See separate instructions.

Part I Reporting Issuer

1	Issuer's name				2 Issuer's employer identification number (EIN)					
	sma Therapeutics, Inc		26-2025616							
3	Name of contact for add	ditional information	4 Telephor	ne No. of contact	5 Email address of contact					
Inve	stor Relations			(267) 491-6422	investors@carismatx.com					
6	Number and street (or F	P.O. box if mail is not	delivered to	street address) of contact	7 City, town, or post office, state, and ZIP code of contact					
3675	5 Market Street, Suite 2	200			Philadelphia, PA 19104					
	Date of action	.00	9 Class	sification and description						
-										
Mare	ch 7, 2023		Commo	n Stock - Reverse Stock S	Solit					
_	CUSIP number			12 Ticker symbol	13 Account number(s)					
				-						
	14216R 101			CARM (formerly SESN)						
Pa	rt II Organizatio	onal Action Attac	h additiona		See back of form for additional questions.					
14	Describe the organiza	tional action and, if a	oplicable, the	e date of the action or the o	date against which shareholders' ownership is measured for					
	the action ► See atta	ached statement								
15	urity in the hands of a U.S. taxpayer as an adjustment per									
16	Describe the calculation valuation dates ► See			data that supports the calc	culation, such as the market values of securities and the					

Pa	rt II	Ċ	Drganizat	tional A	Action	(continu	ied)																- ugo -
17			applicable Ir					s) and	subsec	ction(s)) upon	whick	h the t	ax tre	eatmen	t is b	based	•	See att	ach	ed sta	itemei	nt
18	Car	n anv	resulting lo	es ha rac	ognizec	2 ► Soc	a atta	chod	statom	ont													
	Oui	гапу	resulting lo		ognized	<u> </u>		icheu :	Statem														
19	Pro	vide a	any other in	formation	n necess	sary to im	plem	ient the	e adjus	stment	, such	as the	e repo	rtable	e tax ye	ear 🕨	See	attac	ched sta	tem	ent		
			penalties of it is true, cor																			nowled	dge and
Sig				A													.(\int_{Ω}	1				
Her	e :	Signat	ure ►	$\underline{\mathscr{R}}$	<u> </u>	\bigcirc									Date Þ		4/2	([2	22				
		Print v	our name Þ	pul	rad	Mor	ts								Title 🕨	С	'£n						
Pai		í	Print/Type p	reparer's r	<u> </u>			Prepare	er's sigr	nature					Date			Cr	neck	if	PTIN		
Pre	epar		Einer I															-	If-employ				
Use O		עיייי	Firm's name Firm's addre																m's EIN I ione no.	•			

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

Carisma Therapeutics, Inc. (f/k/a Sesen Bio, Inc.) EIN: 26-2025616 Attachment to Form 8937 – Part II

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 March 7, 2023, pursuant to the Agreement and Plan of Merger and Reorganization (the "Merger Agreement") dated as of September 20, 2022, by and among CARISMA Therapeutics Inc., a Delaware corporation ("Carisma"), Sesen Bio, Inc., a Delaware corporation ("Sesen Bio"), and Seahawk Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Sesen Bio ("Merger Sub"), as amended, Merger Sub merged with and into Carisma, with Carisma surviving as a wholly-owned subsidiary of Sesen Bio. In connection with the completion of the Merger, Sesen Bio was renamed "Carisma Therapeutics Inc." However, for purposes of the descriptions in this Form 8937, we continue to refer to Sesen Bio.

Immediately prior to the merger, Sesen Bio underwent a 20:1 reverse stock split (the "Reverse Stock Split"). Sesen Bio did not issue fractional shares in connection with the Reverse Stock Split. Shareholders who were otherwise entitled to a fractional share were instead entitled to receive a cash payment in lieu thereof.

It is intended that the Reverse Stock Split constitute a "recapitalization" within the meaning of Section 368(a)(1)(E) of the Internal Revenue Code and the descriptions in this form assume that the Reverse Stock Split so qualifies.

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:

A shareholder's aggregate tax basis in the new shares immediately after the Reverse Stock Split will equal the shareholder's aggregate tax basis in the shares held immediately prior to the Reverse Stock Split, reduced by the amount of the shareholder's adjusted tax basis allocated to any fractional shares.

Shareholders that have acquired different blocks of shares of common stock at different times or at different prices should consult their own tax advisors regarding the allocation of the tax basis of such shares.

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:

See response to Line 15 above.

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

Sections 354, 358 and 368(a)(1)(E) of the Internal Revenue Code.

Line 18: Can any resulting loss be recognized?

Shareholders generally should not recognize gain or loss upon the Reverse Stock Split, other than in connection with cash received in lieu of a fractional share to the extent that the tax basis allocable to such fractional share exceeds the amount of cash received for such fractional share.

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

The reportable tax year is the tax year that includes March 7, 2023. For calendar year taxpayers, the reportable tax year is 2023.