

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](#)

Blank lines for listing Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ [See attachment](#)

Blank lines for providing information on resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attachment](#)

Blank lines for providing other necessary 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 ▶ Agnieszka Zakowicz Date ▶ 2/28/2025
Signed by: 455B03957AD145D...

Print your name ▶ Agnieszka Zakowicz Title ▶ Chief Financial Officer

Paid Preparer Use Only	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.

Vroom, Inc.**EIN: 90-1112566****Attachment to Form 8937**

Vroom, 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 debt exchanges described below and the potential effects on a 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. 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.

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 November 12, 2024, the Company announced its entry into the Restructuring Support Agreement (“RSA”) and its intention to commence the chapter 11 case. The Company entered into the RSA with beneficial holders of approximately 97.6% of the Company’s 0.750% unsecured convertible senior notes due 2026 (such claims, the “Unsecured Notes Claims” and such consenting holders, the “Consenting Noteholders”) and holders of approximately 5.9% of Company’s existing common stock (such common stock, the “Existing Equity Interests” and such consenting holders, the “Consenting Equity Interest Holders,” and collectively with the Consenting Noteholders, the “Consenting Stakeholders”). The RSA is the result of extensive good faith and arm’s length negotiations among the Company and the Consenting Noteholders.

The capital structure of the reorganized Company upon the January 14, 2025 effective date (the “Effective Date”) of the Prepackaged Plan of Reorganization for Vroom, Inc. Under Chapter 11 of the Bankruptcy Code (the “Plan”) consists of the new common stock (the “New Common Stock”) to be issued by the reorganized Company on the Effective Date, distributed to (a) the holders of Unsecured Notes Claims; and (b) the holders of Existing Equity Interests, and resulting in *pro forma* ownership percentages of (x) 92.94% of the New Common Stock held by holders of Unsecured Notes Claims; and (y) 7.06% of the New Common Stock held by holders of Existing Equity Interests, in each case subject to dilution as described below.

Additionally, on the Effective Date, new warrants to purchase shares of Common Stock (the “New Warrants”) were issued in connection with the Plan pursuant to section 1145 of the Bankruptcy Code and were adjusted such that the New Warrants: (a) will be for the purchase of an aggregate of 364,516 shares of New Common Stock (1,808,243 shares prior to the adjustment) and (b) have an exercise price equal to \$60.95 (\$12.19 prior to the adjustment).

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

Unsecured Notes Claims

Pursuant to the Plan, each holder of allowed Unsecured Notes Claims received in satisfaction of its Unsecured Notes Claims its pro rata share of 92.94% of the New Common Stock (subject to dilution by (i) the New Warrants, (ii) that certain management equity plan equity, and (iii) those certain post-Effective Date equity awards).

Existing Equity Interests

Pursuant to the Plan, each holder of Existing Equity Interests received (i) its *pro rata* share of 7.06% of the New Common Stock (subject to dilution, as described above) and (ii) its *pro rata* share of the New Warrants. The New Warrants (a) are for the purchase of an aggregate of 364,516 shares of New Common Stock (1,808,243 shares prior to the adjustment) and (b) have an exercise price equal to \$60.95 (\$12.19 prior to the adjustment).

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

Unsecured Notes Claims

If the exchange of allowed Unsecured Notes Claims constitutes a tax-deferred transaction to a holder (as discussed below), such holder generally would not recognize any gain or loss and would have a tax basis in the New Common Stock received equal to such holder's tax basis in the Unsecured Notes Claims exchanged, and the holder's holding period in the New Common Stock received as part of the tax-deferred exchange generally would include the period the holder held its Unsecured Notes Claims. If the exchange of allowed Unsecured Notes Claims constitutes a taxable transaction to a holder, such U.S. Holder generally should recognize all realized gain or loss and should have a tax basis in the New Common Stock equal to the fair market value of the New Common Stock on the Effective Date, and the holding period in the New Common Stock should commence on the day following the Effective Date.

Holders of Unsecured Notes Claims should consult their tax advisors to determine the tax consequences of the Restructuring and the Plan to them.

Existing Equity Interests

If the exchange of Existing Equity Interests for New Common Stock and New Warrants constitutes a tax-deferred recapitalization to a holder (as discussed below), such holder would have an aggregate tax basis in the New Common Stock and New Warrants equal to such holder's tax basis in the Existing Equity Interests (allocated among the New Common Stock and New Warrants received based on their relative fair market values as of the Effective Date), and the holding period in the New Common Stock and New Warrants generally should include the period the holder held its Existing Equity Interests. Treasury Regulations provide detailed rules for allocating the tax basis and

holding period of Existing Equity Interests surrendered pursuant to the Plan to New Common Stock received pursuant to the Plan. U.S. Holders holding Existing Equity Interests that were acquired on different dates and at different prices should consult their tax advisors regarding the allocation of the tax basis and holding period of such equity interests.

However, as discussed below, alternative characterizations of the receipt of the New Warrants pursuant to the Plan are possible. If, for example, such receipt is instead characterized as a distribution with respect to its Existing Equity Interests or the New Common Stock (i.e., separately from the exchange of Existing Equity Interests for New Common Stock, to which exchange the above discussion of a “recapitalization” would still apply), a holder would have a tax basis in such New Warrants equal to zero (unless (a) the fair market value of the New Warrants so received is at least equal to fifteen percent (15%) of the Existing Equity Interests or the New Common Stock, as the case may be, with respect to which the New Warrants were distributed or (b) the holder timely elects to allocate tax basis of its Existing Equity Interests or its New Common Stock, as the case may be, among the Existing Equity Interests or the New Common Stock, as applicable, and the New Warrants, in each case, held after such distribution, in which case the tax basis in the Existing Equity Interests or New Common Stock, as applicable, would be allocated among the Existing Equity Interests or New Common Stock, as applicable, and the New Warrants in proportion to the fair market values thereof as of the date of the distribution), and the holding period in the New Warrants generally would include the period the holder held its Existing Equity Interests or its New Common Stock, as applicable.

Holders of Existing Equity Interests should consult their tax advisors to determine the tax consequences of the Restructuring and the Plan to them.

Fair Market Value

None of the New Common Stock or New Warrants were publicly traded as of the Effective Date, and their respective fair market values at that time were unclear. Fair market value generally is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or to sell and both having reasonable knowledge of the facts. While the New Common Stock commenced trading on February 20, 2025, there can be no assurance that the current trading price of each share of New Common Stock is the same or similar or materially different from the value thereof on the Effective Date immediately after the consummation of the Plan. U.S. federal income tax law does not specifically prescribe how a stockholder should determine the fair market values of the New Common Stock and the New Warrants.

Holders of Unsecured Notes Claims and Existing Equity Interests should consult their tax advisors to determine the tax consequences of the Restructuring and the Plan to them.

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

Sections 301, 305, 307, 316, 354, 356, 358, 368, 1001, and 1012 of the Code

Line 18 - Can any resulting loss be recognized?

Convertible Notes Claims

Each holder of allowed Unsecured Notes Claims should realize gain or loss in an amount equal to the difference, if any, between (i) the fair market value of the New Common Stock received in respect of the claim and (ii) the sum of the holder's adjusted tax basis in the claims exchanged therefor.

Whether a holder of allowed Unsecured Notes Claims will recognize any such realized gain or loss will depend on whether the receipt of the New Common Stock in exchange for such claims constitutes a taxable exchange or a tax-deferred (or partially tax-deferred) exchange for such holder, which will in part depend on whether the claims surrendered in the exchange constitute "securities" for U.S. federal income tax purposes. The Company intends to take the position that the convertible senior notes due 2026 constitute "securities" for U.S. federal income tax purposes. If the exchange of allowed Unsecured Notes Claims constitutes a tax-deferred transaction to a holder, such holder generally would not recognize any gain or loss. If the exchange of allowed Unsecured Notes Claims constitutes a taxable transaction to a holder, such holder generally should recognize all realized gain or loss.

Holders of Unsecured Notes Claims should consult their tax advisors to determine the tax consequences of the Restructuring and the Plan to them.

Existing Equity Interests

The exchange of Existing Equity Interests for New Common Stock and New Warrants, which included an adjustment reducing the number of shares held by each holder, should be treated as a "recapitalization" for U.S. federal income tax purposes. In a recapitalization, a holder of Existing Equity Interests generally should not recognize any gain or loss.

Alternative characterizations of the receipt of the New Warrants pursuant to the Plan are possible. For example, the New Warrants could be treated for U.S. federal income tax purposes as received by a holder in a distribution with respect to its Existing Equity Interests or its New Common Stock (i.e., separately from the exchange of Existing Equity Interests for New Common Stock, to which exchange the above discussion of a "recapitalization" would still apply). Under such characterization, a holder still would not recognize any income, gain or loss upon receipt of such New Warrants.

Holders of Existing Equity Interests should consult their tax advisors to determine the tax consequences of the Restructuring and the Plan to them.

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

The reportable tax year is 2025 for a taxpayer reporting taxable income on a calendar year basis.