



April 23, 2012

## Biota and Nabi Announce Proposed Merger

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MELBOURNE, AUSTRALIA -- (Marketwire) -- 04/23/12 -- Biota Holdings Limited (ASX: BTA) and Nabi Biopharmaceuticals (NASDAQ: NABI) today announced the signing of a Merger Implementation Agreement to form a combined company Biota Pharmaceuticals, listed on NASDAQ and headquartered in the USA.

The Biota move to the US is designed to achieve better value recognition through a stronger US shareholder base.

Following the merger, Biota Pharmaceuticals will have three royalty generating products, Relenza, Inavir and potentially PhosLyra; a US\$231 million contract with BARDA for the advanced development of laninamivir; a portfolio of clinical and pre-clinical programs comprising vapendavir (HRV), and programs for respiratory syncytial virus (RSV), hepatitis C (HCV-NN), broad spectrum antibiotic targeting gyrase (GYR); an interest in NicVAX and over US\$100 million in cash.

The merger will require approval from both Biota and Nabi shareholders and Independent Reports confirming that the merger will be in the best interest of the shareholders and is subject to a number of other conditions set out in the Merger Implementation Agreement (a copy of which is attached to this announcement).

Key elements of the Agreement are:

- Nabi will acquire all of the shares in BTA for new shares in the name of Biota Pharmaceuticals, a NASDAQ listed company. BTA will be delisted from the ASX;
- Nabi's assets at merger will include US\$54 million in cash, a right to receive royalties from a marketed product (PhosLyra) and an interest in NicVAX;
- After the completion of the merger, current Biota shareholders will own approximately 74% of Biota Pharmaceuticals and Nabi shareholders will own approximately 26% of Biota Pharmaceuticals;
- Nabi plans to return to its existing shareholders cash in excess of the US\$54 million required to be held by Nabi at closing, after satisfying certain obligations;
- Nabi intends to distribute contingent value rights providing payout rights from future sale, transfer, license or similar transactions involving NicVAX; and
- The Board will consist of six ex Biota Directors including the Chairman and two ex-Nabi Directors. Biota's current CEO and CFO will continue in their roles.

Biota Chairman, Jim Fox, commented, "A NASDAQ listing provides Biota with access to the largest healthcare capital market in the world and will enable us to transform our business model to one which can deliver significantly higher value than the royalty-only model we have historically pursued. We believe this is a necessary step to increase our options for the development and commercialisation of our product portfolio and will ultimately improve the recognition of the underlying value of our product portfolio for our shareholders."

Both Boards consider the merger proposal as being in the best interests of their respective shareholders in the absence of a superior proposal.

The move underpins the established and successful scientific operations in Melbourne (Australia) and Oxford (United Kingdom) with secure funding and the benefits of a broader shareholder base.

Other points of note:

- The Companies would expect the transaction to close by 30 September after satisfaction of customary closing conditions and regulatory approvals;
- The Australian aspects of the transaction will be completed through a Scheme of Arrangement; and
- It is intended that after an effective transition, the Board will adopt a greater US focus and that the CEO and CFO positions will relocate to the US.

Biota Holdings and Nabi shareholders are not required to take any action now. Further information will be provided to all shareholders in documentation to be provided within the course of the next few weeks.

#### *Merger Announcement Conference Call and Webcast Information*

Biota and Nabi will host a live webcast at 8:30 am EDT on Monday, April 23, 2012 to discuss the merger. The webcast can be accessed at: <http://phoenix.corporate-ir.net/phoenix.zhtml?p=irol-eventDetails&c=100445&eventID=4762826>.

(Due to the length of this URL, it may be necessary to copy and paste this hyperlink into your browser. Remove the space if one exists.) or via the Nabi Biopharmaceuticals website at <http://www.nabi.com>.

If you do not have Internet access, the U.S./Canada call-in number is 866-770-7120 and the international call-in number is 617-213-8065. The passcode is 12700822. An audio replay will be available for U.S./Canada callers at 888-286-8010 and for international callers at 617-801-6888. The replay passcode is 94859261. An audio replay of this call will be available through April 30, 2012.

#### *About Biota*

Biota is a leading anti-infective drug development company based in Melbourne Australia, with key expertise in respiratory diseases, particularly influenza. Biota developed the first-in-class neuraminidase inhibitor, zanamivir, subsequently marketed by GlaxoSmithKline as Relenza. Biota research breakthroughs include a series of candidate drugs aimed at treatment of respiratory syncytial virus (RSV) disease and Hepatitis C (HCV) virus infections. Biota has clinical trials underway with its lead compound for human rhinovirus (HRV) infection in patients with compromised respiration or immune systems.

In addition, Biota and Daiichi Sankyo co-own a range of second generation influenza antivirals, of which the lead product Inavir®, is marketed in Japan. Biota holds a contract from the US Office of Biomedical Advanced Research and Development Authority (BARDA) for the advanced development of laninamivir in the USA.

Relenza™ is a registered trademark of the GlaxoSmithKline group of companies.  
Inavir® is registered to Daiichi Sankyo.

Further information at [www.biota.com.au](http://www.biota.com.au)

#### *About Nabi Biopharmaceuticals*

Nabi Biopharmaceuticals leverages its experience and knowledge in powering the immune system to develop products that target serious medical

conditions in the areas of nicotine addiction and gram-positive bacterial infections. Nabi Biopharmaceuticals sole remaining product currently in development is NicVAX® (Nicotine Conjugate Vaccine), an innovative and proprietary investigational vaccine for treatment of nicotine addiction and prevention of smoking relapse. The company is headquartered in Rockville, Maryland. Further information at [www.nabi.com](http://www.nabi.com)

*Additional information*

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In connection with the proposed transaction, Nabi will file a proxy statement with the US Securities and Exchange Commission ("SEC"). Nabi will mail the proxy statement to its stockholders. BEFORE MAKING ANY VOTING DECISION, NABI SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ALL OTHER RELEVANT DOCUMENTS FILED OR THAT WILL BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

**Biota contact details:**

**Investor / Analyst Enquiries**

**Biota Holdings Limited**

Peter Cook

T: +61 3 9915 3720

Damian Lismore

T: +61 3 9915 3721

**Media Enquiries**

Nerida Mossop

Hinton & Associates

T: +61 3 9600 1979

M: +61 437 361 433

**US Enquiries**

Hershel Berry

Blueprint Life Science Group

M: +1 415 505 3749

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