

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.](#)

Horizontal lines for providing the applicable Internal Revenue Code section(s) and subsection(s).

18 Can any resulting loss be recognized? ▶ [See Attached.](#)

Horizontal lines for providing information regarding any resulting loss.

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

Horizontal lines for providing any other information necessary to implement the adjustment.

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 ▶ May 16, 2024
Print your name ▶ Sid Thacker Title ▶ CFO

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.			

Rent the Runway, Inc.
FEIN: 80-0376379
Attachment to Form 8937
Report of Organizational Actions Affecting Basis of Securities

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"),¹ and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Reverse Stock Split (defined below) on a holder's adjusted U.S. tax basis. 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 shareholders. Shareholders should consult their own tax advisors regarding the particular tax consequences of the Reverse Stock Split to them, including the applicability and effect of all U.S. federal, state, and local and non-U.S. tax laws.

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 April 2, 2024, Rent the Runway, Inc. (RTR) effected a 1-for-20 reverse stock split of its shares of Common Stock ("Reverse Stock Split"). In connection with the Reverse Stock Split, every 20 shares of Common Stock issued and outstanding on the effective date were automatically converted into one share of Common Stock. Shareholders who were otherwise entitled to receive fractional shares were entitled to receive cash in lieu thereof. The shares began trading on a split-adjusted basis at market open on April 3, 2024 under the symbol "RENT" with the new CUSIP number 76010Y 202.

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.

Upon the effective date of the Reverse Stock Split, every 20 shares of Common Stock issued and outstanding of Rent the Runway, Inc. automatically converted into 1 share of Common Stock of Rent the Runway, Inc. As a result, a U.S. holder's aggregate tax basis in the shares of the common stock received pursuant to the reverse stock split should equal the U.S. holder's aggregate tax basis in the shares of the common stock surrendered (excluding any portion of such basis that is allocated to any fractional share of the Company's common stock), and such U.S. holder's holding period in the shares of the common stock received should include the holding period of the shares of the common stock surrendered. Treasury regulations promulgated under the Code provide detailed rules for allocating the tax basis and holding period of shares of common stock surrendered pursuant to the reverse stock split to shares of common stock received pursuant to the reverse stock split. U.S. holders holding shares of common stock that were acquired on different dates and at different prices should consult their tax advisors regarding the allocation of the tax basis and holding period of such shares.

The receipt of cash in lieu of fractional shares of common stock pursuant to the reverse stock split is a taxable transaction for U.S. federal income tax purposes. A U.S. holder who received cash in exchange for a fractional share should generally recognize capital gain or loss for U.S. federal income tax purposes equal to the difference, if any, between the amount of cash received in lieu of the fractional share and the portion of the U.S. holder's adjusted tax basis allocated to the fractional share exchanged.

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 answer to Line 15. Because no fractional shares were issued, the aggregate tax basis of the Company's common stock held by a shareholder immediately after the reverse stock split could be less than the pre-reverse split aggregate tax basis by an amount equal to the aggregate tax basis allocated to the non-converted shares sold for cash, if any.

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

Sections 307, 354, 358, 368, 1001, and 1036.

Line 18. Can any resulting loss be recognized?

The 1 for 20 reverse stock split is intended to be treated as a recapitalization for U.S. federal income tax purposes. Therefore, except as described below with respect to cash received in lieu of a fractional share, a shareholder will not recognize any gain or loss for U.S. federal income tax purposes as a result of the reverse stock split.

The receipt of cash in lieu of fractional shares of common stock pursuant to the reverse stock split is a taxable transaction for U.S. federal income tax purposes. A U.S. holder who received cash in exchange for a fractional share should generally recognize capital gain or loss for U.S. federal income tax purposes equal to the difference, if any, between the amount of cash received in lieu of the fractional share and the portion of the U.S. holder's adjusted tax basis allocated to the fractional share exchanged. Such gain or loss generally will be long-term capital gain or loss if the shareholder's holding period in its pre-reverse stock split shares is more than one year as of the reverse stock split date. The deductibility of net capital loss may be subject to limitations.

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

The reportable tax year in which the reverse stock split occurred is 2024.