

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name OptiNose, Inc.		2 Issuer's employer identification number (EIN) 42-1771610	
3 Name of contact for additional information Michael Marino	4 Telephone No. of contact (267) 364-3500	5 Email address of contact legal.agreements@optinose.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 777 Township Line Road, Suite 300		7 City, town, or post office, state, and ZIP code of contact Yardley, PA 19067	
8 Date of action December 30, 2024		9 Classification and description 1:15 reverse stock split	
10 CUSIP number 68404V100	11 Serial number(s)	12 Ticker symbol OPTN	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 ▶ On December 30, 2024, OptiNose, Inc. (the "Company") held a special meeting of stockholders at which the Company's stockholders approved an amendment to the Company's certificate of incorporation to effect a reverse split of the Company's common stock at a ratio within a range of one-for-ten (1-for-10) to a maximum of one-for-one hundred (1-for-100), as determined by the Company's Board of Directors (the "Board"), and with such reverse split to be effected at such time and date, if at all, as determined by the Board in its sole discretion. The Company's Board of Directors elected to effectuate a 1:15 reverse split on December 30, 2024. Per the reverse split proposal approved by the Company's stockholders, no fractional shares will be issued and any holder who would otherwise have been entitled to fractional shares will be paid an amount based on the closing price of the Company's common stock on the effective date of the reverse split (December 30, 2024).

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 ▶ The aggregate tax basis of the post-reverse stock split shares received will be equal to the aggregate tax basis of the pre-reverse stock split shares exchanged therefor (excluding any portion of the stockholder's basis allocated to fractional shares). A stockholder of the pre-reverse stock split shares who received cash in lieu of fractional shares will generally be treated as having exchanged a fractional share interest for cash in a redemption by us.

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 item 15 above. The per share basis is impacted and some stockholders will report a taxable transaction on the cash consideration on the redemption of fractional shares.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
The Reverse Stock Split is intended to constitute a reorganization within the meaning of Sections 354 and 358 of the Code.
The treatment of the fractional sale is governed by Code Section 356 and 1001 and promulgated regulations thereunder.

Blank lines for providing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ Except to the extent of cash received in lieu of fractional shares, stockholders should generally not recognize gain or loss as a result of the reverse stock split. In general, if a stockholder receives cash in lieu of fractional shares, the stockholder will recognize capital gain or loss based on the difference between the amount of cash received and the stockholder's adjusted tax basis in the fractional shares. Stockholders should consult their own tax advisor with respect to the tax consequences resulting from the reverse stock split.

Blank lines for providing information regarding the recognition of loss.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶
The reportable tax year in which the reverse stock split occurred is 2024.

Blank lines for providing other necessary information for 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 ▶ *Michael F. Marino* Date ▶ January 14, 2025

Print your name ▶ Michael F. Marino Title ▶ Chief Legal 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.