

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 ATTACHED STATEMENT

18 Can any resulting loss be recognized? ▶ **SEE ATTACHED STATEMENT**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **SEE ATTACHED STATEMENT**

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.

DocuSigned by:
Signature ▶ *Brian DeSchuytner* Date ▶ 9/3/2025
Print your name ▶ Brian DeSchuytner Title ▶ Chief Operating Officer & CFO

| | | | | | |
|---|---------------------------------------|--------------------------------|-----------|---|------------------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | DANIEL YOUNG | <i>Daniel P Young</i> | 8/27/2025 | | P00645611 |
| | Firm's name ▶ DELOITTE TAX LLP | Firm's EIN ▶ 86-1065772 | | Phone no. 617-437-2000 | |
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Mersana Therapeutics, Inc
EIN: 04-3562403
Attachment to Form 8937 – Part II

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. Shareholders should consult their own tax advisors regarding the particular tax consequences of the Conversion and Merger (as defined below) to them, including the applicability and effect of all US federal, state and local, and foreign tax laws.

Line 14

On July 25, 2025, Mersana Therapeutics, Inc. (“Mersana”) undertook a reverse stock split. On this date, Mersana effectuated a 1-for-25 reverse stock split of its common stock (“Reverse Stock Split”) where every 25 shares of issued Mersana common stock (“Old Shares”) was combined and reclassified into one new share of Mersana common stock (“New Shares”).

No fractional New Shares were issued. In lieu of fractional New Shares, stockholders who were otherwise entitled to fractional New Shares were instead paid cash equal to the amount of fractional New Shares they would have received multiplied by \$8.0525, the closing price per share of the New Shares on July 24, 2025 as reported by the Nasdaq Capital Markets, as adjusted to give effect to the reverse stock split (the “Redemption”).

Line 15

The Reverse Stock Split is expected to be treated as a reorganization pursuant to section 368(a)(1)(E). Accordingly, the tax basis in the New Shares is expected to be determined by reference to the tax basis in the Old Shares surrendered, including any fractional share for which cash was received. Generally, the basis of each New Share held after the Reverse Stock Split is expected to be equal to the basis held in 25 Old Shares that were acquired at the same time and at the same price prior to the Reverse Stock Split (e.g., basis in each share is increased by a factor of 25).

Shareholders should consult with their tax advisors with respect to the computation of tax basis in this transaction based on their specific facts.

Line 16

Shareholders who held blocks of Old Shares not divisible by 25 which reflected shares acquired at different times or different prices must replicate such blocks in the New Shares outstanding (including fractional shares for which cash was received) following the Reverse Stock Split pursuant to a methodology provided in Treasury regulations that seeks to preserve, to the greatest extent possible, the basis of a particular block of Old Shares in one or more New Shares held after the Reverse Stock Split. This may result in one or more New Shares having a split basis and a split holding period.

Shareholders should consult with their tax advisors with respect to the computation of tax basis in this transaction based on their specific facts.

Line 17

IRC sections 368(a)(1)(E), 354, and 358 (related to the Reverse Stock Split).

IRC sections 302(a) and/or 1001 (related to the Redemption).

Line 18

No gain or loss may be recognized in the Reverse Stock Split except in the case of fractional shares for which cash was received where gain or loss may be recognized by reference to the tax basis allocated to such fractional shares as described above.

Line 19

The basis adjustment is taken into account in the tax year of the shareholder during which the Reverse Stock Split occurred (i.e., 2025 for calendar year taxpayers).