

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name WeWork Inc.		2 Issuer's employer identification number (EIN) 85-1144904
3 Name of contact for additional information WeWork Investor Relations	4 Telephone No. of contact (646) 389-3922	5 Email address of contact investor@wework.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 575 Lexington Avenue		7 City, town, or post office, state, and ZIP code of contact New York, New York 10022

8 Date of action October 20, 2021	9 Classification and description Class A Common Stock, Class C Common Stock, Warrants		
10 CUSIP number 96209A 104 (Class A)	11 Serial number(s)	12 Ticker symbol WE (Class A)	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**

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**

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**

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

Multiple horizontal lines for listing Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ See Attached

Multiple horizontal 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

Multiple horizontal lines for providing other information necessary to implement 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 ▶  Date ▶ 11/22/2021
Print your name ▶ Barret S. Johnson Title ▶ Global Head of 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.

WeWork Inc.

Attachment to Form 8937

Date of Organizational Action: October 20, 2021

Part II, Question 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 March 25, 2021, BowX Acquisition Corp., a Delaware corporation ("BowX") (EIN: 85-1144904), BowX Merger Subsidiary Corp., a Delaware corporation and a direct, wholly owned subsidiary of BowX ("Merger Sub"), and New WeWork Inc., a Delaware corporation formerly known as WeWork Inc. ("Prior WeWork") (EIN: 61-1936163), entered into an Agreement and Plan of Merger (the "Merger Agreement") pursuant to which, among other transactions, on October 20, 2021, Merger Sub merged with and into Prior WeWork (the "First Merger"), with Prior WeWork surviving the First Merger as a wholly owned subsidiary of BowX (Prior WeWork, in its capacity as the surviving corporation of the First Merger, is sometimes referred to as the "Surviving Corporation"). Immediately following and as part of the same overall transaction as the First Merger, the Surviving Corporation merged with and into BowX Merger Subsidiary II, LLC ("Merger Sub II"), a Delaware limited liability company and a direct wholly owned subsidiary of BowX (the "Second Merger" and, together with the First Merger, the "Mergers," and the Mergers together with the other transactions described in the Merger Agreement, the "Business Combination"), with Merger Sub II being the surviving entity of the Second Merger. In connection with the closing of the Business Combination, BowX changed its name to WeWork Inc.

In the Business Combination, among other things,

- all outstanding shares of Prior WeWork capital stock ("Prior WeWork Shares") immediately prior to the effective time of the First Merger (the "Effective Time") (other than (A) shares of Class C common stock of Prior WeWork, (B) treasury shares, (C) dissenting shares and (D) shares of capital stock of Prior WeWork subject to stock awards) were cancelled in exchange for the right to receive a number of shares of BowX Class A common stock, par value \$0.0001 (the "Class A Common Stock") equal to (x) the exchange ratio under the Merger Agreement (which was equal to 0.82619) (the "Exchange Ratio") multiplied by (y) the number of Prior WeWork Shares held by such holder as of immediately prior to the Effective Time; and
- in accordance with the applicable terms of the warrants to purchase Prior WeWork's Class A common stock, WeWork Series H-3 Preferred Stock and/or WeWork Series H-4 Preferred Stock (the "Prior WeWork Warrants"), the Prior WeWork Warrants will be converted into the right to receive a warrant to purchase shares of Class A Common Stock upon the same terms and conditions as were in effect with respect to such Prior WeWork Warrant immediately prior to the Effective Time (a "Converted BowX Warrant") except that (i) such Converted BowX Warrant will relate to that whole number of shares of Class A Common Stock (rounded down to the nearest whole share) equal to the number of Prior WeWork Shares subject to such Prior WeWork Warrants, multiplied

by the Exchange Ratio, and (ii) the exercise price per share for each such Converted BowX Warrant will equal to the exercise price per share of such Prior WeWork Warrants in effect immediately prior to the Effective Time, divided by the Exchange Ratio (the exercise price per share, as so determined, being rounded up to the nearest full cent).

It is expected that the Mergers, taken together, constitute a single integrated transaction that qualifies as a “reorganization” (a “Reorganization”) within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”).

The Business Combination, including the consideration received, are more fully described in the Current Report on Form 8-K and the Registration on Form S-4 that have been filed with the Securities and Exchange Commission.

Part II, Question 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.

For purposes of this attachment, a “U.S. Holder” is a beneficial owner of Prior WeWork Shares or Prior WeWork Warrants, as applicable that is or is treated as, for U.S. federal income tax purposes, (i) an individual who is a citizen or resident of the United States, (ii) a corporation organized in or under the laws of the United States, any state thereof or the District of Columbia, (iii) an estate, the income of which is subject to U.S. federal income tax regardless of its source, or (iv) a trust that (1) is subject to the primary supervision of a U.S. court and the control of one or more “United States persons” (within the meaning of Section 7701(a)(30) of the Code) or (2) was in existence on August 20, 1996 and has a valid election in effect to be treated as a United States person for U.S. federal income tax purposes.

Because the quantitative effect of the Mergers on tax basis can vary from U.S. Holder to U.S. Holder, it cannot be expressed as a specific adjustment amount per share or as a percentage of old basis. In general, after performing the calculations described below, a U.S. Holder’s aggregate tax basis will either stay the same or be reduced, but it will not increase.

Part II, Question 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.

The basis adjustment procedures described below can only be applied after determining the amount of taxable gain to be recognized as a result of the Mergers. These taxable gain calculations and basis adjustment rules will be applied separately to each “block” of Prior WeWork Shares or Prior WeWork Warrants that a U.S. Holder held at the time of the Mergers. A “block” of stock is shares of stock purchased at the same time and the same price in a single transaction. If a holder of Prior WeWork Shares owned any combination of Prior WeWork common stock, Prior WeWork preferred stock, Prior WeWork Warrants, or any combination thereof, or owns shares of different series of Prior WeWork preferred stock, the holder will be treated as having separately exchanged its shares of Prior WeWork common stock or preferred stock, as applicable, for shares of Class A Common Stock, and exchanged its Prior WeWork Warrants for Converted BowX Warrants.

Assuming the Mergers qualify as a Reorganization:

- A U.S. Holder will recognize gain (but not loss) in an amount equal to the lesser of: (i) the amount, if any, by which the sum of any cash received in the Business Combination and the fair market value of the Class A Common Stock or Converted BowX Warrants, as applicable, received by such U.S. Holder pursuant to the Business Combination on the closing date exceeds such U.S. Holder's adjusted tax basis in such U.S. Holder's Prior WeWork Shares or Prior WeWork Warrants, as applicable, exchanged therefor and (ii) the amount of any cash received in the Business Combination.
- The aggregate tax basis of the Class A Common Stock or Converted BowX Warrants, as applicable, received by a U.S. Holder in the Business Combination will be the same as the aggregate adjusted tax basis of such U.S. Holder's Prior WeWork Shares or Prior WeWork Warrants, respectively, exchanged therefor, decreased by the amount of any cash received in the Business Combination and increased by the amount of any gain recognized by the U.S. Holder.
- A U.S. Holder's holding period in the Class A Common Stock or Converted BowX Warrants, as applicable, received will include the holding period of the Prior WeWork Shares or Prior WeWork Warrants exchanged for such Class A Common Stock or Converted BowX Warrants, as applicable.

U.S. Holders should consult with their own tax advisors regarding the tax consequences of the Business Combination, including the manner in which the amount of any cash and Class A Common Stock or Converted BowX Warrants, as applicable, received pursuant to the Mergers is allocated among different blocks of Prior WeWork Shares or Prior WeWork Warrants, as applicable, and with respect to identifying the bases or holding periods of particular shares of Class A Common Stock or any Converted BowX Warrants received in the Business Combination. For purposes of this Part II, Question 16, cash received includes any cash remitted on behalf of a U.S. Holder as withholding tax pursuant to Section 1445 of the Code.

Part II, Question 17: List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

It is expected that the Mergers qualify as a "reorganization" within the meaning of Section 368(a) of the Code.

Effect on Holders:

- A. Code Section 354(a)(1) – Exchange of stock and securities in certain reorganizations
- B. Code Section 356 – Receipt of additional consideration
- C. Code Section 358 – Basis to distributees
- D. Code Section 1001 – Determination of amount of and recognition of gain or loss
- E. Code Section 1223 – Holding period of property

Part II, Question 18: Can any resulting loss be recognized?

If the Mergers qualify as a Reorganization, a U.S. Holder will not recognize any loss as a result of the receipt of Class A Common Stock or Converted BowX Warrants, as applicable, in the Mergers.

Part II, Question 19: Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The Mergers occurred on October 20, 2021. The stock basis adjustment and any recognized gain should be reported by a U.S. Holder in the taxable year of the U.S. Holder that includes October 20, 2021.

Pursuant to Section 1.368-3(d) of the Treasury Regulations, you are required to retain information in your permanent records regarding the amount, basis, and fair market value of the stock received in the Mergers, and to make such records available to any authorized Internal Revenue Service officers and employees upon request.

BowX's employer identification number is 85-1144904. Prior WeWork's employer identification number prior to the Mergers was 61-1936163. For further information, please contact []. The ticker symbol for Class A Common Stock is WE.

THE INFORMATION ABOVE IS NOT TAX ADVICE, AND IT IS NOT A COMPLETE ANALYSIS OR DESCRIPTION OF EVERY POTENTIAL U.S. FEDERAL INCOME TAX CONSEQUENCE OR ANY OTHER TAX CONSEQUENCE OF THE MERGERS. IN ADDITION, THE SUMMARY DOES NOT ADDRESS U.S. FEDERAL INCOME TAX CONSEQUENCES THAT MAY VARY WITH, OR ARE CONTINGENT ON, INDIVIDUAL CIRCUMSTANCES, NOR DOES IT ADDRESS ANY U.S. NON-INCOME, STATE, LOCAL OR NON-U.S. TAX CONSEQUENCES. ACCORDINGLY, EACH HOLDER IS URGED TO CONSULT WITH HIS, HER OR ITS OWN TAX ADVISER TO DETERMINE THE PARTICULAR U.S. FEDERAL, STATE, LOCAL AND NON-U.S. TAX CONSEQUENCES TO HIM, HER OR IT OF THE MERGERS.