



**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 351(a), 354 356, 358, 368(a), 1001, 1202, and 1221.

**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 ▶ Ben Hohl Date ▶ 4/7/2023  
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Print your name ▶ BEN HOHL Title ▶ CHIEF FINANCIAL OFFICER

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
<u>JULIE M. WEST</u>	<u>JWest</u>	<u>4-7-23</u>		<u>P01429959</u>
Firm's name ▶ <u>BPM LLP</u>	Firm's EIN ▶ <u>81-4234542</u>		Phone no. <u>650-855-6800</u>	
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## ENLIVEN INC. (FKA ENLIVEN THERAPEUTICS, INC.)

Merger (Exchange of Old Shares for New Shares and cash-in-lieu of fractional New Shares)

Attachment to Form 8937

**Disclaimer: The information in Form 8937 and this attachment does not constitute tax advice and does not purport to consider the specific circumstances that may apply to particular categories of Enliven Inc. (FKA Enliven Therapeutics, Inc.) (“Enliven”) stockholders. Each Enliven stockholder is urged to consult his, her or its own tax advisor regarding the consequences of the transactions described herein, including the impact on tax basis resulting therefrom.**

### Part II

#### **Line 14**

On February 23, 2023, Enliven Inc. (FKA Enliven Therapeutics, Inc.) (“Former Enliven” or “Enliven”) completed its business combination with Enliven Therapeutics, Inc. (FKA Imara Inc.) (the “Company” or “Former Imara” or “Imara”) in accordance with the terms of the Agreement and Plan of Merger (the “**Merger Agreement**”), dated as of October 13, 2022, with Former Enliven surviving as a wholly owned subsidiary of the Company. Effective at 5:01 p.m. Eastern Time, the Company completed the Merger and effective at 5:02 p.m. Eastern Time, the Company changed its name to “Enliven Therapeutics, Inc.” (the “**Name Change**”).

Under the terms of the Merger Agreement, immediately prior to the effective time of the Merger, each share of Former Enliven’s preferred stock was converted into a share of Former Enliven’s common stock. At the effective time of the Merger, the Company issued shares of its common stock to Former Enliven stockholders, based on an exchange ratio of approximately 0.295105222522 shares of Company common stock for each share of Former Enliven capital stock, including those shares of Former Enliven common stock issued upon conversion of Former Enliven’s preferred stock and those shares of Former Enliven common stock issued in the Former Enliven pre-closing financing transaction which closed on February 23, 2023, prior to the closing of the Merger (the “**Former Enliven pre-closing financing**”), (but excluding shares to be canceled pursuant to the Merger Agreement and excluding dissenting shares). To the extent that the exchange would have resulted in the issuance of a fractional share of common stock, a cash payment equal to the market value equivalent of the fractional share was paid in cash in lieu of issuing a fractional share of common stock.

In connection with the Merger, each stock option granted under Former Enliven’s 2019 Equity Incentive Plan (the “**Former Enliven 2019 Plan**”), that was outstanding immediately prior to the effective time of the Merger was assumed by the Company and became an option to acquire, on the same terms and conditions as were applicable to such Former Enliven stock option immediately prior to the effective time of the Merger, a number of shares of Company common stock equal to the number of shares of Former Enliven common stock subject to the unexercised portion of the Former Enliven stock option immediately prior to the effective time of the Merger, multiplied by the exchange ratio (rounded down to the nearest whole share number), with an exercise price per share for the options equal to the exercise price per share of such Former Enliven stock option immediately prior to the effective time of the Merger divided by the exchange ratio (rounded up to the nearest whole cent). Such assumed options continue to be governed by the terms and conditions of the Former Enliven 2019 Plan. Upon the closing of the Merger, the Company assumed the Former Enliven 2019 Plan.

#### **Lines 15 and 16**

Subject to the limitations and qualifications described in the section titled “*The Merger—Material U.S. Federal Income Tax Consequences of the Merger*” of the Company’s Form S-4/A filed with the Securities and Exchange Commission on January 6, 2023, which is available on the Company’s website under “*Investors*,” in the opinion of Wilmer Cutler Pickering Hale and Dorr LLP, or WilmerHale, and Wilson Sonsini Goodrich & Rosati, P.C., or Wilson Sonsini, the Merger will qualify as a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, or the Code, and/or a non-taxable exchange of shares of Enliven common stock for

shares of Imara common stock within the meaning of Section 351(a) of the Code, and an Enliven U.S. holder (as defined on page 205 of the filing) will not recognize gain or loss for U.S. federal income tax purposes upon the receipt of shares of Imara common stock in exchange for shares of Enliven common stock in the Merger, except with respect to cash received in lieu of a fractional share of Imara common stock. An Enliven U.S. holder will obtain an aggregate adjusted tax basis in the Imara common stock the holder receives in the Merger equal to the holder's adjusted tax basis in the Enliven common stock exchanged therefor, reduced by the basis allocable to any fractional share of Imara common stock for which cash is received. The holding period of the shares of Imara common stock received by an Enliven U.S. holder in the Merger will include the holding period of the shares of Enliven common stock surrendered in exchange therefor. Treasury Regulations provide detailed rules for allocating the tax basis and holding period of the shares of Enliven common stock surrendered to the shares of Imara common stock received. Enliven U.S. holders of shares of Enliven common stock acquired on different dates and at different prices should consult their tax advisors regarding the allocation of the tax basis and holding period of such shares.

An Enliven U.S. holder that receives cash in lieu of a fractional share of Imara common stock will be treated as having received such fractional share and then as having received such cash in redemption of the fractional share. An Enliven U.S. holder will recognize gain or loss equal to the difference between the amount of cash received in lieu of the fractional share of Imara common stock and the portion of the U.S. holder's aggregate adjusted tax basis in the shares of Enliven common stock allocable to the fractional share. Such gain or loss will generally be capital gain or loss and will be long-term capital gain or loss if the Enliven U.S. holder's holding period for the Enliven common stock surrendered in the Merger exceeds one year at the effective time of the Merger. Long-term capital gains of certain non-corporate holders of Enliven common stock, including individuals, are taxed at preferential rates. The deductibility of capital losses is subject to limitations.

For a more detailed discussion of the material U.S. federal income tax consequences of the Merger, see "*The Merger—Material U.S. Federal Income Tax Consequences of the Merger*" beginning on page 204 of the proxy statement/prospectus.

**Line 18**

Generally, no gain or loss will be recognized for tax purposes as a result of the exchange of shares of Enliven common stock for shares of Imara common stock. An Enliven shareholder who receives cash in lieu of a fractional share of Imara common stock will recognize gain or loss equal to the difference between the amount of cash received and the tax basis in the fractional share. The deductibility of capital losses is subject to limitations.

**Line 19**

The stock basis adjustments are considered in the tax year of the shareholder during which the Merger occurred (e.g., 2023 for calendar year taxpayers). Former shareholders of Enliven should consult their own tax advisors regarding their specific tax treatment of the Merger (including but not limited to the tax year of the shareholder during which the Merger occurred).