

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.

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.
Signed by: Domenic Della Penna Date ▶ Apr 17, 2025
Signature ▶ Domenic Della Penna
Print your name ▶ Domenic Della Penna Title ▶ CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Kendall R. Fisher		4-16-2025		P01980923
	Firm's name ▶ Dorsey & Whitney LLP			Firm's EIN ▶	41-0223337
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Venus Concept Inc.

Attachment to Form 8937 – Part II

Report of Organizational Actions Affecting Basis of Securities (the Reverse Stock Split)

Consult your own tax advisor: The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “**Code**”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Reverse Stock Split (as defined below) on the tax basis of common shares of Venus Concept, Inc. (“**Venus Concept**” or the “**Company**”), a Delaware corporation, in the hands of holders of common shares of Venus Concept (“**Venus Concept Shares**”) who are U.S. taxpayers (“**U.S. Shareholders**”). This discussion does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Venus Concept does not provide tax advice to its shareholders. You should consult your own tax advisors regarding the particular consequences of the Reverse Stock Split to you, including the applicability and effect of all U.S. federal, state and local tax laws as well as non-U.S. tax laws.

For additional information on the Reverse Stock Split, please read the Form 8-K filed by Venus Concept with the Securities Exchange Commission dated as of March 4, 2025 (the “**Form 8-K**”), which is available at www.sec.gov.

Part II Item 14. (Description of organizational action)

On March 3, 2025, Venus Concept effected a reverse stock split whereby it consolidated every eleven (11) Venus Concept Shares into one (1) new Venus Concept Share (the “**Reverse Stock Split**”). No shareholder received a fractional Venus Concept Share pursuant to the Reverse Stock Split, as each fractional Venus Concept Share was rounded up to the nearest whole number. No cash was received by any shareholder in lieu of a fractional Venus Concept Share pursuant to the Reverse Stock Split.

U.S. Shareholders should review the Form 8-K and consult with their own tax advisors regarding the tax consequences of the Reverse Stock Split to them in light of their own particular circumstances.

Part II Item 15. (Description of the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer)

Venus Concept intends that the deemed exchange by U.S. Shareholders of their existing Venus Concept Shares for new Venus Concept Shares pursuant to the Reverse Stock Split be treated for U.S. federal income tax purposes as a tax-deferred exchange under Code Section 1036 and/or a tax-deferred recapitalization under Code Section 368(a)(1)(E), but Venus Concept provides no assurances in this regard. Provided the Reverse Stock Split qualifies as a tax-deferred exchange under Code Section 1036 and/or Code Section 368(a)(1)(E), a U.S. Shareholder should have the same tax basis and holding period in such shareholder's post-Reverse Stock Split Venus Concept Shares as such shareholder had in its pre-Reverse Stock Split Venus Concept Shares exchanged therefor pursuant to the Reverse Stock Split, as adjusted for any whole Venus Concept Shares received in lieu of a fractional Venus Concept Share. However, U.S. Shareholders will be required to allocate the aggregate tax basis of each block of their Venus Concept Shares held immediately prior to the Reverse Stock Split among the Venus Concept Shares held immediately after the Reverse Stock Split, as adjusted for any whole Venus Concept Share received in lieu of a fractional Venus Concept Share, such that the per-share tax basis in each post-Reverse Stock Split Venus Concept Share is equal to 1100% of the tax basis in a pre-Reverse Stock Split Venus Concept Share, as adjusted for any whole Venus Concept Share received in lieu of a fractional Venus Concept Share.

Notwithstanding the foregoing, the U.S. federal income tax consequences of the receipt of an additional fraction of a Venus Concept Share are not clear. A U.S. Shareholder who receives one whole Venus Concept Share in lieu of a fractional Venus Concept Share may nevertheless recognize income or gain in an amount not to exceed the excess of the fair market value of such Venus Concept Share over the fair market value of the fractional Venus Concept Share to which such U.S. Shareholder was otherwise entitled.

If a U.S. Shareholder held different blocks of Venus Concept Shares (i.e., Venus Concept Shares acquired at different times or different prices) at the time of the Reverse Stock Split, such holder should consult its own tax advisor with respect to the determination of the tax bases of particular Venus Concept Shares held following the Reverse Stock Split.

Part II Item 16. (Description of the calculation of the change in basis)

Provided the Reverse Stock Split qualifies as a tax-deferred exchange under Code Section 1036 and/or a tax-deferred recapitalization under Code Section 368(a)(1)(E), and subject to the discussion above regarding fractional Venus Concept Shares, while the per-share tax basis is impacted, the tax basis of each shareholder's total investment remains the same.

The post-Reverse Stock Split per share tax basis should be equal to the pre-Reverse Stock Split aggregate tax basis in every eleven (11) Venus Concept Shares held, as adjusted for any whole Venus Concept Share received in lieu of a fractional Venus Concept Share. This results in an increased per-share tax basis for the fewer number of Venus Concept Shares held, as adjusted for any whole Venus Concept Share received in lieu of a fractional Venus Concept Share.

Part II Item 17. (List of applicable Code sections)

Provided the Reverse Stock Split qualifies as a tax-deferred exchange under Code Section 1036 and/or a tax-deferred recapitalization under Code Section 368(a)(1)(E), the U.S. federal income tax consequences for U.S. Shareholders should be determined under Code Sections 305(a), 307(a), 354, 358, 368(a)(1)(E), 1036 and 1223.

Part II Item 18. (Recognition of loss)

Provided the Reverse Stock Split qualifies as a tax-deferred exchange under Code Section 1036 and/or a tax-deferred recapitalization under Code Section 368(a)(1)(E), and subject to the discussion above regarding fractional Venus Concept Shares, U.S. Shareholders should generally not recognize any loss pursuant to the Reverse Stock Split.

Part II Item 19. (Other information)

The Reverse Stock Split was effective on March 3, 2025. For a U.S. Shareholder which participated in the Reverse Stock Split whose taxable year is a calendar year, the reportable tax year is 2025.