Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-0123

Part I Reporting Issuer

1 Issuer's name: ACI Worldwide, Inc., ACI Worldwide Corp and ACI Payments, Inc.	2 Issuer's employer identification number (EIN): 47-0772104
3 Name of contact for additional information: Bryan Peterson / 4 Telephone No. of contact: 402.778.1848	5 Email address of contact: bryan.peterson@aciworldwide.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact: 6060 Coventry Drive	7 City, town, or post office, state, and ZIP code of contact: Elkhorn, NE 68022
8 Date of action: February 26, 2024	9 Classification and description: See attachment.

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
See attachment.	N/A	N/A	N/A

Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

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 ▶ See attachment.

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 ▶ See attachment.

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 attachment.

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.**

18 Can any resulting loss be recognized? ▶ **See attachment.**

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

Sign Here

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.

Signature ▶ Bryan Peterson Date ▶ April 10, 2024

Print your name ▶ **Bryan Peterson** Title ▶ **Head of Corporate Tax**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

ACI Worldwide, Inc., ACI Worldwide Corp. and ACI Payments, Inc.
6060 Coventry Drive, Elkhorn, NE 68022
EIN: 47-0772104
Attachment to Form 8937
Report of Organizational Actions Affecting Basis of Securities
Refinancing Amendment – Exchange of 2025 Term Loans and Delayed Draw Term Loans for Newly Issued 2029 Term Loans

The information contained in Form 8937 and this attachment does not constitute tax advice and is not intended to be a complete analysis or description of all potential U.S. federal income tax consequences of the Refinancing Amendment described herein. In addition, this information does not address tax consequences applicable based on the individual circumstances of lenders of any of the loans described below that were subject to the Refinancing Amendment, or any non-income, foreign, state, or local tax consequences of the Refinancing Amendment.

Accordingly, lenders of any of the loans described below that were subject to the Refinancing Amendment are strongly urged to consult with their own tax advisors to determine the particular U.S. federal, state, local, foreign or other tax consequences of the Refinancing Amendment to them, including the impact on tax basis resulting therefrom.

Part I

Line 9. For each security involved in the organizational action, the requested information (classification and description) is as follows:

Those delayed draw term loans maturing on April 5, 2025 (the "2025 Delayed Draw Term Loans") made pursuant to that amendment dated as of April 5, 2019 to the credit agreement dated as of February 24, 2017, among ACI Worldwide, Inc., a Delaware corporation, and ACI Worldwide Corp., a Nebraska corporation (the "Initial Borrowers"), the lenders party thereto and Bank of America, N.A., a national banking association, as administrative agent for the lenders (the "Credit Agreement"), as further amended and restated on April 28, 2023.

Those term loans maturing on April 5, 2025 (the "2025 Term Loans") originally issued on February 24, 2017 pursuant to the Credit Agreement, and as amended from time to time.

Those term loans maturing on February 26, 2029 (the "2029 Term Loans") issued pursuant to the Refinancing Amendment dated as of February 26, 2024 (the "Refinancing Amendment"), exchanging the 2025 Delayed Draw Term Loans and the 2025 Term Loans for the 2029 Term Loans and adding ACI Payments, Inc., a Delaware corporation, as a borrower under the Refinancing Amendment and the Credit Agreement (jointly with the Initial Borrowers, the "Borrowers").

Line 10. For each security involved in the organizational action, the requested information (CUSIP number) is as follows:

2025 Delayed Draw Term Loans	00087UAV1
2025 Term Loans	00087UAU3
2029 Term Loans	(CUSIP not yet available) Bloomberg ID: BL4605111

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:

Pursuant to the Refinancing Amendment, effective as of February 26, 2024, (i) certain 2025 Term Loan lenders agreed to convert certain 2025 Term Loans (the "Converted 2025 Term Loans") into the same principal amount of 2029 Term Loans, (ii) certain 2025 Delayed Draw Term Loan lenders agreed to convert certain 2025 Delayed Draw Term Loans (the "Converted 2025 Delayed Draw Term Loans") into the same principal amount of 2029 Term Loans and (iii) certain lenders were issued $312,500,000 in an aggregate principal amount of 2029 Term Loans for cash (the "Refinancing 2029 Term Loans"), which cash proceeds were used in conjunction with other funds to pay down any non-converted 2025 Term Loans and 2025 Delayed Draw Term Loans. The aggregate principal amount of the Converted 2025 Term Loans and Converted 2025 Delayed Draw Term Loans was, in total, $187,500,000.

In connection with this amendment, the Borrowers paid for the account of each lender of the Converted 2025 Term Loans, the Converted 2025 Delayed Draw Term Loans and the Refinancing 2029 Term Loans, upfront fees in an amount equal to 0.25% of the aggregate principal amount of such lender's Converted 2025 Term Loans, Converted 2025 Delayed Draw Term Loans and Refinancing 2029 Term Loans respectively (the "Upfront Fees").

The exchange of the Converted 2025 Term Loans and the Converted 2025 Delayed Draw Term Loans each for the same principal amount of 2029 Term Loans, pursuant to the Refinancing Amendment, is referred to herein as the "Debt Exchange Transaction".

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:

Each lender of the Converted 2025 Term Loans and each lender of the Converted 2025 Delayed Draw Term Loans received a specified principal amount of 2029 Term Loans equal to the amount of such Converted 2025 Term Loans or Converted 2025 Delayed Draw Term Loans exchanged for such 2029 Term Loans. The 2029 Term Loans provide for a maturity date that differs from the maturity date of the Converted 2025 Term Loans and the Converted 2025 Delayed Draw Term Loans. Due to the extension of the maturity date, the Borrowers believe that the Converted 2025 Term Loans and the Converted 2025 Delayed Draw Term Loans will each be treated as having undergone a significant modification under the applicable Treasury Regulations. Accordingly, each converting lender will be treated as having exchanged their Converted 2025 Term Loans and Converted 2025 Delayed Draw Term Loans for the corresponding amount of 2029 Term Loans in an exchange for U.S. federal income tax purposes.

While not free from doubt, the Borrowers intend to treat the Converted 2025 Term Loans, the Converted 2025 Delayed Draw Term Loans and the 2029 Term Loans as "securities" for U.S. federal income tax purposes. Assuming that the Converted 2025 Term Loans, the Converted 2025 Delayed Draw Term Loans and the 2029 Term Loans are "securities" for U.S. federal income tax purposes, the Debt Exchange Transaction would be treated as a recapitalization under Section 368(a)(1)(E) of the Internal Revenue Code of 1986, as amended (the "Code").

Assuming that the Debt Exchange Transaction constituted a recapitalization, for a lender of the Converted 2025 Term Loans or the Converted 2025 Delayed Draw Term Loans that participated in the Debt Exchange Transaction, such lender should not recognize gain or loss pursuant to the Debt Exchange Transaction. Further, such lender's initial basis in the 2029 Term Loans received in the Debt Exchange Transaction should be equal to such lender's adjusted basis in the allocable portion of the Converted 2025 Term Loans or Converted 2025 Delayed Draw Term Loans exchanged for such 2029 Term Loans immediately prior to the Debt Exchange Transaction. Lenders should consult their own tax advisors regarding the particular tax consequences of the Debt Exchange Transaction to them.

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:

As described in Item 15, assuming the Debt Exchange Transaction qualifies for recapitalization treatment, a converting lender generally will have a tax basis in the 2029 Term Loans received in the exchange equal to such lender's adjusted basis in the allocable portion of the Converted 2025 Term Loans or the Converted 2025 Delayed Draw Term Loans exchanged for such 2029 Term Loans immediately before the exchange.

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

354, 358, 368(a)(1)(E), 1001, 1273

Line 18. Can any resulting loss be recognized?

Assuming the Debt Exchange Transaction constitutes a recapitalization under Section 368(a)(1)(E) of the Code, neither the lenders of the Converted 2025 Term Loans nor the lenders of the Converted 2025 Delayed Draw Term Loans which were exchanged for 2029 Term Loans in the Debt Exchange Transaction can recognize loss realized in the exchange.

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

The tax consequences of the Debt Exchange Transaction should be reported by a lender in its tax year that includes the date of February 26, 2024. The issue date of the 2029 Term Loans is February 26, 2024.

Assuming the Debt Exchange Transaction qualifies for recapitalization treatment, the holding period for the 2029 Term Loans received in the exchange generally would include the holding period for such Converted 2025 Term Loans or Converted 2025 Delayed Draw Term Loans exchanged for such 2029 Term Loans.

The 2029 Term Loans exchanged for the Converted 2025 Term Loans and the 2029 Term Loans exchanged for the Converted 2025 Delayed Draw Term Loans will be treated as part of the same issue for U.S. federal income tax purposes as the Refinancing 2029 Term Loans which were newly issued for cash. The Refinancing 2029 Term Loans were issued with Upfront Fees of 0.25%. Accordingly, pursuant to Treasury Regulation Section 1.1273-2(a), the issue price for U.S. federal income tax purposes of the 2029 Term Loans (including the 2029 Term Loans exchanged for the Converted 2025 Term Loans and the Converted 2025 Delayed Draw Term Loans) was 99.75% (stated as a percentage of par).

The 2029 Term Loans were issued with de minimis original issue discount for U.S. federal income tax purposes.

Lenders should consult their own tax advisors to determine the tax consequences to them of the exchange of Converted 2025 Term Loans or Converted 2025 Delayed Draw Term Loans for new 2029 Term Loans pursuant to the Debt Exchange Transaction.