

Nextracker Inc.
EIN: 36-5047383
Attachment to Form 8937

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “IRC” or the “Code”). This attachment includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Mergers (as defined below) on the tax basis of Nextracker Inc. (“Nextracker”) Class A common stock.

DISCLAIMER: 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 shareholders. Shareholders are urged to consult with their own tax advisors with respect to their individual tax consequences of the Mergers.

Form 8937, Part II, Box 14:

On January 2, 2024 pursuant to the Agreement and Plan of Merger, dated as of February 7, 2023 (the “First Merger Agreement”), by and among Flex Ltd., a public company limited by shares incorporated in Singapore (“Flex”), Yuma, Inc., a Delaware corporation (“Yuma”), Nextracker, a Delaware corporation, and Yuma Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Nextracker (“Merger Sub”), Yuma merged with and into Merger Sub, with Yuma surviving as a direct wholly owned subsidiary of Nextracker (the “First Merger” and the effective time thereof, the “First Merger Effective Time”). Shortly following the completion of the First Merger, pursuant to the Agreement and Plan of Merger, dated as of January 2, 2024 (the “Second Merger Agreement”), by and among Yuma Acquisition Sub LLC, a Delaware limited liability company and wholly owned subsidiary of Nextracker (the “Yuma Acquisition Sub”), Yuma, and Nextracker, Yuma merged with and into Yuma Acquisition Sub, with Yuma Acquisition Sub surviving as a direct wholly owned subsidiary of Nextracker (the “Second Merger,” and, together with the First Merger, the “Mergers”).

At the First Merger Effective Time, each share of outstanding Yuma common stock was automatically converted into the right to receive a number of shares of Class A common stock of Nextracker based on the Exchange Ratio as described in the S-4 for Nextracker as filed with the Securities and Exchange Commission on October 25, 2023, under the heading “Annex A—Agreement and Plan of Merger— Effect of The Merger on Capital Stock— Effect of the Merger on Capital Stock” (available at: <https://www.sec.gov/Archives/edgar/data/1852131/000119312523263031/d530891ds4.htm>) (the “Form S-4”).

Form 8937, Part II, Box 15:

Further discussion of material U.S. federal income tax consequences of the Mergers can be found in the Form S-4 under the heading “Material U.S. Federal Income Tax Consequences of the Transactions.”

Consistent with the discussion in the Form S-4, the Mergers are intended to qualify as a “reorganization” within the meaning of Section 368(a) of the IRC (the “**Intended Tax Treatment**”). No private letter ruling from the Internal Revenue Service has been requested or is intended to be obtained as to the U.S. federal income tax consequences of the Mergers. The following description assumes the applicability of the Intended Tax Treatment.

A beneficial owner of Yuma common stock will not recognize any gain or loss solely as a result of the exchange of Yuma common stock for Nextracker Class A common stock as a result of the Mergers, except for any gain or loss recognized with respect to cash received in lieu of a fractional share of Nextracker Class A common stock.

A beneficial owner’s aggregate tax basis in Nextracker Class A common stock received in the Mergers (including any fractional shares deemed received) will be the same as the aggregate tax basis in Yuma common stock surrendered in exchange for the Nextracker Class A common stock. A beneficial owner’s aggregate tax basis in Yuma common stock will be allocated among each share of Nextracker Class A common stock based on the exchange ratio (1: 0.174185 Yuma to Nextracker). If a beneficial owner acquired (or was deemed to acquire) its Yuma common stock at different prices or on different dates, the foregoing would apply separately with respect to each block of Yuma common stock so acquired (or deemed acquired).

A beneficial owner who receives cash in lieu of a fractional share of Nextracker Class A common stock in the Mergers generally will be treated as having received a fractional share pursuant to the Mergers and then as having sold such fractional share for cash and, accordingly, will recognize gain or loss equal to the difference between the amount of cash received in lieu of such fractional share and such beneficial owner’s portion of aggregate adjusted tax basis in Yuma common stock surrendered which is allocable to such fractional share.

Form 8937, Part II, Box 16:

As described above in the response to Box 15, the aggregate tax basis in the Nextracker Class A common stock received by a beneficial owner of Yuma common stock (including basis allocated to any fractional share deemed issued and sold for cash) will be the same as the aggregate tax basis in Yuma common stock surrendered in exchange for the Nextracker Class A common stock. However, while the aggregate tax basis will remain the same, a beneficial owner of Yuma common stock will have a higher tax basis per share in the Nextracker Class A common stock than in the Yuma common stock because each share of Yuma common stock was exchanged for 0.174185 shares of Nextracker Class A common stock. More specifically, a beneficial owner of Yuma

common stock exchanged approximately 5.74 shares of Yuma common stock for every 1 share of Nextracker Class A common stock, and therefore the beneficial owner's tax basis in each share of Nextracker Class A common stock will be approximately 5.74 times the tax basis such beneficial owner had in each share of the beneficial owner's Yuma common stock.

Because each beneficial owner acquired Yuma common stock as part of the Distribution, as defined in Form S-4 under the heading "Annex A—Merger Agreement— Distribution of Newco Shares to Flex Shareholders—The Distribution", former holders of Yuma common stock are directed to the Internal Revenue Service Form 8937 published by Flex on its website for an example illustrating the quantitative impact on tax basis resulting from the Distribution.

Form 8937, Part II, Box 17:

Sections 354, 358, 368(a), and 1001 of the IRC

Form 8937, Part II, Box 18:

The Mergers were intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Code. As described in the response to Box 15, if the Mergers are respected as a "reorganization" within the meaning of Section 368(a) of the Code, a beneficial owner of Yuma common stock generally will not recognize any loss upon receipt of Nextracker Class A common stock in the Mergers, but may recognize loss in the circumstance described in the response to Box 15; a beneficial owner who receives cash in lieu of a fractional share of Nextracker Class A common stock in the Mergers generally will be treated as having received a fractional share pursuant to the Mergers and then as having sold such fractional share for cash and, accordingly may recognize a taxable loss as a result.

The deductibility of capital losses may be subject to limitations.

Form 8937, Part II, Box 19:

The Mergers were consummated on January 2, 2024. Consequently, the reportable year for beneficial owners of Yuma common stock for reporting the tax effect of the Mergers is the taxable year that includes January 2, 2024.

Former beneficial owners of Yuma common stock are urged to consult with their own tax advisors with respect to their individual tax consequences of the Mergers.