

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.

Blank lined area for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ See attachment.

Blank lined area for indicating if a resulting loss can be recognized.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment.

Blank lined area for providing other information necessary to implement the adjustment.

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 ▶ Beth A. Taylor Date ▶ November 5, 2021

Print your name ▶ Beth A. Taylor Title ▶ Chief Financial Officer, VP-Finance

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.	

Inotiv, Inc.
EIN: 35-1345024
Attachment to Form 8937
Part II

Please note that the information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders.

Box 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 November 5, 2021, pursuant to the Agreement and Plan of Merger, dated September 21, 2021, by and among Envigo RMS Holding Corp. ("Envigo"), Inotiv, Inc. ("Inotiv"), Dolphin MergerCo, Inc. ("Merger Sub") and Dolphin Merger Sub, LLC ("Merger Sub LLC") (the "Merger Agreement"), Merger Sub merged with and into Envigo with Envigo surviving (the "First Merger") and Envigo thereafter merged with and into Merger Sub LLC (a direct wholly-owned subsidiary of Inotiv that is disregarded as separate from Inotiv for U.S. federal income tax purposes) with Merger Sub LLC surviving (the "Second Merger," and the together with the First Merger, the "Merger").

In the Merger, after deduction of the Cash Preference Amount and the Stock Preference Amount (each as defined in the Merger Agreement) payable to a particular Envigo shareholder (the "Preference Shareholder"), each outstanding share of Envigo common stock was converted into the right to receive 400.371 shares of Inotiv common stock plus \$5,173.58 in cash. In addition, each Envigo shareholder other than the Preference Shareholder may be entitled to receive an additional cash payment in 2022 to the extent there are remaining funds in an escrow account and the shareholder representative's expense account that were each established at the closing of the Merger. If the number of Inotiv common shares an Envigo shareholder was otherwise entitled to receive included a fractional share of Inotiv common stock, such Envigo shareholder instead received cash in lieu of such fractional share based on a per share price of \$30.4319.

The Merger was intended to be treated as, and will be reported as, a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code"). No ruling from the Internal Revenue Service has been requested or is intended to be obtained, and no opinion of counsel has or will be obtained, as to the U.S. federal income tax consequences of the Merger.

Box 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

Assuming that the Merger constitutes a reorganization within the meaning of Section 368(a)(1)(A) of the Code, with respect to a holder of Envigo common stock that is a U.S. taxpayer (a "U.S. Holder"):

- Such U.S. Holder generally should recognize gain, if any, with respect to such holder's Envigo common stock equal to the lesser of (i) the amount of cash received (excluding any cash received in lieu of a fractional Inotiv common share) and (ii) the excess, if any, of (a) the sum of the amount of cash received (excluding any cash received in lieu of a fractional Inotiv common share) and the fair market value of the Inotiv common shares (including any fractional Inotiv common share converted to cash) over (b) the U.S. Holder's adjusted tax basis in the Envigo common stock surrendered in the exchange. No losses with respect to any shares of Envigo common stock may be recognized. For this purpose, any gain or loss must be calculated separately for each identifiable "block" of shares of Envigo common stock surrendered (i.e., shares with the same adjusted tax basis and holding period), and a loss realized on one block of shares may not be used to offset a gain realized on any other block of shares. Whether a portion of any gain recognized by a particular U.S. Holder will be treated as a dividend (as opposed to either short term or long term capital gain) will depend on whether Section 356(a)(2) applied to such U.S. Holder.
- Such U.S. Holder's initial tax basis in Inotiv common shares received in the Merger (including any fractional Inotiv common share that is converted into cash) in exchange for a block of Envigo common shares generally will equal such U.S. Holder's aggregate tax basis in such block of Envigo common stock, (i) decreased by the amount of cash merger consideration received with respect to such block (other than cash received in lieu of a fractional Inotiv common share), and (ii) increased by the amount of gain, if any, recognized pursuant to the Merger with respect to such block (excluding any gain resulting from cash received in lieu of a fractional Inotiv common share). Such U.S. Holder's holding period with respect to any Inotiv common shares received will include the holding period for the block of Envigo common stock exchanged therefor.
- If such U.S. Holder receives cash in lieu of a fractional Inotiv common share, such U.S. Holder will be treated as having received such fractional share, and then as having sold such fractional share for cash. Gain or loss would be recognized in an amount equal to the difference, if any, between the amount of cash received for the fractional share and such U.S. Holder's adjusted tax basis allocable to such fractional share.

Box 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

The fair market value for U.S. federal income tax purposes of each Inotiv common share was determined to be \$54.11 as of the effective time of the First Merger. This fair market value is based on an average of the highest and lowest quoted prices (\$53.21 and \$55.00, respectively) of an Inotiv common share on the NASDAQ Capital Market Exchange on November 5, 2021, the date of the Merger.

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

Sections 354, 356, 358, 368, 1001 and 1223 of the Code.

Box 18 - Can any resulting loss be recognized?

As described in the response to Box 15, if the Merger is respected as a “reorganization” within the meaning of Section 368(a)(1)(A) of the Code, a U.S. Holder of Envigo common stock may not recognize any loss upon receipt of Inotiv common stock in the Merger, except with respect to any cash received in lieu of a fractional share of Inotiv common stock. A U.S. Holder of Envigo common stock who receives cash in lieu of a fractional Inotiv common share in the Merger generally will be treated as having received such fractional share in the Merger and then as having received cash in redemption of such fractional share, and may recognize loss as a result of such redemption.

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

The Merger was effective on November 5, 2021. For an Envigo shareholder whose taxable year is the calendar year, the reportable tax year is 2021.