

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 ▶ _____
Print your name ▶ John Collins Title ▶ Chief Financial Officer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶ RSM US LLP			Firm's EIN ▶ 42-0714325	P02022630
	Firm's address ▶ 80 City Square, Boston, MA 02129			Phone no. 617-241-1286	

LivePerson, Inc.
EIN: 13-3861628
Date of Action: September 12, 2025
Attachment to Form 8937

Disclaimer: The information contained herein is provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”). This attachment includes a general summary regarding certain U.S. federal income tax laws and regulations on the effect of the Transaction (as defined below) on the tax basis of LivePerson, Inc. (“LivePerson” or the “Issuer”) securities. This attachment does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of security holders. The Issuer does not provide tax advice to its security holders, and any example provided below is merely illustrative. Security holders are urged to consult their own tax advisors regarding the particular consequences to them of the Transaction, including the applicability and the effect of all U.S. federal, state, local, and foreign tax laws.

Part I

Lines 9 and 10. The requested information is as follows:

LivePerson (LPSN) 0% Convertible Notes due 2026 (the “2026 Notes”) CUSIP 538146 AD3
LivePerson Second Lien Senior Subordinated Secured Notes due 2029 (the “New 2L Notes”) CUSIP 538146 AJ0

LivePerson (LPSN) Common Stock, CUSIP 538146 309

Note: the LivePerson (LPSN) Common Stock CUSIP was 538146 101 prior to a reverse share split which occurred on October 13, 2025

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 September 12, 2025 (the “Transaction Date”), in accordance with the terms of a privately negotiated agreement, the Issuer entered into an exchange transaction with certain holders of 2026 Notes (the “Noteholders”). In the Transaction, the participating Noteholders transferred 2026 Notes having a stated principal amount totaling \$341,079,000 (the “Exchanged Notes”) to the Issuer in exchange for: (i) \$45.0 million of cash, (ii) new LivePerson Second Lien Senior Subordinated Secured Notes due 2029 (the “New 2L Notes”) with a total stated principal amount of \$115.0 million, (iii) and LivePerson stock consisting of: (a)(1) 51,188,165 shares of LivePerson common stock issued on the Transaction Date and (2) 2,147,876 shares of LivePerson common stock issued to one of the participating Noteholders on a deferred basis on September 25, 2025 (collectively, the “Initial Common Shares”), and (b) 26,551 shares of LivePerson Series B Fixed Rate Convertible Perpetual Preferred Stock (the “Series B Preferred Shares”).

The Series B Preferred Shares converted mandatorily and automatically into an additional 23,217,594 shares of LivePerson common stock (the “Conversion Shares,” and along with the “Initial Common Shares” the “Stock Consideration”), once LivePerson increased the number of the number of authorized shares of common stock under its Fourth Amended and Restated Certificate of Incorporation so as to permit that conversion. At the Transaction Date, conversion was expected to occur within a reasonably short period of time from the Transaction Date, and LivePerson was obligated to promptly pursue the requisite authorization and registration. The conversion was effectuated as of October 7, 2025. The Issuer intends to treat that conversion of Series B Preferred Shares into shares of common stock as part of the Transaction for federal income tax purposes (i.e., to treat the Conversion Shares (and not the Series B Preferred Shares) as part of the consideration received by participating Noteholders).

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.

The Issuer intends to treat the 2026 Notes as “securities” for purposes of the U.S. federal income tax corporate reorganization rules (the Relevant Tax Rules). The Stock Consideration should be treated as “securities” for purposes of the Relevant Tax Rules. Treating the Exchanged Notes and the Stock Consideration as “securities” for purposes of the Relevant Tax Rules, means that the Transaction should be treated as a recapitalization under Section 368(a)(1)(E) of the Code.

It is unclear whether the New 2L Notes constitute “securities” for purposes of the Relevant Tax Rules. Participating Noteholders should consult with their tax advisors to determine whether the New 2L Notes (and the 2026 Notes) should be treated as securities for these purposes.

Under Section 356(c), each Noteholder participating in the Transaction generally cannot recognize any loss, but would recognize gain realized in the Transaction to the extent of the lesser of the following two amounts: (1) the amount of the participating Noteholder’s gain realized in the Transaction, or (2) the amount of consideration received by the participating Noteholder other than stock or securities, as determine under the Relevant Tax Rules (such consideration other than stock or securities, “Boot”). The cash received by a participating Noteholder in the Transaction is considered Boot. In addition, the New 2L Notes received by a participating Noteholder in the Transaction are considered Boot, if the New 2L Notes are not treated as securities for purposes of the Relevant Tax Rules. To the extent the amount of Boot received by a participating Noteholder exceeded the amount of gain (if any) realized by that Noteholder in the Transaction, the amount of that Noteholder’s basis in the Exchanged Notes otherwise available for allocation to the stock or securities received in the Transaction should be reduced by such excess (such reduction, the Basis Reduction for Boot Received).

If the New 2L Notes are not treated as securities for purposes of the Relevant Tax Rules, then both the cash and the New 2L Notes are considered Boot in the Transaction. In such case, each participating Noteholder’s initial tax basis in its Stock Consideration generally should be equal to such Noteholder’s adjusted tax basis (after accounting for that Noteholder’s Basis Reduction for Boot Received (if any)) in such Noteholder’s Exchanged Notes. Once each Noteholder determines its initial aggregate basis in its shares of Stock Consideration received in the

Transaction, such Noteholder should allocate that aggregate basis amount to each share of Stock Consideration. To determine the per-share basis in the Stock Consideration, the aggregate basis amount is divided by the number of shares of Stock Consideration received in the Transaction. The tax basis generally would be required to be calculated separately for each block of Exchanged Notes.

If the New 2L Notes are treated as securities for purposes of the Relevant Tax Rules, then only the cash is considered Boot in the Transaction. In such case (A) each participating Noteholder's initial tax basis in its Stock Consideration would be determined as noted above—that is, such initial tax basis generally should be equal to such Noteholder's adjusted tax basis immediately prior to the Transaction (after accounting for that Noteholder's Basis Reduction for Boot Received (if any)) in the Exchanged Notes exchanged for Stock Consideration, relative to value of the sum of the Stock Consideration and New 2L Notes received, and (B) each participating Noteholder's initial tax basis in its New 2L Notes generally should be equal to such Noteholder's adjusted tax basis immediately prior to the Transaction (after accounting for that Noteholder's Basis Reduction for Boot Received (if any)) in the appropriate proportion of its Exchanged Notes exchanged for New 2L Notes, relative to value of the sum of the New 2L Notes and the Stock Consideration received. Once each Noteholder determines its initial aggregate basis in its Stock Consideration or New 2L Notes received in the Transaction, such Noteholder should allocate that aggregate basis amount to each share of Stock Consideration or each of its New 2L Notes respectively. To determine the per-share basis in the Stock Consideration, the aggregate basis amount allocated to Stock Consideration is divided by the number of shares of Stock Consideration received in the Transaction. To determine the per-note basis in the New 2L Notes, the aggregate basis amount allocated to the New 2L Notes is divided by the number of units of New 2L Notes received in the Transaction. The tax basis generally would be required to be calculated separately for each block of Exchanged Notes.

There are no trading prices (or price quotes) available for the 2026 Notes for any day when the aggregate outstanding stated principal of the 2026 Notes exceeded \$100 million, or for the 2L Notes, on FINRA (or S&P Global/Markit) within the 31-Day Window. Accordingly, under Regulation section 1.1273-2, the issue price of the New 2L Notes is determined by reference to the principal amount of the New 2L Notes.

If the New 2L Notes do not constitute securities, and as a result the Noteholders' receipt of New 2L Notes in the Transaction was receipt of consideration other than stock or securities in the Transaction, then, each Noteholder's initial tax basis in the New 2L Notes it received in the Transaction generally would equal the principal amount of such New 2L Notes.

To the extent that any holder of 2026 Notes did not participate in the Transaction, the Transaction would have no effect on such holder's tax basis.

Additionally, regardless of the extent to which the Transaction constituted a recapitalization under Section 368(a)(1)(E), the Transaction would not affect a Noteholder's accounting method for interest income. Each Noteholder should account for its interest income based on its tax

accounting method applicable to interest (and/or bond premium, original issue discount or market discount).

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.

The Issuer intends to treat the Transaction as a recapitalization under Section 368(a)(1)(E), as discussed in the Line 15 response above. Please refer to the Line 15 response above for a description of the tax basis results that would apply to the Transaction as a recapitalization under Section 368(a)(1)(E) with the property received without gain recognition under section 354 constituting either (a) solely the Stock Consideration or (b) the Stock Consideration and the New 2L Notes.

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

Sections 354, 356(a)(1), 356(c), 358, 368(a)(1)(E), 1001.

Line 18 – Can any resulting loss be recognized?

The Issuer intends to treat the Transaction as a recapitalization under Section 368(a)(1)(E), as discussed in the Line 15 response above. Under Section 356(c), each Noteholder participating in the Transaction generally cannot recognize any such loss, but would recognize gain realized in the Transaction to the extent of the lesser of the following two amounts (as discussed in the Line 15 response above: (1) the amount of gain realized, or (2) the amount of consideration received which is treated as Boot.

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

The Transaction was effected on September 12, 2025, the Transaction Date. Each Noteholder should report the tax consequences of participating in the Transaction for their respective tax year that includes the Transaction Date. Noteholders should consult with their tax advisors to determine the tax consequences of the Transaction to them.