

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
Zavante Therapeutics, Inc.		46-3130312	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
David Garrett	610-816-6657	david.garrett@nabriva.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and ZIP code of contact	
11750 Sorrento Valley Road, Suite 250		San Diego, CA 92121	
<b>8</b> Date of action		<b>9</b> Classification and description	
July 24, 2018		Common Stock and Series A Preferred Stock	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> 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 ▶ On July 24, 2018, Zavante Therapeutics, Inc. ("Zavante") was acquired by Nabriva Therapeutics plc ("Nabriva") through the merger of a newly formed, wholly owned subsidiary of Nabriva ("Merger Sub I") with and into Zavante with Zavante surviving such merger and becoming a wholly owned subsidiary of Nabriva, followed by a merger of Zavante with and into another newly formed, wholly owned subsidiary of Nabriva ("Merger Sub II"), with Merger Sub II surviving the merger as a wholly owned subsidiary of Nabriva. The mergers, taken together, are intended to qualify as a reorganization under Section 368(a) of the Internal Revenue Code.

Former Zavante shareholders received Nabriva ordinary shares and/or the right to receive certain contingent milestone payments in exchange for shares of Zavante stock. Milestone payments may be payable in cash or Nabriva ordinary shares pursuant to the terms of the merger agreement.

**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 ▶ A shareholder's aggregate tax basis in the Nabriva ordinary shares received generally will equal the shareholder's tax basis in the Zavante stock surrendered in exchange therefor, decreased by the amount of cash received (except for any cash treated as imputed interest) and increased by the amount of any gain recognized by the shareholder.

**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 ▶ As described in Line 15, a shareholder's tax basis in the Nabriva ordinary shares depends in part on the amount of gain, if any, recognized as a result of the mergers. The amount of gain so recognized equals the lesser of (i) the amount of cash received in the exchange (other than cash treated as imputed interest) and (ii) the excess of the sum of the cash received in the exchange (including any cash milestone payments but excluding any cash treated as imputed interest) plus the fair market value of the Nabriva ordinary shares received in the exchange (excluding any shares treated as imputed interest) over the shareholder's adjusted tax basis in the Zavante stock surrendered in the exchange. The amount of the gain generally must be determined separately with respect to each block of Zavante stock owned by such shareholder.

The closing price of a Nabriva ordinary share on the closing date of the mergers was \$3.30.

**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, 356, 358 and 368 of the Internal Revenue Code**

18 Can any resulting loss be recognized? ▶ **A shareholder may not recognize any loss.**

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

**The reportable tax year is the year of the shareholder in which the mergers occurred (e.g., 2018 for calendar year taxpayers).**

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 ▶ 26 August 2018

Print your name ▶ GARY SENDER

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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	