

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 ▶  Date ▶ May 26, 2021
Print your name ▶ Aaron Yurowitz Title ▶ VP of Tax

Paid Preparer Use Only	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.

Affirm Holdings, Inc., as successor to Returnly Technologies, Inc.
EIN: 84-2224323
Attachment to IRS 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 “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Mergers (as defined below). 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 persons. Holders should consult their own tax advisors regarding the particular tax consequences of the Mergers to them, including the applicability and effect of all U.S. federal, state, and local and non-U.S. tax laws.

Line 9. Classification and Description

Returnly Technologies, Inc. common stock
Returnly Technologies, Inc. preferred stock
Returnly Technologies, Inc. warrants
Affirm Holdings, Inc. Class A common stock

Line 10. CUSIP Number

Returnly Technologies, Inc. common stock: N/A
Returnly Technologies, Inc. preferred stock: N/A
Returnly Technologies, Inc. warrants: N/A
Affirm Holdings, Inc. Class A common stock: 00827B

Line 10. Ticker Symbol

Returnly Technologies, Inc. common stock: N/A
Returnly Technologies, Inc. preferred stock: N/A
Returnly Technologies, Inc. warrants: N/A
Affirm Holdings, Inc. Class A common stock: AFRM

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.

Parties to the Mergers include Affirm Holdings, Inc., a Delaware corporation (“Affirm”), Retrieve Acquisition, Inc., a Delaware corporation (“Merger Sub I”), Retrieve Holdings, LLC, a Delaware limited liability company that is classified as a disregarded entity for U.S. federal income tax purposes (“Merger Sub II”), and Returnly Technologies, Inc., a Delaware corporation (“Returnly”). Immediately

prior to the Mergers, Affirm directly owned all of the outstanding equity of Merger Sub I and Merger Sub II.

On May 1, 2021, (i) Merger Sub I merged with and into Returnly, with Returnly surviving as a wholly-owned direct subsidiary of Affirm (the “First Merger”), and as part of the same overall transaction, (ii) Returnly merged with and into Merger Sub II, with Merger Sub II surviving and succeeding to all of the assets and liabilities of Returnly (the “Second Merger,” and together with the First Merger, the “Mergers”).

Immediately prior to the Mergers, Returnly had outstanding shares (“Returnly Shares”) and warrants (“Returnly Warrants”). Each Returnly Share—other than certain Returnly Shares that were held by Affirm, Returnly, or their affiliates immediately before the Mergers and other than any Returnly Shares for which state law appraisal rights were exercised in connection with the Mergers—was converted by reason of the Mergers into (i) a combination of cash and Affirm Class A common stock in the case of certain Returnly shareholders, (ii) a combination of cash and Affirm Class A common stock that is subject to certain restrictions (“Restricted Affirm Class A Common Stock”) in the case of other Returnly shareholders, and (iii) solely cash in the case of the remaining Returnly shareholders. Each Returnly Warrant was cancelled and extinguished in the Mergers in exchange for a combination of cash and Affirm Class A common stock.

No fractional shares of Affirm Class A common stock were issued in the Mergers. Holders of Returnly Shares or Returnly Warrants received cash in lieu of fractional shares of Affirm Class A common stock..

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.

It is intended, and the remainder of this discussion assumes, that the Mergers, taken together, qualify as a reorganization within the meaning of Section 368(a) of the Code. It is further intended, and the remainder of this discussion assumes, that an election was or will be made under Section 83(b) with respect to the issuance of any Restricted Affirm Class A Common Stock in the Mergers. No ruling from the Internal Revenue Service (“IRS”) has been requested or is intended to be obtained as to the U.S. federal income tax consequences of the Mergers.

The remainder of this discussion in this Line 15 provides a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Mergers to certain U.S. holders of Returnly Shares and Returnly Warrants. 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 U.S. holders.

U.S. Holders of Returnly Shares Receiving Cash and Affirm Class A Common Stock

A U.S. holder of Returnly Shares that exchanged its Returnly Shares for a combination of cash and Affirm Class A common stock—including any Restricted Affirm Class A Common Stock—should generally recognize gain, but not loss, equal to the lesser of (i) the excess of the amount of cash received plus the fair market value at the effective time of the Mergers of the Affirm Class A common stock received, over such holder's tax basis in the Returnly Shares exchanged therefor, and (ii) the amount of cash received by such holder in exchange for its Returnly Shares. For purposes of calculating gain, the amount of cash received in the exchange does not include cash received in lieu of fractional shares of Affirm Class A common stock. *See* discussion of cash received in lieu of fractional shares below.

Generally, such holder's aggregate tax basis in the Affirm Class A common stock received in the Mergers, including basis allocable to any fractional share of Affirm Class A common stock for which cash is received, should equal such holder's aggregate tax basis in its Returnly Shares exchanged therefor, increased by the amount of gain recognized by such holder in the exchange, and decreased by the amount of cash received by such holder in the exchange (excluding cash received in lieu of any fractional share of Affirm Class A common stock).

U.S. Holders of Returnly Shares Receiving Solely Cash

A U.S. holder of Returnly Shares who received solely cash in the Mergers generally should recognize gain or loss equal to the difference between the amount of cash received by such holder and such holder's tax basis in the applicable Returnly Share exchanged therefor. Since such a holder did not receive any shares of Affirm Class A common stock, such holder does not have a new tax basis to compute.

U.S. Holders of Returnly Warrants

A U.S. holder of Returnly Warrants that exchanged its Returnly Warrants for a combination of cash and Affirm Class A common stock should generally recognize gain, but not loss, equal to the lesser of (i) the excess of the amount of cash received plus the fair market value at the effective time of the Mergers of the Affirm Class A common stock received, over such holder's tax basis in the Returnly Warrants exchanged therefor, and (ii) the amount of cash received by

such holder in exchange for its Returnly Warrants. For purposes of calculating gain, the amount of cash received in the exchange does not include cash received in lieu of fractional shares of Affirm Class A common stock. *See* discussion of cash received in lieu of fractional shares below.

Generally, such holder's aggregate tax basis in the Affirm Class A common stock received in the Mergers, including basis allocable to any fractional share of Affirm Class A common stock for which cash is received, should equal such holder's aggregate tax basis in its Returnly Warrants exchanged therefor, increased by the amount of gain recognized by such holder in the exchange, and decreased by the amount of cash received by such holder in the exchange (excluding cash received in lieu of any fractional share of Affirm Class A common stock).

Fractional Shares

A U.S. holder of Returnly Shares or Returnly Warrants who received cash in lieu of a fractional share of Affirm Class A common stock will generally be treated as having received the fractional share pursuant to the Mergers and then as having sold to Affirm that fractional share of Affirm Class A common stock for cash. As a result, a holder of Returnly Shares or Returnly Warrants will generally recognize gain or loss equal to the difference between the amount of cash received and the tax basis allocated to such fractional share of Affirm Class A common stock.

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.

See Lines 14 and 15 above for a general description of the U.S. federal income tax consequences of the Mergers. As discussed above, the tax basis of Affirm Class A common stock received in the Mergers depends in part on the fair market value of Affirm Class A common stock at the time of the Mergers. There are several possible methods for determining such fair market value. One possible approach is to utilize the NASDAQ market closing price on April 30, 2021 (the last trading day preceding the Mergers) as an indication of the fair market value of Affirm Class A common stock at the time of the Mergers on May 1, 2021 (a non-trading day). Using this approach, the fair market value would be \$70.50. There can be no assurance that the IRS will not assert other values or an alternative valuation methodology. Holders should consult their own tax advisors regarding the particular tax consequences of the Mergers to them, including the appropriate method for determining fair market value of the Affirm Class A common stock at the time of the Mergers.

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

Sections 302, 354, 356, 358, 368, and 1001.

Line 18. Can any resulting loss be recognized?

Generally, no loss may be recognized pursuant to the Mergers , except that (i) a holder of Returnly Shares may recognize loss on the exchange of Returnly Shares solely for cash, and (ii) a holder of Returnly Shares or Returnly Warrants that receives cash in lieu of fractional shares of Affirm Class A common stock should be treated as having received such fractional share in the Mergers and then as having received cash in redemption of such fractional share and may recognize a loss as a result of such redemption. The deductibility of losses may be subject to limitations.

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

The Mergers were effective on May 1, 2021. Therefore, the reportable tax year for reporting the tax effect of the Mergers is the tax year that includes May 1, 2021.