

Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Roivant Sciences Ltd.		2 Issuer's employer identification number (EIN) 98-1173944	
3 Name of contact for additional information Investor Relations	4 Telephone No. of contact (919) 462-1309	5 Email address of contact ir@roivant.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 7th Floor, 50 Broadway, London SW1H 0DB, United Kingdom		7 City, town, or post office, state, and ZIP code of contact	
8 Date of action September 1, 2023	9 Classification and description See Attachment		
10 CUSIP number See Attachment	11 Serial number(s)	12 Ticker symbol ROIV, ROIW	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

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 ▶
SEE ATTACHMENT

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 ▶
SEE ATTACHMENT

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 ATTACHMENT

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

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 ▶ 9/15/2023

Print your name ▶ Matt Maisak Title ▶ Authorized Signatory

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.	

Roivant Sciences Ltd. (EIN: 98-1173944)

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. Holders 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, 10 – Classification and description, CUSIP Number

- Common shares of Roivant Sciences Ltd. (ROIV) (CUSIP G76279101)
- Public Roivant Sciences Ltd. Warrants (ROIVW) (CUSIP G76279119)
- Private Roivant Sciences Ltd. Warrants (CUSIP G76279127)

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 August 2, 2023, Roivant Sciences Ltd. (the "Company") disseminated a notice of redemption (the "Notice of Redemption") indicating that the Company would redeem, at 5:00 p.m. New York City Time on September 1, 2023 (the "Redemption Date"), all of the Company's outstanding public warrants (the "Public Warrants") and private warrants (together with the Public Warrants, the "Warrants") to purchase the Company's common shares, par value \$0.000000341740141 per share (the "Common Shares"), issued under the Warrant Agreement, dated October 6, 2020, by and between the Montes Archimedes Acquisition Corp. ("MAAC") and Continental Stock Transfer & Trust Company, as predecessor warrant agent, as modified by the Warrant Assumption Agreement, dated September 30, 2021, by and among MAAC, the Company and Equiniti Trust Company, LLC (formerly American Stock Transfer & Trust Company, LLC) as successor warrant agent, for a redemption price of \$0.10 per Warrant (the "Redemption Price").

Until 5:00 p.m. New York City Time on the Redemption Date, Warrant holders could exercise their Warrants to purchase Common Shares at a cash price of \$11.50 per Warrant exercised or, alternatively, exercise Warrants on a "cashless basis" and receive approximately 0.2495 Common Shares per Warrant exercised without payment of the cash exercise price. In either case, the number of Common Shares the Warrant holder were entitled to receive on exercise was rounded down to the nearest whole number of Common Shares.

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

The quantitative effect of a cashless exercise of Warrants on the tax basis of relevant securities in the hands of a U.S. taxpayer depends on the proper tax characterization of a cashless exercise of a Warrant, which is unclear under current law. A cashless exercise could be a nonrecognition event, either because the exercise is not a realization event or because the exercise is treated as a recapitalization for U.S. federal income tax purposes. In either case, a Warrant holder would not recognize any gain or loss, and a Warrant holder's basis in the Common Shares received generally would equal its basis in the Warrants exercised therefor.

It is also possible that a cashless exercise could be treated, in part, as a taxable exchange in which gain or loss would be recognized. In such event, a Warrant holder could be deemed to have surrendered a number of Warrants with an aggregate fair market value equal to the exercise price for the total number of Warrants deemed exercised. In that case, the Warrant holder generally would recognize capital gain or loss in an amount equal to the difference between the total exercise price for the total number of Warrants to be exercised and the Warrant holder's adjusted tax basis in the Warrants deemed surrendered, and the Warrant holder's tax basis in the Common Shares received would equal the sum of the Warrant holder's tax basis in the Warrants exercised and the exercise price of such Warrants.

Due to the lack of clarity under current law regarding the treatment of a cashless exercise of a Warrant, there can be no assurance as to which, if any, of the alternative tax consequences described above would be adopted by the IRS or a court of law. Accordingly, Warrant holders should consult their tax advisors regarding the tax consequences of a cashless exercise of a Warrant.

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 Line 15.

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

Sections 354, 358, 368, 1001, 1012 and 1032 of the Internal Revenue Code of 1986, as amended.

Line 18 – Can any resulting loss be recognized?

See Line 15.

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

The reportable year for an exercising Warrant holder is the taxable year that includes the settlement of that holder's exercise.