



**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

Lined area for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ See attachment

Lined area for indicating if any resulting loss can be recognized.

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

Lined area 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 ▶ *Natalie Pechacek* Date ▶ October 31, 2024

Print your name ▶ Natalie Pechacek Title ▶ Chief Tax 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.	

**Magnite, Inc.**

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

The information in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties under the Internal Revenue Code of 1986, as amended (the “**Code**”). Holders of the Existing Term Loan and New Term Loan (each as defined below) should consult their own 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.

**Form 8937, Part I, Box 10**

*CUSIP Number*

<b>Debt Instrument</b>	<b>CUSIP</b>
Existing Term Loan	55955NAE8
New Term Loan	55955NAF5

**Form 8937, 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 September 18, 2024 (the “**Amendment Date**”), Magnite, Inc. (“**Magnite**”) entered into the First Amendment (the “**First Amendment**”) to the Credit Agreement dated as of February 6, 2024 (the “**Credit Agreement**”). The First Amendment reduced the interest rate applicable to the Term Loan that was outstanding under the Credit Agreement prior to the Amendment Date (the “**Existing Term Loan**”), by 0.75%.

Magnite has determined that the First Amendment constitutes a “significant modification” of the of the Existing Term Loan within the meaning of Treasury Regulation § 1.1001-3(e)(2), resulting in a deemed exchange (the “**Exchange**”) of the Existing Term Loan for a new Term Loan (the “**New Term Loan**”) for U.S. federal income tax purposes.

**Form 8937, Part II, 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.*

The exchange of the Existing Term Loan for the New Term Loan pursuant to the Exchange should qualify as a “recapitalization” (within the meaning of Section 368(a)(1)(E) of the Code) for U.S. federal income tax purposes if the Existing Term Loan and New Term Loan each constitute “securities” of Magnite for U.S. federal income tax purposes. The term “security” is not defined

in the Code or in the Treasury Regulations issued thereunder and, as applied to debt obligations, the meaning of the term “security” is unclear.

If the Exchange qualifies as a recapitalization for U.S. federal income tax purposes, a holder’s aggregate tax basis in the New Term Loan received in the Exchange generally should equal such holder’s aggregate adjusted tax basis in its Existing Term Loan immediately before the Exchange (excluding accrued but unpaid interest), increased by gain, if any, recognized and decreased by the amount of cash, if any, received (other than as payment of accrued but unpaid interest).

If the Exchange does not qualify as a recapitalization for U.S. federal income tax purposes, the Exchange would be a taxable transaction for U.S. federal income tax purposes. In that case, a holder’s aggregate tax basis in the New Term Loan received in the Exchange generally would equal the issue price of the New Term Loan (described below in Box 16).

Holders of the Existing Term Loan should consult their own tax advisors regarding the possible classification of the Existing Term Loan and New Term Loan as securities and the tax consequences of the Exchange to them.

**Form 8937, Part II, 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 basis in a holder’s New Term Loan is calculated in the manner described above in Line 15.

Magnite has determined that, as of the First Amendment, the New Term Loan was “traded on an established market” within the meaning of Treasury Regulation § 1.1273-2(f), based upon indicative quotes provided by an independent pricing service. Accordingly, Magnite has determined that the issue price of the New Term Loan as of the First Amendment was as follows (expressed as a percentage of face amount):

<b>Debt Tranche</b>	<b>Issue Price (%)</b>
New Notes	100.0%

Holders of the Existing Notes should consult their own tax advisors to determine the tax consequences of the Exchange to them.

**Form 8937, Part II, Box 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, 1012 and 1273 of the Code.

**Form 8937, Part II, Box 18**

*Can any resulting loss be recognized?*

If the Exchange qualifies as a recapitalization for U.S. federal income tax purposes, no loss would be recognized for U.S. federal income tax purposes.

If the Exchange does not qualify as a recapitalization for U.S. federal income tax purposes, the Exchange may result in a loss to a holder that can be recognized for U.S. federal income tax purposes.

**Form 8937, Part II, Box 19**

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

The reportable tax year is 2024 with respect to calendar-year taxpayers.