

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 ▶ Barret S. Johnson Date ▶ 7/26/2024

Print your name ▶ Barret S. Johnson Title ▶ Global Head of Tax

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>Meghan W. Swiecone</u>	<u>Meghan W. Swiecone</u>	<u>07.26.24</u>		<u>P01569971</u>
	Firm's name ▶ <u>Deloitte Tax LLP</u>	Firm's EIN ▶ <u>86-1065772</u>		Phone no. <u>516-918-7000</u>	
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WeWork Inc.
EIN: 85-1144904
Attachment to 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”),¹ and includes a general summary regarding the application of certain United States (“U.S.”) federal income tax laws and regulations related to the effects of the Emergence Transactions (as defined below) on certain securities. The information contained herein does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. You are encouraged to consult your own tax advisor regarding the applicability and effect of all U.S. federal, state, local and foreign tax laws.

Form 8937, Line 10

Description	CUSIP
15% First Lien Senior Secured PIK Notes Due August 15, 2027, Series I	144A CUSIP: 96209BAB8 Reg S CUSIP: U9621PAB7
15% First Lien Senior Secured PIK Notes Due August 15, 2027, Series III	144A CUSIP: 96209BAE2 144A CUSIP: 96209BAF9
11% Second Lien Senior Secured PIK Notes Due August 15, 2027	144A CUSIP: 96209BAC6 Reg S CUSIP: U9621PAC5

Form 8937, Line 9

DIP TLC Claims, Prepetition LC Facility Claims, 1L Notes Claims and 2L Notes Claims

Form 8937, Line 14

On November 6, 2023, WeWork Inc. (“WeWork” or the “Company”) and certain of its affiliates (the “Debtors”) filed voluntary petitions for relief (the “Chapter 11 Cases”) under title 11 of the United States Code in the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”). On May 30, 2024, the Bankruptcy Court approved and confirmed the Debtors’ *Third Amended Joint Chapter 11 Plan of Reorganization of WeWork Inc. and its Debtor Subsidiaries*, as amended and supplemented (the “Bankruptcy Plan”). The Bankruptcy Plan became effective on June 11, 2024 (the “Plan Effective Date”), and the Debtors emerged from their Chapter 11 Cases.

¹ Unless otherwise specified herein, all “section” references herein are to the Code.

On the Plan Effective Date, the following transactions (the “Emergence Transactions”) occurred:

- Any eligible Holder of DIP TLC Claims, Prepetition LC Facility Claims, 1L Notes Claims or 2L Notes Claims that submitted a valid election (each, an “Electing Holder”) contributed all or a portion of its respective DIP TLC Claims, Prepetition LC Facility Claims, 1L Notes Claims or 2L Notes Claims (each, a “Contributed Claim”) to WeWork in exchange for newly issued equity in WeWork (“WeWork New Interests”), in full and final satisfaction of such Electing Holders’ respective entitlements under the Contributed Claims (the “Electing Claims Exchange”).² In the case of Contributed Claims that constituted Undrawn DIP TLC Claims, the Holders of Undrawn DIP TLC Claims received the right to receive the entitlements contemplated by the Exit LC Facility Documents.³
- WeWork obtained cash proceeds under the DIP New Money Exit Facility from the DIP New Money Lenders. Holders of the DIP New Money Exit Facility Claims immediately exchanged their DIP New Money Exit Facility Claims for their pro rata share of WeWork New Interests (the “New Money Exchange”), including commitment premium paid in the form of WeWork New Interests.
- WeWork issued and transferred a number of WeWork New Interests equal to the number of New Interests required to be issued to Holders of Prepetition LC Facility Claims, 1L Notes Claims and 2L Notes Claims other than to Holders of Contributed Claims (each, a “Non-Contributed Claims”) to WeWork Companies U.S. LLC, a wholly-owned, indirect subsidiary of WeWork. WeWork Companies U.S. LLC then transferred the WeWork New Interests to the Holders of Non-Contributed Claims (each, a “Non-Electing Holder”) in full and final satisfaction of the Non-Contributed Claims (the “Non-Electing Claims Exchange”).

Form 8937, Line 15

Electing Claims Exchange

The Company intends the Electing Claims Exchange in which Contributed Claims were exchanged for WeWork New Interests to qualify as an exchange under section 351 when taken together with the New Money Exchange. Under section 351, such Holders should recognize no gain or loss if such Holders only received WeWork New Interests in the exchange. Under section 358(a), the aggregate adjusted tax basis in the WeWork New

² Capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Bankruptcy Plan. WeWork and its subsidiaries together own equity interests in The We Company Management Holdings L.P (“We Company LP”), a partnership for U.S. federal income tax purposes. The DIP TLC Claims, Prepetition LC Facility Claims, 1L Notes Claims and 2L Notes Claims are directly against WeWork Companies U.S. LLC, a disregarded entity (a “DRE”) of We Company LP.

³ The Holders of Undrawn DIP TLC Claims should consult with their own tax advisors with respect to the exchange of Undrawn DIP TLC Claims for certain entitlements set forth under the Exit LC Facility Documents.

Interests received in the Electing Claims Exchange by a Holder should be equal to the aggregate adjusted tax basis of Contributed Claims surrendered.

New Money Exchange

The Company intends the New Money Exchange in which cash was transferred by Holders of DIP New Money Exit Facility Claims in exchange for WeWork New Interests to qualify as a section 351 exchange. The aggregate tax basis in the WeWork New Interests received should equal the amount of cash exchanged therefor.

Non-Electing Claims Exchange

The Company intends the Non-Electing Claims Exchange in which Non-Contributed Claims were exchanged for WeWork New Interests to be treated as a taxable transaction under section 1001. Each Non-Electing Holder should recognize gain or loss in an amount equal to the difference, if any, between (a) the fair market value of the WeWork New Interests received in the exchange, and (b) such Holder's adjusted tax basis in its Non-Contributed Claims. Each Non-Electing Holder should obtain a cost basis under section 1012 equal to the fair market value of the WeWork New Interests received.

Form 8937, Line 16

The property acquired in a taxable acquisition has a basis equal to its cost. In general, the taxpayer's basis in the property acquired equals its fair market value. U.S. federal income tax laws do not define fair market value, and the Non-Electing Holders should consult their own tax advisors as to the proper calculation of fair market value of their WeWork New Interests for U.S. federal income tax purposes.

Form 8937, Line 17

Electing Claims Exchange and New Money Exchange: Sections 351(a) and 358(a).

Non-Electing Claims Exchange: Sections 1001 and 1012.

Form 8937, Line 18

Electing Claims Exchange and New Money Exchange: No loss may be recognized.

Non-Electing Claims Exchange: Loss may be recognized.

Form 8937, Line 19

The reportable tax year is 2024 with respect to **(i)** the Electing Holders; **(ii)** the Non-Electing Holders; and **(iii)** Holders of the DIP New Money Exit Facility Claims, who in each case are calendar year taxpayers. For Holders who report income on a basis other than calendar year, the reportable year is the Holder's tax year that includes June 11, 2024.

The information contained herein does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. You are encouraged to consult your own tax advisor regarding the applicability and effect of all U.S. federal, state, local and foreign tax laws.