

Report of Organizational Actions
Affecting Basis of Securities

OMB No. 1545-0123

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Carvana Co.		2 Issuer's employer identification number (EIN) 81-4549921	
3 Name of contact for additional information Investor Relations	4 Telephone No. of contact	5 Email address of contact investors@carvana.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 300 E. Rio Salado Pkwy, Bldg 1		7 City, town, or post office, state, and ZIP code of contact Tempe, AZ 85281	
8 Date of action 09/01/2023	9 Classification and description Debt of debt exchange		
10 CUSIP number See attached	11 Serial number(s)	12 Ticker symbol	13 Account number(s)

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

Multiple horizontal lines for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ See attached

Multiple horizontal lines for providing information regarding the recognition of resulting loss.

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

Multiple horizontal lines for providing other necessary information for the adjustment.

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 ▶ [Handwritten Signature] Date ▶ 11/28/2023
Print your name ▶ STEPHEN PALMER Title ▶ Principal Accounting 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 ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

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

Carvana Co.

EIN: 81-45449921

Date of Action: September 1, 2023

Attachment to Internal Revenue Service Form 8937

The information herein is provided pursuant to Section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"). The information herein does not constitute tax advice. Note holders are urged to consult their own tax advisors regarding the U.S. federal income tax consequences of the exchanges described herein and the tax basis resulting from the exchanges.

Line 10 – CUSIP Number

Old Notes

<u>CUSIP Number</u>	<u>Title of Notes Series</u>
146869AF9/U1468GAE4	5.500% Senior Notes due 2027 ("2027 Notes")
146869AD4/U1468GAD6	5.875% Senior Notes due 2028 ("2028 Notes")
146869AH5/U1468GAF1	4.875% Senior Notes due 2029 ("2029 Notes")
146869AJ1/U1468GAG9	10.250% Senior Notes due 2030 ("2030 Notes")

New Notes

<u>CUSIP Number</u>	<u>Title of Notes Series</u>
146869AL6	9.0%/12.0% Cash/PIK Senior Secured Notes due 2028 (the "New 2028 Notes")
146869AN2	11.0%/13.0% Cash/PIK Senior Secured Notes due 2030 (the "New 2030 Notes")
146869AM4	9.0%/14.0% Cash/PIK Senior Secured Notes due 2031 (the "New 2031 Notes")

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 1, 2023, Carvana Co. completed a series of transactions whereby it exchanged validly tendered senior unsecured notes ("Exchangeable Notes) for newly issued senior secured notes ("New Secured Notes") (the "Exchange Offers"). Concurrently with the Exchange Offers, the Company also

completed a cash tender offer to purchase any and all of the Company's outstanding 5.625% Senior Notes due 2025 (“2025 Notes”) (the “Cash Tender Offer”) at a purchase price of 85.0% of the aggregate principal amount of the 2025 Notes tendered for purchase, plus accrued and unpaid interest, if any, on the 2025 Notes repurchased to, but not including, the date of repurchase (the “Cash Tender Offer Consideration”).

For each \$1,000 principal amount of Exchangeable Notes and the 2025 Notes (collectively, the “Old Notes”) validly tendered, the offer consideration was as follows:

Consideration (per \$1,000 principal amount of Old Notes)					
Old Notes	New 2028 Notes principal amount	New 2030 Notes principal amount	New 2031 Notes principal amount	Cash	Total
2027	\$ 179.50514698	\$ 269.25772047	\$ 318.62163589	\$ -	\$767.38
2028	\$ 156.25775909	\$ 234.38663864	\$ 277.35752239	\$ -	\$668.00
2029	\$ 152.06440115	\$ 228.09660172	\$ 269.91431204	\$ -	\$650.08
2030	\$ 209.00578794	\$ 313.50868191	\$ 370.98527359	\$ -	\$893.50

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.

Characterization of the Cash Tender Offer

A U.S. Holder participating in the Cash Tender Offer should be treated as disposing of its tendered 2025 Notes in a fully taxable transaction. Such U.S. Holder would generally recognize capital gain or loss for U.S. federal income tax purposes equal to the difference, if any, between the amount of Cash Tender Offer Consideration received and such U.S. Holder’s adjusted tax basis in its tendered 2025 Notes.

U.S. Holders should consult their tax advisors as to the proper treatment of the Cash Tender Offer.

Characterization of Each Exchange of Exchangeable Notes for New Secured Notes

An exchange of Exchangeable Notes for New Secured Notes pursuant to the Exchange Offers will constitute a disposition of the Exchangeable Notes for U.S. federal income tax purposes if the exchange results in a “significant modification” of the Exchangeable Notes within the meaning of the applicable Treasury Regulations. The Company intends to take the position, and the remainder of this discussion assumes, that each exchange of Exchangeable Notes for New Secured Notes pursuant to the Exchange Offers will constitute a significant modification for U.S. federal income tax purposes.

The exchange of Exchangeable Notes for New Secured Notes will be fully taxable for U.S. Holders unless the exchange qualifies as a tax-free recapitalization for U.S. federal income tax purposes. The exchange will be treated as a recapitalization only if both the Exchangeable Notes exchanged and the New Secured Notes received would be treated as “securities” within the meaning of the provisions of the Code governing reorganizations. Neither the Code nor Treasury Regulations define the term “security” for this purpose, and it is not clear whether the Exchangeable Notes and/or the New Secured Notes

would qualify as “securities” and whether each exchange of Exchangeable Notes for New Secured Notes pursuant to the Exchange Offers would constitute a recapitalization for U.S. federal income tax purposes. U.S. Holders are urged to consult their tax advisors in this regard.

Tax Consequences if an Exchange Constitutes a Recapitalization

If an exchange constitutes a recapitalization, then generally no gain or loss will be recognized on the exchange.

In addition, if an exchange constitutes a recapitalization, a U.S. Holder’s holding period for the New Secured Notes would include the holding period for the Exchangeable Notes exchanged. A U.S. Holder’s initial tax basis in the New Secured Notes would equal the U.S. Holder’s adjusted tax basis in the Exchangeable Notes exchanged for such New Secured Notes. U.S. Holders are urged to consult their tax advisors in this regard.

If a U.S. Holder holds Exchangeable Notes with differing tax bases and/or holding periods, the preceding rules must be applied separately to each identifiable block of Exchangeable Notes.

Tax Consequences if an Exchange Does Not Constitute a Recapitalization

If an exchange does not qualify as a tax-free recapitalization for U.S. federal income tax purposes, then a U.S. Holder that exchanges Exchangeable Notes for New Secured Notes pursuant to the Exchange Offers would be treated as disposing of such Exchangeable Notes in exchange for New Secured Notes in a fully taxable transaction. In each case, U.S. Holders would generally recognize capital gain or loss for U.S. federal income tax purposes equal to the difference, if any, between the amount realized (which would be determined based on the “issue price” of the New Secured Notes received) and the U.S. Holder’s adjusted tax basis in its Exchangeable Notes exchanged.

In addition, if an exchange does not qualify as a tax-free recapitalization for U.S. federal income tax purposes, a U.S. Holder’s holding period for the New Secured Notes would not include the holding period for the Exchangeable Notes exchanged and should begin on the day after the completion of the exchange, and a U.S. Holder’s initial tax basis in the New Secured Notes of each series would be the issue price of such New Secured Notes at the time they were acquired pursuant to the exchange. If a U.S. Holder holds Exchangeable Notes with differing tax bases and/or holding periods, the preceding rules must be applied separately to each identifiable block of Exchangeable Notes.

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.

Solely for U.S. federal income tax purposes, Carvana Co. has determined that the New Secured Notes are “traded on an established market” within the meaning of Section 1.1273-2(f) of the Treasury Regulations, and the “issue price” of each of the New Secured Notes within the meaning of Section 1.1273-2 of the Treasury Regulations is as follows:

Issue Price (per \$1,000 principal amount of Old Notes)				
Old Notes	New 2028 Notes Issue Price: 90.70% of face amount	New 2030 Notes Issue Price: 88.69% of face amount	New 2031 Notes Issue Price: 88.19% of face amount	Total
2027	\$ 162.81116831	\$ 238.80467228	\$ 280.99242069	\$682.61
2028	\$ 141.72578749	\$ 207.87750981	\$ 244.60159900	\$594.20
2029	\$ 137.92241184	\$ 202.29887607	\$ 238.03743179	\$578.26
2030	\$ 189.56824966	\$ 278.05084999	\$ 327.17191278	\$794.79

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

Sections 354, 356, 358, 1001, 1012, and 1273 of the Code.

Line 18 – Can any resulting loss be recognized?

Please see discussion on line 15

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

The Exchange was consummated on September 1, 2023. For a note holder whose taxable year is the calendar year, the reportable tax year is 2023.