



**Part II Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ \_\_\_\_\_

PLEASE REFER TO "ATTACHMENT TO FORM 8937 - PART II"

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**18** Can any resulting loss be recognized? ▶ \_\_\_\_\_

PLEASE REFER TO "ATTACHMENT TO FORM 8937 - PART II"

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

PLEASE REFER TO "ATTACHMENT TO FORM 8937 - PART II"

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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 ▶ January 18, 2024

<b>Paid Preparer Use Only</b>	Print your name ▶ Gregory McConnie	Preparer's signature	Title ▶ Vice-President	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Print/Type preparer's name					
	Firm's name ▶				Firm's EIN ▶	
	Firm's address ▶				Phone no.	

**Brookfield Reinsurance Ltd.**

**Exchange of Class A Limited Voting Shares of Brookfield Corporation for Class A-1 Exchangeable Shares of Brookfield Reinsurance Ltd.**

**Attachment to Form 8937 – Part II**

***IRS Form 8937 (Report of Organizational Actions Affecting Basis of Securities) is being made available by Brookfield Reinsurance Ltd. (“Brookfield Reinsurance”) pursuant to Section 6045B of the Internal Revenue Code of 1986, as amended, which requires issuers of certain securities to report organizational actions that affect the U.S. federal income tax basis of holders of the securities.***

***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. Neither Brookfield Reinsurance nor Brookfield Corporation provides tax advice to its shareholders. Any examples herein are illustrative and are furnished pursuant to Section 6045B of the Internal Revenue Code solely as a convenience to shareholders and their tax advisers in establishing their specific tax positions. Shareholders are urged to consult their own tax advisers regarding the tax consequences of the matters addressed herein in light of their particular circumstances.***

**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 October 11, 2023, Brookfield Reinsurance commenced an offer (the “Offer”) to exchange one class A-1 exchangeable non-voting share of Brookfield Reinsurance (“Class A-1 Exchangeable Share”) for each class A limited voting share of Brookfield Corporation (“Brookfield Class A Share”) tendered by a holder of Brookfield Class A Shares. The Offer is described in the offer to exchange and circular dated November 1, 2023, which forms a part of the Registration Statement on Form F-4 filed by Brookfield Reinsurance and Brookfield Corporation on October 11, 2023 (including any amendments thereto, the “Registration Statement”). The Registration Statement and the offer to exchange and circular contained therein are available at [www.sec.gov](http://www.sec.gov).

On November 16, 2023, tendering holders of Brookfield Class A Shares received one Class A-1 Exchangeable Share for each Brookfield Class A Share tendered and taken up by Brookfield Reinsurance pursuant to the Offer.

**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.**

Brookfield Reinsurance intends to treat the Class A-1 Exchangeable Shares as stock of Brookfield Reinsurance for all U.S. federal income tax purposes, in which case a U.S. holder that tendered Brookfield Class A Shares pursuant to the Offer generally will recognize capital gain or loss for U.S. federal income tax purposes equal to the difference between the fair market value of the Class A-1 Exchangeable Shares received pursuant to the Offer and the holder's adjusted tax basis in the Brookfield Class A Shares exchanged therefor. Based on such treatment, the U.S. holder will have a tax basis in the Class A-1 Exchangeable Shares received pursuant to the Offer equal to their fair market value on the date of receipt, and the holding period for such Class A-1 Exchangeable Shares will begin on the day after the date of receipt.

Notwithstanding the intended U.S. tax treatment of the Class A-1 Exchangeable Shares as stock of Brookfield Reinsurance, other U.S. tax characterizations of the Class A-1 Exchangeable Shares are possible, and therefore the U.S. federal income tax consequences of the Offer are uncertain, as described in greater detail in the Registration Statement under the heading "Certain Material United States Federal Income Tax Considerations." U.S. holders who received Class A-1 Exchangeable Shares pursuant to the Offer are urged to review the detailed discussion of the U.S. federal income tax considerations relating to the Offer set forth in the Registration Statement, including important assumptions as to the U.S. federal income tax treatment of the Class A-1 Exchangeable Shares and the ownership and disposition of such shares.

**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.**

As described in the response to Line 15 above, a U.S. holder will have a tax basis in the Class A-1 Exchangeable Shares received pursuant to the Offer equal to their fair market value on the date of receipt, which was November 16, 2023.

Fair market value generally is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or to sell and both having reasonable knowledge of the facts. U.S. federal income tax law does not specifically prescribe how a shareholder should determine the fair market value of the Class A-1 Exchangeable Shares received. Shareholders should consult their own tax advisers to determine the appropriate measure of fair market value.

There are several possible methods for determining the fair market value of the Class A-1 Exchangeable Shares received pursuant to the Offer. One possible approach is to utilize the volume-weighted average trading price of the Class A-1 Exchangeable Shares on the New York Stock Exchange for the five trading days on which such shares were traded following the date of the exchange pursuant to the Offer (the "5-Day VWAP"). The 5-day VWAP ending November 24, 2023, of a Class A-1 Exchangeable Share on the New York Stock Exchange was US\$34.5389. Based

on the 5-Day VWAP and the tax treatment described in Line 15 above and in the Registration Statement, a shareholder's basis in each Class A-1 Exchangeable Share received pursuant to the Offer would therefore be US\$34.5389.

Other approaches for determining fair market value may be possible. Holders of Class A-1 Exchangeable Shares are not bound by the approach described above and may, in consultation with their tax advisers, use another approach in determining the fair market value of the Class A-1 Exchangeable Shares. For U.S. federal tax information reporting purposes, Brookfield Reinsurance intends to use US\$34.5389 as the fair market value of each Class A-1 Exchangeable Share.

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

Sections 1001 and 1012.

**Line 18**      **Can any resulting loss be recognized?**

Based on the intended U.S. tax treatment of the Class A-1 Exchangeable Shares as stock of Brookfield Reinsurance, as described in Line 15 above, loss generally may be recognized upon the exchange of Brookfield Class A Shares for Class A-1 Exchangeable Shares pursuant to the Offer.

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

The exchange of Brookfield Class A Shares for Class A-1 Exchangeable Shares pursuant to the Offer occurred on November 16, 2023. The determination of tax basis described above is taken into account in the taxable year of the shareholder during which the exchange pursuant to the Offer occurred. For calendar year taxpayers, the applicable tax year is therefore 2023.