

Part II Organizational Action *(continued)*

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

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](#)

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 ▶ _____ Date ▶ _____

Paid Preparer Use Only	Print your name ▶	Preparer's signature	Title ▶	Check <input type="checkbox"/> if self-employed	PTIN
	Print/Type preparer's name		Date		
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Newfold Digital Holdings Group, Inc.

Attachment to Form 8937 (Report of Organizational Actions Affecting Basis of Securities)

Information Regarding Trading Information Pursuant to Treas. Reg. Section 1.273-2(f)(9)(i)

The information contained in Form 8937 and this attachment does not constitute tax advice and does not purport to take into account any Holder's specific circumstances (including Holders that may be subject to special tax rules or that held the relevant claims or equity interests as other than a capital asset). Holders are urged to consult their own tax advisors regarding U.S. tax consequences of the transaction described herein and the impact to tax basis resulting from the transaction.

Form 8937, Part I, Lines 9-13

Classification and Description	CUSIP Number (Line 10)	Serial Number (Line 11)	Ticker Symbol (Line 12)	Account Number (Line 13)
Old 1L Term Loans	29279UAB2	N/A	N/A	N/A
2028 11.75% Senior Secured Notes USD 515m (“Secured Old Notes”)	650929AA0	N/A	N/A	N/A
2029 6% Senior Notes (Unsecured) (“Unsecured Old Notes”)	N/A	N/A	N/A	N/A
1L Revolver (“Revolver”)	N/A	N/A	N/A	N/A
New 1L10 Term Loan	65131PAC3	N/A	N/A	N/A
New 1L20 Term Loan	65131PAD1	N/A	N/A	N/A
Secured New 1L10 Notes	650929AC6	N/A	N/A	N/A
Secured New 1L20 Notes	650929AD4	N/A	N/A	N/A
1L Revolver (“New Revolver”)		N/A	N/A	N/A

Form 8937, Part II, Line 14

On December 8, 2025, Newfold Digital Holdings Group, Inc. (“NDH”), a Delaware corporation, voluntarily prepaid and was deemed to issue or exchange, as applicable, the following instruments (the “Transaction”):

- Old 1L Term Loans: \$2,216,856,827.29 was prepaid with consideration of (x) \$1,562,955,862.36 (including the contingent premium) of New 1L10 Term Loans and (y) \$486,942,024.44 (including the contingent premium) of New 1L20 Term Loans.
- Secured Old Notes: \$461,798,000 exchanged for (x) \$320,709,791 (including the contingent premium) of Secured New 1L10 Notes and (y) \$104,550,392 (not including the contingent premium, if any) of Secured New 1L20 Notes.
- Unsecured Old Notes: \$432,836,000 exchanged for \$321,147,066 (not including the contingent premium, if any) of Secured New 1L20 Notes.¹
- Revolver: \$223,000,000 cashlessly rolled into \$223,000,000 of New Revolver.

The parties that were, as applicable, issued the New 1L10 Term Loans, New 1L20 Term Loans, Secured New 1L10 Notes, Secured New 1L20 Notes, and New Revolver (collectively, the “New Loans”) pursuant to the transaction are the same parties (the “Holders”) that held each of the Old 1L Term Loans, Secured Old Notes, Unsecured Old Notes, and Revolver, respectively, that were subject to repurchase (collectively, the “Old Loans”).

On December 19, 2025 (the “Subsequent Prepayment and Issuance Date”), NDH voluntarily prepaid and was deemed to exchange \$72,533,586.10 in Old 1L Term Loans for (x) the issuance of \$10,582,040.27 of New 1L10 Term Loans and (y) the issuance of \$57,262,342.57 of New 1L20 Term Loans.

¹ The total Secured New 1L20 Notes issued as contingent premium totaled \$2,082,107.

On December 23, 2025 (the “**Early Settlement Date**”) and January 9, 2026 (the “**Final Settlement Date**”), NDH exchanged the following instruments (the “**Subsequent Transactions**,” and together with the Subsequent Prepayment and Issuance Date, the “**Additional Transactions**”):

- Early Settlement Date
 - Secured Old Notes: \$42,313,000 exchanged for (x) \$6,364,950 of Secured New 1L1O Notes and (y) \$25,387,800 of Secured New 1L2O Notes.
 - Unsecured Old Notes: \$52,164,000 exchanged for \$33,906,600 of Secured New 1L2O Notes.
- Final Settlement Date
 - Secured Old Notes: \$2,293,000 exchanged for (x) \$343,950 of Secured New 1L1O Notes and (y) \$1,375,800 of Secured New 1L2O Notes.
 - Unsecured Old Notes: \$532,000 exchanged for \$345,800 of Secured New 1L2O Notes.

The anticipated U.S. federal income tax consequences of the Transaction and the Additional Transactions are described below for the Holders.

Form 8937, Part II, Line 15

NDH expects to take the position that the New Loans were exchanged for the Old Loans in a significant modification within the meaning of Treasury Regulation section 1.1001-3. As a result, pursuant to section 1001, the Holders are expected to be treated as receiving the New Loans as applicable, in exchange for cash. Consequently, the Holders are expected to realize – but, subject to the recapitalization rules discussed below, not necessarily recognize – gain or loss (if any) as a result of the Transaction and Additional Transactions.

The U.S. federal income tax treatment of the Holders will depend, in part, on whether the receipt of repurchase payments pursuant to the Transaction and Additional Transactions qualifies as an exchange of “stock or securities” pursuant to a tax-free reorganization or if, instead, the receipt of the repurchase payments pursuant to the Transaction and Additional Transactions is treated as a fully taxable disposition. Such determination will depend on, among other things, whether the Old Loans and New Loans each constitute a “security” within the meaning of U.S. federal income tax law. Neither the Code nor the Treasury Regulations define the term security. Whether a debt instrument is a security is based on all of the facts and circumstances, but most authorities have held that the term to maturity of the debt instrument is one of the most significant factors. In this regard, debt instruments with a term of ten years or more generally have qualified as securities, whereas debt instruments with a term of less than five years generally have not qualified as securities. If the New Loans are determined to constitute securities for purposes of section 354, and each of the exchanges in the Transaction and Additional Transactions, as applicable, otherwise qualify as a recapitalization, the Holders generally are expected not to recognize gain or loss with respect to the Transaction and Additional Transactions, except to the extent of cash and other “boot” received by the Holders as part of the Transaction and Additional Transactions (other than cash for accrued and unpaid interest). If each of the exchanges in the Transaction and Additional Transactions qualify as recapitalizations, a Holder is expected to be required to recognize gain on an exchange of the Old Loans in an amount equal to the lesser of (1) the total gain realized by the Holder with respect to such Old Loans, as applicable, and (2) the amount of cash (other than cash for accrued and

unpaid interest) and other non-cash boot received (if any) as part of the Transaction and Additional Transactions for the Old Loans.

Here, the total gain realized by a Holder with respect to the Transaction and Additional Transactions is expected to equal the excess, if any, of (1) the sum of (a) the issue price of the New Loans, as applicable, and (b) the cash (other than cash for accrued and unpaid interest) and other non-cash boot received (if any) over (2) the Holder's adjusted tax basis in the Old Loans, as applicable. A Holder's aggregate adjusted tax basis in the New Loans is expected to equal the Holder's adjusted tax basis in the Old Loans, as applicable, increased by the amount of any gain realized on the Transaction and Additional Transactions and reduced by any cash received (other than for accrued unpaid interest). We would expect such aggregate basis to be allocated to the New Loans based on the relative fair market values of the New Loans, as applicable.

To the extent the Transaction and Additional Transactions do not qualify as a recapitalization, a Holder's aggregate initial tax basis in the New Loans generally is expected to be equal to their issue price. Holders participating in the Transaction and Additional Transactions should consult their tax advisors to determine the USFIT consequences to them of the Transaction and Additional Transactions.

See below for additional information on the quantitative effect of the Transaction and Additional Transactions on the Holders.

Form 8937, Part II, Line 16

See response to Line 15 above.

To the extent the Transaction and Additional Transactions is a recapitalization, a Holder's aggregate initial tax basis in the New Loans is expected to equal its aggregate adjusted tax basis in the Old Loans exchanged for the New Loans, as applicable, less the amount of cash (other than cash for accrued and unpaid interest) and other non-cash boot received (if any), plus the amount of any gain recognized.

To the extent the Transaction and Additional Transactions do not qualify as a recapitalization, a Holder's aggregate initial tax basis in the New Loans is expected to equal their issue price.

In addition, Treasury Regulation section 1.1273-2(f)(9)(i) (the "**Regulation**") requires the issuer of a debt instrument to determine whether the debt instrument is "traded on an established market", within the meaning of the Regulation and, if so, the fair market value of the debt instrument. NDH has determined that the New Loans are each "traded on an established market" within the meaning of the Regulation and the issue price of each of the New Loans is as follows (expressed as a percentage of the face amount of the loans outstanding under the New Loans):

New Debt	Issue Price (%)
New 1L1O Term Loan	86.17%
New 1L2O Term Loan	65.67%
Secured New 1L1O Note	96.38%
Secured New 1L2O Note	69.86%
New Revolver	97.07%

As provided by the Regulation, this determination is binding upon all holders of the New Loans unless a Holder explicitly discloses on the Holder's timely filed U.S. federal income tax return for the taxable year that includes its acquisition date of the New Loans, in accordance with the requirements of the Regulation, that its determination is different from NDH's determination.

This notice is only intended to fulfill NDH's notification obligation under the Regulation and does not constitute tax advice. NDH urges each Holder to obtain professional tax advice to determine the implications of this notification on the determination of the Holder's income tax liabilities. The information provided herein is provided solely for U.S. federal income tax purposes.

Form 8937, Part II, Line 17

The tax treatment is based on the following Code sections and subsections:

Sections 354, 356, 358, 368(a)(1)(E), 1001, 1012, and 1273

Form 8937, Part II, Line 18

If the receipt of New Loans under the Transaction and Additional Transactions do not qualify as an exchange of stock or securities pursuant to a tax-free reorganization for U.S. federal income tax purposes, the receipt may result in a loss to a holder in an amount generally equal to the excess (if any) of the holder's adjusted tax basis in its Old Loans over the fair market value of its pro rata share of New Loans received under the Transaction and Additional Transactions.

Form 8937, Part II, Line 19

For transactions occurring prior to December 31, 2025, the reportable tax year is 2025 with respect to calendar year taxpayers. For the Final Settlement Date, the reportable tax year is 2026 with respect to calendar year taxpayers. The information contained in Form 8937 and this attachment does not constitute tax advice. Creditors and shareholders should consult their tax advisor regarding the application of the Code to a particular circumstance.