

The Oncology Institute, Inc. (fka DFP Healthcare Acquisition Corp)
EIN 84-3562323
Attachment to Form 8937

Form 8937, Part I, Box 9: Classification and description

The Oncology Institute, Inc. Common Stock
The Oncology Institute, Inc. Warrant expiring 11/12/2026

Form 8937, Part I, Box 10 (CUSIP Number):

The Oncology Institute, Inc. Common Stock: 68236X100
The Oncology Institute, Inc. Warrant expiring 11/12/2026: 68236X118

Form 8937, Part I, Box 12 (Ticker Symbol):

The Oncology Institute, Inc. Common Stock: TOI
The Oncology Institute, Inc. Warrant expiring 11/12/2026: TOIIW

Form 8937, Part II, Box 14: Describe the organizational action and, if applicable, the date of the action or the date against which the shareholders' ownership is measured from the action.

Prior to the Mergers (as more fully described below), TOI Parent, Inc. ("old TOI") will cause each share of Old TOI preferred stock, par value \$0.001 per share issued and outstanding as of such time to be automatically converted into 10 shares of common stock of Old TOI, par value \$0.001 ("Preferred for Common Exchange"). After giving effect to the Conversion, no shares of TOI Preferred Stock shall remain issued and outstanding.

On June 28, 2021, DFP Health Acquisition Corp. ("DFP"), approved an Agreement and Plan of Merger by and among DFP, Orion Merger Sub I, Inc., a wholly owned subsidiary of DFP ("First Merger Sub"), Orion Merger Sub II, LLC, a wholly owned subsidiary of DFP ("Second Merger Sub") and TOI Parent Inc. ("Old TOI"), a Delaware corporation ("the Mergers").

The Mergers were effective on November 12, 2021. In the first merger, Old TOI merged with First Merger Sub, with Old TOI surviving the merger as a wholly owned subsidiary of DFP. Each share of Old TOI common stock issued and outstanding immediately prior to the First Merger was canceled and converted into the right to receive (i) a number of DFP Class A common stock, par value \$0.0001 per share, equal to the Closing Consideration divided by the Aggregate Fully Diluted Company Common Stock ("Exchange Ratio"), (ii) an amount in cash equal to the Closing Cash Consideration divided by the Aggregate Fully Diluted Company Common Stock ("Cash Consideration"), and (iii) the contingent right to receive Earnout Shares. Immediately following the First Merger, Old TOI merged with and into Second Merger Sub with the Second Merger Sub being the surviving entity and wholly owned LLC of DFP. In connection with that Second Merger, DFP changed its name to "The Oncology Institute, Inc." and is referred herein as "New TOI" as of the time following such change of name.

Form 8937, Part II, Box 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.

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 shareholders. Former holders of Old TOI stock are urged to consult their own tax advisor with respect to the federal income tax consequences of the Mergers as well as any state, local or non-U.S. jurisdiction matters. Further discussion of material U.S. federal income tax consequences of the Mergers can be found in the Form S-4 for DFP Healthcare Acquisitions Corp. as filed with the Securities and Exchange Commission on July 23, 2021, under the heading "Material U.S. Federal Income Tax Considerations" at:

https://www.sec.gov/Archives/edgar/data/0001799191/000110465921095491/tm2122352-1_s4.htm

The Preferred for Common Exchange that took place immediately prior to the Mergers, whereby Old TOI caused each share of Old TOI preferred stock, par value \$0.001 per share issued and outstanding to be automatically converted into 10 shares of common stock of Old TOI, par value \$0.001 per share, is expected to qualify as a tax-free reorganization pursuant to Internal Revenue Code ("IRC") section 368(a)(1)(E). Pursuant to IRC section 358(a), the shareholder's aggregate tax basis in the common stock received pursuant to the exchange ratio will be equal to the aggregate tax basis in the preferred stock surrendered. The tax basis of each share of common stock received as part of a 10-share block is determined by dividing the adjusted basis in the particular share of preferred stock surrendered by 10. Shareholders having differing tax bases with respect to the preferred stock exchanged should consult with a tax advisor in order to identify the tax basis of the particular common stock received pursuant to the exchange.

DFP and old TOI intend, for U.S federal income tax purposes, that the Mergers, taken together, will qualify as a "reorganization" within the meaning of section 368(a) of the Code. Assuming the Mergers qualify as a reorganization as defined by section 368, it is expected that:

- Each shareholder of Old TOI should be deemed to have exchanged their shares of Old TOI common stock, held immediately before the First Merger, for an equivalent value of DFP Class A common stock, par value \$0.0001 per share, in an Exchange Ratio of approximately 591:1, and cash consideration.
- Each shareholder's receipt of cash in connection with the First Merger is expected to be treated as other property or "boot". Pursuant to IRC section 356(a)(1) each shareholder that received cash in connection with the First Merger should recognize gain, if any, up to, but not in an amount in excess of, the boot received.
- Pursuant to IRC section 358, each shareholder that received cash and stock pursuant to the First Merger should have an aggregate basis in the DFP Class A common stock received equal to their aggregate basis in Old TOI common stock surrendered, decreased by the amount of cash received, and increased by the amount of gain recognized, if any, resulting from the receipt of such cash. Shareholders having differing tax bases with respect to the common stock exchanged should consult with a tax advisor in order to identify the tax basis of the particular common stock received pursuant to the exchange.

Form 8937, Part II, Box 16: Describe the calculation of the change in basis and the data that supports the calculation, such as the market value of securities and the valuation date.

See the discussion in Box 15 above.

Form 8937, Part II, Box 17: List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

Section 354, Section 356, Section 358 and Section 368

Form 8937, Part II, Box 18: Can any resulting loss be recognized?

In general, former Old TOI preferred shareholders will not recognize gain or loss for U.S. federal income tax purposes on the receipt of Old TOI common shares in the Preferred for Common Exchange.

In general, former Old TOI common shareholders will not recognize loss upon receipt of New TOI shares and cash in the Merger, but may recognize gain with respect to receipt of cash as described in the response to box 15.

Form 8937, Part II, Box 19:

The Mergers were effective on November 12, 2021. Consequently, the reportable year of holders of the Old TOI stock for reporting the tax effect of the Preferred for Common Exchange and the Mergers is the taxable year that includes the November 12, 2021 date.

THE U.S. FEDERAL INCOME TAX CONSEQUENCES SUMMARIZED ABOVE ARE FOR GENERAL INFORMATION ONLY. EACH STOCKHOLDER SHOULD CONSULT ITS OWN TAX ADVISOR AS TO THE PARTICULAR U.S. FEDERAL INCOME TAX CONSEQUENCES THAT MAY APPLY TO SUCH STOCKHOLDER (INCLUDING THE TREATMENT OF PAYMENTS RECEIVED IN CONNECTION WITH THE TRANSACTION, THE ALLOCATION OF SUCH PAYMENTS, AND THE ALLOCATION OF BASIS AND HOLDING PERIOD) AS WELL AS ANY U.S. FEDERAL NON-INCOME, STATE, LOCAL OR FOREIGN TAX CONSEQUENCES THAT MAY APPLY TO SUCH STOCKHOLDER. THE INFORMATION CONTAINED WITHIN THIS FORM DOES NOT CONSTITUTE A TAX OPINION OR TAX ADVICE.