

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name <u>Industrial F&B Investments II, Inc.</u>		2 Issuer's employer identification number (EIN) <u>41-2931026</u>	
3 Name of contact for additional information <u>Investindustrial Legal</u>	4 Telephone No. of contact <u>(212) 926-6000</u>	5 Email address of contact <u>legal@investindustrial.com</u>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <u>2021 Spring Road, Suite 600</u>		7 City, town, or post office, state, and ZIP code of contact <u>Oak Brook, IL 60523</u>	
8 Date of action <u>February 11, 2026</u>		9 Classification and description <u>Common stock of TreeHouse Foods, Inc. (ticker: THS)</u>	
10 CUSIP number <u>NA</u>	11 Serial number(s) <u>NA</u>	12 Ticker symbol <u>THS</u>	13 Account number(s) <u>NA</u>

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 statement.](#)

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 statement.](#)

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 statement.](#)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► [See statement.](#)

18 Can any resulting loss be recognized? ► See statement.

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

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.

Date 16 February 2026

Print your name ► Eric Beringause

Title ► **President and Chief Executive Officer**

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.	

Industrial F&B Investments II, Inc.
Attachment to IRS Form 8937

Part II, Box 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 February 11, 2026, pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 10, 2025, by and among Industrial F&B Investments II, Inc. (the "Issuer"), Industrial F&B Investments III, Inc. ("Merger Sub"), and TreeHouse Foods, Inc. (the "Company"), Merger Sub merged with and into the Company, with the Company surviving as a wholly owned subsidiary of the Issuer (the "Merger").

Upon the consummation of the Merger, each share of the Company's common stock issued and outstanding immediately before the effective time of the Merger (other than shares canceled and retired in accordance with the Merger Agreement and dissenting shares) was converted into the right to receive \$22.50 in cash and one contingent value right ("CVR") representing an opportunity to receive a portion of the net proceeds, if any, from claims arising out of the Company's ongoing litigation against Keurig Dr Pepper Inc.'s wholly owned subsidiary, Keurig Green Mountain, Inc. (together, the "Merger Consideration").

Part II, Box 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 following discussion does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular stockholders. You should consult your tax advisor regarding the U.S. federal, state, and local and non-U.S. and other tax considerations applicable to the receipt of CVRs in light of your particular circumstances.

A more detailed discussion of U.S. federal income tax considerations generally applicable to the Merger can be found in the Company's Definitive Proxy Statement on Schedule 14A as filed with the Securities and Exchange Commission on December 29, 2025, under the heading "U.S. Federal Income Tax Consequences of the Merger" (available at https://www.sec.gov/Archives/edgar/data/1320695/000114036125046749/ny20059944x2_defm14a.htm).

The receipt of the Merger Consideration, which consists of cash and CVRs, may be treated as either an "open transaction" or a "closed transaction" for U.S. federal income tax purposes. The installment method of reporting gain attributable to payments on a CVR (if any) will generally not be available because the Company's stock is traded on an established securities market.

The Issuer intends to take the position, and this discussion assumes, that the receipt of the Merger Consideration in exchange for shares of the Company's common stock (such shares, "Company shares") as a "closed transaction" for U.S. federal income tax purposes. Accordingly, a U.S. stockholder will generally recognize a capital gain or loss on the receipt of the Merger Consideration in exchange for its Company shares equal to the difference, if any, between (1) the amount of cash and the fair market value as of the date of the consummation of the Merger of the CVRs received pursuant to the Merger and (2) such U.S. stockholder's adjusted tax basis in the Company shares converted into the right to receive the cash and CVRs in the Merger. Gain or loss will be determined separately for each identifiable block of Company shares (i.e., Company shares acquired at the same cost in a single transaction) surrendered in exchange for the Merger Consideration. Any such gain or loss will generally be capital gain or loss and will be long-term with respect to Company shares in which the U.S. stockholder has a holding period longer than one year as of the date of the consummation of the Merger. There are limitations on the deductibility of capital losses.

A U.S. stockholder's initial tax basis in the CVRs will equal the fair market value of the CVRs received on the date of the consummation of the Merger. Current U.S. federal income tax law does not provide specific guidance on the appropriate method for determining the CVRs' fair market value. Using the trading price of the Company shares at the time of the closing of the Merger as an indicator of the CVR's fair market value, the Issuer has determined the fair market value of each CVR on the date of the consummation Merger to be \$1.93. Other reasonable valuation methodologies may also be available.] U.S. stockholders of Company shares should consult their tax advisors regarding the fair market value of the CVRs on the date of the consummation of the Merger. The Issuer's determination of the fair market value of the CVRs is not binding on the Internal Revenue Service ("IRS").

The holding period of the CVRs will generally begin on the day following the date of the consummation of the Merger.

For a more detailed description of the tax consequences of the Merger, including with respect to payments on the CVRs, please see the Company's Definitive Proxy Statement on Schedule 14A as filed with the Securities and Exchange Commission on December 29, 2025, under the heading "U.S. Federal Income Tax Consequences of the Merger" (available at https://www.sec.gov/Archives/edgar/data/1320695/000114036125046749/ny20059944x2_defm14a.htm).

Part II, Box 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.

There was no change in the basis of the Company shares exchanged in the Merger. As discussed above under Part II, Box 15, the Issuer has determined the fair market value of each CVR on the date of the consummation Merger to be \$1.93.

Part II, Box 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

The tax treatment described herein is based (in part) on Section 1001 of the Code.

Part II, Box 18. Can any resulting loss be recognized?

As described above under Part II, Box 14, a U.S. stockholder may recognize a loss on the receipt of the Merger Consideration in exchange for its Company shares equal to the difference, if any, between (1) the amount of cash and the fair market value as of the date of the consummation of the Merger of the CVRs received pursuant to the Merger and (2) such U.S. stockholder's adjusted tax basis in the Company shares converted into the right to receive the cash and CVRs in the Merger. Any such gain or loss will generally be capital gain or loss and will be long-term with respect to Company shares in which the U.S. stockholder has a holding period longer than one year as of the date of the consummation of the Merger. There are limitations on the deductibility of capital losses.

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

The Merger took place on February 11, 2026. The reportable tax year is the tax year that includes February 11, 2026.

For a more detailed description of the tax consequences of the Merger, please see the Company's Definitive Proxy Statement on Schedule 14A as filed with the Securities and Exchange Commission on December 29, 2025, under the heading "U.S. Federal Income Tax Consequences of the Merger" (available at https://www.sec.gov/Archives/edgar/data/1320695/000114036125046749/ny20059944x2_defm14a.htm).