

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

| | | | |
|---|------------------------------------|--|----------------------|
| 1 Issuer's name | | 2 Issuer's employer identification number (EIN) | |
| NEWEGG COMMERCE, INC. | | 98-1608057 | |
| 3 Name of contact for additional information | 4 Telephone No. of contact | 5 Email address of contact | |
| RACHEL LIANG | 626-271-9700 | Rachel.J.Liang@newegg.com | |
| 6 Number and street (or P.O. box if mail is not delivered to street address) of contact | | 7 City, town, or post office, state, and ZIP code of contact | |
| 21688 Gateway Center Drive, Suite 300 | | Diamond Bar CA 91765 | |
| 8 Date of action | 9 Classification and description | | |
| 4/7/2025 | Reverse Stock Split - Common Stock | | |
| 10 CUSIP number | 11 Serial number(s) | 12 Ticker symbol | 13 Account number(s) |
| G6483G 100 | | NEGG | |

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 ► Effective April 7, 2025, the Issuer completed a 20 to 1 reverse stock split of its shares of common stock
- 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 reverse stock split was a non-taxable transaction. Upon the 20 to 1 reverse stock split each shareholder of the Issuer received 1 common share in exchange for 20 common shares held. As a result of the reverse stock split, shareholders will be required to allocate the aggregate tax basis in their common shares held immediately prior to the reverse stock split among the share of common stock held immediately after the transaction (including fractional shares deemed received).
- 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 ► While the 'per share' basis is impacted, the basis of the shareholder's total investment remains unchanged. The shareholder's per share cost basis of their newly acquired share is 20 times the original per share basis immediately before the transaction.

Part II Organizational Action (continued)**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶**This event is classified as a non-taxable recapitalization under IRC Section 368(a)(1)(E).****18** Can any resulting loss be recognized? ▶**If any fractional shares were not issued and instead cashed out, shareholders may recognize a capital gain or loss on that fractional portion, based on the difference between the cash received and the allocable basis of the fractional share.****19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶**The reportable year in which the stock split occurred is 2025**

The information set forth in this Form 8937 does not constitute tax advice, does not take into account any shareholder's specific facts and circumstances and does no purport to be a complete summary of the tax consequences of the reverse stock split to a shareholder. Each shareholder should consult such shareholder's own tax advisor with respect to the tax consequences of the reverse stock split.

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 ▶

Date ▶

7/25/2025

Print your name ▶ Christina Ching

Title ▶ Interim CEO

Paid Preparer Use Only

Print/Type preparer's name

Jorge Carrillo

Preparer's signature

Date

Check ☐ if self-employed

PTIN

P01687201

Firm's name ▶ Armanino Advisory LLC

Firm's EIN ▶ 94-6214841

Firm's address ▶ 777 S Figueroa Street #2600, Los Angeles CA 90017

Phone no. 626-217-9313

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