

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)	
Windstream Parent, Inc		99-2892631	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Clay Robinson	501-748-7000	Clay.robinson@uniti.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	
4005 Rodney Parham Road		Little Rock, AR 72212	
8 Date of action		9 Classification and description	
August 1, 2025		Common Stock	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
N/A	Not Applicable	N/A	N/A

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 attached

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 attached

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 attached

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 attached

18 Can any resulting loss be recognized? ► See attached

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► See attached

**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 ►

Clay Robinson

Date ► 9.11.2025

Print your name ► Clay Robinson

Title ► Vice President of Tax

**Paid
Preparer
Use Only**

Print/Type preparer's name

Bradley Frerich

Preparer's signature

Brad Frerich

Date

09/11/2025

Check ☐ if
self-employed

PTIN

P01298674

Firm's name ► ERNST & YOUNG U.S. LLP

Firm's EIN ► 34-6565596

Firm's address ► 2323 VICTORY AVENUE, SUITE 2000, DALLAS, TX 75219

Phone no. 214-969-8000

Windstream Parent, Inc.

EIN: 99-2892631

Attachment to Form 8937

Form 8937 Part II, Box 14:

On August 1, 2025, New Windstream LLC ("Old Windstream Parent") merged into Windstream Parent, Inc. ("New Windstream Parent") in a reorganization under IRC section 368(a)(1)(F) (the "F Reorganization"). Accordingly, for U.S. federal income tax purposes, in the F Reorganization, Old Windstream Parent transferred its assets to New Windstream Parent in exchange for New Windstream Parent common stock ("Class I Common Stock"), New Windstream Parent preferred stock, penny exercise warrants to acquire common stock of New Windstream Parent (in the aggregate, the "Stock Consideration"), and the right to receive cash (the "Cash Consideration") (collectively, the Stock Consideration and the Cash Consideration are the "Merger Consideration"), as well as the assumption of liabilities, which exchange was a nonrecognition transaction for Old Windstream Parent under IRC section 361 and IRC section 357. Pursuant to the terms of the Merger Agreement between Uniti Group, Inc. ("Uniti") and Windstream Holdings II, LLC ("Windstream Holdings"), a predecessor to Old Windstream Parent in a prior IRC section 368(a)(1)(F) reorganization, dated May 3, 2024 (the "Merger Agreement"), which agreement authorized the F Reorganization, the parties agreed that the New Windstream Parent preferred stock and penny exercise warrants should be treated as a class of common stock of New Windstream Parent, pursuant to the stapling provisions of such instruments (the "Class II Common Stock"). New Windstream Parent recognized no gain or loss under IRC section 1032 upon the exchange of the Merger Consideration for the assets of Old Windstream Parent. In addition, Old Windstream Parent distributed the Merger Consideration to its shareholders in exchange for their stock in Old Windstream Parent. Old Windstream Parent recognized no gain or loss on such distribution under IRC section 361, and the shareholders of Old Windstream Parent recognized no gain or loss under IRC section 354 upon the exchange of the stock of Old Windstream Parent for the Stock Consideration. With respect to the receipt of the Cash Consideration, Windstream Holdings and Uniti agreed in the Merger Agreement that, in accordance with Reg. Sec. 1.368-2(m)(3)(iii), the Cash Consideration should be treated as paid in redemption of the portion of the stock of Old Windstream Parent having a fair market value equal to the Cash Consideration. Accordingly, taxpayers receiving the Cash Consideration are urged to consult their own tax advisors regarding the treatment of the Cash Consideration under IRC section 302 as proceeds of a sale or exchange of the redeemed stock or as a distribution under IRC section 301(c).

Also on August 1, 2025 and subsequent to the F Reorganization, pursuant to the Merger Agreement, a partnership formed by New Windstream Parent and one of its subsidiaries purchased the stock of Uniti in a taxable stock purchase in which stock of New Windstream Parent was exchanged for the stock of Uniti. Following such acquisition, New Windstream Parent changed its name to Uniti Group, Inc.

Form 8937 Part II, Box 15:

On August 1, 2025, for each share of Old Windstream Parent stock and each warrant to acquire Old Windstream Parent stock, each shareholder received: one share of New Windstream Parent common stock, \$6.38 in face amount of New Windstream Parent preferred stock, 0.1948 warrants to acquire New Windstream Parent stock for one penny, and the right to receive \$4.11 in cash.

The fair market value of one share of New Windstream Parent stock or one New Windstream Parent warrant on August 1, 2025 is assumed to be \$8.14, based upon the adjusted closing price of the stock of Uniti Group, Inc. on August 1, 2025. Consistent with the agreed terms of the Merger Agreement, we have assumed that each warrant to acquire stock of Old Windstream Parent or New Windstream Parent, as the case may be, has the same fair market value as one share of stock of Old Windstream Parent or New Windstream Parent, respectively. We have assumed that the fair market value of the Class II Common Stock received in exchange for one share or Windstream Parent stock is the sum of the face amount of the New Windstream Parent preferred stock received by such shareholder and the product of 0.1948 times \$8.14 (for each warrant). Hence, the total consideration received by Old Windstream Parent shareholders in exchange for one share or one warrant as Merger Consideration is \$8.14 plus (\$6.38 plus \$1.59) plus \$4.11 equals: \$20.22.

Therefore, in the case of each Old Windstream Parent shareholder or warrant holder, 20.33% of such shares and/or warrants are viewed as redeemed by Old Windstream Parent (the "Redeemed Shares") in exchange for cash, computed by dividing \$4.11 by \$20.22. In the case of any shareholder or warrant holder whose cash redemption proceeds are treated as sale or exchange proceeds under IRC section 302(b), such shareholder or warrant holder offsets the tax basis in the redeemed share or warrant against the redemption proceeds to determine gain or loss. In the case of any shareholder or warrant holder whose redemption is treated as a distribution under IRC section 301(c), the basis in the redeemed shares is generally added to the basis in the non-redeemed shares under Reg. Sec. 1.302-2(c), to the extent not reduced under IRC section 301(c)(2) with respect to a return of basis distribution (a distribution in excess of earnings and profits).

The basis of each shareholder in each share of Old Windstream Parent which is not treated as redeemed in exchange for the Cash Consideration should be allocated between the shares of Class I Common Stock and the Class II Common Stock based upon the relative fair market values of each such class of Common Stock. Reg. Sec. 1.358-2(a)(1)(ii). As noted above, 79.67% of the shares or warrants of Old Windstream Parent held by each shareholder or warrant holder are not treated as redeemed in exchange for the Cash Consideration (the "Non-Redeemed Shares"). Thus, under the fair market value assumptions set forth herein, the total Stock Consideration is \$8.14 plus (\$6.38 plus \$1.59): \$16.11. Accordingly, \$8.14 divided by \$16.11, or 50.5% of the basis in the Non-Redeemed Shares of Old Windstream Parent, plus the basis adjustment under Reg. Sec. 1.302-2(c), if applicable, should be allocated to the Class I Common. In addition, 49.5% of the basis in the Non-Redeemed Shares of Old Windstream Parent should be allocated to the Class II Common. For U.S. federal income tax purposes, the aggregate tax basis of

the New Uniti common stock received by a holder in the Merger will generally equal the fair market value of the Uniti common stock as of the completion of the Merger. See Box 15, above, for a discussion of the determination of fair market value of the New Uniti common stock.

Form 8937 Part II, Box 16:

See question 15 above.

In the case of a holder of shares or warrants of Old Windstream Parent, the tax basis in such shares should be allocated: (i) 20.33% to the Redeemed Shares; and (ii) 79.67% to the Non-Redeemed Shares.

In respect of the Redeemed Shares, a holder qualifying for sale or exchange treatment under IRC section 302(b) offsets against its share of the Cash Consideration the tax basis allocated to the Redeemed Shares.

In respect of the Redeemed Shares, a holder not qualifying for sale or exchange treatment under IRC section 302(b) has ordinary dividend income to the extent of the earnings and profits of New Windstream Parent (a successor to the earnings and profits of Old Windstream Parent), and to the extent the distribution exceeds earnings and profits, the holder reduces basis in the Redeemed Shares by the amount of such excess. If any such basis remains after the distribution, then the remaining basis in the Redeemed Shares is added to the basis in the Non-Redeemed Shares under Reg. Sec. 1.302-2(c).

In respect of the Non-Redeemed Shares, the tax basis in such shares (adjusted under Reg. Sec. 1.302-2(c)) is transferred to and allocated to the Class I Common and the Class II Common. That is, 50.5% of such tax basis is allocated to the Class I Common and 49.5% of such tax basis is allocated to the Class II Common.

Form 8937 Part II, Box 17:

IRC section 301; IRC section 302; IRC section 368(a)(1)(F); IRC section 354; IRC section 357; IRC section 358; IRC section 361; IRC section 1032; Reg. Sec. 1.302-2(c) Reg. Sec. 1.358-2(a)(1)(ii).

Form 8937 Part II, Box 18:

No loss may be recognized by shareholders exchanging Old Windstream Parent shares for the Stock Consideration in a reorganization described in IRC section 368(a)(1)(F). In the case of a shareholder receiving Cash Consideration and whose redemption of shares in exchange for such Cash Consideration qualifies for sale or exchange treatment under IRC section 302(b), it is possible such a shareholder could recognize a loss with respect to such sale or exchange, assuming their basis in the redeemed shares exceeds the Cash Consideration paid with respect to such shares. New Windstream Parent is unable to determine whether or not a particular shareholder qualifies for sale or exchange treatment under IRC section 302(b) in respect of the Cash Consideration. Nor is New Windstream Parent able to determine whether or not a shareholder recognizes a loss. To the extent any

such loss is determined, please consult with your own tax advisor in regard to the deductibility of that loss, including under IRC section 267.

Form 8937 Part II, Box 19:

The reportable tax year is the calendar year 2025.