

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-428VJK6Z Date ▶ Feb 15, 2026

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

OKLO INC. (f/k/a AltC Acquisition Corp.)
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 Oklo Technologies, Inc., (formerly known as Oklo Inc.) (“Legacy Oklo”) common stock that were converted in the Merger into the right to receive shares of AltC Acquisition Corp. (“AltC”) common stock and (ii) shares of AltC common stock issued in the Merger in exchange for Legacy Oklo common stock, in each case, in connection with the merger of AltC Merger Sub, Inc. (“Merger Sub”) with and into Legacy Oklo with Legacy Oklo 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.

AltC acquired Legacy Oklo pursuant to the terms of an Agreement and Plan of Merger and Reorganization, dated July 11, 2023, by and among AltC, Legacy Oklo, and Merger Sub, a wholly-owned subsidiary of AltC. The transaction, structured as a reverse triangular merger, closed on May 9, 2024. On the closing date, Merger Sub merged with and into Legacy Oklo, with Legacy Oklo as the surviving company, and as a result, Legacy Oklo became a wholly-owned subsidiary of AltC (the “Merger”). In connection with the closing, AltC changed its name to “Oklo Inc.” (“PubCo”) (i.e., the post-combination public company) and Legacy Oklo changed its name to Oklo Technologies, Inc.

The organizational action involves the Merger of Merger Sub with and into Legacy Oklo on May 9, 2024 (the “Effective Time”). As a result of the Merger, each share of Legacy Oklo common stock issued and outstanding as of the Effective Time of the Merger (including common stock issued and outstanding after the conversion of preferred stock and Simple Agreement for Future Equity) was converted into and, thereafter, constitutes the right to receive a number of shares of PubCo Class A common stock (formerly AltC Class A common stock) equal to the Exchange Ratio (approximately 6.062 shares for each issued and outstanding share of Legacy Oklo common stock), plus the right to receive contingent earnout shares. To the extent that the exchange of stock pursuant to the Merger would have resulted in the issuance of a fractional share of PubCo Class A common stock to a Legacy Oklo shareholder, no fraction of a share was issued and the number of shares otherwise issuable was rounded up or down to the nearest whole share (with 0.5 of a share or greater rounded up), as provided in the Merger Agreement.

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.

PubCo believes that its acquisition of Legacy Oklo 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 Legacy Oklo common stock held immediately before the Merger to the shares of PubCo common stock received in the Merger (and any contingent right to receive earnout shares), taking into account the shareholder’s particular facts and circumstances.

The shareholder’s aggregate tax basis in PubCo common stock received pursuant to the transaction will equal the aggregate tax basis in the Legacy Oklo common stock surrendered in the transaction, reduced by any cash received, if any, in connection with the Merger, and plus any gain recognized by the shareholder in the Merger (including any gain treated as a dividend under Section 356(a)(2)).

A shareholder’s holding period in the shares of PubCo common stock received generally should include the holding period in the shares of Legacy Oklo common stock surrendered.

If a Legacy Oklo shareholder receives both PubCo common stock and cash in the Merger with respect to the same exchange of Legacy Oklo common stock, the cash generally would be treated as “other property or money” for U.S. federal income tax purposes. In that case, the receipt of cash generally would be taxable under Section 356, and the shareholder generally would recognize gain (but not loss), if any, in an amount not in excess of the amount of cash received, and such recognized gain may be treated as dividend income to the extent provided in Section 356(a)(2) (and otherwise generally as capital gain).

If a Legacy Oklo shareholder receives cash solely with respect to shares that constitute “dissenting shares” (“Dissenting Shares”) pursuant to an exercise of appraisal rights, the receipt of cash with respect to such Dissenting Shares generally would be treated as a taxable disposition of such shares under Section 1001(a).

If a shareholder of Legacy Oklo common stock acquired different blocks of Legacy Oklo common stock at different times or at different prices, such shareholder’s basis and holding period in its PubCo common stock received in the Merger generally are determined with reference to each identifiable block of Legacy Oklo 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 PubCo 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 PubCo shares received in the Merger is to use the trading price of PubCo common stock on an established securities market on the relevant valuation date.

Other approaches to determine the fair market value may also be possible. Shareholders should consult their 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.

PubCo believes that its acquisition of Legacy Oklo pursuant to the Merger Agreement dated July 11, 2023, and consummated on May 9, 2024, qualifies as a reorganization within the meaning of Section 368(a)(2)(E). Consequently, the federal income tax consequences to the Legacy Oklo shareholders are determined under Code Sections 354, 356, 358, 368, 1001, 1221, 1223, and Treasury regulations promulgated thereunder.

Item 18. Can any resulting loss be recognized?

In general, a shareholder should not recognize a loss on the exchange of Legacy Oklo common stock solely for PubCo common stock in the Merger. If a shareholder receives both PubCo common stock and cash in the Merger with respect to the same exchange of Legacy Oklo common stock, the shareholder generally would not recognize any loss and

generally would recognize gain, if any, in an amount not in excess of the amount of cash received, as described under Section 356, and such gain may be treated as dividend income to the extent provided in Section 356(a)(2).

If a shareholder receives cash solely with respect to Legacy Oklo shares pursuant to an exercise of appraisal rights, the receipt of cash with respect to such Dissenting Shares generally would be treated as a taxable disposition of such shares under Section 1001(a) and the shareholder generally would recognize gain or loss measured by the difference between the cash received and the shareholder's adjusted tax basis in the Dissenting Shares. 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 May 9, 2024. Consequently, the reportable tax year of the Legacy Oklo shareholders for reporting the tax effect of the Merger is the tax year that includes the May 9, 2024 date. The reportable year is the 2024 calendar year for those shareholders who report taxable income on the basis of a calendar year.