

**Report of Organizational Actions
 Affecting Basis of Securities**

OMB No. 1545-2224

▶ See separate instructions.

Part I Reporting Issuer

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| 1 Issuer's name Fibrocell Science, Inc. | | 2 Issuer's employer identification number (EIN) 87-0458888 | |
| 3 Name of contact for additional information Lisa Hilburn | 4 Telephone No. of contact (484) 713-6000 | 5 Email address of contact lhilburn@fibrocell.com | |
| 6 Number and street (or P.O. box if mail is not delivered to street address) of contact 405 Eagleview Boulevard | | 7 City, town, or post office, state, and Zip code of contact Exton, PA 19341 | |
| 8 Date of action 3/10/2017 | 9 Classification and description Common stock, convertible preferred stock, stock options, warrants, and other exercisable or convertible instruments | | |
| 10 CUSIP number 315721308 | 11 Serial number(s) N/A | 12 Ticker symbol FCSC | 13 Account number(s) N/A |

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 ▶ Effective at 5:00 pm on March 10, 2017, Fibrocell Science, Inc., ("Fibrocell") amended its Articles of Incorporation to effect a one-for-three (1-for-3) reverse stock split of Fibrocell's common stock whereby each 1 share of common stock outstanding combined into 1/3rd of a share of common stock. No fractional shares will be issued as a result of the reverse stock split. Any fractional shares that would have otherwise resulted from the reverse stock split will be rounded up to the next whole number of shares. The reverse stock split will also effect the outstanding, convertible preferred stock, stock options, warrants, and other exercisable or convertible instruments, all of which will be adjusted proportionately.

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 ▶ pursuant to the 1-for-3 reverse stock split, a stockholder's basis in each each share of new Fibrocell's common stock (immediately following the effectiveness of the reverse stock split on March 10, 2017) will be equal to a stockholder's basis in each block of 3 shares of Fibrocell's common stock (held as of 5:00 pm on March 10, 2017) which were exchanged for such new share of Fibrocell's common stock with such blocks of 3 shares determined by application of Treas.Reg.1.358-2(a). No fractional shares were issued; blocks of less than 3 shares were rounded up to the nearest whole share. Each share received for any block of less than 3 shares of common stock surrendered will have a basis that equals the basis of such shares surrendered.

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 items 14 and 15 above. The aggregate tax basis in Fibrocell stock held immediately after the reverse stock split (effective at 5:00 pm on March 10, 2017) equals the basis in the shares surrendered.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

Internal Revenue Code section 368(a)(1)(E) and Internal Revenue Code section 358(b)(1)

Internal Revenue Code section 1036(a) and Internal Revenue Code section 1031(d)

18 Can any resulting loss be recognized? ▶ No loss can be recognized.

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

The reportable tax year is 2017 for taxpayers reporting taxable income on a calendar basis. For stockholder's reporting taxable income on a basis other than calendar year, the reportable year is the stockholder's tax year that includes March 10, 2017.

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.

Sign Here

Signature ▶ Kimberly M. Smith Date ▶ 3/30/17

Print your name ▶ Kimberly M. Smith Title ▶ VP + Controller

Paid Preparer Use Only

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|---|---|--------------------------|---|--------------------------|
| Print/Type preparer's name William Marx, Jr. | Preparer's signature <u>Will Marx Jr CPA</u> | Date <u>3/30/2017</u> | Check <input type="checkbox"/> if self-employed | PTIN P00364428 |
| Firm's name ▶ Grant Thornton LLP | Firm's address ▶ 2001 Market Street, Suite 700 Philadelphia, PA 19103 | | Firm's EIN ▶ 36-6055558 | Phone no. (215) 561-4200 |