



**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.

Multiple horizontal lines for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ See attached.


Multiple horizontal lines for providing information regarding loss recognition.

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

Multiple horizontal lines for providing other information necessary to implement the adjustment.

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 ▶ 7/31/23

Print your name ▶ Michael Michini Title ▶ Chief Financial Officer

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

## Amendment No. 1

### Attachment to Form 8937, Report of Organizational Action Affecting Basis of Securities

This information is being provided pursuant to the public reporting requirements under Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”) and includes a general summary regarding the potential application of certain U.S. federal income tax laws and regulations related to the effects of the Exchange (as defined below).

Holders of the Existing Term Loans and New Term Loans (each as defined below) are urged to consult their tax advisors regarding the particular tax consequences of the Exchange (as defined below) to them, including the applicability and effect of all U.S. federal, state and local and non-U.S. tax laws.

#### **Part II: Organizational Action**

***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 March 16, 2023 (the “Amendment Date”), Qualtek Buyer LLC, a Delaware limited liability company, Qualtek LLC, a Delaware limited liability company (“Company”), the lenders party thereto, Citibank, N.A., as administrative agent, and the other parties thereto entered into Amendment No. 3 (the “Credit Agreement Amendment”) with respect to the existing Term Credit and Guaranty Agreement dated as of July 18, 2018 (the “Existing Credit Agreement”). The Credit Agreement Amendment altered certain provisions applicable to certain of the Term Loans that were outstanding under the Existing Credit Agreement prior to the Amendment Date (the “Existing Term Loans”).

***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 Company has determined that the Credit Agreement Amendment constitutes a “significant modification” of the Existing Term Loans for U.S. federal income tax purposes under Treasury Regulations Section 1.1001-3, resulting in a deemed exchange (the “Exchange”) of the Existing Term Loans for new term loans with terms reflecting the Credit Agreement Amendment (the “New Term Loans”) for U.S. federal income tax purposes to holders participating in the Exchange.

The Exchange is expected to be a fully taxable transaction for U.S. federal income tax purposes. Accordingly, a holder’s aggregate tax basis in the New Term Loans received in the Exchange generally is equal to the issue price of the New Term Loans, as described in Line 16, below.

***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.***

Because the Exchange results in a deemed exchange under Section 1001 of the Code, the basis in a holder’s New Term Loans will generally be calculated in the manner described above in Line 15.

Based on information reasonably available, the Company has determined that the Existing Term Loans (and not the New Term Loans) were “traded on an established market” for purposes of determining the issue price of the New Term Loans pursuant to Treasury Regulations Section 1.1273-2(f). Although the Existing Term Loans were publicly traded, the Company has determined the issue price of the New Term Loans in accordance with Treasury Regulations Section 1.1273-2(f)(5)(ii) on the basis that the Existing Term Loans are property described only in Treasury Regulation Section 1.1273-2(f)(4) (i.e., there was only a single indicative quote for the Existing Term Loans for the relevant period) and such indicative quote materially misrepresents the fair market value of the Existing Term Loans because, among other things, such quote failed to account for the increase in relative priority resulting from the Credit Agreement Amendment. In accordance with Treasury Regulations Section 1.1273-2(f)(5)(ii), the Company has determined that the fair market value of the property, and therefore the issue price of the New Term Loans for U.S. federal income tax purposes, is \$1,000 per \$1,000 of face value (i.e., the stated redemption price at maturity).

Pursuant to Treasury Regulations Section 1.1273-2(f)(9)(i), the Company’s determination in this statement is binding on a holder of the New Term Loans unless such holder explicitly discloses that this determination is different from the Company’s determination on a timely filed U.S. federal income tax return for the taxable year that includes the acquisition date of the New Term Loans.

**This statement is intended to comply with the Company’s obligations under Treasury Regulations Section 1.1273-2(f)(9) and does not constitute tax advice. Holders are encouraged to consult with their tax advisors regarding the consequences to them related to the issuance of the New Term Loans.**

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

Sections 1001, 1012 and 1273 of the Code.

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

The Exchange may result in loss recognition to a holder if such holder’s tax basis in its Existing Term Loans exceeds the issue price of the New Term Loans. A holder is urged to consult its tax advisors about the possibility of recognition of loss (if any) on the Exchange.

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

The reportable tax year is 2023 with respect to calendar-year taxpayers.