

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Please see attached statement.

Multiple horizontal lines for providing details for question 17.

18 Can any resulting loss be recognized? ▶ Please see attached statement.

Multiple horizontal lines for providing details for question 18.

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

Multiple horizontal lines for providing details for question 19.

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 ▶ Andrew Ritter Date ▶ 4/24/2018

Print your name ▶ Andrew Ritter Title ▶ President

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.			

Attachment to Form 8937
Ritter Pharmaceuticals, Inc.
EIN – 26-3474527

This document, Form 8937 and the information contained herein are 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 Ritter Pharmaceuticals, Inc. ("Ritter") stock. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of stockholders. Ritter does not provide tax advice to its stockholders. You are urged to consult your own tax advisor regarding the particular consequences of the Reverse Stock Split to you, including the applicability and effect of all U.S. federal, state and local and foreign tax laws. We urge you to read the proxy statement on Schedule 14A filed with the Securities and Exchange Commission on December 1, 2017 (the "Proxy Statement"), noting especially the discussion on pages 13 and 14 therein under the heading "Certain U.S. Federal Income Tax Consequences of the Reverse Stock Split". You may access the Proxy Statement at www.sec.gov.

Part II, Line 14 - Describe the organizational action and, if applicable, the date of the action or the date against which stockholders' ownership is measured for the action:

On March 23, 2018, Ritter implemented an 1-for-10 reverse stock split by issuing one new share of Ritter common stock in exchange for every ten shares of Ritter common stock outstanding immediately before such reverse stock split (the "Reverse Stock Split"). In the Reverse Stock Split, any stockholder who would otherwise have been entitled to a fractional share received cash in lieu thereof, and for federal income tax purposes, was deemed to have received and then immediately sold such fractional share for cash.

Ritter common stock trades under the ticker symbol "RTTR".

Part II, Line 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:

As a result of the Reverse Stock Split, a stockholder's aggregate tax basis allocated to its shares of Ritter common stock in Distributions should be allocated to its shares of Ritter common stock held immediately after the Reverse Stock Split. Stockholders that acquired Ritter common stock at different times or different prices will need to calculate their tax basis in each block of stock and allocate the aggregate basis of each such block of stock to the Ritter common stock received in the Reverse Stock Split in respect of such block of stock.

Part II, Line 16 - Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of the securities and the valuation dates:

Since cash was issued in lieu of any fractional shares to which Ritter stockholders were otherwise entitled, the aggregate tax basis of their Ritter common stock held immediately after the Reverse Stock Split could be less than the aggregate tax basis of their Ritter common stock held immediately before the Reverse Stock Split by an amount equal to the aggregate tax basis allocated to the fractional share, if any.

Part II, Line 17 – List the applicable Internal Revenue Code section(s) or subsection(s) upon which the tax treatment is based.

The tax treatment of the Reverse Stock Split is determined pursuant to sections 368(a)(1)(E) and 354(a)(1) of the Code. The adjustment to a stockholder's basis in his, her, or its shares of company stock is determined pursuant to section 358 of the Code. The tax treatment to each stockholder who received cash in lieu of a fractional share is determined pursuant to section 302 of the Code. Each stockholder should consult such stockholder's own tax advisor with respect to the tax consequences to such stockholder of the Reverse Stock Split.

Part II, Line 18 - Can any resulting loss be recognized?

Except to the extent of cash received in lieu of fractional shares, stockholders generally will not recognize gain or loss as a result of the Reverse Stock Split. In general, if a stockholder receives cash in lieu of a fractional share, the stockholder will recognize gain or loss based on the difference between the amount of cash received and the stockholder's adjusted tax basis in the fractional share. The deductibility of capital losses may be subject to limitations.

Stockholders should see Question 15 above and consult their own tax advisor regarding the particular consequences as it applies to them.

Part II, Line 19 - Provide any other information necessary to implement the adjustment, such as the reportable tax year:

The reportable tax year is 2018. Stockholders should see Question 15 above and consult their own tax advisor regarding the particular consequences as it applies to them.