

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 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 ▶  Date ▶ 4.24.2026
Print your name ▶ Humberto Dominguez Title ▶ SVP, Tax / Asst. Sec.

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.

Advantage Sales & Marketing, Inc.
Attachment to Form 8937
Report of Organizational Actions Affecting Basis of Securities

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”). The information in this document does not constitute tax advice and should not be construed to take into account any shareholder's specific circumstances. Holders and nominees should consult their own tax advisors regarding the particular tax consequences of the organizational action (as described in this document) to them, including the applicability and effect of all U.S. federal, state, and local and foreign tax laws.

Part I, Lines 9 and 10 — Classification and Description; CUSIP number.

Existing Debt	
Classification and Description (Line 9)	CUSIP Number (Line 10)
Existing Term Loans	00769EAZ3
Existing Notes	00775PAA5; 00775PAB3; U0081P AA1

New Debt	
Classification and Description (Line 9)	CUSIP Number (Line 10)
New Term Loans	00769EBC3
New Notes	00775DAC8; 00775DAD6; U0080U AC7

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 11, 2026, Advantage Sales & Marketing, Inc. (the “**Issuer**”) issued (i) new 9.00% notes due 2030 (the “**New Notes**”) pursuant to the Notes Exchange (as defined below) and (ii) new first lien term loans (the “**New Term Loans**”) pursuant to the Term Loan Exchange (as defined below).

The Notes Exchange

Holders of the Issuer's 6.50% senior secured notes due 2028 (the "**Existing Notes**") were offered to exchange (the exchange occurring pursuant to such offer, the "**Notes Exchange**") all of their Existing Notes for the following consideration per \$1,000 principal amount of Existing Notes:

- \$74.06 in cash; and
- \$946.77 principal amount of New Notes for Existing Notes tendered on or before February 23, 2026; or
- \$925.94 principal amount of New Notes for Existing Notes tendered after February 23, 2026.

In addition, the Issuer paid holders participating in the Notes Exchange an amount in cash equal to the accrued and unpaid interest on the Existing Notes.

The Term Loan Exchange

Holders of the Issuer's outstanding term loans (the "**Existing Term Loans**") were offered to exchange (the exchange occurring pursuant to such offer, the "**Term Loan Exchange**") their Existing Term Loans for the following consideration per \$1,000 principal amount of Existing Term Loans tendered:

- \$946.77 principal amount of New Term Loans; and
- \$74.06 in cash.

In addition, the Issuer paid holders participating in the Term Loan Exchange an amount in cash equal to the accrued and unpaid interest on the Existing Term Loans.

The Notes Exchange and the Term Loan Exchange are collectively referred to herein as the "**Exchange Transactions**". The New Notes and the New Term Loans are collectively referred to herein as the "**New Debt**".

Part II, 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.

The Issuer intends to take the position that the Exchange Transactions resulted in a "significant modification" of the Existing Notes and Existing Term Loans under section 1001 of the Code and Treas. Reg. § 1.1001-3, and, therefore, constituted a deemed exchange of such instruments for U.S. federal income tax purposes.

The U.S. federal income tax consequences of a debt exchange to a holder generally depend on whether the applicable exchange qualifies as a recapitalization under section 368(a)(1)(E) of the Code. The Exchange Transactions may be treated as a recapitalization if the exchanged

instruments constitute “securities” for U.S. federal income tax purposes, or, alternatively, may be treated as a taxable exchange if such treatment does not apply. Whether a debt instrument is a “security” for this purpose is determined based on all the facts and circumstances.

If an exchange qualifies as a recapitalization, a participating holder generally is not expected to recognize any loss and only recognize gain equal to the lesser of (a) the gain realized in the exchange and (b) the amount of any cash or other property received by the holder (excluding amounts treated as paid with respect to accrued and unpaid interest, which are taxable as ordinary interest income to the extent not previously included in income).

If an exchange does not qualify as a recapitalization, a participating holder generally is expected to recognize gain or loss equal to the difference between (i) the issue price of the new debt instruments received in the exchange plus any cash or other property received (excluding amounts treated as paid with respect to accrued and unpaid interest, which are taxable as ordinary interest income to the extent not previously included in income) and (ii) the holder’s adjusted tax basis in the exchanged debt instruments.

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.

The Notes Exchange

Recapitalization Treatment: If the Notes Exchange qualifies as a recapitalization, a participating holder’s tax basis in the New Notes received in the Notes Exchange generally will equal such holder’s adjusted tax basis in the Existing Notes surrendered in the Notes Exchange, reduced by the amount of cash received and increased by the amount of gain recognized, if any.

In addition, a participating holder’s holding period in the New Notes received in the Notes Exchange generally will include the holder’s holding period in the Existing Notes surrendered in the Notes Exchange.

Taxable Exchange: If the Notes Exchange is a taxable exchange, a participating holder’s tax basis in the New Notes received in the Notes Exchange generally will equal the issue price of such New Notes. The holder generally will recognize gain or loss equal to the difference between (i) the issue price of the New Notes received plus the amount of cash received (excluding amounts treated as paid with respect to accrued and unpaid interest, which are taxable as ordinary interest income to the extent not previously included in income) and (ii) the holder’s adjusted tax basis in the Existing Notes surrendered in the Notes Exchange. In a taxable exchange, the holder’s holding period in the New Notes will begin on the date of the exchange.

Pursuant to Treas. Reg. § 1.1273-2(f)(9), the Issuer has determined and intends to take the position that the New Notes are traded on an established market and have the following issue price:

Debt Instrument	Issue Price (percentage of principal amount)
New Notes	79.97%

Any amounts treated as paid with respect to accrued and unpaid interest are treated separately from the foregoing basis determination.

The Term Loan Exchange

Recapitalization Treatment: If the Term Loan Exchange qualifies as a recapitalization, a participating holder's tax basis in the New Term Loans received in the Term Loan Exchange generally will equal such holder's adjusted tax basis in the Existing Term Loans surrendered in the Term Loan Exchange, reduced by the amount of cash received and increased by the amount of gain recognized, if any.

In addition, a participating holder's holding period in the New Term Loans received in the Term Loan Exchange generally will include the holder's holding period in the Existing Term Loans surrendered in the Term Loan Exchange.

Taxable Exchange: If the Term Loan Exchange is a taxable exchange, a participating holder's tax basis in the New Term Loans received in the Term Loan Exchange generally will equal the issue price of such New Term Loans. The holder generally will recognize gain or loss equal to the difference between (i) the issue price of the New Term Loans received plus the amount of cash received (excluding amounts treated as paid with respect to accrued and unpaid interest, which are taxable as ordinary interest income to the extent not previously included in income) and (ii) the holder's adjusted tax basis in the Existing Term Loans surrendered in the Term Loan Exchange. In a taxable exchange, the holder's holding period in the New Term Loans will begin on the date of the exchange.

Pursuant to Treas. Reg. § 1.1273-2(f)(9), the Issuer has determined and intends to take the position that the New Term Loans are traded on an established market and have the following issue price:

Debt Instrument	Issue Price (percentage of principal amount)
New Term Loans	81.00%

Any amounts treated as paid with respect to accrued and unpaid interest are treated separately from the foregoing basis determination.

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, 1223, and 1273.

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

If the Notes Exchange or the Term Loan Exchange is treated as a recapitalization, loss generally is not recognized on the applicable Exchange Transaction.

If the Notes Exchange or the Term Loan Exchange is treated as a taxable exchange, loss may be recognized on the applicable Exchange Transaction. See Part II, Line 15 above for a discussion of the applicable tax treatment.

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

The reportable tax year is 2026 with respect to calendar year taxpayers.