



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Code Sections 368(a), 354(a), 356, 358, and 1001.

18 Can any resulting loss be recognized? ▶ In general, a shareholder who receives cash payment in lieu of a fractional share will recognize capital gain or loss equal to the difference between the amount received in lieu of the fractional share and the portion of the holder's tax basis of the pre-Reverse Stock Split shares that is allocable to the fractional share. Such gain or loss generally will be long-term capital gain or loss if the shareholder's holding period in its pre-Reverse Stock Split shares is more than one year as of the Reverse Stock Split. The deductibility of net capital losses by individuals and corporations is subject to limitations.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The stock basis adjustment and any gain or loss will be taken into account in the tax year of the shareholder during which the Reverse Stock Split and the Exchange occurred (e.g., 2020 for calendar year taxpayers).

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 ▶ Michael Celano Date ▶ 07/10/2020

Print your name ▶ Michael Celano Title ▶ Chief Financial Officer

|                               |                            |                      |      |   |      |
|-------------------------------|----------------------------|----------------------|------|---|------|
| <b>Paid Preparer Use Only</b> | 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.                                       |      |



Larimar Therapeutics, Inc.

EIN: 20-3857670

Attachment to Form 8937

Report of Organizational Actions Affecting Basis of Securities

**Part II, Box 14:**

On May 28, 2020, Larimar Therapeutics, Inc. (f/k/a Zafgen, Inc.) (the “Company”) effected a 1 for 12 reverse stock split of its common stock (the “Reverse Stock Split”). No fractional shares were issued in the Reverse Stock Split, and cash was paid in lieu of fractional shares.

On May 28, 2020, immediately after the Reverse Stock Split, the Company acquired all of the issued common stock of Chondrial Therapeutics, Inc. (“Chondrial”) in exchange for newly issued Company common stock (the “Exchange”) in a transaction intended to qualify as a reorganization for United States federal income tax purposes pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”). In the Exchange, the Company issued shares of Common Stock at an exchange rate of 60,912.5005 (the “Exchange Ratio”), which took into account the Reverse Stock Split, for each share of Chondrial common stock outstanding immediately prior to the Exchange. No fractional shares of Company Common Stock were issued, and no cash was issued in lieu of any fractional shares.

**Part II, Box 15:**

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 stockholders.

Further discussion of the material U.S. federal tax consequences of the Merger can be found in the Definitive Proxy Statement filed with the Securities and Exchange Commission on April 29, 2020 under the heading “MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS OF THE REVERSE STOCK SPLIT AND THE MERGER” (available at” <https://www.sec.gov/Archives/edgar/data/1374690/000119312520125890/d853876ddefm14a.htm>).

Company stockholders generally will not recognize gain or loss as a result of the Reverse Stock Split, except to the extent a stockholder received cash in lieu of a fractional share. The aggregate adjusted tax basis in the shares of common stock received pursuant to the Reverse Stock Split equals the aggregate adjusted tax basis of the shares of common stock exchanged therefor. A stockholder that is a U.S. holder who receives cash in lieu of a fractional share of common stock pursuant to the Reverse Stock Split generally will be treated as having received that fractional share pursuant to the Exchange, and then as having sold to the Company that fractional share of Company common stock. As a result, such holder will recognize gain or loss equal to the difference between the amount of cash received for such fractional share and the portion of such stockholder’s tax basis in the common stock allocated to the fractional share.

A shareholder's tax basis in the Company common stock received in the Exchange is expected to equal the shareholder's tax basis in the common stock exchanged in the Exchange