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Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

# Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-0123

## Part I Reporting Issuer

| 1 Issuer's name | 2 Issuer's employer identification number (EIN) |
|---|---|
| Strategy Inc (f/k/a MicroStrategy Incorporated) | 51-0323571 |

| 3 Name of contact for additional information | 4 Telephone No. of contact | 5 Email address of contact |
|---|---|---|
| Shelley Khanna | 703-848-8600 | shekhanna@strategy.com |

| 6 Number and street (or P.O. box if mail is not delivered to street address) of contact | 7 City, town, or post office, state, and ZIP code of contact |
|---|---|
| 1850 Towers Crescent Plaza | Tysons Corner, VA 22182 |

| 8 Date of action | 9 Classification and description |
|---|---|
| October 15th, 2026 | SEE ATTACHED STATEMENT |

| 10 CUSIP number | 11 Serial number(s) | 12 Ticker symbol | 13 Account number(s) |
|---|---|---|---|
| SEE ATTACHED | | STRC | |

## 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

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**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

**18** Can any resulting loss be recognized? ▶ SEE ATTACHED STATEMENT

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ SEE ATTACHED STATEMENT

**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 ▶ Signed by: Shelley Khanna FBAC1A08661C403... Date ▶ 23 November 2026

Print your name ▶ Shelley Khanna Title ▶ Vice President and CAO

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ 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

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# Strategy Inc (f/k/a MicroStrategy Incorporated)

## EIN: 51-0323571

## Attachment to Form 8937

## Report of Certain Organizational Actions Affecting Basis of Securities

The information contained on Form 8937 and within this attachment does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties under the Internal Revenue Code of 1986, as amended (the "**Code**"). Moreover, each shareholder is urged to consult its own tax advisor regarding the particular tax consequences of the transaction to them, including the applicability and effect of all U.S. federal, state, local, and foreign tax laws.

## Form 8937 Part I Lines 9 and 10

| Description | CUSIP |
|---|---|
| Variable Rate Series A Perpetual Stretch Preferred Stock | 594972853 |

## Form 8937 Part II Line 14

On October 15, 2026, Strategy Inc (f/k/a MicroStrategy Incorporated) (the "Company") paid a cash dividend of $0.50 per share on its Variable Rate Series A Perpetual Stretch Preferred Stock ("STRC") to shareholders of record as of September 30, 2026 (the "**October 15, 2026 Distribution**"). The Company expects that the October 15, 2026 Distribution will be a nontaxable return of capital to the extent of a preferred shareholder's tax basis in each STRC share.

## Form 8937 Part II Line 15

The character of a distribution as either a dividend or return of capital for federal income tax purposes depends on the Company's estimate of current and accumulated earnings and profits **("E&P")** for its full tax year in the year of the distribution. The information set forth in this Form 8937 is based on estimates as of the time this Form is filed with the Internal Revenue Service ("**IRS**") or made publicly available in lieu of filing with the IRS. Estimates can change throughout the year and, to the extent the Company's estimates change, the Company will file a corrected Form 8937 for impacted distributions pursuant to applicable Treasury Regulations.

Based on current estimates, the Company expects to have no current or accumulated E&P in its taxable year ending December 31, 2026 and, accordingly, it is expected that 100% of the October 15, 2026 Distribution on the STRC shares will be characterized as a return of capital for federal income tax purposes, to the extent of a recipient shareholder's tax basis in their STRC shares. A shareholder's tax basis in the STRC shares will be reduced by $0.50 per share, the amount of the distribution made under section 301(c)(2) of the Code. Any amount of the October 15, 2026 Distribution paid in excess of a shareholder's tax basis in its STRC shares will be treated as capital gain for U.S. federal income tax purposes under section 301(c)(3) of the Code.

*Shareholders should consult their own tax advisors to determine the income tax consequences for their specific situation. The Company is providing this Form for informational purposes only and not as legal or tax advice.*

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## Form 8937 Part II Line 16

Pursuant to sections 301(c) and 316(a) of the Code, the taxability of the October 15, 2026 Distribution to each recipient shareholder is based on estimates of the Company's current and accumulated E&P for its 2026 taxable year, as computed for U.S. federal income tax purposes at the time of the distribution. The Company's estimated current and accumulated E&P applicable to the October 15, 2026 Distribution supports the disclosure that the entire amount of the October 15, 2026 Distribution on the STRC shares should be characterized as a non-taxable return of capital to the extent of each shareholder's tax basis in its STRC shares under section 301(c)(2) of the Code, followed by treatment as capital gain to the recipient shareholder under section 301(c)(3) of the Code to the extent the amount of the distribution on the STRC shares exceeds such shareholder's tax basis in STRC shares.

## Form 8937 Part II Line 17

Internal Revenue Code sections 301(c) and 316(a).

## Form 8937 Part II Line 18

N/A

## Form 8937 Part II Line 19

The information on lines 14, 15, 16, and 17 will be reflected at the individual shareholder level on the shareholder's 2026 Form 1099-DIV. Additionally, copies of Form 1042-S, as required, will be furnished to certain non-U.S. holders of the Company's STRC shares who received the October 15, 2026 Distribution.

*Shareholders should consult their own tax advisors to determine the income tax consequences of their specific situation. The information contained in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for purposes of avoiding penalties under the Internal Revenue Code of 1986, as amended.*