

Part II Organizational Action *(continued)*

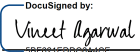
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

[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 ▶  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 <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

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 merger 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 Merger.” (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:

On November 3, 2023, pursuant to the Agreement and Plan of Merger dated as of July 14, 2023 (the “**Merger Agreement**”), by and among Frequency Therapeutics, Inc., a Delaware corporation (“**Frequency**”), Korro Bio, Inc., a Delaware corporation (“**Legacy Korro**”), and Frequency Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Frequency (“**Merger Sub**”), Merger Sub merged with and into Legacy Korro, with Legacy Korro surviving as a wholly owned subsidiary of Frequency (the “**Merger**”). In connection with the completion of the Merger, Frequency changed its name from “Frequency Therapeutics, Inc.” to “Korro Bio, Inc.”

Pursuant to the terms of the Merger Agreement, at the effective time of the Merger, holders of Legacy Korro common stock exchanged their Legacy Korro stock in exchange for Frequency common stock. Following the closing of the merger, there are approximately 8,001,283 shares of the combined company’s common stock outstanding, with prior Frequency stockholders owning approximately 9.5% and prior Legacy Korro stockholders (including investors in the pre-closing private placement) holding approximately 90.5% of the combined company’s outstanding common stock.

Form 8937, Part II, Box 15:

As described in the Form S-4, the Merger is intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”). Assuming the Merger qualifies as a “reorganization” within the meaning of Section 368(a) of the Code, U.S. holders of Legacy Korro common stock that exchange their Legacy Korro stock for Frequency common stock in the Merger generally should not recognize gain or loss for U.S. federal income tax purposes on such exchange. In such case, the aggregate adjusted tax basis of the Frequency common stock received in the Merger by a U.S. holder should be equal to the adjusted tax basis of the Legacy Korro common stock surrendered in the Merger in exchange therefor and the holding period of the Frequency common stock should include the holding period during which the Legacy Korro common stock surrendered in the Merger in exchange therefor.

U.S. holders who held shares of Legacy Korro common stock with differing tax bases and/or holding periods, which generally occurs when blocks of shares are purchased at different times or at different prices, should consult with their own tax advisors with respect to the particular U.S. federal income tax consequences of the Merger to them.

Form 8937, Part II, Box 16:

See response to Box 15 above.

Form 8937, Part II, Box 17:

The Merger is intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Code and not to result in gain recognition to the U.S. holders of Legacy Korro common stock. The Merger Agreement is intended to qualify as a “plan of reorganization” for purposes of Sections 354, 361 and 368 of the Code and within the meaning of Treasury Regulations Sections 1.368-2(g) and 1.368-3(a). The tax consequences of the Merger to the shareholders of Legacy Korro are determined pursuant to Sections 354(a), 358(a), 368(a) and 368(b) of the Code and Treasury Regulations Section 1.358-2.

Form 8937, Part II, Box 18:

Since the Merger is intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Code, a U.S. holder of Legacy Korro common stock will not recognize any loss upon receipt of Frequency common stock in the Merger.

Form 8937, Part II, Box 19:

The Merger was consummated on November 3, 2023. Consequently the reportable tax year is the tax year that includes the November 3, 2023 date.