

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>Phio Pharmaceuticals Corp.</b>		2 Issuer's employer identification number (EIN) <b>45-3215903</b>	
3 Name of contact for additional information <b>Caitlin Kontulis</b>	4 Telephone No. of contact <b>508-929-3624</b>	5 Email address of contact <b>ckontulis@phiopharma.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>257 Simarano Drive, Suite 101</b>		7 City, town, or post office, state, and ZIP code of contact <b>Marlborough, Massachusetts 01752</b>	
8 Date of action <b>1/26/2023</b>		9 Classification and description <b>1-for-12 reverse stock split</b>	
10 CUSIP number <b>71880W303; 71880W402</b>	11 Serial number(s)	12 Ticker symbol <b>PHIO</b>	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 January 4, 2023, Phio Pharmaceuticals Corp. received approval from its shareholders to effect a reverse stock split with the ratio to be determined by the Board of Directors within a range of not less than 1-for-2 and not greater than 1-for-12. On January 17, 2023, the Company's Board of Directors approved a reverse stock split range of 1-for-12 of the Company's common stock effective on January 26, 2023 at 12:01am EST. Upon effectiveness, every twelve (12) shares of the Company's issued and outstanding common stock were automatically converted into one (1) share of common stock. No fractional shares were issued in the transaction. Shareholders who would otherwise receive a fractional share received a cash payment in lieu of such fractional share. The CUSIP number for the Company's common stock changed from 71880W303 to 71880W402.
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- 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 ▶ Upon effectiveness of the reverse stock split, every twelve (12) shares of the Company's issued and outstanding common stock was automatically converted into one (1) share of common stock. No fractional shares were issued in the transaction. Shareholders who would otherwise receive a fractional share received a cash payment in lieu of such fractional share. As a result of the reverse stock split, the Company's shareholders will be required to allocate the aggregate tax basis in their common stock held immediately prior to the reverse stock split among the shares of common stock immediately held subsequent to the reverse stock split including any fractional share interest for which cash was received. Shareholders should consult with their tax advisors to determine the tax impact of this transaction with respect to their individual facts and circumstances.
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- 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 ▶ Post-split (new) basis per share = pre-split (old) basis per share multiplied by twelve (12). While the basis "per share" is affected, the basis of the shareholder's total investment remains unchanged (except to the extent the shareholder receives cash in lieu of payments for a resulting fractional share). Shareholders who received cash in lieu of fractional shares will be treated as having received such fractional shares in the transaction, and then as having exchanged such fractional shares for cash. The amount of any gain or loss recognized as a result of such exchange will be equal to the difference between the ratable portion of the tax basis that is allocated to such fractional share and the cash received in lieu of such fractional share.

