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

Report of Organizational Actions Affecting Basis of Securities

▶ **See separate instructions.**

OMB No. 1545-0123

Part I Reporting Issuer

1 Issuer's name Sensience, Inc.			**2 Issuer's employer identification number (EIN)** 88-1519335
3 Name of contact for additional information Becki Watson	**4** Telephone No. of contact 419-525-8300		**5** Email address of contact
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 570 Polaris Parkway, Suite 500			**7** City, town, or post office, state, and ZIP code of contact Westerville, OH 43082
8 Date of action June 2, 2026	**9** Classification and description Debt Refinancing - Significant Modification pursuant to Treas. Reg. sec. 1.1001-3(e)		
10 CUSIP number See Attachment	**11** Serial number(s) N/A	**12** Ticker symbol N/A	**13** Account number(s) N/A

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

Sign Here

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.

Signature ▶ Becki L. Watson Date ▶ 7/12/2026

Print your name ▶ Becki L. Watson Title ▶ V.P. Finance

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

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

Sensience, Inc.

Attachment to Form 8937, Report of Organizational Action Affecting Basis of Securities

The information in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties under the Internal Revenue Code of 1986, as amended (the "Code").

Holders of the Pari 1L Term Loan and Second Lien Term Loan and certain holders of the Second Out Term Loan (each as defined below) should consult their own tax advisors regarding the particular tax consequences of the Exchange (as defined below) to them, including the applicability and effect of all U.S. federal, state and local and non-U.S. tax laws.

Form 8937, Line 10

Debt Tranche	CUSIP
Pari 1L Term Loan	88906QAC6
Second Lien Term Loan	88906QAE2
Second Out Term Loan	81725XAD3
Third Out Term Loan	81725XAE1

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 June 2, 2026 (the "Exchange Date"), Sensience, Inc. ("Sensience") exchanged $38,050,000 of outstanding principal amount of the pari first lien term loan due May 31, 2029 ("Pari 1L Term Loan") and $70,000,000 of outstanding principal amount of the second lien term loan due May 31, 2030 ("Second Lien Term Loan") for $108,050,000 of a new second out term loan due November 29, 2030 ("Second Out Term Loan") with an aggregate principal amount of $455,450,000.[1] On the Exchange Date, Sensience also exchanged $41,461,876 of outstanding principal amount of the Second Lien Term Loan for $41,461,876 of a new third out term loan due February 28, 2031 ("Third Out Term Loan"). Holders of the Pari 1L Term Loan and Second Lien Term Loan exchanged 100% of their Pari 1L Term Loan and Second Lien Term Loan holdings for new Second Out Term Loan holdings and new Third Out Term Loan holdings (the "Exchange").

Sensience has determined that the Exchange constitutes a "significant modification" of the Pari 1L Term Loan and Second Lien Term Loan within the meaning of Treasury Regulation § 1.1001-3(e), resulting in a deemed exchange of the Pari 1L Term Loan and Second Lien Term Loan for U.S. federal income tax purposes.

[1] The terms of the Pari 1L Term Loan are specified in the loan agreement dated January 30, 2024, as amended on April 26, 2024, July 29, 2024, November 4, 2024, and January 29, 2026. The terms of the Second Lien Term Loan are specified in the second lien credit agreement dated May 31, 2022, as amended on November 4, 2024, and January 29, 2026.

<u>Form 8937, Part II, Line 15</u>

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 Exchange

The exchange of the Pari 1L Term Loan and Second Lien Term Loan, pursuant to the Exchange, should qualify as a "recapitalization" (within the meaning of Section 368(a)(1)(E) of the Code) for U.S. federal income tax purposes if the Pari 1L Term Loan, Second Lien Term Loan, Second Out Term Loan, and Third Out Term Loan constitute "securities" of Sensience for U.S. federal income tax purposes. The term "security" is not defined in the Code or in the Treasury Regulations issued thereunder and, as applied to debt obligations, the meaning of the term "security" is unclear.

If the Exchange qualifies as a recapitalization for U.S. federal income tax purposes and the Second Out Term Loan constitutes a security, a holder's aggregate tax basis in the Second Out Term Loan received in the Exchange generally would equal such holder's aggregate adjusted tax basis in its Pari 1L Term Loan and Second Lien Term Loan immediately prior to the Exchange, increased by any gain recognized in respect of any fee paid and decreased by the amount of fees paid, if applicable.

If the Exchange does not qualify as a recapitalization for U.S. federal income tax purposes, then the Exchange will be a fully taxable transaction for U.S. federal income tax purposes. In that case, a holder's aggregate tax basis in the Second Out Term Loan received in the Exchange generally would equal the issue price of the Second Out Term Loan, as described in Line 16, below.

If the Exchange qualifies as a recapitalization for U.S. federal income tax purposes and the Third Out Term Loan constitutes a security, a holder's aggregate tax basis in the Third Out Term Loan received in the Exchange generally would equal such holder's aggregate adjusted tax basis in its Second Lien Term Loan immediately prior to the Exchange, increased by any gain recognized in respect of any fee paid and decreased by the amount of fees paid, if applicable.

If the Exchange does not qualify as a recapitalization for U.S. federal income tax purposes, then the Exchange will be a fully taxable transaction for U.S. federal income tax purposes. In that case, a holder's aggregate tax basis in the Third Out Term Loan received in the Exchange generally would equal the issue price of the Third Out Term Loan, as described in Line 16, below.

Holders of the Pari 1L Term Loan and Second Lien Term Loan should consult their own tax advisors regarding the possible classification of the Pari 1L Term Loan, Second Lien Term Loan, Second Out Term Loan, and Third Out Term Loan as securities and the tax consequences of the Exchange to them.

<u>Form 8937, Part II, Line 16</u>

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.

A holder's basis in the Second Out Term Loan and Third Out Term Loan issued as a result of the Exchange described in Line 14 above is calculated in the manner described above in Line 15.

Sensience has determined that, as of the Exchange Date, the Second Out Term Loan issued as a result of the Exchange described in Line 14 above has an issue price determined under section 1274 pursuant to Treasury Regulation § 1.1273-2(d)(1).

Sensience has also determined that, as of the Exchange Date, the Third Out Term Loan issued as a result of the Exchange described in Line 14 above has an issue price determined under section 1274 pursuant to Treasury Regulation § 1.1273-2(d)(1).

Accordingly, Sensience has determined that the issue price of the Second Out Term Loan and Third Out Term Loan is as follows:

Debt Tranche	**Issue Price (% of par)**
Second Out Term Loan	100%
Third Out Term Loan	100%

Holders of the Pari 1L Term Loan, Second Lien Term Loan, Second Out Term Loan, and Third Out Term Loan should consult their own tax advisors to determine the tax consequences of the Exchange to them.

<u>Form 8937, Part II, Line 17</u>

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

Sections 354, 356, 358, 368, 1001, 1012, 1273, and 1274 of the Code.

<u>Form 8937, Part II, Line 18</u>

Can any resulting loss be recognized?

If the Exchange qualifies as a recapitalization (within the meaning of Section 368(a)(1)(E) of the Code) for U.S. federal income tax purposes, no loss would be recognized for U.S. federal income tax purposes.

If the Exchange does not qualify as a recapitalization for U.S. federal income tax purposes, the Exchange may result in a loss.

Holders of the Pari 1L Term Loan, Second Lien Term Loan, Second Out Term Loan, and Third Out Term Loan should consult their own tax advisors to determine the tax consequences of the Exchange to them.

<u>Form 8937, Part II, Line 19</u>

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

The Exchange was effective on the Exchange Date of June 2, 2026. For a holder whose taxable year is the calendar year, the reportable tax year is 2026.