



**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.](#)

Horizontal lines for providing the applicable Internal Revenue Code section(s) and subsection(s).

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

Horizontal lines for providing information regarding the recognition of a resulting loss.

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

Horizontal lines for providing any other information necessary to implement the adjustment.

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 ▶ *Bryan Peterson* Date ▶ June 6, 2023

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

<b>Paid Preparer Use Only</b>	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.

**ACI Worldwide, Inc. and ACI Worldwide Corp.**  
**6060 Coventry Drive, Elkhorn, NE 68022**  
**EIN: 47-0772104**  
**Attachment to Form 8937**  
**Report of Organizational Actions Affecting Basis of Securities**  
*Extension Amendment – Extension of Maturity of 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 Extension 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 Extension Amendment, or any non-income, foreign, state, or local tax consequences of the Extension Amendment.

Accordingly, lenders of any of the loans described below that were subject to the Extension 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 Extension 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 initial term loans maturing on February 24, 2022 (the “2022 Term Loans”) made pursuant to the credit agreement dated as of February 24, 2017, as amended and restated on April 5, 2019, among ACI Worldwide, Inc., a Delaware corporation and ACI Worldwide Corp., a Nebraska corporation (the “Borrowers”), the lenders party thereto and Bank of America, N.A., a national banking association, as administrative agent for the lenders.

Those term loans maturing on April 5, 2025 (the “2025 Term Loans”) deemed issued pursuant to the extension amendment dated as of April 28, 2023 (the “Extension Amendment”) extending the maturity of the 2022 Term Loans to April 5, 2025 and making certain other modifications.

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

2022 Term Loans	00087UAR0
2025 Term Loans	00087UAU3

## **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 April 5, 2019, the 2022 Term Loans (issued February 24, 2017) were amended to extend their maturity date from February 24, 2022 to April 5, 2024. Subsequently, and pursuant to the Extension Amendment, the 2022 Term Loans were modified again so as to further extend their maturity date from April 5, 2024 to April 5, 2025. We believe and intend to take the position that the Extension Amendment resulted in a "significant modification" of the 2022 Term Loans under Treasury Regulation Section 1.1001-3(e)(3).

A significant modification is treated for tax purposes as a deemed exchange of the initial loans for new amended loans. Here, the 2022 Term Loans are deemed to have been exchanged for the 2025 Term Loans as of the effective date of the Extension Amendment (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 2022 Term Loans received a specified principal amount of 2025 Term Loans equal to the amount of such 2022 Term Loans exchanged for such 2025 Term Loans. The terms of the 2025 Term Loans provide for a later maturity date than the 2022 Term Loans. As discussed above, the Borrowers believe that as a result of the Extension Amendment, the 2022 Term Loans will be treated as having undergone a significant modification under the applicable Treasury Regulations. Accordingly, the lenders will be treated as having exchanged their 2022 Term Loans for a corresponding amount of 2025 Term Loans in the Debt Exchange Transaction.

While not free from doubt, the Borrowers intend to treat the 2022 Term Loans and the 2025 Term Loans as "securities" for U.S. federal income tax purposes. Assuming that both the 2022 Term Loans and the 2025 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 2022 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 2025 Term Loans received in the Debt Exchange Transaction should be equal to such lender's adjusted basis in the 2022 Term Loans exchanged for such 2025 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 lender of the 2022 Term Loans generally will have a tax basis in the 2025 Term Loans received in the exchange equal to its adjusted basis in the 2022 Term Loans exchanged for such 2025 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, lenders of 2022 Term Loans that were exchanged for 2025 Term Loans in the Debt Exchange Transaction cannot 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 April 28, 2023. The issue date of the 2025 Term Loans is April 28, 2023.

Assuming the Debt Exchange Transaction qualifies for recapitalization treatment, the holding period for the 2025 Term Loans received in the exchange generally would include the holding period for the 2022 Term Loans exchanged for such 2025 Term Loans.

The Borrowers have determined that the 2025 Term Loans are traded on an established market within the meaning of Treasury Regulation Section 1.1273-2(f). Accordingly, pursuant to Treasury Regulation Section 1.1273-2(b)(1), the issue price of the 2025 Term Loans is their fair market value determined as of their issue date. Further, the Borrowers have determined that the issue price of the 2025 Term Loans as determined based on their fair market value on April 28, 2023 is \$1000 per \$1000 principal amount of 2025 Term Loans. This determination and statement of issue price is intended to meet the requirements of Treasury Regulation Section 1.1273-2(f)(9).

Lenders should consult their own tax advisors to determine the tax consequences to them of the exchange of their 2022 Term Loans for 2025 Term Loans pursuant to the Debt Exchange Transaction.