



**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

Multiple horizontal lines for providing details for question 17.

18 Can any resulting loss be recognized? ▶ See attached

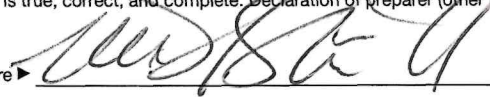
Multiple horizontal lines for providing details for question 18.

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

Multiple horizontal lines for providing details for question 19.

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 ▶ 10/12/23

Print your name ▶ McDavid Stilwell

Title ▶ Chief Financial Officer

**Paid Preparer Use Only**

Print/Type preparer's name <u>Matthew Walton</u>	Preparer's signature 	Date <u>10/5/2023</u>	Check <input type="checkbox"/> if self-employed	PTIN <u>P00746202</u>
Firm's name ▶ <u>Deloitte Tax LLP</u>	Firm's EIN ▶ <u>86-1065772</u>		Phone no. <u>408-704-4000</u>	
Firm's address ▶ <u>225 W Santa Clara St, Ste 600, San Jose, CA 95113</u>				

Coherus BioScience, Inc.  
Attachment to Form 8937

**Coherus BioScience, Inc.**  
**EIN: 27-3615821**  
**(as successor to Surface Oncology, Inc.)**  
**Attachment to Form 8937**

**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”),<sup>1</sup> and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Mergers (as defined below) on the adjusted United States (“U.S.”) federal income tax basis of the common stock of Surface Oncology Inc. (“Surface”) and the consideration exchanged therefor in connection with the Mergers. The information contained herein does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. You are encouraged to consult your own tax advisor regarding the applicability and effect of all U.S. federal, state, local and non-U.S. tax laws.**

**Form 8937, Part I, Line 9**

Common stock of Surface exchanged for common stock of Parent (as defined below) and CVRs (as defined below) in connection with the Mergers (as defined below).

**Form 8937, Part I, Line 10**

Coherus BioScience, Inc.: 19249H103  
Surface: 86877M209

**Form 8937, Part I, Line 12**

Coherus BioScience, Inc.: CHRS  
Surface: SURF

**Form 8937, Part II, Line 14**

On September 8, 2023, Crimson Merger Sub I, Inc. (“Merger Sub I”), a Delaware corporation and a direct wholly owned subsidiary of Coherus BioScience, Inc. (“Parent”), merged with and into Surface, with Surface surviving that merger and becoming a wholly owned subsidiary of Parent (the “First Merger”).

Promptly after the First Merger, and as part of an integrated plan with the First Merger, Surface merged with and into Crimson Merger Sub II, LLC (“Merger Sub II”), a Delaware limited liability company and a direct wholly owned subsidiary of Parent, with Merger Sub II surviving

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<sup>1</sup> Unless otherwise specified herein, “section” references are to the Code.

(the “Second Merger,” and, together with the First Merger, the “Mergers”). The Mergers were carried out pursuant to an Agreement and Plan of Merger dated as of June 15, 2023 (the “Merger Agreement”), by and among Parent, Merger Sub I, Merger Sub II, and Surface.<sup>2</sup>

Each outstanding share of Surface’s common stock was exchanged for (i) 0.1960 share of Parent common stock and (ii) one contingent value right (“CVR”) representing a contractual right to receive future conditional payments (“CVR Payment Amounts”), settleable in cash, additional shares of Parent common stock or a combination of cash and additional shares of Parent common stock, at Parent’s sole discretion, upon achievement of certain sales milestones related to Surface’s product candidates.

No fractional shares of Parent common stock were issued. Instead, holders of shares who would otherwise be entitled to receive a fractional share of Parent common stock were paid in cash, in an amount equal to the dollar value of the fractional share.

### **Form 8937, Part II, Line 15**

The Mergers are intended to qualify as a reorganization under Section 368(a)(1)(A) of the Code.

Parent intends to treat the U.S. holders’ receipt of the CVRs as part of an “open transaction” for U.S. federal income tax purposes, and the CVR Payment Amounts as additional consideration for U.S. holders’ shares of Surface common stock. U.S. holders should consult their tax advisors regarding potential application of “closed transaction” treatment.

Assuming the Mergers are treated as an “open transaction,” as a result of the Mergers, a U.S. holder exchanging its shares of Surface common stock for shares of Parent common stock should generally take an aggregate adjusted tax basis in its shares of Parent common stock (including any fractional shares of Parent common stock deemed received and exchanged for cash, as discussed below) equal to the aggregate adjusted tax basis in the shares of Surface common stock exchanged therefor, as determined separately for each block of Surface common stock held by the U.S. holder. Under open transaction treatment, the fair market value of the CVRs would not be treated as consideration received for the Surface common stock at the time the CVRs are received in the Mergers, and a U.S. holder would have no tax basis in the CVRs. Instead, a CVR Payment Amount under the CVRs generally is treated as consideration received in the Mergers when and as received or deemed received by a U.S. holder in accordance with its regular method of accounting. Under open transaction treatment, it is possible that any Parent common stock received as payment for a CVR Payment Amount under the CVRs is treated as additional Parent common stock received in the Mergers. An adjustment to the tax basis of Parent common stock received at the effective time of the Mergers would be made once it becomes known how many shares, if any, the holder of a CVR is entitled to receive as a CVR Payment Amount. It is unclear how this adjustment should be made, particularly if the U.S. holder no longer retains all the Parent common stock received in the Mergers. U.S. holders should consult their tax advisors as to the treatment of the receipt of any shares of Parent common stock pursuant to any CVR

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<sup>2</sup> Unless otherwise defined herein, capitalized terms used in this attachment have the meaning ascribed to them in the Merger Agreement.

Payment Amount under the CVRs and the allocation of such U.S. holder's tax basis among such shares of Parent common stock.

If instead the Mergers are treated as a "closed transaction," as a result of the Mergers, a U.S. holder exchanging its shares of Surface common stock for shares of Parent common stock (including any fractional shares of Parent common stock deemed received and exchanged for cash, as discussed below, but excluding shares of Parent common stock received pursuant to the CVRs, if any) should generally take an aggregate adjusted tax basis in its shares of Parent common stock equal to the aggregate adjusted tax basis in the shares of Surface common stock exchanged therefor, as determined separately for each block of Surface common stock held by the U.S. holder, increased by any gain recognized with respect to the Surface common stock exchanged (excluding any gain recognized with respect to fractional shares for which cash is received (as discussed below)), and decreased by the fair market value of the CVRs as of the effective time of the Mergers. Under "closed transaction" treatment, the aggregate adjusted tax basis of the CVRs received in the Mergers will equal the fair market value of the CVRs as of the effective time of the Mergers.

A U.S. holder that receives cash in lieu of a fractional share of Parent common stock in the Mergers generally will be treated as having received the fractional share pursuant to the Mergers and then as having sold such fractional share for cash. As a result, the U.S. holder generally will recognize gain or loss equal to the difference between the amount of cash received for such fractional share of Parent common stock and the portion of the U.S. holder's tax basis in its Surface common stock surrendered that is allocated to such fractional share of Parent common stock.

For more information regarding the U.S. federal income tax consequences of the Mergers, including treatment of the transaction as an open transaction or closed transaction, see the section titled *Certain U.S. Federal Income Tax Considerations Relating to the Mergers* in Parent's Registration Statement on Form S-4, as amended (Registration No. 333-273179), declared effective by the U.S. Securities and Exchange Commission on July 26, 2023.

**Form 8937, Part II, Line 16**

Assuming "open transaction" treatment, a U.S. holder exchanging its shares of Surface common stock for shares of Parent common stock should generally take an aggregate adjusted tax basis in its shares of Parent common stock (including any fractional shares of Parent common stock deemed received and exchanged for cash) equal to the aggregate adjusted tax basis in the shares of Surface common stock exchanged therefor, as determined separately for each block of Surface common stock held by the U.S. holder. A U.S. holder would have no tax basis in the CVRs.

If instead "closed transaction" treatment applies, a U.S. holder exchanging its shares of Surface common stock for shares of Parent common stock (including any fractional shares of Parent common stock deemed received and exchanged for cash, but excluding shares of Parent common stock received pursuant to the CVRs, if any) should generally take an aggregate

adjusted tax basis in its shares of Parent common stock equal to the aggregate adjusted tax basis in the shares of Surface common stock exchanged therefor, as determined separately for each block of Surface common stock held by the U.S. holder, increased by any gain recognized with respect to the Surface common stock exchanged (excluding any gain recognized with respect to fractional shares for which cash is received), and decreased by the fair market value of the CVRs as of the effective time of the Mergers. The aggregate adjusted tax basis of the CVRs received in the Mergers would equal the fair market value of the CVRs as of the effective time of the Mergers.

**Form 8937, Part II, Line 17**

Sections 368(a), 354(a), 356, and 358(a) of the Code.

**Form 8937, Part II, Line 18**

U.S. holders of Surface common stock who receive Parent common stock generally will not recognize any loss in connection with the Mergers. However, a U.S. holder that receives cash in lieu of a fractional share of Parent common stock in the Mergers generally will be treated as having received the fractional share pursuant to the Mergers and then as having sold such fractional share for cash. As a result, the U.S. holder generally will recognize gain or loss equal to the difference between the amount of cash received for such fractional share of Parent common stock and the portion of the U.S. holder's tax basis in its Surface common stock surrendered that is allocated to such fractional share of Parent common stock.

**Form 8937, Part II, Line 19**

The U.S. federal income tax consequences of the Mergers are taken into account in the tax year of each holder of Surface common stock that includes September 8, 2023.

*The information contained herein does not constitute tax advice and is intended to provide only a general summary and is not intended to be a complete analysis or description of all potential U.S. federal income tax consequences of the transactions described herein. Moreover, the discussion set forth above does not address tax consequences that may vary with, or are dependent on, individual circumstances. Shareholders are urged to consult with their own tax advisors with respect to the tax consequences of the transactions described herein as applicable to their particular circumstances.*