

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		2 Issuer's employer identification number (EIN)	
Safe & Green Holdings Corp.		95-4463937	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Patricia Kaelin	646-240-4235	tkaelin@safeandgreenholdings.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
990 Biscayne Blvd. #501, Office 12		Miami, Florida 33132	
8 Date of action		9 Classification and description	
9/27/2023		0.930886 shares of SG Dev common stock for every 5 shares of SG Holdings common stock	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
78418A505	US78418A5056	SGBX	

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 December 23, 2022, Safe & Green Holdings Corp. (SG Holdings) announced a spin -off of its subsidiary, Safe & Green Development Corp. (SG Dev). SG Holdings shareholders will receive 0.930886 of a share of SG Dev for a share of SG Dev for every five (5) shares of SG Holdings common stock as of the close of business on the record date as of September 8, 2023 as well as cash payment in lieu of any fractional shares. The distribution of stock of SG Dev was completed on September 27, 2023. SG Holdings distributed approximately 30% of the outstanding shares of SG Dev Co.

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 ► U.S. federal income tax purposes in accordance with IRC Section 301(c)(1), 301(c)(2), 301(c)(3), and 301(d), common stock is not expected to be eligible for treatment as a tax-free distribution. Accordingly, each holder of SG Holdings common stock who receives shares of SG Dev common stock in the Distribution is expected to be treated as if such stockholder received a taxable distribution in an amount equal to the sum of the fair market value of SG Dev common stock received and a cash payment in lieu of any fractional shares, which will result in: (a) a dividend to the extent of such stockholder's ratable share of SG Holdings' common stock (but not below zero) to the extent the amount received exceeds the amount referenced in clause (a) and then (c) gain from the sale or exchange of SG Holdings common stock to the extent the amount received exceeds the sum of the amounts referenced in clauses (a) and (b). Each stockholder's basis in his, her or its SG Dev common stock will be equal to the fair market value of such stock at the time of the Distribution. A stockholder's holding period for such shares will begin on the distribution date.

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 ► We caution that this is not a tax advice and is provided only as guidance. Investors should consult their tax advisor if they have any questions. The market value of SG Dev common share was approximately \$2.30 at open on its first opening trading day (September 28, 2023) on NASDAQ. SG Dev's common shareholders are expected to receive tax basis equal to approximately \$2.30.

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► The applicable Internal Revenue Code (IRC) Sections upon which the tax treatment is based are IRC Sections 301(c)(1), 301(c)(2), 301(c)(3), and 301(d).

(a) Under IRC Section 301(c)(1), portion of the distribution which is a dividend to the extent of such stockholder's ratable share of SG Holdings' current and accumulated earnings and profits shall be included in gross income. (b) Under IRC Section 301(c)(2), the portion of the distribution which is not a dividend shall be applied against and reduce the stockholders basis in SG Holdings common stock (but not below zero) to the extent the amount received exceeds the amount referenced in (a). (c) Under IRC Section 301(c)(3), the portion of the distribution which is not dividend, to the extent it exceeds the stockholder's basis in SG Holdings' common stock, shall be treated as gain from the sale or exchange of property. (d) Under IRC Section 301(d), the basis of property received in a distribution by stockholder shall be fair market value of the SG Dev common share.

18 Can any resulting loss be recognized? ► We caution this is not a tax advice and is provided only as guidance. Investors or shareholders should consult their tax advisor if they have any questions. To the extent distribution is treated as non-liquidating distributions under Section 301, stockholders are not expected to recognize loss.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The reportable tax year is 2023 for stockholders reporting taxable income on a calendar year basis.

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.

DocuSigned by:
 Signature ► Patricia Kaelin Date ► 12/11/2023
 DBC462A3B36D465...
 Print your name ► Patricia Kaelin Title ► CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Gianluca Carrabs		12/11/2023		P01022303
	Firm's name ► Armanino LLP	Firm's EIN ► 94-6214841		Phone no. 516-542-6300	
Firm's address ► 100 Quentin Roosevelt Blvd, #516, Garden City, NY 11530					

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