

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 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.

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 ▶ 10-9-18

Print your name ▶ M.C.DAVENPORT Title ▶ VP - TAX

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.

Mr. Cooper Group Inc. (f/k/a WMIH Corp.)

EIN: 91-1653725

Attachment to Form 9937 – Part II

CONSULT YOUR TAX ADVISER

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”), 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 (as defined below) on the tax basis of Mr. Cooper Group Inc. (“Mr. Cooper Group”) stock. The information set forth in this Form 9937 does not constitute tax advice, does not take into account any shareholder’s specific facts and circumstances, and does not purport to be a complete summary of the tax consequences of the Reverse Stock Split to a shareholder. Each shareholder should consult such shareholder’s own tax adviser with respect to the tax consequences of the Reverse Stock Split. We urge you to read the proxy statement on Schedule 14A filed with the Securities and Exchange Commission on September 14, 2018 (the “Proxy Statement”), noting especially the discussion on page 14 therein under the heading “Certain U.S. Federal Income Tax Consequences of the Reverse Stock Split”. You may access the Proxy Statement at www.sec.gov.

Line 14 – Description of Organizational Action

On October 10, 2018, Mr. Cooper Group implemented a 1-for-12 reverse stock split by issuing one new share of Mr. Cooper Group common stock in exchange for every 12 shares of Mr. Cooper Group common stock that was outstanding immediately before such reverse stock split (the “Reverse Stock Split”). In the Reverse Stock Split, any fractional shares of Mr. Cooper Group common stock to which a Mr. Cooper Group stockholder was otherwise entitled was aggregated and sold on the open market, with the resulting cash proceeds of the sale distributed to such Mr. Cooper Group stockholders otherwise entitled to the fractional share of Mr. Cooper Group common stock.

In addition to the Reverse Stock Split, (1) the number of authorized shares of common stock of Mr. Cooper Group was reduced from 3,500,000,000 to 300,000,000 shares; and (2) the par value was increased from \$0.00001 per share to \$0.01 per share.

Mr. Cooper Group common stock trades under the ticker symbol “COOP” (formerly “WMIH”).

Line 15 – Description of the Quantitative Effect of the Organizational action on the basis of the security in the hands of the U.S. taxpayer as an adjustment per share or as a percentage of old stock basis

As a result of the Reverse Stock Split, a stockholder's aggregate tax basis allocated to its shares of Mr. Cooper Group common stock should be allocated to its shares of Mr. Cooper Group common stock held immediately after the Reverse Stock Split. Stockholders that acquired Mr. Cooper Group common stock at different times or different prices will need to calculate their tax basis in each block of stock and allocate the aggregate basis of each such block of stock to the Mr. Cooper Group common stock received in the Reverse Stock Split in respect of such block of stock.

Line 16 – Description of the calculation of the change in basis and the data that supports the calculation

Since cash was issued in lieu of any fractional shares to which Mr. Cooper Group stockholders were otherwise entitled, the aggregate tax basis of their Mr. Cooper Group common stock held immediately after the Reverse Stock Split could be less than the aggregate tax basis of their Mr. Cooper Group stock held immediately before the Reverse Stock Split.

Line 17/18 – List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based and ability of any resulting loss to be recognized

Mr. Cooper Group stockholders will not recognize income, gain, or loss for U.S. federal income tax purposes in the Reverse Stock Split pursuant to Section 368 of the Code, except in respect of cash received in lieu of fractional shares. The tax basis calculations resulting from the Reverse Stock Split are governed by Sections 358(a) and (b) of the Code.

Line 19 – Provide any other information necessary to implement the adjustment

The reportable year in which the Reverse Stock Split occurred is 2018.