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

18 Can any resulting loss be recognized? ▶

SEE ATTACHMENT

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

SEE ATTACHMENT

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 ▶ Date ▶

Print your name ▶ MATTHEW MAISAK Title ▶ COO, ROIVANT PLATFORMS

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Roivant Sciences Ltd. (EIN: 98-1173944)

On behalf of itself and

Montes Archimedes Acquisition Corp. (EIN: 85-1830874)

The information in Form 8937 and this attachment does not constitute tax advice and does not purport to take into account the specific circumstances that may apply to particular categories of holders of any reference shares or warrants. Such persons are urged to consult their own tax advisor regarding the consequences of the transactions described herein, including the impact on tax basis resulting therefrom.

Line 9 - *Classification and description*

- Common shares of Roivant Sciences Ltd. (RSL Common Shares)
- Class A Common Stock of Montes Archimedes Acquisition Corp (MAAC Class A Shares)
- Class B Common Stock of Montes Archimedes Acquisition Corp (MAAC Class B Shares)
- Montes Archimedes Acquisition Corp Warrants (MAACW)
- Montes Archimedes Acquisition Corp Units (MAACU)
- Roivant Sciences Ltd. Warrants (ROIVW)

Line 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 September 30, 2021 (the "Closing Date"), in accordance with the Business Combination Agreement (the "Business Combination Agreement"), Roivant Sciences Ltd. ("RSL") completed its business combination (the "Business Combination") with Montes Archimedes Acquisition Corp. ("MAAC"), through the merger of RSL's wholly-owned subsidiary, Rhine Merger Sub, Inc., with and into MAAC (the "Merger"), with MAAC surviving the Merger as a wholly owned subsidiary of RSL.

Exchange 1: On the Closing Date, prior to the effective time of the Merger (the "Effective Time"), RSL effected a 2.9262-for-1 stock subdivision based on the fixed exchange ratio established in the Business Combination Agreement (the "Roivant Exchange Ratio") for existing shareholders of RSL Common Shares and EIP plan instrument holders. Any such holders who would otherwise be entitled to a fractional share of new RSL Common Share as a result of the stock subdivision received cash in lieu thereof. As a result of the stock subdivision, the par value of each RSL Common Share was also reduced to reflect the Roivant Exchange Ratio.

Exchange 2: On the Closing Date, prior to the Effective Time, MAAC effected an automatic separation of each MAAC unit ("MAACU") into 1 share of Class A common stock of MAAC (the "MAAC Class A Share") and 0.5 warrant to purchase MAAC Class A Share ("MAAC Warrant").

In accordance with the terms of the Business Combination Agreement, at the Effective Time:

- Exchange 3: subject to holders of MAAC Class A Share's right to redeem such shares for cash, each MAAC Class A Share and each share of MAAC Class B common stock (the "MAAC Class B Shares") that was outstanding immediately before the Effective Time (other than treasury shares and any shares held by Patient Square Capital LLC (the "MAAC Sponsor"), any affiliate of the MAAC Sponsor or any of MAAC's independent directors (the "MAAC Independent Directors") or their respective transferees) was automatically canceled and extinguished and converted into one common share of RSL (a "Roivant Common Share"),

- Exchange 4: each MAAC Class B Share that was outstanding immediately before the Effective Time and held by the MAAC Sponsor, any affiliate of the MAAC Sponsor or any of the MAAC Independent Directors or their respective transferees was automatically canceled and extinguished and converted into a number of Roivant Common Shares based on an exchange ratio of 0.75, determined in accordance with the terms of the Business Combination Agreement, with a portion of such Roivant Common Shares issued to the MAAC Sponsor, any affiliate of the MAAC Sponsor, any MAAC Independent Director or their respective transferees by virtue of the Merger being subject to the vesting and other terms and conditions set forth in the Sponsor Support Agreement, and

- Exchange 5: each MAAC Warrant that was outstanding immediately before the Effective Time was converted automatically into a warrant to purchase a Roivant Common Share (a "Roivant Warrant"), at an exercise price of $11.50 per share, subject to certain adjustments.

Line 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*

- <u>Exchange 1</u>: The stock subdivision is a non-taxable transaction under Section 305(a), Section 368(a)(1)(E) and/or Section 1036(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and accordingly a U.S. taxpayer's basis shall be allocated under Section 307(a), Section 358(b), and/or Section1031(d) of the Code. There is no change to the total basis of a shareholder in Roivant Common Shares, rather each shareholder will allocate the aggregate tax basis in its Roivant Common Shares held immediately prior to the stock subdivision among the Roivant Common Shares held immediately after the stock division (including fractional shares deemed received). For example, if a shareholder held 10 Roivant Common Shares with a basis of $10 for each share prior to the stock subdivision, after Exchange 1, such shareholder would hold 29.262 Roivant Common Shares with a basis of approximately $3.42 for each share.

- <u>Exchange 2</u>: A shareholder of one MAACU should allocate their original basis to one MAAC Class A Share and .5 MAAC Warrant composing each MAACU. Exchange 2 is not a taxable event for U.S. federal income tax purposes.

- <u>Exchanges 3, 4, and 5</u>: The quantitative effect of the organization action on the basis of relevant securities in the hands of a U.S. taxpayer in connection with Exchanges 3, 4, and 5 depends on the tax treatment of Exchanges 3, 4, and 5. Although not entirely free from doubt, we have been unable to conclude that the Merger satisfies the continuity of business enterprise requirement within the meaning of Section 368(a) of the Code and the regulations thereunder to be treated as a tax-deferred reorganization due, in part, to the fact that holders of approximately 93% of the MAAC Class A Shares elected to redeem their shares for cash in connection with the Merger. Accordingly, we will report Exchanges 3, 4 and 5 as not qualifying for tax-deferred treatment under Section 368 of the Code. Assuming that the Exchanges 3, 4 and 5 do not qualify for tax-deferred treatment under Section 368 or any other provisions of the Code, the tax basis of Roivant Common Shares and Roivant Warrants in the hands of a U.S. taxpayer should generally be equal to the fair market values of such stock and warrants received as of the Closing Date.

Taxpayers that conclude there is adequate technical support that the transactions meet the requirements of a Section 368(a) reorganization or that the transactions qualify for tax-deferred treatment under other provisions of the Code are urged to consult with competent tax counsel. The remainder of this form assumes that the transactions do not meet the requirements of a Section 368(a) reorganization and do not qualify for tax-deferred treatment under any other provisions of the Code.

Line 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*

- Exchange 1 – Each Roivant Common Share outstanding immediately prior to the stock subdivision was subdivided into a number of Roivant Common Shares equal to the Roivant Exchange Ratio. A holder's total basis in its Roivant Common Shares remains the same in total, but its basis per Roivant Common share would be divided by the Roivant Exchange Ratio.

- Exchange 2 – A shareholder of one MAACU should allocate their original basis to one MAAC Class A Share and 0.5 MAAC Warrant composing each MAACU. Exchange 2 is not a taxable event for U.S. federal income tax purposes.

- Exchanges 3, 4 and 5: The tax basis in Roivant Common Share and Roivant Warrant in the hands of a U.S. taxpayer should generally equal to the fair market values of such stock and warrants received as of the Closing Date. Although U.S. federal income tax rules do not specify how to determine fair market value, one possible approach is to utilize the Nasdaq closing price on October 1, 2021, the first trading day after the Closing Date, for Roivant Common Share and Roivant Warrant as an indication of their respective fair market value. Using this approach, the fair market values of each Roivant Common Share received in Exchange 3 or 4 was $ 9.35 and the fair market value of each Roivant Warrant received in Exchange 5 was $1.05. Other approaches to determine fair market value may also be possible and a U.S. taxpayer holding MAAC Class A Shares, MAAC Class B Shares and MAAC Warrants should consult with competent tax counsel regarding the appropriate method for determining fair market value.

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

- Exchange 1: Sections 305(a), 307(d), 358(b), 368(a)(1)(E), 1031(d), and/or 1036(a)
- of the Code
- Exchange 2: N/A
- Exchanges 3, 4, and 5: Sections 1001(a), (b) and (c) and 1012 of the Code

Line 18 – *Can any resulting loss be recognized?*

- Exchange 1: Holders of Roivant Common Shares generally will not recognize any loss upon receipt of Roivant Common Shares pursuant to the stock subdivision. However, a holder of Roivant Common Shares who received cash in lieu of a fractional share of Roivant Common Share in the stock subdivision will be treated as having received such fractional shares in the subdivision and then having received cash in redemption of such fractional shares, and may recognize a taxable loss as a result of such redemption.
- Exchange 2: N/A
- Exchanges 3, 4, and 5: In the case that the Merger does not qualify for the tax-deferred treatment under Section 368 or any other provisions of the Code, the holders of MAAC Class A Shares, MAAC Class B Shares and MAAC Warrants may recognize a loss as a result of the Merger. Holders are urged to consult with competent tax counsel with respect to the tax consequences of Merger as applicable to their particular circumstances.

Line 19 - *Provide any other information necessary to implement the adjustment, such as the reportable tax year*

The Business Combination were consummated on September 30, 2021. Consequently, the reportable year for relevant securityholders for reporting the tax effect of the Business Combination is the taxable year that include September 30, 2021.