

GMR Solutions, Inc.

EIN: 47-3615769

Attachment to IRS Form 8937

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Exchange and the Private Placement (each as defined below) on the tax basis of securities of GMR Solutions Inc. ("GMR" or the "Company") outstanding on the dates described below. 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 holders. Holders should consult their own tax advisors regarding the particular tax consequences of the transactions described herein, including the applicability and effect of all U.S. federal, state, local, and non-U.S. tax laws.

Part II:

Box 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.

On May 14, 2026, in connection with the initial public offering (the "IPO") of GMR Solutions, Inc.'s ("the Company") Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"), the Company entered into a Tax Receivable Agreement (the "TRA") with certain pre-IPO common stock and warrant owners (the "**TRA Parties**").

The Tax Receivable Agreement provides for the payment by the Company to the TRA Parties of 85% of the benefits, if any, that the Company or its subsidiaries realize, or in certain situations are deemed to realize (calculated using certain assumptions), as a result of the Company's and its subsidiaries' utilization of certain existing tax attributes that arose prior to, or in connection with, the IPO (the "**Pre-IPO Tax Benefits**").

The Pre-IPO Tax Benefits are measured as of the date of IPO. The amounts are estimated based on certain assumptions and are subject to change due to a number of factors, including when the Company will recognize the benefits of utilizing the Pre-IPO Tax Benefits. Management shareholders had until June 13, 2026, to decide whether to participate in the TRA. For the other TRA Parties, their participation in the TRA became effective immediately upon their execution of the TRA on the closing date.

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.

Under Section 301(c) of the Code, the distribution of property (i.e., the TRA rights) by a corporation to a shareholder with respect to its stock is treated as follows: (1) the portion that is a dividend (as defined in Section 316 of the Code, i.e., paid out of current or accumulated earnings and profits ("E&P")) is included in gross income; (2) the portion that is not a dividend is applied against and reduces the adjusted basis of the stock; and (3) the portion that is not a dividend and that exceeds the adjusted basis of the stock is treated as gain from the sale or exchange of property.

The amount of the distribution for purposes of Section 301 is the net present value of the payment under TRA received by each holder as of May 14, 2026, which was determined to be in range of \$334,400,000 to \$351,300,000. Of this amount, \$343,600,000 was treated as a dividend under Section 301(c)(1), and the remainder was treated as a return of capital under Section 301(c)(2), which results in a \$0.00 to \$0.05 per share reduction in basis of common stock held by eligible shareholders, assuming that each eligible

shareholder's basis in their respective common stock of GMR is greater than this amount.

Box 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.

The value of the Section 301 distribution is equal to the net present value of the rights to all future TRA payments received by each holder as of the distribution date, May 14, 2026. The fair market value of the TRA rights was determined using an appropriate valuation methodology, which involved (i) projecting the Company's future taxable income, (ii) computing the expected realized tax benefits attributable to the Tax Attributes (including NOLs, deferred interest expense, tax credits, IPO Date amortization and depreciation, and other items as defined in the TRA), (iii) applying the 85% sharing percentage, (iv) discounting projected payments to present value using an appropriate discount rate, and (v) allocating the aggregate net present value among the TRA Parties based on their respective Applicable Percentages as set forth in the schedules to the TRA.

Relevant factors in determining the net present value of the TRA rights include the subordination of Tax Benefit Payments to Senior Obligations (indebtedness for borrowed money of the Company and its subsidiaries), the contingent nature of the payments (which depend on the Company having sufficient taxable income to realize the tax benefits), and the applicable Valuation Assumptions in the event of a Material Breach Event or a Change of Control.

The amount of the Section 301 distribution that received dividend treatment under Section 301(c) was equal to the Company's estimated current E&P for the tax year 2026. As the Company was calculated to be in a deficit with respect to accumulated E&P prior to tax year 2026, the excess of the net present value of the TRA payments over GMR's available E&P was deemed to be between \$0 and \$7,700,000. The amount of outstanding common stock held by the TRA Parties as of the distribution date, May 14, 2026, was equal to 157,900,000, and as such the reduction in basis per share is between \$0.00 and \$0.05.

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

Section 301(a), (b), (c), and (d); Section 316; Section 317(a).

Box 18: Can any resulting loss be recognized?

No. Under Section 301(c) of the Code, the non-dividend portion of a distribution reduces basis but cannot create a loss. To the extent the distribution exceeds the adjusted basis of the stock, such excess is treated as gain from the sale or exchange of property, not as a loss.

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

The Company intends to report the issuance of the Management Party Common TRA Interests to the TRA Parties as a taxable dividend to the extent of the current or accumulated earnings and profits of the Company that will be reported on an IRS Form 1099-DIV, which is currently expected to be delivered to the TRA Parties in February 2027. The amount of the dividend deemed paid will depend on the amount of each individual TRA party's proportionate share of the net present value of the Tax Receivable Agreement as determined by the Company.

The amount reported as dividend on form 1099-DIV will be taxable to the recipient even though there is no cash received at this time. The Company also expects that future payments under the Tax Receivable Agreement will be taxable to the TRA Parties to the extent in excess of the amount that is included in taxable income at the time of issuance of the Tax Receivable Agreement.