



**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 attached

Blank lined area for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ See attached

Blank lined area for answering question 18.

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

Blank lined area for providing other information.

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 ▶ *Karl Metcalf* Date ▶ 6/25/2026

Print your name ▶ Karl Metcalf Title ▶ VP of Tax

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Christopher W. Woll	<i>Christopher W. Woll</i>	June 25, 2026		P01327386
	Firm's name ▶ KPMG LLP			Firm's EIN ▶	13-5565207
	Firm's address ▶ 200 E Randolph Street, Suite 5500, Chicago, IL 60601			Phone no.	312-665-1000

**GMR Solutions Inc. (fka GMR Buyer Corp)**  
**EIN: 47-3615769**  
**Attachment to Form 8937**  
**Report of Organizational Actions Affecting Basis of Securities**

**GMR Solutions Inc.** (the “**Company**”) is providing the information contained herein pursuant to the requirements of section 6045B of the Internal Revenue Code of 1986, as amended (the “**Code**”). The discussion herein includes a general summary regarding the application of certain U.S. federal income tax laws and regulations to the equity exchanges described below and the potential effects on an equity holder’s adjusted U.S. tax basis resulting from such transactions.

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 of Series B preferred stock. Holders of Series B preferred stock are urged to consult their own tax advisors regarding the particular U.S. tax consequences of the transactions described herein and the impact to tax basis resulting from such transactions.

Unless otherwise specified herein, “**Section**” references are to the Code or Treasury regulations promulgated thereunder, each in effect as of the date hereof.

**Part I:**

**Line 9. Classification and description.**

- 362,162 shares of Series B preferred stock and stapled warrants which entitle the Holders to purchase 8,931,435 shares of common stock.<sup>1</sup> The Series B preferred stock had a total aggregate principal amount of approximately \$485,163,546 (the “**Preferred Equity**”). The Series B preferred stock and stapled warrants have been treated as a single instrument for U.S. federal income tax purposes (the “**Stapled Instrument**” and the holders thereof, the “**Stapled Instrument Holders**”). In addition to this Stapled Instrument, there were 4,691,733 unstapled warrants which entitle the Holders to purchase common stock.
- 138,632 shares of Series B preferred stock were exchanged for 12,381,051 warrants exercisable for shares of Company common stock with an exercise price of \$0.01 per share (the “**New Voting Warrants**”) and 223,530 shares of Series B preferred stock were exchanged for \$299,447,782 cash.
- The 13,623,168 warrants were exchanged for the following:
  - 6,519,694 warrants exercisable for shares of Company common stock with an exercise price of \$0.01 per share (the “**Exchange Voting Warrants**” and, collectively with the New Voting Warrants, the “**Voting Warrants**”).
  - 7,103,474 warrants exercisable for shares of Company Class B common stock valued at \$0.01 per share (the “**Non-Voting Warrants**” and, collectively with the Voting Warrants, the “**New Warrants**”).

**Part II:**

**Line 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.**

Through a series of transactions that were completed on May 15, 2026, the Company consummated the following transactions (the “**Exchange**”) with the Stapled Instrument Holders:

---

<sup>1</sup> The 8,931,435 warrants held by three groups of shareholders which own 3,418,867, 3,100,827, and 2,411,741 respectively.

**GMR Solutions Inc.**  
**May 2026 Preferred Equity Exchange**  
**Attachment to Form 8937**

- Preferred Equity
  - 138,632 shares of Preferred Equity along with 3,418,867 stapled warrants were exchanged for 15,799,918 unstapled Voting Warrants.<sup>2</sup>
  - 223,530 shares of Preferred Equity with an aggregate principal amount of approximately \$299,447,782 along with 5,512,568 stapled warrants were exchanged for approximately \$299,447,782 cash, 3,100,827 unstapled Voting Warrants, and 2,411,741 unstapled Non-Voting Warrants.
- Warrants
  - 4,691,733 unstapled Voting Warrants were exchanged for 4,691,733 unstapled Non-Voting Warrants.

**Line 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 U.S. federal income tax law, the Exchange is expected to result in an equity-for-cash and equity exchange, in a recapitalization reorganization within the meaning of Section 368(a)(1)(E).

With respect to the Exchange, under Section 356(a), gain (but not loss) may be recognized by the Stapled Instrument Holders, but not in excess of the amount of cash received. Given the original stapled warrants' exercise price of \$0.01 or less and the New Warrants' exercise price of \$0.01, these warrants were significantly in the money (the holder being able to pay a strike price of one cent to obtain common stock worth significantly in excess of that amount) when issued and at the time of the Exchange, the warrants are assumed to be properly treated in substance as stock under Revenue Ruling 82-150, 1982-2 C.B. 110. Thus, in the Exchange, the Stapled Instrument Holders surrendered their Stapled Instruments (comprised of the Preferred Equity and the associated warrants), and they received cash and the New Warrants in exchange. The Company believes, and the remainder of this discussion assumes, that the Exchange constituted a recapitalization, and thus a reorganization, within the meaning of Section 368(a)(1)(E). Under Section 356(a), the Stapled Instrument Holders are expected to recognize gain (but not loss) on their Stapled Instruments, based on the difference between (a) the sum of the amount of cash and the aggregate fair market value of the New Warrants they receive (or are deemed to receive on account of the un-stapling), and (b) their aggregate basis in their Stapled Instruments, with any such gain recognized not to exceed the amount of cash received. The Stapled Instrument Holders' bases in the New Warrants received in the Exchange are expected to equal (i) the basis in their Stapled Instrument surrendered in the Exchange, (ii) reduced by the amount of cash received, and (iii) increased by the amount of gain recognized, under Section 358(a)(1). The Stapled Instrument Holders' gain, if any, with respect to the Stapled Instruments is not expected to have the effect of a distribution of a dividend under Section 302(b).

Stapled Instrument Holders participating in the Exchange should consult their tax advisors to determine the U.S. federal income tax consequences to them of the Exchange.

**Line 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 Line 15 above.

The Stapled Instrument Holders bases in the New Warrants is expected to equal (i) the basis in their Stapled Instrument surrendered in the Exchange, (ii) reduced by the amount of cash received, and (iii) increased by the amount of gain recognized, under Section 358(a)(1).

---

<sup>2</sup> The 15,799,918 unstapled Voting Warrants includes 12,381,051 New Voting Warrants and 3,418,867 Exchange Voting Warrants.

**GMR Solutions Inc.**  
**May 2026 Preferred Equity Exchange**  
**Attachment to Form 8937**

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

Sections 354, 356, 358, 368, 1001, and 1012.

**Line 18. Can any resulting loss be recognized?**

The Exchange generally should not result in loss being recognized by the Stapled Instrument Holders to the extent the Exchange is a Section 368(a)(1)(E) recapitalization.

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

The organizational actions occurred on May 12-15, 2026. The reportable tax year is 2026 for calendar-year taxpayers.