

Part II Organizational Action (continued)

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

IRC SECTION 368(a)(1)(B)

IRC SECTION 354(a)(1)

IRC SECTION 358(a)(1)

IRC SECTION 1223(1)

18 Can any resulting loss be recognized? ▶ SEE ATTACHMENT

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

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.

Signature ▶

Date ▶

1/14/2022

Print your name ▶ ROB ANDERSON

Title ▶ CFO

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
KEVIN F. POWERS	<i>Kevin F. Powers</i>	01/14/2022		P00032110
Firm's name ▶ CROWE LLP	Firm's EIN ▶		35-0921680	
Firm's address ▶ 62 MEMORIAL RD. STE 100, WEST HARTFORD, CT 06107-2207	Phone no.		860-678-9200	

U.S. CENTURY BANK
EIN: 52-2371258
Attachment to IRS Form 8937

The information contained herein is being provided pursuant to the requirements of IRC Section 6045B and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the transaction described below on tax basis in shares.

The information and examples provided below are illustrative only and are being provided pursuant to IRC Section 6045B and as a convenience to shareholders and their tax advisors. Shareholders should consult their tax advisors regarding specific consequences of the transaction, including the applicability and effect of all U.S. federal, state and local tax laws and foreign tax laws.

Part II, Question 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 as of December 30, 2021, USCB Financial Holdings, Inc. (the "Company") acquired all of the issued and outstanding shares of the Class A Voting Common Stock of U.S. Century Bank (the "Bank Class A Common Stock"), which were the only issued and outstanding shares of the Bank's capital stock, in a share exchange (the "Reorganization") effected under the Florida Business Corporation Act and in accordance with the terms of an Agreement and Plan of Share Exchange dated December 27, 2021 between the Bank and the Company (the "Share Exchange Agreement"). As a result of the Reorganization, and pursuant to the Share Exchange Agreement, at the Effective Time, each issued and outstanding share of Bank Class A Common Stock was converted into and exchanged for one share of Company Class A Common Stock, and the Bank became a wholly owned subsidiary of the Company.

The Reorganization and resulting stock exchange is intended to qualify as a tax-free reorganization under Code Section 368(a)(1)(B). No gain or loss will be recognized by holders of the Bank Class A Common Stock upon the issuance to them of Company Class A Common Stock pursuant to the Share Exchange Agreement.

Part II, Question 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 aggregate tax basis of the Company Class A Common Stock received by Bank shareholders in the Reorganization will generally be the same as the aggregate tax basis in the Bank Class A Common Stock immediately prior to the effectiveness of the share exchange.

Part II, Question 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 response to Question 15.

Part II, Question 18: Can any resulting loss be recognized?

The Reorganization and resulting stock exchange is a nonrecognition transaction for which no loss can be recognized.

Part II, Question 19: Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The reportable event occurred on December 30, 2021 and is reportable in the shareholder tax year that includes that date.

This information does not constitute tax advice and provides a description of common tax consequences, but does not purport to describe all tax consequences that may apply to all types of shareholders. Each

shareholder should consult their own tax advisor regarding the specific consequences of the stock exchange on tax basis and holding period, including applicability of any U.S. federal, state and local, and foreign tax laws.