Form **8937**

(December 2017)

Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Part I Reporting Is	ssuer				
1 Issuer's name				2 Issuer's employer identification number (EIN)	
Tourmaline Bio, Inc.				83-2377352	
3 Name of contact for add	itional information	4 Telephone	No. of contact	5 Email address of contact	
		,			
Ryan Robinson			484-868-3711	rrobinson@tourmalinebio.com	
6 Number and street (or P.	O. box if mail is not	7 City, town, or post office, state, and ZIP code of contact			
27 West 24th Street, Suite 7	/02			New York, NY 10010	
8 Date of action		9 Class	ification and description		
October 19, 2023		Reorgani			
10 CUSIP number	11 Serial number(s	s)	12 Ticker symbol	13 Account number(s)	
87410C104 (Pre-Merger) 89157D105 (Post-Merger)	N/A		TALS (Pre-Merger) TRML (Post-Merger)	N/A	
Part II Organizatio		h additional	statements if needed. Se	ee back of form for additional questions.	
14 Describe the organizat	ional action and, if a	pplicable, the	date of the action or the da	te against which shareholders' ownership is measured for	
the action ► See atta	ched.				
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	71			The state of the s	
			on on the basis of the secur	rity in the hands of a U.S. taxpayer as an adjustment per	
share or as a percentage	ge of old basis F Se	e attached.			
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		asis and the	data that supports the calcul	lation, such as the market values of securities and the	
valuation dates ► <u>See</u>	attached.				
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Pai	rt II	C	Organizational Action (continued)				
17	List	t the a	applicable Internal Revenue Code section(s) and subsection(s) upon which the tax	treatment is b	ased ▶	See attach	ed.
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18	Ca	n any	resulting loss be recognized? ► See attached.				
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19	Pro	ovide :	any other information necessary to implement the adjustment, such as the reporta	ble tax year ▶	See a	ttached.	<u></u>
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	\neg	Under	r penalties of perjury, I declare that I have examined this return, including accompanying sch	edules and stat	tements	, and to the best	of my knowledge and
	- 1	belief,	, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all info	ormation of whi	ch prepa	arer has any knov	vledge.
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nei	٦	Signa	ature >	_ Date ►		2 220 000 000	T 3
		Print y	your name ► Ryan Robinson	Title ►	Inte	erim CFO	and Treasure
Pai	d		Print/Type preparer's name Preparer's signature	Date //	23	Check [] if	PTIN
Pre	pa	161	ANN EDATTEL Firm's name ► DELOITTE TAX LLP	12/1	145	self-employed Firm's EIN ▶	P01377838 86-1065772
Us	e O	nly	Firm's name ► DELOITTE TAX LLP Firm's address ► 110 MORRIS STREET, MORRISTOWN, NJ 07960			Phone no.	973-602-6000
Sen	d Fo	rm 89	337 (including accompanying statements) to: Department of the Treasury, Internal F	Revenue Servi	ce, Og		

Talaris Therapeutics, Inc.

Attachment to FORM 8937 Date of Organizational Action – October 19, 2023 REPORT OF ORGANIZATIONAL ACTIONS AFFFECTING BASIS OF SECURITIES

FORM 8937 - Part II – 14:

On October 19, 2023, Tourmaline Bio, Inc. ("Tourmaline"), merged with a subsidiary of Talaris Therapeutics, Inc. ("Talaris"), with Tourmaline continuing its existence as the surviving corporation and as a wholly owned subsidiary of Talaris. In the merger, Tourmaline stockholders had a right to 0.07977 shares of Talaris common stock per share of Tourmaline stock. No fractional shares of Talaris common stock were issuable to Tourmaline stockholders pursuant to the merger.

FORM 8937 - Part II – 15:

Talaris intends for the merger to be treated for federal income tax purposes as a tax-deferred reorganization under Section 368(a) of the Internal Revenue Code (the "Intended Tax Treatment"). Accordingly, and assuming the merger qualifies for the Intended Tax Treatment, a Tourmaline stockholder's basis in each Talaris share received in the exchange will be equal to the basis in the 12.536 shares of Tourmaline stock surrendered in exchange for that share. The aggregate tax basis in the shares of Talaris common stock that were received in the merger will equal the aggregate adjusted tax basis in the Tourmaline stock a Tourmaline stockholder surrendered in the merger. The basis in the surrendered Tourmaline shares must be allocated in a manner that reflects, to the greatest extent possible, that shares of Talaris common stock received are received in exchange for shares of Tourmaline stock that were acquired on the same date and at the same price. To the extent it is not possible to allocate in this manner, the basis of the Tourmaline shares surrendered must be allocated to the shares of Talaris common stock received in a manner that minimizes the disparity in the holding periods of the surrendered Tourmaline shares whose basis is allocated to any particular share received. This could result in a particular share having a split basis and a split holding period. Each shareholder should consult with such shareholder's tax advisor with respect to the computation of gain or loss and basis in this transaction based on such shareholder's specific facts.

FORM 8937 - Part II - 16:

Assuming the merger qualifies for the Intended Tax Treatment, the basis in each Talaris share received will be equal to the basis in the Tourmaline shares exchanged for that share. See the discussion in 15 above for further description of the specific allocation of basis when certain shares have a different basis per share and/or holding period.

FORM 8937 - Part II – 17: Sections 368(a)(2)(e) Section 354(a) Sections 358(a) and (b)

FORM 8937 - Part II - 18:

Assuming that the merger qualifies for the Intended Tax Treatment, Tourmaline shareholders are not expected to recognize any gain or loss for U.S. federal income tax purposes by reason of the reorganization.

FORM 8937 - Part II – 19:

The reportable tax year for reporting the merger is the taxable year that includes October 19, 2023 (e.g. 2023 for calendar-year taxpayers).