



**UroGen Pharma Ltd.  
PFIC Annual Information Statement**

**Important tax notice to Shareholders who are United States persons.**

UroGen Pharma Ltd. (the "Company") is considered a "passive foreign investment company" ("PFIC") for U.S. federal income tax purposes. The following information is being provided for shareholders that are United States persons pursuant to the requirements of Treasury Regulation Section 1.1295-1(g)(1) (a "Shareholder"). This information is provided to enable a Shareholder, should Shareholder choose, to make an election under Section 1295 of the Internal Revenue Code to treat the Company as a Qualified Electing Fund ("QEF Election") for U.S. federal income tax purposes.

The QEF Election is optional and can only be made by a Shareholder. The Company is unable to make this election on behalf of a Shareholder. A Shareholder who makes a QEF Election generally is required to annually include in his or her income, his or her pro rata share of the ordinary earnings and net capital gains of the Company for years in which the Company is a PFIC, whether or not the Company distributes any amounts to Shareholders.

A Shareholder's QEF Election is generally made on Form 8621 ("Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund") attached to Shareholder's federal income tax return that is filed on or before the due date of the return, including extensions. A QEF election generally is effective for not only the taxable year of the annual federal income tax return to which the Form 8621 on which the election is made is attached, but for subsequent years as well. Shareholders should consult with their tax advisers to determine whether a QEF election should be made.

*Please note that the information included herein does not constitute tax advice. The United States tax laws regarding PFICs are extremely complex and Shareholders are advised to consult with their own tax advisors concerning the overall tax consequences of the ownership of units arising in their own particular situations under United States federal, state, local, or foreign law as well as to determine appropriate reporting obligations.*



If a QEF Election will be made by a Shareholder to treat the Company as a Qualified Electing Fund by filing Form 8621, the following information is relevant:

- (1) This PFIC Annual Information Statement applies to the tax period of the Company beginning on January 1, 2019 and ending on December 31, 2019.
- (2) The Company's per-share, per-day ordinary earnings and net capital gain for the Company's taxable period specified in paragraph (1) is as follows:

Ordinary Earnings: None  
Net Capital Gain: None

- (3) The amount of cash and fair market value of other property distributed or deemed distributed per-share, per-day by the Company to all Shareholders during the Company's taxable period specified in paragraph (1) is as follows:

Cash: None  
Fair Market Value of Property: None

- (4) The Company will permit Shareholders to inspect and copy the Company's permanent books of account, records, and such other documents as may be maintained by the Company that are necessary to establish that PFIC ordinary earnings and net capital gain, as provided in Section 1293(e) of the Internal Revenue Code, are computed in accordance with U.S. income tax principles, and to verify these amounts and the Shareholder's pro rata share thereof.

Date: 02/04/20

By:   
Peter P. Pfreunds Schuh

UroGen Pharma Ltd.

Title: Chief Financial Officer

Additional Information

The following additional information is supplied to enable the Shareholder to complete IRS Form 8621:

Address of the PFIC: 9 Ha'Ta'asiya Street  
PO Box 2397  
Ra'anana 4365007, Israel

Country of Incorporation: Israel  
EIN: 981460746