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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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

**CytoDyn Inc.**

(Name of Registrant as Specified in Its Charter)

PAUL A. ROSENBAUM  
JEFFREY PAUL BEATY  
ARTHUR L. WILMES  
THOMAS J. ERRICO, M.D.  
BRUCE PATTERSON, M.D.  
PETER STAATS, M.D., MBA  
MELISSA YEAGER  
CCTV PROXY GROUP, LLC

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(Name of Persons(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.

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

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

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(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):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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☐ Fee paid previously with preliminary materials:

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☐ 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.

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(1) Amount previously paid:

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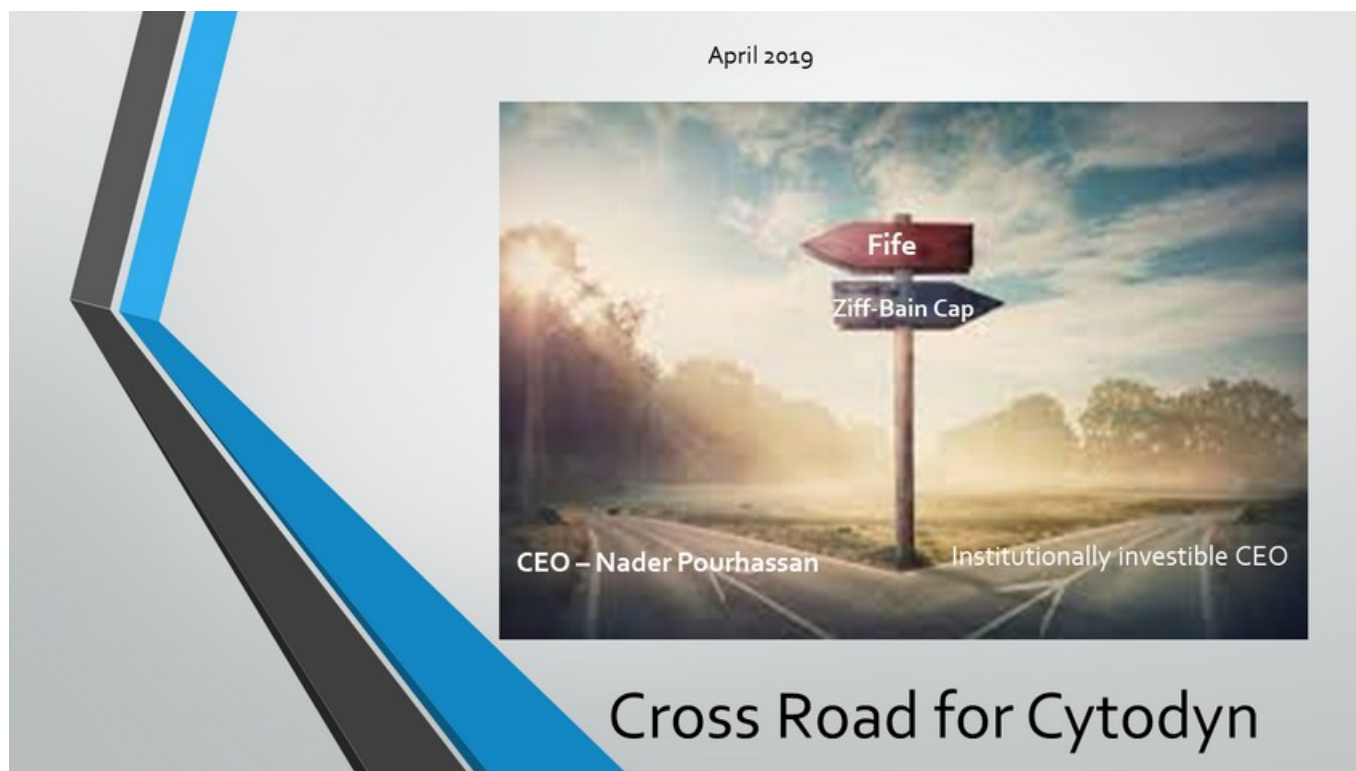
(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

The participants named herein (collectively, the “*Participants*”), have filed a definitive proxy statement and accompanying WHITE proxy card with the Securities and Exchange Commission to be used to solicit votes for the election of its slate of director nominees at the 2021 annual meeting of stockholders of CytoDyn Inc., a Delaware corporation (the “*Company*”).

On Sunday, October 3, 2021, the Participants posted the following materials to their website, at [www.advancingll.com](http://www.advancingll.com) and e-mailed the materials to certain stockholders of the Company:



# Disclaimer

- This material does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in any jurisdiction to any person. In addition, the discussions and opinions herein and the material contained herein are for general information only and are not intended to provide investment advice. All statements contained herein that are not clearly historical in nature or that depend on future events are "forward-looking statements," which are not guarantees of future performance or results, and the words "anticipate," "believe," "expect," "may," "could," and similar expressions are generally intended to identify forward-looking statements. Forward looking statements contained in these materials are based on current expectations, speak only as of the date of this presentation and involve risks that may cause the actual results to be materially different. Certain information included in these materials is based on data obtained from sources considered to be reliable. No representation is made with respect to the accuracy or completeness of such data. The Participants disclaim any obligation to update the information herein and reserve the right to change any of their opinions expressed herein at any time as it deems appropriate.

## *April 2019 Informal BOD Meeting Cytodyn Fort Lauderdale*

- I am an invited guest to meet the BOD member
- Two Paulson representatives
- Nader Pourhassan, absent Scott Kelly, rest of BOD either present or on phone
- Discussion is on financing proposals



Ziff Capital Healthcare Ventures



## *Lead up to the meeting*

- For 9 months Ziff IB & Bain Capital (Bain Life Sciences Division) had been doing Due Diligence (DD) in investing in Cytodyn, mostly due to Oncology indications
- March 2019 - Ziff IB (at dinner in NYC), happily informs the Cytodyn BoD (including Pourhassan) that Ziff & Bain are prepared to put \$25-50 Million each into developing the oncology indications of Leronlimab
- Only provision is that Nader's past makes the company institutionally un-investible. Nader can stay in any capacity other than CEO & can't be the face of the company
- June 2018 - Chicago Ventures - Fife offers to loan CYDY \$5 Million

## *This meeting decides between two alternative futures for the company*



- |   |  |
|---|--|
| <ul style="list-style-type: none"> <li>• Nader does not entertain stepping aside with equal money for the good of the company</li> <li>• Paulson, as compromise, offers 2 new IB's</li> <li>• Nader brings up getting more money from Fife</li> <li>• Nader over next four months engineers a coup removing Directors from BOD</li> <li>• Ultimately BOD is a 5-man BOD with Nader, Scott and Jordan running the complete show</li> </ul> | <ul style="list-style-type: none"> <li>• New institutionally investible CEO is announced</li> <li>• Announcement of Ziff &amp; Bain investment with resultant stock price up tick</li> <li>• HIV BLA gets filed properly</li> <li>• Covid arrives &amp; same LL interest results</li> <li>• Due to management, institutional investors &amp; rising stock price we successfully up list to Nasdaq</li> </ul> |
|---|--|

*What Happened*

*What could have been!*



## The Worst of Both Worlds

- November 2019 Nader signs the Fife contract without entire BOD discussion or with head of the Audit committee.
- When confronted, he declares I have Scott & Jordan's approval to do whatever I want, I don't need to call a BOD meeting.
- The **"STEAL BEGINS"** as compensation to C- Suite & BOD skyrocket



Shareholders Fleeced

## December 2019 through January 2020 Judge in Delaware Chancery Court

- "In the span of just thirty days, from mid-December 2019 through mid-January 2020, the Board of Directors (the "Board") of Cytodyn awarded themselves (among other insiders) 20,950,000 shares of Cytodyn stock, which represented a staggering 5% of the Company's outstanding common stock.

They did so in two transactions approved over the course of two meetings, which together lasted roughly 90 minutes, without (a) the assistance or input of a compensation expert or independent advisor, (b) peer data or analysis and (c) any semblance of a deliberative process.

The complete lack of any of the standard procedural devices that directors typically employ when making compensation decisions; **reflecting that fairness to Cytodyn and its stockholders was not even a consideration in these transactions, much less an objective.**"

SOURCE: CHANCERY COURT OF DELAWARE

# Skyrocketing BOD Compensation

Global evaluation of 331 companies across 33 different industries in 39 Countries in 2016

Average - BOD \$25K retainer

- plus \$2,250 per meeting

- \$1000 telephone conference

Total compensation \$36,000 Granted probably slightly higher for US Companies

## Cytodyn BoD Compensation 2021

### 2021 Director Compensation Table

The following table sets forth certain information regarding the compensation earned by or awarded to each non-employee director for services during fiscal year 2021.

Name of Non-Employee Director	Cash Fees	Stock Option Awards (1) (2)	Total
Jordan G. Naydenov	\$ 35,000	\$ 960,300	\$ 995,300
Samir R. Patel, M.D. (3)	\$ 57,500	\$ 960,300	\$1,017,800
Alan P. Timmins (3)(4)	\$ 80,701	\$ 960,300	\$1,041,001
David F. Welch, Ph.D. (5)	\$ 11,538	\$ 251,044	\$ 262,582

## Comparables for BoD Compensation

### Apple - Chairman of the BoD

Arthur D. Levinson



Annual Compensation  
**\$567,188 Cash & Stock**

Remaining BoD **\$350,000 each**

### Cytodyn - BoD Member

Jordan G. Naydenov



#### 2021 Director Compensation Table

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Name of Non-Employee Director	Cash Fees	Stock Option Awards (1) (2)	Total
Jordan G. Naydenov	\$ 35,000	\$ 960,300	\$ 995,300

Total Compensation **\$995,300**





## Skyrocketing C-Suite Compensation



2021 Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Stock Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Nader Z. Pourhassan, Ph.D. President and Chief Executive Officer	2021	1,000,000	800,000	3,750,000	4,238,000	200,000	57,417	10,045,507
	2020	865,671	617,500	7,200,000	1,242,150	—	45,933	9,971,254
Scott A. Kelly, M.D. (6) Chief Medical Officer and Head of Business Development	2021	700,000	200,000	1,227,782	1,059,500	107,345	37,830	3,332,457
Nirya G. Ray, Ph.D. Chief Technology Officer	2021	525,000	150,000	777,300	1,059,500	91,875	30,624	2,634,299
	2020	400,000	150,000	—	212,473	—	13,005	775,478

**Nader's Total Compensation 2021 = \$10,045,507**

**Scott's Total Compensation 2021 = \$3,332,457**



Reward for: No Regulatory Approvals  
No Revenue  
Lawsuits  
SEC and DOJ Issues



## Seattle Times Pacific Northwest CEOs Salaries

Originally published July 20, 2018

Nader Pourhassan- Cytodyn although not listed would slide in at #10



Name	Total Comp	Company	Net Sales	Employees
Doyle Simon	\$11,169,534	Weyerhaeuser	\$7.5 Billion	9400
Nader Pourhassan	\$10,045,507	Cytodyn	Negligible	20
Ronald Armstrong	\$ 9,951,022	Paccar	\$18.73 Billion	26,000

CEO	Company	Total CEO compensation
Mark D. Olsen	Expedia Group	\$30,720,451
John J. Legere	T-Mobile US	23,631,206
Satya Nadella	Microsoft	20,014,151
Sanjay Mehrotra	Micron Technology	15,373,026
Mark G. Parker	Nike	13,851,495
Francis Locoh-Donou	F5 Networks	11,892,266
Kevin R. Johnson	Starbucks	11,480,364
James A. Lico	Fortive	11,396,095
Doyle R. Simon	Weyerhaeuser	11,169,534
Ronald Armstrong	Paccar	9,951,022
James J. Cannon	FLIR Systems	8,985,272
Clay B. Siegel	Seattle Genetics	8,616,344
Tamara L. Lundgren	Schweitzer Steel Industries	8,594,066
Spencer M. Rascoff	Zillow Group	7,889,171
W. Craig Jelinek	Costco Wholesale	6,544,004
Jeffrey S. Mauer	Expeditors International of Washington	6,308,768
William A. Furman	Greenbrier Companies	6,247,086
Philip C. Mezey	Itron	5,884,658
Bryan B. DeBoer	Lithia Motors	5,828,583
Adam R. Craig	CTI BioPharma	5,567,989
Bruce L. Davis	Digimarc	5,432,083
Bradley D. Tilden	Alaska Air Group	5,238,064
Michael J. Covey	PortlandDelec	4,707,914
Blake W. Nordstrom	Nordstrom	4,636,054
Gregory A. Demogulos	Omeros	4,535,284
Randall C. Schatzman	Alder BioPharmaceuticals	4,217,181
Linda K. Massman	Clearwater Paper	4,141,698
Thomas K. Cornick	Boise Cascade	4,068,337
Curtis C. Reuter	Esterline Technologies	4,000,398
Phillips S. Baker	Hecia Mining	3,953,483
Daniel E. Anderson	IDACORP	3,833,876
Darin G. Billerbeck	Lattice Semiconductor	3,711,652
James J. Piro	Portland General Electric	3,646,902
Adam Solipsky	Tableau Software	3,509,716
Michael D. Burger	Electro Scientific Industries	3,487,000
Scott L. Morris	Avista	3,304,175

## Two Smaller Biotech Total Total CEO Compensation on the List

Michael Rice	BioLife Solutions	698,074
Richard Stewart	Achieve Life Sciences	208,333

## Cytodyn's Slate of Candidates

New Candidates are hand picked by Nader to continue this abuse of power

Name	Age	Principal Occupation
Scott A. Kelly, M.D.	51	Chairman of the Board, Chief Medical Officer, Head of Business Development
Nader Z. Pourhassan, Ph.D.	58	President and Chief Executive Officer
Jordan G. Naydenov	61	Vice President and Treasurer of Milara, Inc.
Lishomwa C. Nkhlovu, M.D., Ph.D.	51	Professor of Immunology in Medicine and Neuroscience, Cornell University
Harish Seethamraju, M.D.	50	Medical Director, Mount Sinai, Lung Transplantation Program
Tanya Durkee Urbach	54	Partner in Eagle Bay Advisors

How will this happen?

- New Candidates are high achievers
- Desire to help
- Honored to be asked
- Inexperienced in corporate Board activities and will be naïve to politics
- The Nader-Scott-Jorden Triumvirate can't be outvoted and will continue raid of corporate funds
- The complete frustration with dealing with the NSJ Triumvirate has led to the extremely high BoD turnover due to frustration

## For the Sake of Your Investment

**Say No to the NSJ Triumvirate  
in Charge of the Compensation  
Machine**



**Vote for the  
Proxy Slate**

