and his training and experience as a Certified Public Accountant adds vital expertise to our Board of Directors and our Audit Committee in the form of financial understanding, business perspective and audit expertise. Mr. Chang is qualified as an Audit Committee Financial Expert as defined in Regulation S-K Item 407(d)(5)(ii).</p>	August 2008

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Name and Age	Principal Occupation and Business Experience	Director Since
Philip K. Russell, M.D. (age 86)	<p>Dr. Russell served in the U.S. Army Medical Corps from 1959 to 1990, pursuing a career in infectious disease and tropical medicine research. Following his military service, Dr. Russell joined the faculty of Johns Hopkins University’s School of Hygiene and Public Health and worked closely with the World Health Organization as special advisor to the Children’s Vaccine Initiative. He was founding board member of the International AIDS Vaccine Initiative, and is an advisor to the Bill &amp; Melinda Gates Foundation. He has served on numerous advisory boards of national and international agencies, including the Centers for Disease Control (“CDC”), the National Institutes of Health (“NIH”) and the Institute of Medicine. Dr. Russell is a past Chairman of the Albert B. Sabin Vaccine Institute. Dr. Russell’s extensive experience and expertise in the field of infectious diseases and his association with leading governmental and not-for-profit entities engaged in pioneering work throughout the world provides us with invaluable insights into priorities for these entities and business development opportunities for us.</p>	March 2010



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## INFORMATION REGARDING THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

## Director Compensation

Compensation for our non-employee directors has historically consisted of a grant of stock options vesting over a three-year period and additional cash compensation. We do not have a fixed policy with respect to this compensation, but the compensation is generally equal for each non-employee director except in cases where a director assumes additional responsibilities above and beyond standard board service. Directors who are also our employees receive no additional compensation for their services as directors.

## Director Compensation Table

The following table sets forth summary information concerning the total compensation paid to our non-employee directors for services to the Company during the fiscal year ended June 30, 2018:

Name	Fees Earned or Paid in Cash	Option Awards(1)(2)	Total
General James T. Hill	\$ 39,996	\$ —	\$ 39,996
Glenn Chang	15,000	—	15,000
John D. McKey	15,000	—	15,000
Philip K. Russell, M.D	15,000	—	15,000
Arthur Elliot	15,000	—	15,000
Seymour Flug	15,000	—	15,000
	114,996	—	114,996

(1)

Reflects the aggregate grant date fair value computed in accordance with FASB ASC 718.

(2)

The aggregate number of stock options outstanding for each non-employee director was as follows as of August 31, 2018 (adjusted for the Company's one-for-ten reverse stock split effective June 8, 2018): Gen. Hill 55,000 (51,000 vested), Mr. Chang 55,000 (51,000 vested), Mr. McKey 65,000 (61,000 vested), Dr. Russell 46,000 (42,000 vested), Dr. Elliott 46,000 (42,000 vested), and Mr. Flug 34,000 (30,000 vested).

## Director Independence

Our Board of Directors has determined that Messrs. Chang, Flug and McKey, Drs. Elliott and Russell and General Hill are each "independent directors" as such term is defined in Section 803 of the NYSE American Company Guide.

## Board Committees

Our Board of Directors has the authority to appoint committees to perform certain management and administrative functions. Our Board of Directors has constituted audit, compensation and nominating committees.

## Nominating Committee and Nomination Process

The Nominating Committee was formed to address general governance and policy oversight; succession planning; to identify qualified individuals to become prospective Board members and make recommendations regarding nominations for our Board of Directors; to advise the Board with respect to appropriate composition of Board committees; to advise the Board about and develop and recommend to the Board appropriate corporate governance documents and assist the Board in implementing guidelines; to oversee the annual evaluation of the Board and our chief executive officer, and to perform such other functions as the Board may assign to the committee from time to time. The Nominating Committee has a charter which is available on our website at [www.ibioinc.com](http://www.ibioinc.com). The Nominating Committee consists of three independent directors: Arthur Y. Elliott, Ph.D., (Nominating Committee Chairman), Glenn Chang and General James T. Hill.



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Our directors take a critical role in guiding our strategic direction and oversee the management of our company. Board candidates are considered based upon various criteria, such as their broad-based business and professional skills and experiences, a global business and social perspective, concern for the long-term interests of our stockholders and personal integrity and judgment. In addition, directors must have time available to devote to Board activities and to enhance their knowledge of the life sciences industry. Accordingly, we seek to attract and retain highly qualified directors who have sufficient time to attend to their substantial duties and responsibilities.

Our Board of Directors believes given the diverse skills and