

ARYA Sciences Acquisition Corp III
51 Astor Place, 10th Floor
New York, NY 10003
U.S. Tax ID# 98-1541723

Supplemental U.S. Federal Income Tax Considerations

Class A Shares

As discussed more fully in the registration statement on Form S-1 (Reg. No. 333-239986), originally filed with the U.S. Securities and Exchange Commission on July 21, 2020, as thereafter amended and supplemented from time to time, under the section captioned “Taxation — United States Federal Income Tax Considerations — U.S. Holders — Passive Foreign Investment Company Rules” (the “**Tax Disclosure**”), if ARYA Sciences Acquisition Corp III (“Arya III”) is a passive foreign investment company, or a “PFIC,” for any taxable year, U.S. Holders (as defined in the Tax Disclosure) of our Class A ordinary shares or warrants may be subject to adverse U.S. federal income tax consequences with respect to distributions on, and sales of, our stock and may be subject to additional reporting requirements.

Based on our assets and the nature of our income, we believe it is likely that we were a PFIC for our taxable year ended June 09, 2021. You should consult the Tax Disclosure and your own tax advisor for more details regarding the factors relevant to such determination and the potential consequences to you of such determination.

As described in further detail in the Tax Disclosure, a U.S. Holder generally may avoid certain adverse PFIC tax consequences with respect to our Class A ordinary shares (but not warrants) by timely and validly making one of the two following elections for our first taxable year during which such holder held our Class A ordinary shares and during which we were a PFIC: (1) a qualifying electing fund (“**QEF**”) election, under which the U.S. Holder generally must include in its taxable income its ratable share of our annual income on a current basis, or (2) a “mark-to-market” election, under which the U.S. Holder generally must include in its taxable income on an annual basis the excess, if any, of the fair market value of the Class A ordinary shares at the end of a taxable year over its adjusted basis in such shares.

Exhibit A contains a PFIC annual information statement intended to enable U.S. Holders to make QEF elections with respect to our taxable year ended June 09, 2021 and to enable any U.S. Holder that has made a QEF election to report such U.S. Holder’s pro-rata share of Arya III’s ordinary income and net capital gain for such taxable year.

U.S. Holders may make QEF elections or mark-to-market elections on Form 8621, which, as further described in the Tax Disclosure with respect to QEF elections, must be attached to the U.S. federal income tax return for the holder’s tax year to which the elections relate.

The U.S. federal income tax discussion set forth above is included for general information only and may not be applicable depending upon a holder’s particular situation. Holders are urged to consult their own tax advisors with respect to the tax consequences to them of the acquisition, ownership and disposition of our Class A ordinary shares and warrants, including the tax consequences under state, local, estate, foreign and other tax laws and tax treaties and the possible effects of changes in U.S. or other tax laws.

Exhibit A – 2021 Information for QEF Election
Class A Shares

- 1) This Information Statement applies to the tax year of Arya III for the year beginning on January 1, 2021 and ending on June 09, 2021.
- 2) The per-share, per-day amounts of ordinary earnings and net capital gains for Class A shares for the period specified in paragraph (1) are provided in the below chart.

Share Class	Ordinary Earnings Per-day per-share (US\$)	Net Capital Gains Per-day per-share (US\$)
Class A Shares	0.0000000000	0.0000000000

To determine your pro-rata share of the amounts of ordinary earnings and net capital gains your Class A shares of the Company earned, as noted above, multiply the per-day, per-share amounts indicated by the number of Class A shares that you held and the number of days you held the shares during the period specified in paragraph (1). If the number of shares you held changed during the year, you will be required to make multiple calculations to determine your taxable income.

- 3) The amount of cash and fair market value of other property distributed or deemed distributed by the Company per Class A share during the Company's taxable year specified in paragraph (1) (Please note that this amount does not include amounts you may have received upon redemption of your interest in the Company or in connection with the deemed dividend election described on Exhibit B):

**Cash and fair market value of other property
distributed or deemed distributed:**

\$ NONE

- 4) The Company will, upon receipt of a request, permit you to inspect and copy its permanent books of account, records, and other such documents as may be maintained by the Company that are necessary to establish its ordinary earnings and net capital gains computed in accordance with U.S. income tax principles under IRC Section 1293 and to verify these amounts and your pro-rata share thereof.

DocuSigned by:

Michael Altman

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By: Michael Altman
Title: Chief Financial Officer
Date: March 22, 2022