



**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](#)

Blank lines for listing Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ [See Attached](#)

Blank lines for providing information on loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See Attached](#)

Blank lines for providing other necessary information.

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.

**Sign Here**  
Signature ▶ *Sonja Nelson* Date ▶ 11-3-2023

<b>Paid Preparer Use Only</b>	Print your name ▶ <b>Sonja Nelson</b>	Preparer's signature	Title ▶ <b>Chief Financial Officer</b>	Check <input type="checkbox"/> if self-employed	PTIN
	Print/Type preparer's name		Date	Firm's EIN ▶	
	Firm's name ▶			Phone no.	
	Firm's address ▶				

# Ambrx Biopharma, Inc.

Attachment to Form 8937

Date of Organizational Action: October 11, 2023

**Part II, Question 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.**

Effective October 11, 2023, Ambrx Biopharma, Inc. (formerly New Ambrx Biopharma Inc.) ("New Ambrx") (EIN: 93-2892120) completed the previously announced Merger (as defined below) contemplated by the Agreement and Plan of Merger, dated September 11, 2023 (the "Merger Agreement"), among Ambrx Biopharma Cayman, Inc. (formerly Ambrx Biopharma Inc.) ("Former Ambrx"), New Ambrx and Ambrx Merger Sub Inc. ("Merger Sub").

The Merger Agreement provided for, among other things:

- *The Merger.* At the effective time of the transactions contemplated by the Merger Agreement (the "Effective Time"), Merger Sub merged with and into Former Ambrx, with Former Ambrx surviving the merger as a direct wholly owned subsidiary of New Ambrx (the "Merger"). As a result of the Merger, each ordinary share, par value \$0.0001 per share, of Former Ambrx that was issued and outstanding immediately prior to the Effective Time ("Former Ambrx Ordinary Shares") (other than the Dissenting Shares (as defined in the Merger Agreement)) were automatically cancelled and ceased to exist and were converted into the right to receive one seventh (1/7<sup>th</sup>) of one (1) validly issued, fully paid and nonassessable share of common stock, par value \$0.0001 per share, of New Ambrx. No fractional shares of New Ambrx common stock were issued in connection with the Merger. At the Effective Time, Former Ambrx changed its name from "Ambrx Biopharma Inc." to "Ambrx Biopharma Cayman, Inc." and New Ambrx changed its name from "New Ambrx Biopharma Inc." to "Ambrx Biopharma, Inc."

Pursuant to the foregoing, each Former Ambrx American Depository Share ("Former Ambrx ADS") and, together with the Former Ambrx Ordinary Shares, "Former Ambrx Stock", which had, prior to the Effective Time, represented seven (7) Former Ambrx Ordinary Shares, was converted into the right to receive one (1) share of New Ambrx common stock.

For U.S. federal income tax purposes, the Merger is intended to qualify as both a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code") and as an exchange described in Section 351(a) of the Code.

The issuance of New Ambrx common stock pursuant to the Merger was registered under the Securities Act of 1933, as amended, pursuant to New Ambrx's registration statement on Form S-4 (File No. 333-274230) initially filed with the U.S. Securities and Exchange Commission (the "SEC") on August 25, 2023 (as amended, the "Combined Proxy Statement/Prospectus"), and

declared effective by the SEC on September 15, 2023. For a more detailed description of the Merger and the Merger Agreement, please see the Combined Proxy Statement/Prospectus.

**Part II, Question 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.**

For purposes of this attachment, a "U.S. Holder" is a beneficial owner of Former Ambrx Stock who or that, for U.S. federal income tax purposes, is or is treated as (i) an individual who is a citizen or resident of the United States, (ii) a corporation organized in or under the laws of the United States or any state thereof or the District of Columbia, (iii) an estate, the income of which is subject to U.S. federal income taxation regardless of its source, or (iv) a trust that (A) is subject to the primary supervision of a U.S. court and the control of one or more "U.S. persons" (within the meaning of Section 7701(a)(30) of the Code) or (B) was in existence on August 20, 1996, and has a valid election in effect to be treated as a U.S. person for U.S. federal income tax purposes.

In general, assuming the Merger qualifies as either a "reorganization" within the meaning of Section 368(a) of the Code or as an exchange described in Section 351(a) of the Code, a U.S. Holder's aggregate tax basis in New Ambrx common stock received pursuant to the Merger will equal the U.S. Holder's aggregate tax basis in the Former Ambrx Stock exchanged therefor.

Notwithstanding the foregoing, if a U.S. Holder receives cash pursuant to the Merger in lieu of a fractional share of New Ambrx common stock, the U.S. Holder will be treated as having (1) exchanged a portion of such U.S. Holder's Former Ambrx Stock equal in value to such cash in exchange for a fractional share of New Ambrx common stock in a nontaxable transaction, and (2) then sold such fractional share of New Ambrx common stock for such cash in a taxable transaction. In general, the U.S. Holder will recognize capital gain or loss in an amount equal to the difference, if any, between the amount of cash received and the U.S. Holder's adjusted tax basis in the New Ambrx common stock deemed sold.

**Part II, Question 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 response to Question 15, above.

**Part II, Question 17: List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

It is expected that the Merger qualifies as both a “reorganization” within the meaning of Section 368(a) of the Code and as an exchange described in Section 351(a) of the Code.

Effect on Holders:

- Code Section 351(a) — Transfer to corporation controlled by transferor
- Code Section 354(a) — Exchanges of stock and securities in certain reorganizations
- Code Section 358(a) — Basis to distributees
- Code Section 368(a) — Definitions relating to corporate reorganizations
- Code Section 1001 — Determination of amount of and recognition of gain or loss

**Part II, Question 18: Can any resulting loss be recognized?**

If the Merger qualifies as either a “reorganization” within the meaning of Section 368(a) of the Code or as an exchange described in Section 351(a) of the Code, a U.S. Holder will not recognize any loss as a result of the receipt of New Ambrx common stock in the Merger, other than potentially with respect to the receipt of cash in lieu of fractional shares of New Ambrx common stock, as described above.

**Part II, Question 19: Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The Merger occurred on October 11, 2023. The stock basis adjustment and any recognized gain should be reported by a U.S. Holder in the taxable year of the U.S. Holder that includes October 11, 2023.

**THE INFORMATION ABOVE IS NOT TAX ADVICE, AND IT IS NOT A COMPLETE ANALYSIS OR DESCRIPTION OF EVERY POTENTIAL U.S. FEDERAL INCOME TAX CONSEQUENCE OR ANY OTHER TAX CONSEQUENCE OF THE MERGER. U.S. HOLDERS ARE ENCOURAGED TO CONSULT THEIR TAX ADVISORS TO DETERMINE THE SPECIFIC TAX CONSEQUENCES TO THEM OF THE MERGER, INCLUDING THE EFFECT OF ANY U.S. FEDERAL, STATE, LOCAL, NON-U.S. OR OTHER TAX LAWS.**