



**Part II** Organizational Action *(continued)*

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

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**18** Can any resulting loss be recognized? ▶ \_\_\_\_\_

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

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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 ▶ Ben Jell Date ▶ 4/15/26

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

# Pretium PKG Holdings, Inc.

EIN: 46-5739152

## Attachment to Form 8937

### Report of Organizational Actions Affecting Basis of Securities

Pretium PKG Holdings, Inc. (the “**Company**”), a corporation for U.S. federal income tax (“**USFIT**”) purposes, 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 USFIT laws and regulations to the debt and equity exchanges described below and the potential effects on a debt 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 debtholders or equity holders. Debtholders and equity holders 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 1:**

##### **Line 9. Classification and description.**

- Total of approximately \$1,237,395,831 in aggregate principal amount of First Lien Tranche A-1 Term Loans issued October 2, 2023, and due on October 1, 2028 (“**First Lien Tranche A-1 Term Loans**”) plus accrued and unpaid interest of approximately \$33,413,396.
- Shares of Class A-1 interests of Poseidon Investment Intermediate, LLC (“**Parent**”) issued on the Effective Date (defined below) (“**New Equity**”).<sup>1</sup>
- Total of approximately \$499,200,000 in aggregate principal of takeback term loans due March 2, 2032 (“**Takeback Term Loans**”).

##### **Line 10. CUSIP number.**

- First Lien Tranche A-1 Term Loans CUSIP – 74142KAK5
- Takeback Term Loans CUSIP – 74142KAR0

#### **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**

On March 2, 2026 (the “**Effective Date**”), the Company executed the following transactions (each an “**Exchange**” and collectively, the “**Exchanges**”) with holders of the First Lien Tranche A-1 Term Loans (each, an “**Exchange Holder**” and, collectively, the “**Exchange Holders**”) as part of the previously announced

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<sup>1</sup> Parent is treated as a corporation for USFIT purposes and owns 100 percent of the equity of the Company.

prepackaged Chapter 11 plan of reorganization initially drafted on January 28, 2026, and approved on February 23, 2026 (the “Plan”).

- Holders of First Lien Tranche A-1 Term Loans exchanged approximately \$1,237,395,831 of aggregate principal amount of First Lien Tranche A-1 Term Loans and accrued and unpaid interest of approximately \$33,413,396 for approximately \$499,200,000 of Takeback Term Loans and 2,530,800 shares of New Equity.<sup>2</sup>

**Part II, Line 15: Describe the quantitative effect of the organizational action on the basis of the security in the hands of a US taxpayer as an adjustment per share or as a percentage of old basis.**

The Company believes, and the remainder of this discussion assumes, that the Exchanges resulted in a significant modification of the First Lien Tranche A-1 Term Loans under Treas. Reg. section 1.1001-3. As a result, pursuant to section 1001, the Exchange Holders are expected to be treated as receiving Takeback Term Loans and New Equity, or Take-Back Term Loans and cash, as applicable, in exchange for the First Lien Tranche A-1 Term Loans as described above. Consequently, the Exchange Holders are expected to realize - but, subject to the recapitalization rules discussed below, not necessarily recognize - gain or loss (if any) as a result of the Exchanges.

The tax treatment of the Exchanges depends on whether they constitute recapitalizations under section 368(a)(1)(E) (a “**Section 368(a)(1)(E) Recapitalization**”). In the case of each Exchange, the determination of whether the Exchange constitutes a Section 368(a)(1)(E) Recapitalization depends, *inter alia*, on whether the First Lien Tranche A-1 Term Loans surrendered, and the Takeback Term Loans received therefor, constitute “securities” for purposes of section 354. Neither the Code nor the Treasury regulations define the term security. Whether a debt instrument is a security is based on all of the facts and circumstances, but most authorities have held that the term to maturity of the debt instrument is one of the most significant factors. In this regard, debt instruments with a term of ten years or more generally have qualified as securities, whereas debt instruments with a term of less than five years generally have not qualified as securities. Here, the debt instruments have the following terms:

- First Lien Tranche A-1 Term Loans: Approximately 5 years
- Takeback Term Loans: Approximately 6 years

If the First Lien Tranche A-1 Term Loans and Takeback Term Loans are determined to constitute securities for purposes of section 354, and the respective exchanges of First Lien Tranche A-1 Term Loans for Takeback Term Loans and New Equity or cash, as applicable, otherwise qualify as Section 368(a)(1)(E) Recapitalizations, the Exchange Holders generally are expected not to recognize gain or loss with respect to the Exchanges, except to the extent of cash and other “boot” received by the Exchange Holders as part of the Exchanges (other than amounts received for accrued and unpaid interest not previously included in income). Specifically, assuming treatment as a Section 368(a)(1)(E) Recapitalization, an Exchange Holder is expected to be required to recognize gain on an exchange of First Lien Tranche A-1 Term Loans in an amount equal to the lesser of (1) the total gain realized by the Exchange Holder with respect to such First Lien Tranche A-1 Term Loans, and (2) the amount of cash and other boot received (if any), including the

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<sup>2</sup> Certain holders of First Lien Tranche A-1 Term Loans opted to receive cash in lieu of New Equity. The total amount of cash received by these holders was \$104 in lieu of 11 shares of New Equity.

New Equity, as applicable, excluding any amounts received for accrued and unpaid interest not previously included in income.

Here, the total gain realized by an Exchange Holder with respect to the Exchanges is expected to equal the excess, if any, of (1) the sum of (a) the issue price of the Takeback Term Loans received, (b) the fair market value of the New Equity acquired (if any), and (c) the cash and other non-cash boot received (if any), excluding any amounts received for accrued and unpaid interest not previously included in income, over (2) the Exchange Holder's adjusted tax basis in the First Lien Tranche A-1 Term Loans. The Exchange Holder's aggregate initial tax basis in the Takeback Term Loans is expected to equal its aggregate adjusted tax basis in the First Lien Tranche A-1 Term Loans exchanged for the Takeback Term Loans, less the amount of cash and other non-cash boot received, if any, including the New Equity, as applicable, excluding any amounts received for accrued and unpaid interest not previously included in income, increased by the amount of any gain recognized on the Exchange.

If the Exchanges do not qualify as Section 368(a)(1)(E) Recapitalizations, an Exchange Holder's aggregate initial tax basis in the Takeback Term Loans generally is expected to be equal to their issue price.

If the Exchanges do not qualify as Section 368(a)(1)(E) Recapitalizations, an Exchange Holder's aggregate initial tax basis in the New Equity generally is expected to be equal to its fair market value.

Exchange Holders participating in the Exchanges should consult their tax advisors to determine the USFIT consequences to them of the Exchanges.

**Part II, 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.

If the Exchanges are Section 368(a)(1)(E) Recapitalizations, an Exchange Holder's aggregate initial tax basis in the Takeback Term Loans and New Equity is expected to equal its aggregate adjusted tax basis in the First Lien Tranche A-1 Term Loans exchanged for the Takeback Term Loans and New Equity, less the amount of cash (if any) and the fair market value of any boot received, including the New Equity, if any, and excluding any amounts received for accrued and unpaid interest not previously included in income, plus the amount of any gain recognized.

If the Exchanges do not qualify as Section 368(a)(1)(E) Recapitalizations, an Exchange Holder's aggregate initial tax basis in the Takeback Term Loans is expected to equal its issue price and the aggregate initial tax basis in the New Equity generally is expected to be equal to its fair market value.

**Part II, 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, 1012, 1273, and 1275.

**Part II, Line 18: Can any resulting loss be recognized?**

The Exchanges generally should not result in loss being recognized by the Exchange Holders if the Exchanges are Section 368(a)(1)(E) Recapitalizations.

The Exchanges may result in an Exchange Holder recognizing a loss if the Exchanges are not Section 368(a)(1)(E) Recapitalizations and such Exchange Holder's tax basis in the First Lien Tranche A-1 Term Loans exceeds (1) the issue price of the Takeback Term Loans received, (2) plus the amount of cash received, if any, and (3) plus the fair market value of other non-cash boot received, including the New Equity, if any, excluding any amounts received for accrued interest not previously included in income, subject to generally applicable Code rules that may impact the ability of particular Exchange Holders to recognize losses.

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

The organizational actions occurred on March 2, 2026. The reportable tax year is 2026 for calendar-year taxpayers.