Azitra Announces Adjournment of Special Meeting and Information for Reconvened Special Meeting

February 6, 2026 9:15 PM EST

BRANFORD, Conn., Feb. 6, 2026 /PRNewswire/ -- Azitra, Inc. (NYSE American: AZTR), a clinical stage biopharmaceutical company focused on developing innovative therapies for precision dermatology, today announced its Special Meeting scheduled for and convened on February 6, 2026, (the "Special Meeting") has been adjourned until March 6, 2026, at 11:00 a.m. Eastern Time (the "Reconvened Special Meeting") for the purpose of soliciting additional votes with respect to the proposals outlined below and described in the Company's definitive proxy statement for the Special Meeting filed with the U.S. Securities and Exchange Commission (the "SEC") on January 2, 2026 (the "Special Meeting Proxy Statement") because a quorum was not present at the Special Meeting.

A quorum would have been present if shares representing 33 1/3% of the common stock outstanding and entitled to vote were present at the Special Meeting virtually or represented by proxy. At the time the Special Meeting was adjourned, proxies had been submitted by stockholders representing approximately 13% of the outstanding shares of stock entitled to vote, so a quorum did not exist.

Adjournment of Special Meeting

The Reconvened Special Meeting will be on March 6, 2026, at 11:00 a.m. Eastern Time and will continue to be held in a virtual format. Stockholders will be able to listen and participate in the virtual special meeting, as well as vote and submit questions during the live webcast of the meeting by visiting www.proxydocs.com/AZTR and entering the control number included in their proxy card. The proposals at the Reconvened Special Meeting will be the same as those at the Special Meeting:

- **Proposal One**: Approval, for purposes of complying with NYSE American Company Guide Section 713(a) and Section 713(b), of the issuance of more than 19.99% of our issued and outstanding shares of common stock, comprised of shares of common stock underlying warrants, pursuant to the Securities Purchase Agreement with Alumni Capital LP, dated November 24, 2025 (the "Purchase Agreement").
- **Proposal Two**: To adjourn the Special Meeting, if necessary, to solicit additional proxies if there are insufficient votes in favor of the foregoing proposal.

Azitra encourages eligible stockholders as of the record date of January 2, 2026, who have not yet voted their shares on the meeting proposals, or are uncertain if their shares have been voted on, to contact their broker or bank to vote their shares. The Board of Directors and management of the Company request that these stockholders consider and vote their proxies as soon as possible on the meeting proposals, but no later than March 6, 2026, at 10:59 a.m. Eastern Time.

Stockholders who have previously submitted their proxy and who do not want to change their vote need not take any action.

As described in the Special Meeting Proxy Statement, stockholders may use one of the following simple methods to, prior to the Adjourned Special meeting, vote their shares, or change their previously submitted vote, no later than March 6, 2026, at 10:59 a.m. Eastern Time with respect to the proposals:

- *By mail*. Complete and mail the proxy card in the postage prepaid envelope. If you return your signed proxy card to us before the Reconvened Special Meeting, we will vote your shares as you direct. If you sign the proxy card but do not specify how you want your eligible shares voted, they will be voted as recommended by our Board.
- *Over the Internet*. To submit a proxy to vote your shares through the Internet, go to www.proxypush.com/AZTR to complete an electronic proxy card. You will be asked to provide the control number from the proxy card delivered to you.
- *By telephone*. To submit a proxy to vote your shares telephonically, please call the toll-free number listed on your proxy card and follow the instructions provided.

Votes must be received by 10:59 a.m. Eastern Time on March 6, 2026, to be counted. After this time, votes can only be cast during the Reconvened Special Meeting on March 6, 2026, at 11:00 a.m. Eastern Time at www.proxydocs.com/AZTR.

About Azitra

Azitra, Inc. is a clinical stage biopharmaceutical company focused on developing innovative therapies for precision dermatology. The Company's lead program, ATR-12, uses an engineered strain of *S. epidermidis* designed to treat Netherton syndrome, a rare, chronic skin disease with no approved treatment options. Netherton syndrome may be fatal in infancy with those living beyond a year having profound lifelong challenges. The ATR-12 program includes a Phase 1b clinical trial in adult Netherton syndrome patients. ATR-04, Azitra's additional advanced program, utilizes another engineered strain of *S. epidermidis* for the treatment of EGFR inhibitor ("EGFRi") associated rash. Azitra has received Fast Track designation from the FDA for EGFRi associated rash, which impacts approximately 150,000 people in the U.S. Azitra has an open IND for its ATR-04 program in patients with EGFRi associated rash. The ATR-12 and ATR-04 programs were developed from Azitra's proprietary platform of engineered proteins and topical live biotherapeutic products that includes a microbial library comprised of approximately 1,500 bacterial strains. The platform is augmented by artificial intelligence and machine learning technology that analyzes, predicts, and helps screen the library of strains for drug like molecules. For more information, please visit https://azitrainc.com.

Forward-Looking Statements

This press release contains "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties. In some cases, you can identify forward-looking statements by terms such as "believe," "can," "could," "design," "estimate," "expect," "intend," "may," "might," "objective," "plan" "potential," "predict," "should," "will," "would," or the negative of these terms and similar expressions intended to identify forward-looking statements. These forward-looking statements include statements related to the meeting proposals, the timing and the outcome of the Reconvened Special Meeting, matters described above, the parties' expectations and related matters. Azitra cautions readers that forward-looking statements are based on management's expectations and assumptions as of the date of this press release and are subject to certain risks and uncertainties that could cause actual results to differ materially and adversely from those expressed in, or implied by, these forward-looking statements, including, but not limited to, the timing of the Reconvened Special Meeting. These and other risks and uncertainties are described more fully in the sections titled "Risk Factors" and "Cautionary Notice" in the Company's annual report on Form 10-K, quarterly reports on Form 10-Q and other reports filed with the SEC. Forward-looking statements reflect the Company's analysis only on their stated date, and Azitra undertakes no obligation to update or revise these statements except as may be required by law.

Additional Information and Where to Find It

In connection with the solicitation of proxies, on January 2, 2026, Azitra filed the Special Meeting Proxy Statement with the SEC with respect to the Special Meeting. Promptly after filing the Special Meeting Proxy Statement with the SEC, Azitra mailed the Special Meeting Proxy Statement and a proxy card to each stockholder entitled to vote at the Special Meeting to consider the proposals. STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT TRANSCODE HAS FILED OR WILL FILE WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Stockholders may obtain, free of charge, the Special Meeting Proxy Statement, any amendments or supplements thereto, and any other relevant documents filed by Azitra with the SEC in connection with the proposals at the SEC's website (http://www.sec.gov) or at the Company's investor relations website (https://ir.azitrainc.com/financial-information/sec-filings). The information provided on, or accessible through, our website is not part of this communication, and therefore is not incorporated herein by reference.

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