





**TiVo Corporation**  
**Exchange of TiVo Corporation Common Stock for**  
**Xperi Holding Corporation Common Stock**  
**Attachment to IRS Form 8937**

**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 December 18, 2019, Xperi Corporation ("XRAY") and TiVo Corporation ("TWOLF") entered into an Agreement and Plan of Merger and Reorganization (the "Merger Agreement") to effectuate an all-stock, merger of equals strategic combination of their respective businesses. Pursuant to the Merger Agreement, XRAY and TWOLF formed XRAY-TWOLF HoldCo Corporation ("HoldCo"). HoldCo, in turn, formed two wholly-owned subsidiaries: (i) XRAY Merger Sub Corporation ("XRAY Merger Sub") and (ii) TWOLF Merger Sub Corporation ("TWOLF Merger Sub").

On June 1, 2020 (the "Exchange Date"), (i) XRAY Merger Sub merged with and into XRAY, with XRAY surviving (the "XRAY Merger") and (ii) TWOLF Merger Sub merged with and into TWOLF, with TWOLF surviving (the "TWOLF Merger" and, together with the XRAY Merger, the "Mergers"). Pursuant to the Mergers, (i) each issued and outstanding share of XRAY common stock was converted into one (1) share of HoldCo common stock (CUSIP Number 98390M103) and (ii) each issued and outstanding share of TWOLF common stock was converted into zero point four five five (0.455) shares of HoldCo common stock, with cash paid in lieu of fractional shares of HoldCo common stock (the exchange of TWOLF common stock for HoldCo common stock and cash paid in lieu of fractional shares is hereinafter referred to as the "Exchange"). As of June 1, 2020, the name of HoldCo had changed from XRAY-TWOLF HoldCo Corporation to Xperi Holding Corporation.

**Shareholders are urged to refer to the *Material U.S. Federal Income Tax Consequences of the Mergers* section of the Form S-4 originally filed with the Securities and Exchange Commission on February 18, 2020 (File No. 333-236492), as amended and supplemented through the date hereof, and to consult with their own tax advisor regarding the consequences of the Exchange, including the applicability and effect of all U.S. federal, state and local, and foreign tax laws.**

**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 TWOLF Merger is intended to be a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”) or a transaction qualifying for non-recognition of gain or loss under Section 351 of the Code. The aggregate tax basis of the HoldCo common stock received in the TWOLF Merger (including fractional shares of HoldCo common stock settled in cash) by a TWOLF shareholder should be the same as the aggregate tax basis of the TWOLF common stock surrendered in exchange therefor and should be allocated pro rata across the shares of HoldCo common stock received such that each share of HoldCo common stock received should have an identical, averaged basis, under Section 358(a) of the Code and Treas. Reg. §1.358-2(b)(2).

A TWOLF shareholder who receives cash in lieu of a fractional share of HoldCo common stock in the TWOLF Merger should generally be treated as having received a fractional share of HoldCo common stock in the TWOLF Merger and then having exchanged such fractional share for cash.

**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.**

A TWOLF shareholder should allocate the shareholder’s aggregate tax basis in the TWOLF common stock surrendered in exchange for the HoldCo common stock between the whole shares and the fractional shares based on the relative fair market values at the time of the TWOLF Merger.

As an example, assume a TWOLF shareholder has an aggregate \$10 basis in 10 shares of TWOLF common stock (i.e., \$1 per share), and the fair market value of one share of HoldCo common stock is \$14.00 at the time of the TWOLF Merger. Following the TWOLF Merger, the TWOLF shareholder should have an aggregate \$10 basis in 4.55 shares of HoldCo common stock (i.e., 10 shares x 0.455, or \$2.20 per share), and should be treated as having exchanged 0.55 shares of HoldCo common stock with a tax basis of \$1.21 (i.e., \$2.20 x 0.55 shares) for \$7.70 (i.e., \$14.00 per share fair market value x 0.55 shares).

Although U.S. federal income tax laws do not specify how to determine fair market value, one approach is to utilize the closing price quoted on the Nasdaq Global Select Market for XRAY common stock on the Exchange Date. Using this approach, the fair market value of each share of HoldCo common stock received in the TWOLF Merger is \$14.00.

Shareholders should consult their own tax advisors regarding the appropriate method for determining fair market values and the specific tax treatment of the TWOLF Merger (including but not limited to the computation of gain and tax basis).

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

The applicable Code sections upon which the tax treatment of the TWOLF Merger is based are Sections 351, 358(a) and 368(a).

**Line 18. Can any resulting loss be recognized?**

The TWOLF Merger is intended to be a “reorganization” within the meaning of Section 368(a) of the Code or a transaction qualifying for non-recognition of gain or loss under Section 351 of the Code. Accordingly, a TWOLF shareholder generally should not recognize any loss upon receipt of the HoldCo common stock in the Exchange.

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

The stock basis adjustments are taken into account in the tax year of a TWOLF shareholder during which the TWOLF Merger occurred (e.g., 2020 for calendar year taxpayers).