

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.](#)

Horizontal lines for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ [See attachment.](#)

Horizontal lines for providing information regarding loss recognition.

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

Horizontal lines for providing other necessary information.

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 ▶ R. Craig Bealmear
boxSIGN 1V7X876J-15673QR2 Date ▶ Feb 15, 2026

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|-------------------------------|---|----------------------|--|------|---|------|
| Paid Preparer Use Only | Print your name ▶ <u>Craig Bealmear</u> | Preparer's signature | Title ▶ <u>Chief Financial Officer</u> | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | Print/Type preparer's name | | | | Firm's EIN ▶ | |
| | Firm's name ▶ | | | | Phone no. | |

OKLO INC.
EIN: 86-2292473
Attachment to Form 8937

This information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code. No ruling from the Internal Revenue Service (the “IRS”) has been requested, or will be obtained, regarding the U.S. federal income tax consequences of the Merger described in this attachment. This attachment is not binding on the IRS, and the IRS and the U.S. Courts could disagree with one or more of the positions described below.

The above information does not constitute tax advice. It does not address the tax consequences that may apply to any particular shareholder, and each shareholder is urged to consult their own tax advisor regarding the U.S. federal, state and local or foreign tax consequences of the Merger. This issuer statement is provided solely to report organizational actions affecting basis of specified securities and does not address all U.S. federal income tax consequences of the Merger.

Part I. Reporting Issuer

Item 9. Classification and description

The securities subject to Form 8937 reporting include (i) shares of Atomic Alchemy Inc. (“AAI”) common stock that were converted in the Merger into the right to receive shares of of Oklo Inc. (“Oklo”) common stock and (ii) shares of Oklo common stock issued in the Merger in exchange for AAI common stock, in each case, in connection with the merger of Platypus Merger Sub, Inc. (“Merger Sub”) with and into AAI with AAI as the surviving company.

Part II. Organizational Action

Item 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.

Oklo acquired AAI pursuant to the terms of an Agreement and Plan of Merger, dated February 28, 2025, by and among Oklo, AAI, and Merger Sub, a wholly-owned subsidiary of Oklo. The transaction, structured as a reverse triangular merger, closed on February 28, 2025. On the closing date, Merger Sub merged with and into AAI, with AAI as the surviving company, and as a result, AAI became a wholly-owned subsidiary of Oklo (the “Merger”).

The organizational action involves the Merger of Merger Sub with and into AAI on February 28, 2025 (the “Effective Time”). Immediately prior to the Merger, certain AAI holders (“Qualifying Holders”) of Simple Agreement for Future Equity (“AAI SAFE”) converted their investment into shares of AAI common stock. As a result of the Merger, each share of AAI common stock issued and outstanding as of the effective time of the Merger was converted into and, thereafter, constitutes the right to receive 0.071125 shares of Oklo common stock (the “Exchange Ratio”), subject to the terms of the merger agreement and applicable rounding provisions. To the extent that the exchange of stock pursuant to the Merger would have resulted in the issuance of a fractional share of Oklo common

stock to an AAI shareholder, such fractional share was rounded down and no fractional shares and no cash in lieu of fractional shares were paid.. Holders of AAI SAFE that did not convert their investment into AAI common stock immediately prior to the Merger received the per share cash consideration value of \$1.54 per share of AAI common stock.

Item 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.

Oklo believes that its acquisition of AAI pursuant to the Merger qualifies as a reorganization within the meaning of Section 368(a)(2)(E) of the Internal Revenue Code of 1986, as amended (the “Code”). Pursuant to Section 358 of the Code, each shareholder will need to allocate its tax basis in the AAI common stock held immediately before the Merger to the shares of Oklo common stock received in the Merger. The shareholder’s aggregate tax basis in Oklo common stock received pursuant to the transaction will equal the aggregate tax basis in the original AAI common stock surrendered in the transaction, minus any cash received by such shareholder in the Merger, and plus any gain recognized by the shareholder in the Merger. A Qualifying Holder’s holding period in the shares of Oklo common stock received generally should include the holding period in the shares of AAI common stock surrendered.

The tax treatment to each AAI shareholder of the per share cash consideration received is determined pursuant to Code Section 1001(a). Consequently, those shareholders generally will recognize capital gain or loss with respect to the per share cash consideration payments they receive measured by the difference between the amount of cash received and the shareholder’s adjusted tax basis in the AAI common stock held immediately before the Merger, and such gain or loss will be long-term or short-term capital gain or loss if, as of the Effective Time of the Merger, the holding period of such shares was greater than one year. Since a shareholder receiving only cash consideration in the Merger did not receive Oklo common stock, such shareholder will not have tax basis in Oklo common stock as a result of the Merger.

If a shareholder of AAI common stock acquired different blocks of AAI common stock at different times or at different prices, any gain or loss will be determined separately with respect to each block of AAI common stock, and such shareholder’s basis and holding period in its Oklo common stock received in the Merger may be determined with reference to each identifiable block of AAI common stock surrendered in the Merger.

Item 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.

There is no direct guidance under U.S. federal income tax law as to the proper approach or method for determining the fair market value of Oklo common stock received in the Merger. In general, for U.S. federal income tax purposes, fair market value is the price at which property would change hands between a willing buyer and willing seller, neither being under any compulsion to buy or sell the property, and both having reasonable knowledge of the facts.

One possible approach to determine the fair market value of Oklo shares received in the Merger is to use the trading price of Oklo common stock on an established securities market on the relevant valuation date.

Another possible approach is to use the trailing 20-day volume weighted average trading price of Oklo's common stock price as of the Closing Date, which results in a per share value of \$21.652. This approach was used to calculate the number of Oklo common stock shares each AAI shareholder received in the Merger. Using this approach, the exchange ratio was determined by dividing the per share merger consideration value of \$1.54 by \$21.652, resulting in 0.071125 shares of Oklo common stock per share of AAI common stock.

Other approaches to determine the fair market value may also be possible. We suggest you to consult your tax advisor regarding the calculation of the change in basis due to the Merger.

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

Oklo believes that its acquisition of AAI pursuant to the Merger effected on February 28, 2025, qualifies as a reorganization within the meaning of Code Section 368(a)(2)(E). Consequently, the federal income tax consequences to the AAI shareholders are determined under Code Sections 354, 356, 368, 1001, 1221, 1223, and Treasury regulations promulgated thereunder.

Item 18. Can any resulting loss be recognized?

Except to the extent a shareholder of AAI common is not a Qualifying Holder and receives cash consideration, shareholders generally will not recognize loss with respect to the exchange of AAI common stock for shares of Oklo common stock in the Merger. In general, a shareholder who receives cash will recognize capital loss or gain based on the difference between the amount of cash received and the shareholder's adjusted tax basis in the shares exchanged. The deductibility of capital losses may be subject to limitations. Shareholders should consult their tax advisors with respect to potential tax consequences to them.

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

This transaction was consummated on February 28, 2025. Consequently, the reportable tax year of the AAI shareholders for reporting the tax effect of the Merger is the tax year that includes the February 28, 2025 date. The reportable year is the 2025 calendar year for those shareholders who report taxable income on the basis of a calendar year.