

FXI Holdings, Inc.
Statement Required by Treas. Reg.¹ § 1.1273-2(f)(9) as to
Determination of Issue Price for Federal Income Tax Purposes

On May 1, 2023, FXI Holdings, Inc. (the “Company”) issued 12.250% Senior Secured Notes due 2026 (the “New 2026 Notes”).

The New 2026 Notes are governed by an indenture, dated as of April 17, 2023 (the “Indenture”), among the Company, as issuer, certain of the Company’s subsidiaries, as guarantors, and U.S. Bank Trust Company, N.A., as trustee and collateral agent (the “Trustee” and “Collateral Agent”).

New Note	CUSIP	Maturity Date	Principal Amount	Issue Price (%)
12.250% Senior Secured Notes	36120RAE9	November 15, 2026	\$470.1 million	89.25%

In accordance with Treas. Reg. § 1.1273-2(f)(9), holders of the New 2026 Notes are hereby notified of the following determinations that have been made:

- The New 2026 Notes are considered “publicly traded property” within the meaning of Treas. Reg. § 1.1273-2(c) and therefore the issue price of the New 2026 Notes is the fair market value of such publicly traded property, i.e., the trading price.
- The New 2026 Notes are “traded on an established market” within the meaning of Treas. Reg. § 1.1273-2(f)(1). The Company has determined the value of the New 2026 Notes to be 89.25% of face value, which is the approximate average of trades reported on the first available trade date (May 5, 2023).

Pursuant to the Treasury Regulations, the Company’s determinations in this statement are binding on a holder of the New 2026 Notes unless such holder explicitly discloses on a timely filed U.S. federal income tax return for the taxable year that includes the acquisition date of the New 2026 Notes that its determination is different from the Company’s determination, the reason for its determination and, if applicable, how it determined the fair market value.

This notice is only intended to fulfill the Company’s notification obligation under the Treasury Regulations and does not constitute tax advice. The Company advises each holder of the New 2026 Notes to consult its own tax advisor regarding the implications of this notification on the determination of the holder’s income tax liabilities.

¹ “Treas. Reg. §” references refer to the Treasury regulations issued with regards to the Internal Revenue Code of 1986, as amended, unless otherwise indicated.