

ENVERIC BIOSCIENCES, INC.

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 04/15/25

Address	4851 TAMIAMI TRAIL N, SUITE 200 NAPLES, FL, 34103
Telephone	239-302-1707
CIK	0000890821
Symbol	ENVB
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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

SCHEDULE 14A

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under §240.14a-12

ENVERIC BIOSCIENCES, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Your **Vote** Counts!

ENVERIC BIOSCIENCES, INC.

2025 Annual Meeting

Vote by May 28, 2025

11:59 PM ET

ENVERIC BIOSCIENCES, INC.
4851 TAMMAM TRAIL N., SUITE 200
NAPLES, FL 34103



V70893-P31923

You invested in ENVERIC BIOSCIENCES, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held virtually via live audio webcast on May 29, 2025.**

Get informed before you vote

View the Notice of Annual Meeting of Stockholders and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 15, 2025. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

May 29, 2025
10:00 AM ET

Virtually at:
www.virtualshareholdermeeting.com/ENVB2025

*Please check the meeting materials for any special requirements for meeting attendance.



THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. You may view the proxy materials at www.proxyvote.com or easily request a paper copy. We encourage you to access and review all of the important information contained in the proxy materials before voting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends						
<p>1. Election of six directors, to serve until the Company's 2026 Annual Meeting of Stockholders or until their successors are duly elected and qualified, for which the following are nominees:</p> <p>Nominees:</p> <table border="0"> <tr> <td>01) Michael D. Webb</td> <td>04) Marcus Schabacker, M.D., Ph.D.</td> </tr> <tr> <td>02) George Kegler</td> <td>05) Joseph Tucker, Ph.D.</td> </tr> <tr> <td>03) Frank Pasqualone</td> <td>06) Sheila DeWitt, Ph.D.</td> </tr> </table>	01) Michael D. Webb	04) Marcus Schabacker, M.D., Ph.D.	02) George Kegler	05) Joseph Tucker, Ph.D.	03) Frank Pasqualone	06) Sheila DeWitt, Ph.D.	<p>✔ For</p>
01) Michael D. Webb	04) Marcus Schabacker, M.D., Ph.D.						
02) George Kegler	05) Joseph Tucker, Ph.D.						
03) Frank Pasqualone	06) Sheila DeWitt, Ph.D.						
<p>2. <i>Say-on-Pay Proposal</i> — To approve, by a non-binding advisory vote, the compensation of the Company's named executive officers, as disclosed in the proxy statement:</p>	<p>✔ For</p>						
<p>3. <i>Reverse Stock Split Proposal</i> — To authorize the Board of Directors to effect a conditional reverse stock split at a ratio between 1-for-5 and 1-for-50, such authority solely limited for the purpose of achieving compliance with Nasdaq Stock Market's continued listing requirements, and expiring on January 28, 2026:</p>	<p>✔ For</p>						
<p>4. <i>Auditor Ratification Proposal</i> — To ratify the appointment of CBIZ CPAs P.C. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025:</p>	<p>✔ For</p>						
<p>5. <i>Adjournment Proposal</i> — To approve a complete or partial adjournment of the Annual Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies if there are not sufficient votes in favor of the foregoing proposals or to establish a quorum:</p>	<p>✔ For</p>						

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".
