

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.](#)

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

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

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 ▶  Date ▶ 1/4/2021
Print your name ▶ Gary Sender 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.

Item 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**

On December 2, 2020, Nabriva Therapeutics plc (the "Company") effected a 1-for-10 reverse stock split of its issued and outstanding ordinary shares (the "Reverse Stock Split"). Pursuant to the Reverse Stock Split, every ten (10) shares of issued and outstanding ordinary shares were combined into one (1) ordinary share. The Company did not issue fractional shares in connection with the Reverse Stock Split. Shareholders who were otherwise entitled to a fractional ordinary share were instead entitled to receive a proportional cash payment.

Item 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**

Shareholders are required to allocate their aggregate tax basis in their existing ordinary shares held immediately prior to the Reverse Stock Split among their shares of ordinary shares held immediately after the Reverse Stock Split. Shareholders that have acquired different blocks of ordinary shares at different times or at different prices should consult their own tax advisors regarding the allocation of the tax basis of such shares.

Item 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 answer to Line 15. While the basis "per share" is impacted, the basis of the shareholder's total investment remains unchanged. Shareholders with blocks of pre-split ordinary shares not divisible by ten (10) which reflect pre-split ordinary shares acquired at different times or different prices must replicate such blocks of pre-split ordinary shares in the post-split ordinary shares received pursuant to a formula provided in Treasury regulations that seek to preserve, to the greatest extent possible, the basis of a particular block of pre-split ordinary shares in one or more post-split ordinary shares received in exchange thereof. This may require the aggregate basis in one block of pre-split ordinary shares to be allocated to post-split ordinary shares in a manner where some post-split ordinary shares may have split basis and holding period segments.

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

The Reverse Stock Split is a non-taxable recapitalization pursuant to Section 368(a)(1)(E) of the Internal Revenue Code. Section 354(a)(1) provides that, in relevant part, no gain or loss shall be recognized if stock in a corporation is exchanged solely for stock in such corporation in a recapitalization. Section 358(a) provides that, in relevant part, the tax basis of stock in a corporation received in a recapitalization exchange will be the same as the tax basis in the stock

exchanged. Tax treatment of the receipt of cash in lieu of fractional stock is tested under Section 302 and will depend on each shareholder's specific facts and circumstances.

Line 18

Can any resulting loss be recognized?

Except for shareholders receiving cash 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 ordinary shares surrendered that is allocable to such share. Such capital gain or loss should be a long-term capital gain or loss if the stockholder's holding period for the ordinary shares 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.

Line 19

Provide any other information necessary to implement the adjustment, such as the reportable tax year

The reportable tax year in which the Reverse Stock Split occurred is 2020.