Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

# Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-0123

## Part I Reporting Issuer

| 1 Issuer's name | 2 Issuer's employer identification number (EIN) |
|---|---|
| Korro Bio, Inc. (f/k/a Frequency Therapeutics, Inc.) | 47-2324450 |

| 3 Name of contact for additional information | 4 Telephone No. of contact | 5 Email address of contact |
|---|---|---|
| | (781) 315-4600 | |

| 6 Number and street (or P.O. box if mail is not delivered to street address) of contact | 7 City, town, or post office, state, and ZIP code of contact |
|---|---|
| One Kendall Square, Building 600-700 | Cambridge, MA 02139 |

| 8 Date of action | 9 Classification and description |
|---|---|
| November 3, 2023 | Reverse Stock Split - Common Stock |

| 10 CUSIP number | 11 Serial number(s) | 12 Ticker symbol | 13 Account number(s) |
|---|---|---|---|
| 500946108 | | KRRO | |

## Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ See attachment.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See attachment.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See attachment.

**Part II Organizational Action** *(continued)*

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

See attachment.

**18** Can any resulting loss be recognized? ▶ See attachment.

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment.

**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ DocuSigned by: Vineet Agarwal 5BF621EDBC8A1CE... Date ▶ 12/19/2023

Print your name ▶ Vineet Agarwal Title ▶ CFO

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| Firm's name ▶ | | | Firm's EIN ▶ | |
| Firm's address ▶ | | | Phone no. | |

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

**Korro Bio, Inc. (f/k/a Frequency Therapeutics, Inc.)**
**EIN: 47-2324450**
**Attachment to Form 8937**
**Date of Organizational Action: November 3, 2023**

**The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Each shareholder is advised to consult his or her tax advisor regarding the tax treatment of the transaction. Further discussion of the tax consequences of the reverse stock split can be found in the Form S-4/A Registration Statement filed by with the Securities and Exchange Commission on September 28, 2023, under the heading "Material U.S. Federal Income Tax Consequences of the Reverse Stock Split to U.S. Holders of Frequency Common Stock." (available at *https://www.sec.gov/ix?doc=/Archives/edgar/data/0001703647/000119312523244637/d451428ds4a.htm*) (the "Form S-4")**

**Form 8937, Part II, Box 14:**

Effective immediately prior to the effective time of the Merger as of November 3, 2023, Korro Bio, Inc. (the "Company") effected a 1-for-50 reverse stock split of its issued and outstanding shares of common stock for its shareholders of record (the "Reverse Stock Split"). Pursuant to the Reverse Stock Split, every fifty (50) shares of issued and outstanding common stock were combined into one (1) share of common stock.

Any shareholder who would have otherwise been entitled to a fractional share as a result of the Reverse Stock Split received cash in lieu thereof, and for U.S. federal income tax purposes, was deemed to have received and then immediately sold such fractional share for cash. The Company did not provide any other cash or other consideration to shareholders in the Reverse Stock Split.

**Form 8937, Part II, Box 15:**

The Reverse Stock Split was a non-taxable transaction. Upon the Reverse Stock Split, each shareholder of the Company received one (1) share of common stock in exchange for fifty (50) shares of common stock held. Shareholders are required to allocate their aggregate tax basis in their existing shares of common stock held immediately prior to the Reverse Stock Split among their shares of common stock held immediately after the Reverse Stock Split (including fractional shares deemed received and sold). Shareholders that have acquired different blocks of common stock at different times or at different prices should consult their own tax advisors regarding the allocation of the tax basis of such shares.

**Form 8937, Part II, Box 16:**

See response to Box 15 above. While the basis "per share" is impacted, the basis of the shareholder's total investment remains unchanged (except as provided in the following sentence). Because no fractional shares were issued, the aggregate tax basis of common stock held by a

shareholder immediately after the Reverse Stock Split could be less than the pre-split aggregate tax basis by an amount equal to the aggregate tax basis allocated to the fractional share, if any.

**Form 8937, Part II, Box 17:**

Sections 368(a)(l)(E), 354(a) and Section 358(a) of the Internal Revenue Code.

**Form 8937, Part II, Box 18:**

Except to the extent of cash received in lieu of fractional shares, the Reverse Stock Split is intended to be treated as a recapitalization for U.S. federal income tax purposes. Therefore, shareholders generally should not recognize gain or loss upon the Reverse Stock Split. A shareholder who receives cash in lieu of a fractional share pursuant to the Reverse Stock Split should recognize a capital gain or loss in an amount equal to the difference between the amount of cash received and the holder's tax basis in the shares of common stock surrendered that is allocable to such share. Such capital gain or loss should be a long-term capital gain or loss if the shareholder's holding period for the shares of common stock surrendered exceeded one year at the effective date of the Reverse Stock Split. Shareholders should consult their own tax advisor with respect to the tax consequences resulting from the Reverse Stock Split.

**Form 8937, Part II, Box 19:**

The reportable tax year for reporting the tax effect of the Reverse Stock Split is the taxable year that includes November 3, 2023 (e.g. 2023 for calendar-year taxpayers).