



**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.

Blank lined area for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ See Attachment.

Blank lined area for answering question 18.

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

Blank lined area for providing other 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 ▶ *Craig Johnson* Date ▶ 3/30/23  
Print your name ▶ Craig Johnson Title ▶ CEO

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Kendall R. Fisher	<i>Kendall R. Fisher</i>	March 30, 2023		P01980923
Firm's name ▶	Dorsey & Whitney LLP		Firm's EIN ▶	41-0223337
Firm's address ▶	Columbia Center, 701 Fifth Avenue, Suite 6100, Seattle, WA 98104		Phone no.	(206) 903-8793

**Revolution Global Health, Inc.**

Attachment to Form 8937-Part II

Report of Organizational Actions Affecting Basis of Securities (Reorganization)

**Consult your tax advisor:** The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Reorganization (as defined below) on the tax basis of shares in Revolution Global Health, Inc., a Delaware corporation (“**Delaware Holdco**”), in the hands of Delaware Holdco shareholders who are “U.S. persons” for U.S. federal income tax purposes (“**U.S. Shareholders**”). This discussion 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.

All shareholders of Delaware Holdco that previously held Units (as defined below), directly or indirectly, of Revolution Global, LLC, a Delaware limited liability company (“**Revolution LLC**”), should consult their own tax advisors regarding the particular consequences of the Reorganization to them in light of their particular circumstances, including the applicability and effect of all U.S. federal, state and local tax laws and foreign tax laws. This Form 8937 and the analysis contained herein does not address the U.S. federal, state, local or foreign tax consequences of the Reorganization applicable to U.S. Shareholders which previously held Units of Revolution LLC. This Form 8937 and the analysis contained herein also does not address the U.S. federal, state, local or foreign tax consequences of the Reorganization applicable to holders of options, warrants, or other convertible securities of Revolution LLC (or, after the Reorganization, Delaware Holdco). Holders of such options, warrants or other convertible securities should consult their own tax advisors regarding the tax consequences of the Reorganization to them in light of their own personal circumstances.

For additional information, please review the agreement and plan of merger amongst Delaware Holdco, Revolution LLC and RGMC, LLC, a Delaware limited liability company (“**Merger LLC**”), dated as of February 13, 2023 (the “**Agreement and Plan of Merger**”) and consult with your own tax advisor.

**Part II Item 14. (Description of organizational action)**

The “**Reorganization**” was effected pursuant to the following mutually interdependent steps (certain steps of the Reorganization which are not relevant to the discussion herein are omitted, but are described in greater detail in the Agreement and Plan of Merger and other agreements effecting the Reorganization):

**Step 1:** Pursuant to a contribution agreement by and between Delaware Holdco and HMI Revolution Holdings LLC, a Delaware limited liability company (“**HMI Holdings**”), HMI Holdings contributed one hundred percent (100%) of the issued and outstanding shares (“**HMI Blocker Shares**”) of HMI Blocker, Inc., a Delaware corporation (“**HMI Blocker**”), to Delaware

Holdco in exchange for 118,950,251 shares of Series A Preferred Stock of Delaware Holdco (“**Delaware Holdco Preferred Shares**”) (the “**HMI Blocker Contribution**”).

**Step 2:** Following the effective time of the HMI Blocker Contribution, HMI Blocker wound up its affairs and liquidated pursuant to which all of the assets, consisting solely of ownership interests in Revolution LLC (“**Revolution LLC Units**”, and the holders thereof, “**Revolution LLC Unitholders**”), were distributed to Delaware Holdco (the “**HMI Blocker Liquidation**”).

**Step 3:** Pursuant to a contribution agreement by and between Delaware Holdco and MS Revolution Holdings LLC, a Delaware limited liability company (“**MS Holdings**”), MS Holdings contributed one hundred percent (100%) of the issued and outstanding shares (“**MS Blocker Shares**”) of MS Revolution Blocker Inc., a Delaware corporation (“**MS Blocker**”), to Delaware Holdco in exchange for 5,333,267 shares of common stock of Delaware Holdco (“**Delaware Holdco Common Shares**”, and, together with the Delaware Holdco Preferred Shares, the “**Delaware Holdco Shares**”) (the “**MS Blocker Contribution**”).

**Step 4:** Following the effective time of the MS Blocker Contribution, MS Blocker wound up its affairs and liquidated pursuant to which all of the assets, consisting solely of Revolution LLC Units, were distributed to Delaware Holdco (the “**MS Blocker Liquidation**”).

**Step 5:** Pursuant to the Agreement and Plan of Merger, Merger LLC and Revolution LLC completed a reverse triangular merger, with Merger LLC merging with and into Revolution LLC, the separate legal existence of Merger LLC ceasing for all purposes and Revolution LLC being the surviving entity, and with members of Revolution LLC (other than Delaware Holdco, HMI Blocker and MS Blocker) exchanging (A) their series A preferred Revolution LLC Units for the same number of Delaware Holdco Preferred Shares, and (B) their common Revolution LLC Units for the same number of Delaware Holdco Common Shares (the “**LLC Merger**”).

Delaware Holdco believes that the HMI Blocker Contribution and HMI Blocker Liquidation (together, the “**HMI Blocker Reorganization**”) should be treated as a single integrated transaction for U.S. federal income tax purposes and should qualify as a tax-deferred reorganization under Code Section 368(a)(1)(C). Delaware Holdco also believes that the MS Blocker Contribution and MS Blocker Liquidation (together, the “**MS Blocker Reorganization**”) should be treated as a single integrated transaction for U.S. federal income tax purposes and should qualify as a tax-deferred reorganization under Code Section 368(a)(1)(C). Finally, Delaware Holdco believes that the HMI Blocker Reorganization, the MS Blocker Reorganization and the LLC Merger (each of the foregoing, collectively, the “**Section 351 Transaction**”) should be treated as a single integrated transaction for U.S. federal income tax purposes and should qualify as a tax-deferred contribution under Code Section 351.

The following summary assumes that each of the HMI Blocker Reorganization and the MS Blocker Reorganization, respectively, is treated as a single integrated transaction for U.S. federal income tax purposes qualifying as a tax-deferred reorganization under Code Section 368(a)(1)(C) and that the components of the Section 351 Transaction are treated as a single integrated transaction for U.S. federal income tax purposes qualifying as a tax-deferred contribution under Code Section 351.

U.S. Shareholders should review the Agreement and Plan of Merger and consult their own tax advisors regarding the tax consequences of the Reorganization to them in light of their particular circumstances.

Part II Item 15. (Description of the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer)

Pursuant to the LLC Merger, each Revolution LLC Unitholder (other than Delaware Holdco, HMI Blocker and MS Blocker) received Delaware Holdco Common Shares or Delaware Holdco Preferred Shares (or a mix thereof) in exchange for its Revolution LLC Units. Provided the LLC Merger, collectively with the other components of the Section 351 Transaction, constitutes a single integrated transaction for U.S. federal income tax purposes qualifying as a tax-deferred contribution under Code Section 351(a), although not free from doubt, each U.S. Shareholder likely has a tax basis in the Delaware Holdco Shares received pursuant to the LLC Merger equal to such U.S. Shareholder's tax basis in his, her or its Revolution LLC Units immediately prior to the effective time of the LLC Merger, reduced by such U.S. Shareholder's share of any liabilities of Revolution LLC assumed by Delaware Holdco, and increased by the amount of any gain recognized by such U.S. Shareholder (including, without limitation, by reason of loss recapture rules, such U.S. Shareholder having had a negative capital account or otherwise). U.S. Shareholders should consult their own tax advisors regarding the rules applicable to determining the tax basis in their Delaware Holdco Shares.

Part II Item 16. (Description of the calculation of the change in basis)

As described above, the Reorganization is intended to constitute a tax-deferred transaction for U.S. federal income tax purposes. Nevertheless, as described above, certain U.S. Shareholders may recognize gain for U.S. federal income tax purposes depending on their particular circumstances. In addition, there can be no assurances that the Reorganization will qualify as a tax-deferred transaction for U.S. federal income tax purposes. Accordingly, each U.S. Shareholder should consult with its own tax advisors to determine whether they are required to recognize gain in connection with the Reorganization and what measure of fair market value, including without limitation fair market value of the Delaware Holdco Common Shares or Delaware Holdco Preferred Shares (as applicable) is appropriate.

Part II Item 17. (List of applicable Code sections)

Provided the LLC Merger, collectively with the other components of the Section 351 Transaction, constitutes a single integrated transaction for U.S. federal income tax purposes qualifying as a tax-deferred contribution under Code Section 351(a), the U.S. federal income tax consequences to U.S. Shareholders that received Delaware Holdco Shares pursuant to the LLC Merger should be determined under Code Sections 351, 357, 358, 751, 752 and 1223.

Part II Item 18. (Recognition of loss)

Provided the LLC Merger, collectively with the other components of the Section 351 Transaction, constitutes a single integrated transaction for U.S. federal income tax purposes qualifying as a tax-

deferred contribution under Code Section 351(a), U.S. Shareholders which received Delaware Holdco Shares pursuant to the LLC Merger should not recognize any loss.

**Part II Item 19. (Other information)**

The Reorganization was effective on February 13, 2023. For a U.S. Shareholder which participated in the Reorganization whose taxable year is a calendar year, the reportable tax year is 2023.