

Part II Organizational Action (continued)

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

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.

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

DocuSigned by:
Signature ▶ Pierre Lorenzo Date ▶ 7/14/2021
2E0A36674C5E46F...
Print your name ▶ Pierre Lorenzo Title ▶ Corporate Controller

Paid Preparer Use Only

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.	

TempestTx, Inc. (formerly Tempest Therapeutics, Inc.)
EIN: 45-3017521
Attachment to Form 8937

Form 8937, Part I, Box 9:

Tempest Therapeutics, Inc. common stock
Tempest Therapeutics, Inc. preferred stock

Form 8937, Part II, Box 14:

On June 25, 2021, pursuant to the Agreement and Plan of Merger, dated as of March 29, 2021, by and among Millendo Therapeutics, Inc. (“Millendo”), Tempest Therapeutics, Inc. (“Tempest”), and Mars Merger Corp. (“Merger Sub”), a direct, wholly owned subsidiary of Millendo (such agreement, the “Merger Agreement”), Merger Sub merged with and into Tempest, with Tempest surviving (the “Merger” and the effective time of the Merger, the “Effective Time”). Subsequent to the Merger, Tempest changed its name to TempestTx, Inc. and Millendo changed its name to Tempest Therapeutics, Inc.

Immediately prior to the Effective Time, each share of Tempest’s preferred stock, par value \$0.001 per share (“Tempest Preferred Stock”) converted into shares of Tempest’s common stock, par value \$0.001 per share (“Tempest Common Stock”), and at the Effective Time each share of Tempest Common Stock converted into the right to receive a number of shares of Millendo common stock, par value \$0.001 per share (“Millendo Common Stock”) equal to the exchange ratio as described in the Form S-4 for Millendo as filed with the Securities and Exchange Commission on May 10, 2021, in the section titled “The Merger Agreement—Exchange Ratio” (available at <https://www.sec.gov/Archives/edgar/data/0001544227/000119312521156414/d150774ds4a.htm>) (the “Form S-4”). No fractional shares of Millendo Common Stock were issued in the Merger, and holders of Tempest Common Stock received cash in lieu of any fractional shares of Millendo Common Stock.

The Merger is intended to qualify as a reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”).

Form 8937, Part II, Box 15:

The following description assumes that the Merger constitutes a reorganization under Section 368 of the Code.

A holder of Tempest Preferred Stock generally will have a tax basis in the Tempest Common Stock received upon conversion of such preferred stock into common stock equal to the aggregate tax basis in the Tempest Preferred Stock exchanged therefor.

As a result of the Merger, a shareholder of Tempest Common Stock generally will have an aggregate tax basis in the Millendo Common Stock such holder receives in the Merger (including any fractional shares deemed received and redeemed for cash as described in the response to Box

18 below) equal to the holder's aggregate adjusted tax basis in the Tempest Common Stock exchanged therefor. If a shareholder acquired different blocks of Tempest stock at different prices, the tax basis of each block of Millendo Common Stock received by such holder in the Merger will be determined on a block-by-block basis depending upon the tax basis of the blocks of Tempest stock exchanged therefor.

Form 8937, Part II, Box 16:

See response to Box 15, above.

Form 8937, Part II, Box 18:

No. A shareholder may not recognize a loss, except with respect to cash received in lieu of a fractional share. A shareholder that receives cash in lieu of a fractional share of Millendo Common Stock will generally be treated as having received such fractional share and then as having received such cash in redemption of the fractional share. Gain or loss will generally be recognized based on the difference between the amount of cash received in lieu of the fractional share of Millendo Common Stock and the portion of the shareholder's aggregate adjusted tax basis in the shares of Tempest stock exchanged therefor which is allocable to the fractional share.

Form 8937, Part II, Box 19:

The Merger was consummated on June 25, 2021. Consequently, the reportable year for holders of Tempest stock for reporting the tax effect of the Merger is the taxable year that includes June 25, 2021 (e.g. 2021 for calendar-year taxpayers).