

Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Toro Corp.		2 Issuer's employer identification number (EIN)	
3 Name of contact for additional information Petros Panagiotidis	4 Telephone No. of contact +357 25 357 768	5 Email address of contact finance@torocorp.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 223 Christodoulou Chatzipavlou Street, Hawaii Royal Gardens		7 City, town, or post office, state, and ZIP code of contact Limassol, 3036, CYPRUS	
8 Date of action 04/14/2025		9 Classification and description Common Shares	
10 CUSIP number Y8900D108	11 Serial number(s)	12 Ticker symbol TORO	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 ▶ See attached statement.

- 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 ▶ See attached statement.

- 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 ▶ See attached statement.

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 attached statement.

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

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attached statement.

Sign Here

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:
Signature ▶ Petros Panagiotidis
C9DC7FD0304C498...

Date ▶ 5/29/2025

Print your name ▶ Petros Panagiotidis

Title ▶ Chairman & CEO

Paid Preparer Use Only

Print/Type preparer's name
Kyle M. Glickson

Preparer's signature
[Signature]

Date
4/30/25

Check ☐ if self-employed

PTIN
P02478986

Firm's name ▶ Flott & Co. PC

Firm's EIN ▶ 54-1833719

Firm's address ▶ 2200 Wilson Boulevard, Suite 320, Arlington, VA 22201

Phone no. 703-525-5110

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

TORO CORP.
Attachment to Form 8937
Date of Organizational Action: April 14, 2025
Distribution of Common Shares of Toro Corp.

The information contained herein does not constitute tax advice, does not take into account any stockholder's specific facts and circumstances, and does not purport to be a complete summary of the tax consequences of the reported organizational action to each stockholder. Toro Corp. stockholders should consult their tax advisors to determine the tax impact of the reported organizational action with respect to their individual facts and circumstances.

Part II, Box 14:

On February 28, 2025, and March 24, 2025, the board of directors of Toro Corp. ("Toro"), on the recommendation and direction of a special committee of independent disinterested directors of Toro, approved and authorized the spin-off of Toro's Handysize tanker segment, whereby (a) the Handysize tanker-owning subsidiary of Toro, (b) the holding company of the now sold tanker vessel M/T Wonder Formosa, and (c) \$10.4 million in cash were contributed to Toro's then wholly owned subsidiary, Robin Energy Ltd. ("Robin"), in exchange for (i) the issuance to Toro of 2,386,732 common shares of Robin, (ii) the issuance to Toro of 2,000,000 1.00% Series A Fixed Rate Cumulative Perpetual Convertible Preferred Shares of Robin having a stated amount of \$25 per share and (iii) the issuance to Pelagos Holdings Corp., a company controlled by Mr. Petros Panagiotidis, of 40,000 Series B Preferred Shares of Robin, par value \$0.001 per share (such transactions, collectively, the "Contribution"). On April 14, 2025, Toro effected the Contribution and distributed, on a pro rata basis, all common shares of Robin received in the Contribution to Toro's common stockholders of record at the close of business on April 7, 2025, with one Robin common share being distributed for every eight Toro common shares (the "Distribution"). As of the date of this filing, Toro and Robin operate as independent publicly traded companies each listed on the Nasdaq Capital Market.

Part II, Box 15:

At the time of this filing, and based upon reasonable assumptions by Toro, Toro does not expect the Distribution to have any quantitative effect on the basis of Toro's common stock in the hands of U.S. taxpayers. Toro's current and accumulated earnings and profits ("E&P") through the end of the 2024 tax year significantly exceeded what Toro believes is the fair market value of the Distribution. Accordingly, if Toro were to use the 2024 E&P, all of the Distribution would be treated as a taxable dividend for U.S. federal income tax purposes, and no basis adjustment would be expected for U.S. taxpayers because the basis of stock is only reduced by the portion of the distribution that is not treated as a dividend for U.S. federal income tax purposes. However, the E&P through the end of the 2025 tax year is needed for purposes of determining the quantitative effect of the Distribution, and 2025 E&P cannot be accurately projected at the time of this filing. Therefore, it is uncertain whether all, a portion, or none of the Distribution would be treated as a dividend for U.S. federal income tax purposes.

Pursuant to the applicable Treasury Regulations under IRC § 6045B, if the assumptions relating to the 2025 E&P turn out to be incorrect, Toro will revise and publish an updated Form 8937 on its website within 45 days of such determination.

Part II, Box 16:

For the reasons provided in Box 15, at the time of this filing, and based upon reasonable assumptions by Toro, Toro does not expect any change in the basis of Toro's common stock in the hands of U.S. taxpayers.

U.S. federal tax law is not clear as to the method of determining the fair market value of the Robin common shares distributed. On April 14, 2025, the closing price for Robin's common stock was \$5.80 per share. The calculation of 2,386,732 Robin common shares at a price of \$5.80 per share amounts to a total distribution value of \$13,843,051.40. The fair market value of the Distribution of such Robin common shares is significantly less than Toro's current and accumulated E&P through the 2024 tax year.

Pursuant to the applicable Treasury Regulations under IRC § 6045B, if the assumptions relating to the 2025 E&P turn out to be incorrect, Toro will revise and publish an updated Form 8937 on its website within 45 days of such determination.

Part II, Box 17:

IRC §§ 301(a), 301(c), 316(a)(1)-(2).

Part II, Box 18:

As described in Box 15, assuming that all of the Distribution is treated as a taxable dividend for U.S. federal income tax purposes, the Distribution should not result in recognition of a taxable loss to any stockholder.

Part II, Box 19:

The reportable tax year is 2025.