

AVANT IMMUNOTHERAPEUTICS INC  
Form DEF 14A  
April 19, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**  
Washington, D.C. 20549  
**SCHEDULE 14A**

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

Filed by the Registrant   **x**  
Filed by a Party other than the Registrant   **o**

Check the appropriate box:

- o** Preliminary Proxy Statement
- o** **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- x** Definitive Proxy Statement
- o** Definitive Additional Materials
- o** Soliciting Material Pursuant to Rule §240.14a-12

**AVANT IMMUNOTHERAPEUTICS, INC.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x** No fee required.
- o** 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:

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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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1. Amount Previously Paid:

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2. Form, Schedule or Registration Statement No.:

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3. Filing Party:

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4. Date Filed:

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April 19, 2006

Dear Stockholder:

You are cordially invited to attend the annual meeting of stockholders of AVANT Immunotherapeutics, Inc. This year's meeting will be held on Thursday, May 18, 2006 at 2:00 p.m., local time, at our Fall River manufacturing facility located at 151 Martine Street, Fall River, Massachusetts.

The attached proxy statement, with formal notice of the meeting on the first page, describes the matters expected to be acted upon at the meeting. We urge you to review these materials carefully and to use this opportunity to take part in the affairs of AVANT by voting on the

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matters described in this proxy statement. We hope that you will be able to attend the meeting. At the meeting we will review our operations, report on 2005 financial results and discuss our plans for the future. Our directors and management team will be available to answer questions.

Your vote is important. Whether or not you plan to attend the meeting, please complete the enclosed proxy card and return it as promptly as possible or vote electronically via the Internet or by telephone. The enclosed proxy card contains instructions regarding voting. If you attend the meeting, you may continue to have your shares voted as instructed in the proxy or you may withdraw your proxy at the meeting and vote your shares in person.

We look forward to seeing you at the meeting.

Sincerely,

J. Barrie Ward, Ph.D.  
Chairman of the Board

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**AVANT Immunotherapeutics, Inc.**  
**119 Fourth Avenue**  
**Needham, MA 02494**

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**Notice of Annual Meeting of Stockholders**

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The annual meeting of stockholders of AVANT Immunotherapeutics, Inc. will be held at 2:00 p.m. on May 18, 2006, at our Fall River manufacturing facility located at 151 Martine Street, Fall River, Massachusetts, for the following purposes:

1. To elect eight directors to serve until the 2007 annual meeting of stockholders and until their successors are duly elected and qualified.
2. To transact any other business which may properly come before the meeting.

Stockholders of record at the close of business on April 5, 2006 will be entitled to notice of and to vote at the meeting and any adjournment or postponement thereof. Stockholders who are unable to attend the meeting in person are requested to complete, sign, date and return the enclosed form of proxy in the envelope provided. No postage is required if mailed in the United States. If you would like to vote electronically via the Internet or by telephone, please follow the instructions on the proxy card. Any proxy may be revoked at any time prior to its exercise at the annual meeting.

A copy of our annual report to stockholders for the fiscal year ended December 31, 2005 is being mailed to you with this notice and proxy statement.

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By Order of the Board of Directors

AVERY W. CATLIN  
*Secretary*

Needham, Massachusetts  
April 19, 2006

## YOUR VOTE IS IMPORTANT.

**WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, YOU ARE URGED TO DATE, SIGN AND PROMPTLY RETURN YOUR PROXY, OR TO VOTE ELECTRONICALLY OR BY TELEPHONE IN ACCORDANCE WITH THE INSTRUCTIONS ON THE PROXY CARD.**

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April 19, 2006

**AVANT IMMUNOTHERAPEUTICS, INC.**  
**119 Fourth Avenue**  
**Needham, Massachusetts 02494**

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**PROXY STATEMENT**

This proxy statement is furnished to the holders of common stock, par value \$.001 per share, of AVANT Immunotherapeutics, Inc. in connection with the solicitation of proxies by and on behalf of the Board of Directors of AVANT (hereinafter referred to as the Board of Directors or Board ) for the 2006 annual meeting of stockholders to be held at our Fall River manufacturing facility located at 151 Martine Street, Fall River, Massachusetts on May 18, 2006, and at any adjournments or postponements thereof. This proxy statement and the accompanying notice of annual meeting of stockholders and proxy card are first being mailed to stockholders on or about April 19, 2006.

**QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING**

**What is the purpose of the annual meeting?**

At the annual meeting, stockholders will act upon the matters set forth in the accompanying notice of meeting, including the election of directors.

**Who is entitled to vote?**

If our records show that you are a stockholder as of the close of business on April 5, 2006, which is referred to as the record date, you are entitled to receive notice of the annual meeting and to vote the shares of common stock that you held on the record date. Each outstanding share of common stock entitles its holder to cast one vote for each matter to be voted upon.

**Can I attend the meeting?**

All stockholders of record of shares of common stock of AVANT at the close of business on the record date, or their designated proxies, are authorized to attend the annual meeting. Each stockholder or proxy will be asked to present a form of valid picture identification, such as a driver's license or passport.

**What constitutes a quorum?**

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The presence, in person or by proxy, of holders of at least a majority of the total number of outstanding shares of common stock entitled to vote is necessary to constitute a quorum for the transaction of business at the annual meeting. As of the record date, there were 74,172,695 shares of common stock outstanding and entitled to vote at the annual meeting. Shares that reflect votes withheld for director nominees, abstentions or broker non-votes (i.e., shares represented at the meeting held by brokers or nominees as to which instructions have not been received from the beneficial owners or persons entitled to vote such shares and the

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broker or nominee does not have discretionary voting power to vote such shares) will be counted for purposes of determining whether a quorum is present for the transaction of business at the annual meeting.

### How do I vote?

*Voting by Proxy Holders for Shares Registered Directly in the Name of the Stockholder.* If you hold your shares in your own name as a holder of record, you may instruct the proxy holders named in the enclosed proxy card how to vote your common shares by signing, dating and mailing the proxy card in the postage-paid envelope that has been provided to you by AVANT.

*Voting by Proxy Holders for Shares Registered in the Name of a Brokerage Firm or Bank.* If your common shares are held by a broker, bank or other nominee (i.e., in street name), you will receive instructions from your nominee which you must follow in order to have your common shares voted.

*Vote by Mail.* If you would like to vote by mail, mark your proxy card, sign and date it, and return it to ADP Financial Services, Inc. in the postage-paid envelope provided.

*Vote in Person.* If you are a registered stockholder and attend the annual meeting, you may deliver your completed proxy card in person. Street name stockholders who wish to vote at the meeting will need to obtain a proxy form from the broker, bank or other nominee that holds their common shares of record.

*Vote by Telephone.* If you hold your common shares in your own name as holder of record, you may vote by telephone by calling the toll-free number listed on the accompanying proxy card. Telephone voting is available 24 hours a day until 11:59 p.m. Eastern Time on May 17, 2006. When you call you will receive a series of voice instructions which will allow you to vote your common shares. A control number, located above the registration line of your proxy card, verifies your identity as a stockholder and allows you to vote your common shares and confirm that your voting instructions have been recorded properly. **If you vote by telephone, you do not need to return your proxy card.**

*Vote by Internet.* You also have the option to vote via the Internet. The website for Internet voting is printed on your proxy card. Internet voting is available 24 hours a day until 11:59 p.m. Eastern Time on May 17, 2006. As with telephone voting, you will be given the opportunity to confirm that your voting instructions have been properly recorded. **If you vote by Internet, you do not need to return your proxy card.**

### Will other matters be voted on at the annual meeting?

We are now not aware of any other matters to be presented at the annual meeting other than those described in this proxy statement. If any other matters not described in the proxy statement are properly presented at the meeting, proxies will be voted in accordance with the best judgment of the proxy holders.

### Can I revoke my proxy instructions?

You may revoke your proxy at any time before it has been exercised by:

filing a written revocation with the Secretary of AVANT at the address set forth below;

filing a duly executed proxy bearing a later date; or

appearing in person and voting by ballot at the annual meeting.

Any stockholder of record as of the record date attending the annual meeting may vote in person whether or not a proxy has been previously given, but the presence (without further action) of a stockholder at the annual meeting will not constitute revocation of a previously given proxy.

**What other information should I review before voting?**

For your review, our 2005 annual report, including financial statements for the fiscal year ended December 31, 2005, is being mailed to stockholders concurrently with this proxy statement. The annual report, however, is not part of the proxy solicitation material. For your further review, a copy of our annual report filed with the Securities and Exchange Commission (the SEC) on Form 10-K, including the financial statements and the financial statement schedule, may be obtained without charge by writing to the Corporate Secretary of AVANT at the following address: 119 Fourth Avenue, Needham, Massachusetts 02494-2725.

**PROPOSAL 1: ELECTION OF DIRECTORS**

**Introduction**

Eight directors are to be elected at the annual meeting. All nominees will be elected to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified. Each of the nominees listed below is currently a director of AVANT, and each has consented to be nominated and to serve if elected. In the event any of these nominees shall be unable to serve as a director, the shares represented by the proxy will be voted for the person, if any, who is designated by the Board of Directors to replace the nominee.

**Vote Required**

Directors must be elected by a plurality of the votes of the shares of common stock present in person or represented by proxy and entitled to vote on the issue at the annual meeting. Votes may be cast for or withheld from each nominee. Votes cast for the nominees will count as yes votes ; votes that are withheld from the nominees or broker non-votes will be excluded entirely from the vote and will have no effect.

**Recommendation**

**The Board of Directors unanimously recommends a vote FOR their nominees. Proxies solicited by the Board will be voted FOR each of the nominees unless instructions to withhold or to the contrary are given.**

**Information Regarding the Nominees and Executive Officers**

The following table sets forth the nominees for the Board of Directors, their ages and the year in which each first became a director.

<u>Nominee</u>	<u>Age</u>	<u>Year First Became Director</u>
J. Barrie Ward, Ph.D.	67	1998
Una S. Ryan, Ph.D.	64	1996
Harry H. Penner, Jr.	60	1997
Peter A. Sears	67	1999
Karen Shoos Lipton	52	2001
Larry Ellberger	58	2003
Alf A. Lindberg, M.D., Ph.D.	66	2005
Francis R. Cano, Ph.D.	61	2005

The following biographical descriptions set forth certain information with respect to the nominees for election as directors at the annual meeting and the executive officers who are not directors, based on information furnished to AVANT by each nominee and executive officer. The following information is correct as of March 1, 2006.

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*Nominees for Election as Directors*

**J. Barrie Ward, Ph.D.** Dr. Ward has served as Chairman of the Board of Directors of AVANT since August 1998. Until January 2006, Dr. Ward was Chief Executive Officer and a Director of KuDOS Pharmaceuticals Ltd. in Cambridge, England. Previously, he was Chairman of the Board of Directors and Chief Executive Officer of Virus Research Institute, Inc. from July 1994 to August 1998. From 1984 to 1994, Dr. Ward was Director of the Microbiology Division of Glaxo Research and Development Ltd. He is currently Chairman of the Board of Directors and a member of the Compensation Committee of Onyvox Ltd and on the Board of Directors of Biotica Technology Ltd.

**Una S. Ryan, Ph.D.** Dr. Ryan has been Chief Executive Officer of AVANT since August 1996 and President, Chief Operating Officer and a director of AVANT since May 1996. Dr. Ryan joined us as Vice President, Research and Chief Scientific Officer in May 1993. She is also Research Professor of Medicine at the Whitaker Cardiovascular Institute of the Boston University School of Medicine. Prior to joining AVANT, Dr. Ryan was Director of Health Sciences at Monsanto Company from January 1990 to November 1992 and Research Professor of Surgery, Medicine and Cell Biology at Washington University School of Medicine from 1990 to 1993. Dr. Ryan is a member of the Governing Body of Biotechnology Industry Organization's (BIO) Emerging Companies Section and serves on the Board of BIO and she is the Chairman of the Massachusetts Biotechnology Council. She is currently a director of IQum, Inc.

**Harry H. Penner, Jr.** Mr. Penner has been a director since January 1997. He is currently Chairman, Chief Executive Officer and a director of Marinus Pharmaceuticals, Inc. He is also President and Chief Executive Officer of Nascent BioScience, LLC, a firm engaged in the creation and development of new biotechnology companies. From 1993 to 2001, he was President, Chief Executive Officer and a director of Neurogen Corporation. Previously, he served as Executive Vice President of Novo Nordisk A/S and President of Novo Nordisk of North America, Inc. from 1988 to 1993. From 1985 to 1988 he was Executive Vice President and General Counsel of Novo Nordisk A/S. He is Chairman of the Connecticut Board of Governors for Higher Education and has served as Chairman of the Board for the Connecticut Technology Council and Co-Chairman of Connecticut United for Research Excellence. He currently serves on the Boards of Altus Pharmaceuticals, Inc, Ikonisys, Inc., RHEI Pharmaceuticals, Inc. and chairs the Boards of Rib-X Pharmaceuticals, Inc. and RxGen, Inc.

**Peter A. Sears.** Mr. Sears has been a director since May 1999. Since August 2004, Mr. Sears has served as a consultant to Quaker BioVenures, a venture capital fund. He retired in 1999 as Vice President, Business Investments, SmithKline Beecham Corporation (now GlaxoSmithKline), and President and Founder of S.R. One, Limited, SmithKline's venture capital fund. He was with SmithKline from 1963 and S.R. One, Limited from 1985 to 1999. Since 1997 through June 2003, Mr. Sears was Adjunct Professor of Management, Johnson School of Management, Cornell University. He currently serves on the Board of Directors of Vybion, Inc., Protez Pharmaceuticals, Inc., Smart BioSciences, Inc., Immune Control, Inc., and Fox Chase Bank.

**Karen Shoos Lipton.** Ms. Lipton has been a director since May 2001. Ms. Lipton was appointed Chief Executive Officer of the American Association of Blood Banks in October 1994. Previously she has held senior positions at the American Red Cross since 1984, including Acting Senior Vice President, Biomedical Services (1993-1994) and Secretary and General Counsel (1990-1993). Prior to the American Red Cross, Ms. Lipton was a lawyer in private practice. Ms. Lipton currently serves on the Department of Health and Human Services, Advisory Committee on Blood Safety and Availability.

**Larry Ellberger.** Mr. Ellberger has been a director since August 2003. He is currently Interim Chief Executive Officer of PDI, Inc., a diversified sales and marketing services provider to the biopharmaceutical, medical device and diagnostic industries. He was a Founder and Principal of Healthcare Ventures Associates, Inc., a consulting firm for the pharmaceutical, biotechnology and medical device industries. From 2000 to 2003, he was Senior Vice President of Powderject plc. He served as a director of Powderject since 1997. Previously, Mr. Ellberger was an employee of W.R. Grace & Co. from 1995 to 1999, serving as Chief

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Financial Officer from 1996 and Senior Vice President, Strategic Planning and Development from 1995. From 1975 to 1995, Mr. Ellberger held numerous senior executive positions at American Cyanamid Company, serving the last four years as Vice President, Corporate Development for the company.



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**Alf A. Lindberg, M.D., Ph.D.** Dr. Lindberg is currently the Chief Executive Officer of Nobel Web AB, the official website of the Nobel Foundation, and is a non-executive Director of Catella Health Care and Medivir AB in Sweden, Pharmexa A/S in Denmark and Proteome Sciences plc in the United Kingdom. From 1993 through 2003, he was an adjunct professor in Microbiology at the Karolinska Institutet. In 1995, Dr. Lindberg was appointed Executive Vice President of R&D at Pasteur Merieux Connaught (from 2000 Aventis Pasteur, and from 2005 Sanofi Pasteur) in Lyon, France, a position he held until his retirement in 2001. From 1992 to 1995, Dr. Lindberg held the position of Chief Scientific Officer and Head of R&D at Wyeth Vaccines in Pearl River, New York. From 1985 to 1993, Dr. Lindberg was a member of the Nobel Assembly and its Nobel Committee, which selects the Nobel Laureates in Physiology and Medicine, at the Karolinska Institutet. During 1991 and 1992, he was the secretary of the Medicine Prize and a member of the Board of Directors of the Nobel Assembly.

**Francis R. Cano, Ph.D.** Dr. Cano is currently President of Cano Biotechnology Corporation. In 1996, he started the Cano Biotechnology Corporation, where he consults with vaccine leaders, small private and public biotechnology companies, venture groups, and universities. Dr. Cano formerly served as Chairman and Chief Executive Officer of Vaxin Inc. from 2003 to 2005 and as a director from 2001 to 2005. From 1992 to 1996, he served as President and Chief Operating Officer of Aviron, a public biotechnology company focused on developing viral vaccines for disease prevention. Dr. Cano began his career as a microbiologist in the vaccines division of Lederle Laboratories and during his 21-year career there he licensed seven human vaccines. He left Lederle Laboratories as Vice President and General Manager of the vaccines division. Dr. Cano sits on the Boards of Biomerica, Inc., Lancer Orthodontics, Inc. and Arbor Vita Corporation.

### *Executive Officers*

The following persons are executive officers who are not directors of AVANT. Officers are elected annually by the Board of Directors until their successors are duly elected and qualified.

<u>Name of Individual</u>	<u>Age</u>	<u>Position and Office</u>
M. Timothy Cooke, Ph.D.	47	Chief Operating Officer
Avery W. Catlin	56	Senior Vice President, Chief Financial Officer and Secretary
Ronald W. Ellis, Ph.D.	53	Senior Vice President, Research and Development
Henry C. Marsh, Jr., Ph.D.	54	Vice President, Research
Taha Keilani, M.D.	49	Vice President, Medical and Regulatory Affairs

**M. Timothy Cooke, Ph.D.** Dr. Cooke joined AVANT in August 2004 as Senior Vice President, Commercial Development. In March 2005, he was promoted to Chief Operating Officer. Prior to joining the company, he was Chief Executive Officer and a Director of Mojave Therapeutics, Inc., an early stage biopharmaceutical company developing therapeutic vaccines based on heat shock protein technology. Mojave Therapeutics was purchased by Antigenics in July 2004. From 1991 to 2000, Dr. Cooke held a number of marketing and sales positions at the Merck Vaccine Division, most recently as Senior Director, Worldwide Marketing Planning. He was a founding member of Merck Vaccine Division's European and Eastern European operations, negotiated and launched the Aventis Pasteur-MSD European vaccines joint venture and created a new vaccine-focused sales force in the United States. Dr. Cooke holds a Ph.D. in bio-organic chemistry from Columbia University and an MBA from Columbia Business School.

**Avery W. Catlin.** Mr. Catlin joined AVANT in January 2000. Prior to joining us, he served as Vice President, Operations and Finance, and Chief Financial Officer of Endogen, Inc., a public life science research products company, from 1996 to 1999. From 1992 to 1996, Mr. Catlin held various financial positions at

Repligen Corporation, a public biopharmaceutical company, serving the last two years as Chief Financial Officer. Earlier in his career, Mr. Catlin held the position of Chief Financial Officer at MediSense, Inc., a Massachusetts-based medical device company.

**Ronald W. Ellis, Ph.D.** Dr. Ellis joined AVANT in January 2006. In 1998, Dr. Ellis joined BioChem Pharma to establish a Boston-area vaccine development subsidiary, and continued as Senior Vice President, Development, through purchases by Shire Pharmaceuticals in 2001 and by ID Biomedical in September 2004. In 1994, Dr. Ellis joined Astra Research Center Boston and directed their program. Previously, he spent

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14 years at Merck Research Laboratories, where he became responsible for preclinical vaccine research and was chairman of collaborations in developing pediatric combination vaccines with partner companies.

**Henry C. Marsh, Jr., Ph.D.** Dr. Marsh joined AVANT as Senior Scientist in 1986 and has been Vice President, Research since May 1998. Prior to joining us, he was employed as a scientist at Abbott Laboratories of North Chicago and the Research Triangle Institute in North Carolina.

**Taha Keilani, MD,** Dr. Keilani joined AVANT in June 2004 as Vice President of Medical and Regulatory Affairs. Prior to joining AVANT, Dr. Keilani had more than eighteen years of clinical research experience in the pharmaceutical and biotechnology industries and in academic research. His clinical development experience has been focused primarily in immunology and chronic inflammatory disease. Previously, he was Medical Director of Clinical Development and Regulatory Affairs at Serono, Inc. where he was project leader on three global development programs. Between 1996 and 2000, he was leading the transplant R&D team at Fujisawa Healthcare, Inc. and before that he was Research Assistant Professor of Medicine at Northwestern University Medical School and VA Lakeside Medical Center in Chicago.

### The Board of Directors and Its Committees

*Board of Directors.* AVANT is managed by a eight member Board of Directors, a majority of whom are independent of our management. Our Board of Directors met six times in 2005. Each of the Directors attended at least 75% of the aggregate of (i) the total number of meetings of our Board of Directors (held during the period for which such directors served on the Board of Directors) and (ii) the total number of meetings of all committees of our Board of Directors on which the Director served (during the periods for which the director served on such committee or committees).

*Audit Committee.* The Board of Directors has established an Audit Committee consisting of Peter A. Sears, Chairman, Harry H. Penner, Jr., and Larry Ellberger. The Audit Committee makes recommendations concerning the engagement of independent public accountants, reviews with the independent public accountants the scope and results of the audit engagement, approves professional services provided by the independent public accountants, reviews the independence of the independent public accountants, considers the range of audit and non-audit fees, and reviews the adequacy of our internal accounting controls. Each member of the Audit Committee is independent as that term is defined in the rules of the Securities and Exchange Commission and the applicable listing standards of Nasdaq. The Board has determined that each Audit Committee member has sufficient knowledge in financial and auditing matters to serve on the Committee. The Board has designated Larry Ellberger as an audit committee financial expert, as defined under the applicable rules of the Securities and Exchange Commission and the Nasdaq. The Audit Committee met seven times during 2005. Our Board has adopted an Audit Committee Charter, which is available for viewing at [www.avantimmune.com/nio](http://www.avantimmune.com/nio)

*Compensation Committee.* The Board of Directors has established a Compensation Committee consisting of J. Barrie Ward, Chairman, Karen Shoos Lipton and Larry Ellberger. The primary function of the Compensation Committee is to assist the Board in the establishment of compensation for the Chief Executive Officer and, upon her recommendation, to approve the compensation of other officers and senior employees and to approve certain other personnel and employee benefit matters. The Compensation Committee met once

during 2005. Our Board has adopted a Compensation Committee Charter, which is available for viewing at [www.avantimmune.com](http://www.avantimmune.com).

*Nominating and Corporate Governance Committee.* The Board of Directors has established a Nominating and Corporate Governance Committee consisting of Karen Shoos Lipton, Chairman, Harry H. Penner, Jr., and Peter A. Sears. The primary function of the Nominating and Corporate Governance Committee is to assist the Board in reviewing, investigating and addressing issues regarding Board composition, policy and structure; membership on Board committees; and other matters regarding the governance of the Company. The Nominating and Corporate Governance Committee met four times during 2005. Our Board has adopted a Nominating and Corporate Governance Charter, which is available for viewing at [www.avantimmune.com](http://www.avantimmune.com). Each member of the Nominating and Corporate Governance Committee is independent as that term is defined in the rules of the Securities and Exchange Commission and the applicable listing standards of Nasdaq.

The process followed by the Nominating and Corporate Governance Committee to identify and evaluate candidates includes (i) the review of requests from Board members, management, members of the Nominating and Corporate Governance Committee, stockholders and other external sources; (ii) meetings from time to time to evaluate biographical information and background material relating to potential candidates to the Board; and (iii) interviews of selected candidates by members of the Committee and the Board. All nominees must have, at a minimum, high personal and professional integrity, exceptional ability and judgment, and be effective in collectively serving the long-term interests of all stockholders. Other qualifications that may be considered by the Committee are described in the Nominating and Corporate Governance Charter.

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Stockholders may recommend individuals to the Nominating and Corporate Governance Committee for consideration as potential director candidates by submitting their names and background to the Secretary of the Company at the address set forth below under Stockholder Communications. All such recommendations will be forwarded to the Nominating and Corporate Governance Committee, which will review and consider only such recommendations if appropriate biographical and other information is provided, as described below, on a timely basis. All securityholder recommendations for director candidates must be submitted to the Company not less than 120 calendar days prior to the date on which the Company's proxy statement was released to stockholders in connection with the previous year's annual meeting, and must include the following information:

the name and address of record of the securityholder;

a representation that the securityholder is a record holder of the Company's securities, or if the securityholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934;

the name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the proposed director candidate;

a description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in the Committee's written charter;

A description of any arrangements or understandings between the securityholder and the proposed director candidate; and

The consent of the proposed director candidate to be named in the proxy statement relating to the Company's annual meeting of stockholders and to serve as a director if elected at such annual meeting.

Assuming that appropriate information is provided for candidates recommended by stockholders, the Committee will evaluate those candidates by following substantially the same process, and applying

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substantially the same criteria, as for candidates submitted by Board members or other persons, as described above and as set forth in their written charter.

### **Stockholder Communications**

The Board will give appropriate attention to written communications that are submitted by stockholders, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by committee charters, and subject to advice from legal counsel, the Secretary of the Company is primarily responsible for monitoring communications from stockholders and for providing copies or summaries of such communications to the Board as he considers appropriate.

Communications from stockholders will be forwarded to all directors if they relate to important substantive matters or if they include suggestions or comments that the Secretary considers to be important for the Board to know. Communication relating to corporate governance and corporate strategy are more likely to be forwarded to the Board than communications regarding personal grievances, ordinary business matters, and matters as to which the Company tends to receive repetitive or duplicative communications.

Stockholders who wish to send communications to the Board should address such communications to: The Board of Directors, AVANT Immunotherapeutics, Inc., 119 Fourth Avenue, Needham, MA 02494, Attention: Corporate Secretary.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires AVANT's directors, officers and key employees, and persons who are beneficial owners of more than 10% of a registered class of our equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission (the "SEC"). Officers, directors and greater than 10% beneficial owners are required by SEC regulations to furnish AVANT with copies of all Section 16(a) forms they file. To our knowledge, based solely on a review of the copies of such reports

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furnished to us, and written representations that no other reports were required during the fiscal year ended December 31, 2005, all Section 16(a) filing requirements applicable to such persons were satisfied.

### Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics that applies to our directors, officers, and employees. The purpose of the Code of Business Conduct and Ethics is to deter wrongdoing and to promote, among other things, honest and ethical conduct and to ensure to the extent possible that our business is conducted in a consistently legal and ethical manner. Our Code of Business Conduct and Ethics is publicly available on our website at [www.avantimmune.com](http://www.avantimmune.com). If we make any substantive amendments to the Code of Business Conduct and Ethics or grant any waiver, including any implicit waiver from a provision of the Code of Business Conduct and Ethics to our directors or executive officers, we will disclose the nature of such amendments or waiver on our website or in a current report on Form 8-K.

### PRINCIPAL AND MANAGEMENT STOCKHOLDERS

The following table sets forth the amount of common stock beneficially owned as of March 1, 2006 by the following people:

each director and nominee for director;

the Chief Executive Officer and the other most highly compensated executive officers whose total salary and bonus exceeded \$100,000 during 2005;

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all directors and officers as a group; and

each person known by AVANT to hold more than 5% of our outstanding common stock.

Name and Business Address of Beneficial Owners*	Amount and Nature of Beneficial Ownership(1)	Percentage of Common Stock(2)
<b>Directors and Executive Officers</b>		
J. Barrie Ward, Ph.D.	496,415 (3)	**
Una S. Ryan, Ph.D.	1,484,913 (4)	1.97%
Harry H. Penner, Jr.	105,000 (5)	**
Peter A. Sears	152,739 (6)	**
Karen Shoos Lipton	60,000 (7)	**
Larry Ellberger	40,000 (8)	**
Alf A. Lindberg, M.D., Ph.D.		
Francis R. Cano, Ph.D.		
M. Timothy Cooke, Ph.D.	62,000 (9)	**
Avery W. Catlin	267,000 (10)	**
Henry C. Marsh, Jr., Ph. D.	132,335 (11)	**
Taha Keilani, M.D.	63,000 (12)	**
<b>5% Holders</b>		
BVF Investments, LLC	4,515,156 (13)	6.1%
<b>All Directors and Executive Officers as a group</b>		
(Consisting of 12 persons)	2,663,402 (14)	3.75%

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\* Unless otherwise indicated, the address is c/o AVANT Immunotherapeutics, Inc., 119 Fourth Avenue, Needham, Massachusetts 02494-2725.

\*\* Less than 1%.

- (1) Unless otherwise indicated, the persons shown have sole voting and investment power over the shares listed.
- (2) Common stock includes all outstanding common stock plus, as required for the purpose of determining beneficial ownership (in accordance with Rule 13d-3(d)(1) of the Securities Exchange Act of 1934, as amended), all common stock subject to any right of acquisition, through exercise or conversion of any security, within 60 days of the record date.
- (3) Includes 128,500 shares of common stock issuable upon exercise of options, which are vested or will vest within 60 days of the record date. The business address of Dr. Ward is 16 St. Peters Way, Chorleywood, Herts, WD3 5QE, England.
- (4) Includes 1,085,000 shares of common stock issuable upon exercise of options, which are vested or will vest within 60 days of the record date. Includes 300,000 Restricted Stock Units, which are vested or will vest within 60 days of the record date. Includes 32,000 shares owned by Dr. Ryan's husband, of which Dr. Ryan disclaims beneficial ownership.
- (5) Includes 100,000 shares of common stock issuable upon exercise of options, which are vested or will vest within 60 days of the record date. The business address of Mr. Penner is Marinus Pharmaceuticals, Inc., 21 Business Park Drive, Branford, Connecticut 06405.
- (6) Includes 80,000 shares of common stock issuable upon exercise of options, which are vested or will vest within 60 days of the record date. The business address of Mr. Sears is Quaker BioVentures, 1811 Chestnut Street, Philadelphia, Pennsylvania 19103.
- (7) Includes 60,000 shares of common stock issuable upon exercise of options, which are vested or will vest within 60 days of the record date. The business address of Ms. Lipton is American Association of Blood Banks, 8101 Glenbrook Road, Bethesda, MD 20814.

- (8) Includes 40,000 shares of common stock issuable upon exercise of options, which are vested or will vest within 60 days of the record date. The business address of Mr. Ellberger is PDI, Inc., Saddle River Executive Centre, One Route 17 South, Saddle River, NJ 07458.
- (9) Includes 62,000 shares of common stock issuable upon exercise of options, which are vested or will vest within 60 days of the record date.
- (10) Includes 251,500 shares of common stock issuable upon exercise of options, which are vested or will vest within 60 days of the record date.
- (11) Includes 126,500 shares of common stock issuable upon exercise of options, which are vested or will vest within 60 days of the record date.
- (12) Includes 62,000 shares of common stock issuable upon exercise of options, which are vested or will vest within 60 days of the record date.
- (13) On February 10, 2006, Biotechnology Value Fund, L.P. ( BVF ) filed a Schedule 13G with the SEC reporting its beneficial ownership of common stock of AVANT. This Schedule 13G was filed jointly with Biotechnology Value Fund II, L.P. ( BVF2 ), BVF Investments, L.L.C. ( Investments ), Investments 10, L.L.C. ( ILL10 ), BVF Partners, L.P. ( Partners ) and BVF Inc. ( BVF Inc. ). Each of the these entities reported beneficial ownership as of December 31, 2005 of 4,515,156 shares of common stock consisting of: (i) 503,037 shares of common stock beneficially owned by BVF; (ii) 349,109 shares of common stock beneficially owned by BVF2, (ii) 1,293,122 shares of common stock beneficially owned by Investments, and (iv) 112,310 shares of common stock beneficially owned by ILL10. Beneficial ownership by Partners and BVF Inc. includes 2,257,578 shares of common stock. The principal business address of the persons comprising the group filing the Schedule 13G is 900 North Michigan Avenue, Suite 1100, Chicago, IL, 60611.

- (14) Includes 1,995,500 shares of common stock issuable upon exercise of options and 300,000 Restricted Stock Units, which are vested or will vest within 60 days of the record date.

## COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

### Director Compensation

Directors who are not employees of AVANT are each entitled to receive a retainer fee of \$15,000 each fiscal year, with the Chairman of the Board receiving \$20,000. Each Board committee Chairman receives an additional retainer fee of \$3,000, with the Audit Committee Chairman receiving \$5,000. In addition, each non-employee director is entitled to receive \$1,500 for attendance at each meeting of the Board of Directors and \$1,000 for attendance at each meeting of a Board committee. The AVANT 1999 Stock Option and Incentive Plan provides for annual automatic grants to each independent director of an option to purchase 10,000 shares of common stock with vesting after one year, a ten year term, and an exercise price equal to the fair market value of the common stock on the day of grant. As of the record date, the current independent directors had the following stock options outstanding: J. Barrie Ward 128,500; Harry H. Penner, Jr. 100,000; Peter A. Sears 80,000, Karen Shoos Lipton 60,000, and Larry Ellberger 40,000, Alf A. Lindberg 20,000 and Francis R. Cano 20,000.

### Executive Compensation

*Summary Compensation Table.* The following table shows, for the fiscal years ended December 31, 2005, December 31, 2004 and December 31, 2003, the cash compensation paid by AVANT, as well as other compensation paid or accrued for these fiscal years, to the Chief Executive Officer and the other most highly compensated officers whose total compensation for 2005 exceeded \$100,000.

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### Summary Compensation Table

Name and Principal Position	Year	Annual Compensation		Long-Term Compensation Awards		
		Salary (\$)	Bonus (\$)	Restricted Stock Awards (\$)	Securities Underlying Options (#)	All Other Compensation (2) (\$)
Una S. Ryan, Ph.D.	2005	395,500	87,010	270,000 (1)		2,700
<i>President and Chief Executive Officer</i>	2004	380,000	45,600	832,000 (1)		3,940
	2003	362,000	86,880	1,104,000 (1)	100,000	3,700
M. Timothy Cooke, Ph.D. (3)	2005	248,623	37,500		12,000	420
<i>Chief Operating Officer</i>	2004	96,923	6,048		200,000	180
	2003					
Avery W. Catlin	2005	232,847	24,216		12,000	2,659
<i>Senior Vice President and Chief Financial Officer</i>	2004	223,891	13,433		12,000	3,045
	2003	215,280	25,834		10,000	2,779
Henry C. Marsh, Jr., Ph.D.	2005	187,206	19,469		10,000	2,279
<i>Vice President, Research</i>	2004	180,876	12,000		12,000	2,461
	2003	173,919	20,870		10,000	2,346

				<b>Long-Term Compensation Awards</b>	
Taha Keilani, M.D. (4)	2005	234,600	26,275	12,000	2,520
Vice President, Medical and Regulatory Affairs	2004	128,269	6,900	50,000	934
	2003				

- (1) On September 21, 2005, AVANT awarded Dr. Ryan 200,000 Restricted Stock Units. The Restricted Stock Units vest over four years but will vest in their entirety upon the earlier of the sale of the Company or Dr. Ryan's retirement at or after age 65. AVANT valued the Restricted Stock Units at \$270,000, based on \$1.35 per share, the closing price of AVANT's common stock on the award date. On November 5, 2004, the Company awarded Dr. Ryan 400,000 Restricted Stock Units, which were valued at \$832,000 based on \$2.08 per share, the closing price of AVANT's common stock on the award date, and vest over four years. On September 18, 2003, the Company awarded Dr. Ryan 400,000 Restricted Stock Units, which were valued at \$1,104,000 based on \$2.76 per share, the closing price of AVANT's common stock on the award date, and vest over four years. The value of all Restricted Stock Units as of December 31, 2005 was \$1,880,000 based on \$1.88 per share, the closing price of AVANT's common stock on that date. In the event that AVANT pays a stock or cash dividend on its common stock, dividend equivalents will be paid on the Restricted Stock Units.
- (2) Includes AVANT's matching cash contribution to the 401(k) Savings Plan of each named executive officer and premiums paid for life insurance under the Company's nondiscriminatory group plan for each named executive officer.
- (3) Dr. Cooke joined AVANT on August 2, 2004.
- (4) Dr. Keilani joined AVANT on June 7, 2004.

### Options Granted in Last Fiscal Year

The following table sets forth each grant of stock options made during the 2005 fiscal year to each of the executive officers named in the Summary compensation Table above:

Name	Individual Grants				Potential Realizable Value at Assumed Annual Rates of Price Appreciation for Option Term	
	Number of Securities Underlying Options Granted (#)	Percent of Total Options Granted to Employees in Fiscal Year (1)	Exercise Per Share Price (\$/Sh) (2)	Expiration Date	5% (\$)	10% (\$)
Una S. Ryan, Ph.D.						
M. Timothy Cooke, Ph.D.	12,000	5%	2.0750	01/03/15	15,659	39,684
Avery W. Catlin	12,000	5%	2.0750	01/03/15	15,659	39,684

					<b>Potential Realizable Value at Assumed Annual Rates of Price Appreciation for Option Term</b>
Henry C. Marsh, Jr., Ph.D.	10,000	4%	2.0750	01/03/15	13,050
Taha Keilani, M.D.	12,000	5%	2.0750	01/03/15	15,659

- (1) During the 2005 fiscal year, a total of 46,000 stock options were granted to the executive officers named in the Summary Compensation Table above. These options vest over four years and have a ten-year term. During 2005, a total of 222,300 stock options were granted to employees of AVANT.
- (2) Equal to the average of the high and low market prices of the common stock on the grant date.

#### Aggregated Option Exercises in Last Fiscal Year and Fiscal Year End Option Values

The following table sets forth, for each of the executive officers named in the Summary Compensation Table above, the shares of common stock acquired and the value realized in each exercise of stock options during the 2005 fiscal year and the fiscal year end number and value of unexercised options:

Name	Shares Acquired on Exercise (#)	Value Realized (\$)	Number of Securities Underlying Unexercised Options at Fiscal Year End (#)		Value of Unexercised In-the-Money Options at Fiscal Year End (1) (\$)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Una S. Ryan, Ph.D.			1,060,000	50,000	208,950	37,000
M. Timothy Cooke, Ph.D.			62,000	150,000		3,700
Avery W. Catlin	5,000	3,150	249,000	5,000		
Henry C. Marsh, Jr., Ph.D.			129,000	5,000	7,691	3,700
Taha Keilani, M.D.			62,000			

- (1) Based on the \$1.88 per share closing price of AVANT's common stock on December 31, 2005.

#### Employment Contracts, Termination of Employment and Change-of-Control Arrangements

Dr. Ryan entered into an agreement with AVANT on August 20, 1998 which was amended and restated as of December 23, 2002 and again as of September 18, 2003. The term of the agreement is for one (1) year with rolling automatic one-year extensions. If prior to a change in control (as defined in the AVANT Immunotherapeutics, Inc. 1999 Stock Option and Incentive Plan), Dr. Ryan's employment is terminated by the Company without cause (as defined in the agreement), Dr. Ryan will be eligible to receive a lump sum amount equal to one year's salary, at the rate then in effect, and continuation of group health plan benefits for a period of up to twelve (12) months. If within a year after a change in control, Dr. Ryan's employment is terminated by the Company without cause or by Dr. Ryan for good reason (as defined in the agreement), or if a change in control occurs within one (1) year after Dr. Ryan is terminated without cause by the Company, Dr. Ryan is entitled to receive a lump sum amount equal to three (3) times the base amount (as defined in Section 280G(b)(3) of the Internal Revenue Code of 1986, as



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amended) applicable to Dr. Ryan, less one dollar (\$1.00). Such severance may be further reduced to the extent necessary to preserve the Company's tax deduction.

Dr. Cooke entered into a letter agreement with AVANT on June 10, 2004 (the Letter Agreement), which provides for the Company's employment of Dr. Cooke, as a Senior Vice President of Commercial Development, on an at-will basis, beginning on June 21, 2004. Under the terms of the Letter Agreement, if (1) there has been a Change of Control of the Company (as defined in the Letter Agreement) and Dr. Cooke's employment is thereafter terminated by Dr. Cooke for other than Good Reason (as defined in the Letter Agreement), or (2) there has been a Change of Control of the Company and Dr. Cooke's employment is thereafter terminated for Cause (as defined in the Letter Agreement) by the Company, death, Disability or Retirement (each as defined in the Letter Agreement), then no benefits shall be payable to Dr. Cooke. If Dr. Cooke's employment is terminated within one (1) year following a Change in Control of the Company by Dr. Cooke for Good Reason or by the Company other than for Cause, death, Disability or Retirement, then Dr. Cooke's benefits shall be those described in the Letter Agreement, including the continuance of Dr. Cooke's base salary for 12 months and a 100% vesting of all unvested options. On June 14, 2004 Dr. Cooke's employment terms were amended (the Amended Letter Agreement) such that the Company agreed to pay Dr. Cooke six months of severance (at the rate of his final base pay) if Dr. Cooke's employment is terminated by the Company without cause. This Amended Letter Agreement also allows for Dr. Cooke to receive health and dental benefits during this severance period. Dr. Cooke has since been promoted to Chief Operating Officer, however, his employment terms pursuant to this Letter Agreement remain the same.

Mr. Catlin has an agreement with AVANT under which he is eligible for a severance payment of twelve months base salary, continuation of health insurance benefits and 100% vesting of all stock option grants in the event of his termination following a change-of-control, as defined in the AVANT Immunotherapeutics, Inc. 1999 Stock Option and Incentive Plan.

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#### REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee of the Board of Directors, which is comprised of non-employee directors, is responsible for establishing and administering the policies governing the compensation of AVANT's employees, including salary, bonus and stock option grants. The policy of the Compensation Committee is to compensate our employees with competitive salaries based on their level of experience and job performance. All permanent employees, including executive officers, are eligible for annual bonus awards based on achievement of AVANT's strategic corporate goals, and participation in our stock option program. The bonus awards and stock option grants are made in accordance with the AVANT Performance Plan and 1999 Stock Option and Incentive Plan. The Compensation Committee is also responsible for the administration of our 1994 Employee Stock Purchase Plan, in which employees participate on a voluntary basis.

In order to both attract and retain experienced and qualified executives to manage AVANT, the Compensation Committee's policy on executive compensation is to (i) pay salaries which are competitive with the salaries of executives in comparable positions in the biotechnology industry, and (ii) allow for additional compensation upon achievement of goals under the Performance Plan and through the appreciation of stock-based incentive awards. This policy is designed to have a significant portion of each executive's total compensation be tied to AVANT's progress in order to incentivize the executive to fully dedicate himself or herself to achievement of corporate goals, and to align the executive's interest with those of our stockholders through equity incentive compensation.

Each executive officer (except the Chief Executive Officer whose performance is reviewed by the Compensation Committee) has an annual performance review with the Chief Executive Officer who makes recommendations on salary increases, promotions and stock option grants to the Compensation Committee. The recommended salary increases are based on the average salary increases expected in the biotechnology industry in the Boston, Massachusetts area, with the salaries in 2005 either at or slightly above the average of the salaries paid to persons in comparable positions using an independently prepared 2005 employee compensation survey of over 400 biotechnology companies.

The bonus award is based on achievement of AVANT's strategic goals which are set at the beginning of each fiscal year and measured against performance at the end of the year by AVANT in accordance with the Performance Plan. For 2005 two sets of goals were applicable to all employees, including the executive officers: (i) overall corporate goals and (ii) goals applicable to the therapeutic programs. Both sets of goals were allocated between specific product and financial performance targets.

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Dr. Una Ryan, our President and Chief Executive Officer, received a salary increase of 4% in 2005. Dr. Ryan's current base salary, which reflects the salary increase, is within the range of base salaries paid to other Chief Executive Officers in similar sized, publicly traded companies in the biotechnology industry, based on the previously referenced 2005 employee compensation survey. As discussed above, the Compensation Committee determined that Dr. Ryan had met certain milestones in 2005 and that a cash payout of \$87,010 would be made to Dr. Ryan under the Performance Plan for 2005.

On January 6, 2006, Drs. Cooke, Marsh and Keilani and Mr. Catlin were granted options to purchase 100,000 shares, 12,000 shares, 50,000 shares and 25,000 shares, respectively, of AVANT common stock at an exercise price of \$2.04. These options vest over four years and have a ten-year term.

### Compensation Committee

J. Barrie Ward, *Chairman*  
Karen Shoos Lipton  
Larry Ellberger

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### Compensation Committee Interlocks and Insider Participation

The Compensation Committee of the Board of Directors was composed of three non-employee directors during the year, Messrs. J. Barrie Ward, Karen Shoos Lipton and Larry Ellberger. None of these Compensation Committee members is an officer or employee of AVANT. Dr. Ward was formerly an employee of AVANT and was a consultant for the Company until December 31, 2004. Dr. Ward did not participate in actions or discussions with respect to his own compensation. No Compensation Committee interlocks between AVANT and another entity exist.

### REPORT OF THE AUDIT COMMITTEE

The undersigned members of the Audit Committee of the Board of Directors of AVANT submit this report in connection with the committee's review of the financial reports for the fiscal year ended December 31, 2005 as follows:

1. The Audit Committee has reviewed and discussed with management the audited financial statements for AVANT for the fiscal year ended December 31, 2005.
2. The Audit Committee has discussed with representatives of PricewaterhouseCoopers LLP the matters which are required to be discussed with them under the provisions of SAS 61. That Statement of Accounting Standards requires the auditors to ensure that the Audit Committee received information regarding the scope and results of the audit. PricewaterhouseCoopers LLP has also communicated with the Audit Committee on matters required by Rule 2-07 of Regulation S-X.
3. The Audit Committee has discussed with PricewaterhouseCoopers LLP, the independent public accounting firm, the auditors' independence from management and AVANT including the matters in the written disclosures and the letter from the independent auditors required by the Independence Standards Board, Standard No. 1.

In addition, the Audit Committee considered whether the provision of information technology services or other non-audit services by PricewaterhouseCoopers LLP is compatible with maintaining its independence. In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors (and the Board has approved) that the audited financial statements be included in AVANT's Annual Report on Form 10-K for the fiscal year ended December 31, 2005 for filing with the Securities and Exchange Commission.

### Audit Committee

Peter A. Sears, *Chairman*  
Harry H. Penner, Jr.  
Larry Ellberger

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### INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has approved the engagement of PricewaterhouseCoopers, LLP as the Company's independent registered public accounting firm. We expect that a representative from PricewaterhouseCoopers, LLP will be present at the annual meeting to make a statement if he or she desires to do so and to respond to appropriate questions.

#### Audit Fees

Represents fees for professional services provided in connection with the audit of the Company's annual audited financial statements and reviews of the Company's quarterly financial statements, advice on accounting matters directly related to the audit and audit services provided in connection with other statutory or regulatory filings. Fees, including out of pocket expenses, for the fiscal year 2005 audit, including assurance services provided in connection with the assessment and testing of internal controls pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, and the quarterly reviews of Forms 10-Q during fiscal 2005 were \$315,075, of which an aggregate amount of \$126,275 had been billed through December 31, 2005. Audit fees for fiscal 2004, including out of pocket expenses, were \$248,320.

#### Audit-Related Fees

Audit-related fees are for assurance and other activities not explicitly related to the audit of the Company's financial statements, and consisted principally of fees for consultations concerning financial accounting and reporting standards. No audit-related fees, including out of pocket expenses, were billed by PricewaterhouseCoopers, LLP in fiscal year 2005. Audit-related fees for fiscal 2004, including out of pocket expenses, were \$38,000.

#### Tax Fees

Tax fees are associated with tax compliance, tax advice, tax planning and tax preparation services. In 2005 and 2004, we engaged another public accounting firm to perform these services.

#### All Other Fees

Other fees of \$1,500 were billed by PricewaterhouseCoopers, LLP in fiscal years 2005 and 2004.

The Audit Committee is responsible for appointing, setting compensation and overseeing the work of the independent auditors. The Audit Committee has established a policy regarding pre-approval of all auditing services and the terms thereof and non-audit services (other than non-audit services prohibited under Section 10A(g) of the Exchange Act or the applicable rules of the SEC or the Public Company Accounting Oversight Board) to be provided to the Company by the independent auditor. However, the pre-approval requirement may be waived with respect to the provision of non-audit services for the Company if the de minimus provisions of Section 10A(i)(1)(B) of the Exchange Act are satisfied.

The Audit Committee has considered whether the provision of Audit-Related Fees, Tax Fees, and all other fees as described above is compatible with maintaining PricewaterhouseCoopers, LLP's independence and has determined that such services for fiscal years 2005, 2004 and 2003 were compatible. All such services were approved by the Audit Committee pursuant to Rule 2-01 of Regulation S-X under the Exchange Act to the extent that rule was applicable.

### STOCK PERFORMANCE GRAPH

The graph below represents a comparison of the cumulative shareholder return on the common stock for AVANT's last five fiscal years, including the fiscal year ended December 31, 2005, with the cumulative total stockholder return of the Nasdaq Stock Market (U.S.) Index and Nasdaq Pharmaceutical Stock Index (which is made up of companies quoted on the Nasdaq National Market whose Primary Industrial Classification Code is 283, Pharmaceutical Companies). The graph assumes an investment of \$100 made on December 31, 2000 in AVANT's common stock and in the two indexes.

	<u>12/29/00</u>	<u>12/31/01</u>	<u>12/31/02</u>	<u>12/31/03</u>	<u>12/31/04</u>	<u>12/30/05</u>
AVANT Immunotherapeutics, Inc.	\$ 100	\$ 58	\$ 17	\$ 40	\$ 29	\$ 27
Nasdaq Stock Market (U.S.) Index	\$ 100	\$ 79	\$ 55	\$ 82	\$ 89	\$ 91
Nasdaq Pharmaceutical Stock Index	\$ 100	\$ 85	\$ 55	\$ 81	\$ 86	\$ 95

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## OTHER MATTERS

### Expenses of Solicitation

The expense of preparing, printing and mailing the notice of annual meeting of stockholders and proxy material, and all other expenses of soliciting proxies will be borne by AVANT. We have retained ADP Financial Services, Inc. as agent for soliciting proxies. Officers or other employees of AVANT may, without additional compensation therefore, solicit proxies in person, by telephone, facsimile, mail or the Internet. We may also reimburse brokerage firms, banks, trustees, nominees and other persons for their expenses in forwarding proxy material to the beneficial owners of shares held by them of record.

### Stockholder Proposals for 2007 Annual Meeting

Any stockholder proposals submitted pursuant to Exchange Act Rule 14a-8 for inclusion in AVANT's proxy statement and form of proxy for our 2007 annual meeting must be received by AVANT on or before December 20, 2006 in order to be considered for inclusion in our proxy statement and form of proxy. Such proposal must also comply with the requirements as to form and substance established by the SEC if such proposals are to be included in the proxy statement and form of proxy. Any such proposal shall be mailed to: AVANT Immunotherapeutics, Inc., 119 Fourth Avenue, Needham, MA 02494-2725, Attn.: Secretary.

Shareholder proposals to be presented at AVANT's 2007 annual meeting, other than stockholder proposals submitted pursuant to Exchange Act Rule 14a-8, must be received in writing at the principal executive office of AVANT Immunotherapeutics, Inc., 119 Fourth Avenue, Needham, MA 02494-2725 not earlier than January 8, 2007 nor later than March 4, 2007 unless our 2007 annual meeting of stockholders is scheduled to take place before April 8, 2007 or after July 7, 2007. Our by-laws state that the stockholder must provide timely written notice of such nomination or proposal and supporting documentation as well as be present at such meeting, either in person or by a representative. A stockholder's notice shall be timely received by AVANT at our principal executive office not less than seventy-five (75) days nor more than one hundred twenty (120) days prior to the anniversary date of the immediately preceding annual meeting (the Anniversary Date); provided, however, that in the event the annual meeting is scheduled to be held on a date more than thirty (30) days before the Anniversary Date or more than sixty (60) days after the Anniversary Date, a stockholder's notice shall be timely if received by AVANT at our principal executive office not later than the close of business on the later of (1) the seventy-fifth (75<sup>th</sup>) day prior to the scheduled date of such annual meeting or (2) the fifteenth (15<sup>th</sup>) day following the day on which such public announcement of the date of such annual meeting is first made by AVANT. Proxies solicited by our Board of Directors will confer discretionary voting authority with respect to these proposals, subject to SEC rules and regulations governing the exercise of this authority. Any such proposal shall be mailed to: AVANT Immunotherapeutics, Inc., 119 Fourth Avenue, Needham, MA 02494-2725, Attn.: Corporate Secretary.

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### VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have

**AVANT IMMUNOTHERAPEUTICS, INC.**

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**119 FOURTH AVENUE  
NEEDHAM, MASSACHUSETTS 02494**

your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE SHAREHOLDER COMMUNICATIONS**

If you would like to reduce the costs incurred by AVANT Immunotherapeutics, Inc. in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access shareholder communications electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to AVANT Immunotherapeutics, Inc., c/o ADP, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

AVANT1 KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**AVANT IMMUNOTHERAPEUTICS, INC.**

1. Election of Directors.

Nominees:

- (01) J. Barrie Ward
- (02) Una S. Ryan
- (03) Harry H. Penner, Jr.
- (04) Peter A. Sears
- (05) Karen Shoos Lipton
- (06) Larry Ellberger
- (07) Alf A. Lindberg
- (08) Francis R. Cano

<b>For All</b>	<b>Withhold All</b>	<b>For All Except</b>
0	0	0

To withhold authority to vote, mark "For All Except" and write the nominee's number on the line below.

\_\_\_\_\_

Please sign exactly as your name(s) appear(s) on the books of the Company. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

Please be sure to sign and date this Proxy.

**HOUSEHOLDING ELECTION** - Please indicate if you consent to receive certain future investor communications in a single package per household.

<b>Yes</b>	<b>No</b>
0	0

Signature [PLEASE SIGN WITHIN BOX]

Date

Signature (Joint Owners)

Date

**AVANT IMMUNOTHERAPEUTICS, INC.**

**Proxy Solicited by the Board of Directors for the**

**Annual Meeting of Stockholders**

**on May 18, 2006**

The undersigned hereby appoints J. Barrie Ward and Una S. Ryan, and each of them, as the true and lawful attorneys, agents and proxies of the undersigned, with full power of substitution, and hereby authorizes them to represent and to vote, as designated on the reverse, all shares of Common Stock held of record by the undersigned on April 5, 2006, at the Annual Meeting of Stockholders (the Meeting ) to be held at 2:00 p.m. on May 18, 2006 at the Company's Fall River manufacturing facility located at 151 Martine Street, Fall River, Massachusetts 02723, or at any adjournment or postponement thereof.

**When properly executed, this proxy will be voted in the manner directed herein by the undersigned stockholder(s). If no direction is given in connection with Proposal 1, this proxy will be voted FOR the election of the nominees for director and, in their discretion, the proxies are each authorized to vote upon such other business as may properly come before the Meeting and any adjournments or postponements thereof. Any stockholders wishing to vote in accordance with the Board of Directors' recommendations need only sign and date this proxy and return it in the postage-paid envelope provided.**

The undersigned hereby acknowledges(s) receipt of a copy of the accompanying Notice of Annual Meeting of Stockholders, the Proxy Statement with respect thereto and the Company's 2005 Annual Report to Stockholders, and hereby revoke(s) any proxy or proxies heretofore given. This proxy may be revoked at any time before it is executed.

PLEASE VOTE, DATE, AND SIGN ON REVERSE SIDE

AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

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