

**Report of Organizational Actions
Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Mr. Cooper Group Inc. (formerly WMIH Corp.)		2 Issuer's employer identification number (EIN) 91-1653725	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 8950 Cypress Waters Boulevard		7 City, town, or post office, state, and ZIP code of contact Coppell, Texas 75019	
8 Date of action July 31, 2018		9 Classification and description 5.00% Series B Convertible Preferred Stock	
10 CUSIP number 92936P 308	11 Serial number(s)	12 Ticker symbol COOP	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 statement.

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 statement.

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 statement.

Mr. Cooper Group Inc. (formerly WMIH Corp.)
EIN: 91-1653725
Attachment to Form 8937 – Part II

Line 14¹

On July 31, 2018, pursuant to the mandatory conversion provisions of the WMIH 5.00% Series B Convertible Preferred Stock (“WMIH Series B Preferred Stock”), each outstanding share of WMIH Series B Preferred Stock was converted into 764.31762 shares of WMIH common stock (the “Conversion”), which was the sum of:

- (1) 740.74 shares of WMIH common stock (liquidation preference of the WMIH Series B Preferred Stock of \$1,000 per share, divided by the conversion price of \$1.35);
- (2) 19.04762 shares of WMIH common stock as a special dividend; and
- (3) 4.53 shares of WMIH common stock for accrued and unpaid dividends not previously declared.

No fractional shares of WMIH common stock were issued; instead, such holder received cash in lieu of fractional shares (after aggregating all WMIH common shares issued to such holder).

Line 15

For U.S. federal income tax purposes, the Conversion is intended to qualify as a tax-free exchange described in Section 368(a)(1)(E) of the U.S. Internal Revenue Code of 1986, as amended (the “Code”). For purposes of section 305 of the Code the WMIH Series B Preferred Stock is intended constitute common stock. Accordingly, a shareholder’s aggregate tax basis in the shares of WMIH common stock received in the Conversion (including fractional shares deemed to be received and then cancelled for cash) is equal to the tax basis of the share WMIH Series B Preferred Stock surrendered therefor.

Line 16

The tax basis in each share of WMIH common stock is determined by dividing the total shares of WMIH common stock received (including fractional shares later cancelled for cash) by the tax basis in the share of WMIH Series B Preferred Stock surrendered for therefor.

Holders of WMIH Series B Preferred Stock should consult with a qualified tax advisor regarding their specific U.S. income tax consequences of the Conversion (including, but not limited to, the recognition of gain and tax basis).

¹ Figures do not reflect the 1-for-12 reverse stock split on October 10, 2018. Further note that on October 10, 2018, WMIH Corp. was renamed Mr. Cooper Group Inc. and references to WMIH common stock should be treated as referring to Mr. Cooper Group Inc. common stock.

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 statement.

Blank lines for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ See attached statement.

Blank lines for providing information regarding resulting loss recognition.

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

Blank lines for providing other necessary information for 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 ▶

Frances Chen

Date ▶

12/19/19

Print your name ▶

Frances Chen

Title ▶

VP-TAX

Paid Preparer Use Only

Print/Type preparer's name

Pete Talkington

Preparer's signature

Pete Talkington

Date

12-19-19

Check if self-employed

PTIN

201336479

Firm's name ▶ Deloitte Tax LLP

Firm's EIN ▶

86-1065772

Firm's address ▶ 2200 Ross Ave Ste 1600 Dallas, TX 75201-6703

Phone no.

Line 17

Sections 354(a), 358(a), 358(b), 368(a)

Line 18

No loss may be recognized in the Conversion, except that gain or loss may be recognized on fractional shares of WMIH common stock settled in cash.

Line 19

The Conversion was effective on July 31, 2018, which is therefore the relevant date for purposes of determining tax basis and related information. The corresponding tax year is the year of each holder of WMIH Series B Preferred Stock that includes July 31, 2018.