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 Lanexa Holdings Inc. (fka Lannett Seller Holdco Inc.)	2 Issuer's employer identification number (EIN) 39-3427655

3 Name of contact for additional information Anthony Meehan	4 Telephone No. of contact 908-392-3096	5 Email address of contact Tmeehan@lanexabio.com

6 Number and street (or P.O. box if mail is not delivered to street address) of contact 340 East Maple Avenue, Suite 209	7 City, town, or post office, state, and ZIP code of contact Langhorne PA 19047

8 Date of action 7/8/2026	9 Classification and description Common Stock

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	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 Attachement

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 ▶ Todd Clegg Date ▶ 8/17/26

Print your name ▶ **Todd Clegg** Title ▶ **President**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Jim Passaro	Jim Passaro	8/17/26		
Firm's name ▶ **BDO USA P.C.**			Firm's EIN ▶ **13-5381590**	
Firm's address ▶ **1801 Market Street, Suite 1700**			Phone no. **212-564-1900**	

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

Lanexa Holdings Inc. (f/k/a Lannett Seller Holdco Inc.)

FEIN: 39-3427655

Attachment for Form 8937

Part II

Line 14

On June 24, 2026 Lannett MergeCo, Inc., a subsidiary of Lannett Seller Holdco Inc., merged with and into Lannett Company Inc. with Lannett Company Inc. becoming a wholly owned subsidiary of Lannett Seller Holdco Inc. Lannett Company Inc. then converted to a limited liability company treated as disregarded from Lannett Seller Holdco Inc. for U.S. federal income tax purposes. Lannett Seller Holdco Inc. also changed its name to Lanexa Holdings Inc. ("Company"). The transaction was intended to be qualify as a reorganization pursuant to section 368(a)(1)(F).

On July 30, 2025, the Company entered into a membership purchase agreement whereby the Company agreed to sell its membership interest in a disregarded limited liability company in exchange for cash (the "DRE Sale"). The DRE Sale, which was agreed to pursuant to the membership purchase agreement, was executed on June 29, 2026. The DRE Sale is expected to constitute a genuine contraction of the Company's business activities. Following the DRE Sale, and on July 8, 2026, the Company distributed the cash proceeds received pro-rata to its shareholders. No redemption of shares occurred as part of this distribution.

At the time of the distribution, the current and accumulated earnings and profits ("E&P") of the Company has not been determined. As of the Company's year end of June 30, 2026, the Company does not expect to have positive accumulated E&P.

Line 15

For a shareholder that is a corporation, to the extent the cash distributed exceeds the Company's current and accumulated E&P, the amount of cash distributed is anticipated to be treated as a return of capital to the recipient shareholders. A return of capital will be applied against the shareholders basis under Internal Revenue Code section 301(c)(2). To the extent that the cash received by a shareholder exceeds the shareholders' basis in the shares held, it will be treated as capital gain under Internal Revenue Code section 301(c)(3). The current and accumulated E&P for the year ending June 30, 2027 has not been determined. As of the Company's year end of June 30, 2026, the Company does not expect to have positive accumulated E&P.

For a non-corporate shareholder, the amount distributed is expected to be treated as a redemption under section 302(a) and section 302(b)(4) as the sale of the business is expected to constitute a genuine contraction of the business activities of the Company. As no actual redemption of shares occurred, the number of shares that will be considered to have been redeemed for purposes of determining gain or loss is determined in accordance with the principles set forth in Rev. Rul. 77-245 (i.e., computed based upon the fair market value of the stock of the distributing corporation before and after the distribution).

Line 16

For corporate shareholders, the cash distribution is characterized as a taxable dividend to the extent it comes out of the corporations E&P generated during the current year or accumulated from prior years. The part of the distribution that exceeds current and accumulated E&P is treated as a non-taxable return of capital which reduces the shareholders adjusted basis in the stock. If the distribution exceeds the stock basis, the excess is treated as capital gain.

For non-corporate shareholders, the distribution is treated as a redemption of a number of shares determined by calculating the fair market value of the stock of the distributing corporation before and after the distribution. The basis in the shares that the shareholder keeps after the transaction will be reduced by the amount of basis in the shares determined to be redeemed. The excess of the cash received by the shareholder over the basis in the shares determined to be redeemed is expected to be treated as capital gain.

Line 17

Section 301(a)

Section 301(c)(2)

Section 301(c)(3)

Section 302(b)(4)

Section 302(e)

Section 316(a)

Section 368(a)(1)(F)

Line 18

The non-corporate shareholders of the Company may be entitled to recognize a loss if their basis in the shares determined to be redeemed is in excess of the cash received.

The corporate shareholders of the Company would not be expected to recognize a loss.

Shareholders of the Company should consult with their respective tax advisors.

Line 19

The distributions were declared on July 8, 2026. As such, the reportable tax year for recipients that are calendar year taxpayers would be the tax year ending December 31, 2026.