

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

| | | | |
|--|---|---|----------------------|
| 1 Issuer's name Enfusion, Inc. | | 2 Issuer's employer identification number (EIN) 87-1268462 | |
| 3 Name of contact for additional information Karan Basu | 4 Telephone No. of contact 617-365-1886 | 5 Email address of contact karan.basu@enfusion.com | |
| 6 Number and street (or P.O. box if mail is not delivered to street address) of contact 125 S. Clark Street, Suite 750 | | 7 City, town, or post office, state, and ZIP code of contact Chicago, Illinois 60603 | |
| 8 Date of action October 19, 2021 | | 9 Classification and description Issuance of Enfusion, Inc. common shares in exchange for the common shares of entities | |
| 10 CUSIP number 292812104 | 11 Serial number(s) | 12 Ticker symbol ENFN | 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 attachment.](#)

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 attachment.](#)

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 attachment.](#)

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► Section 368(a)(1)(A), 368(a)(2)(D), 354(a), 356(a)(2), 358(a), and 358(b)

18 Can any resulting loss be recognized? ► No loss is allowed under section 356(a).

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► See attachment.

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 ►



Date ►

11-23-2021Print your name ► Karan Basu

Title ►

Tax Director**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.

Information for Certain Shareholders

IRS Form 8937 (Report of Organizational Actions Affecting Basis of Securities) is being made available by Enfusion, Inc. ("**Parent**"), a publicly traded corporation, which is headquartered in Chicago, IL, pursuant to Section 6045B(a) of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**"), which requires certain issuers of securities, or acquirors of such securities, to report certain organizational actions that affect the U.S. tax basis of those securities in the hands of shareholders who are U.S. persons and the quantitative effect on the basis of such securities of such organizational actions.

The purpose of this disclosure is to assist former shareholders of EF ISP V-B Target, Inc., a Delaware corporation ("**EF Target**"), FTV Enfusion Holdings, Inc., a Delaware corporation ("**FTV Target**"), HH ELL Holdings, LLC, a Delaware limited liability company, which is classified as a corporation for U.S. federal tax purposes ("**HH Target**" and, together with EF Target and FTV Target, collectively, the "**Targets**") at the time of the Mergers (as defined below) in determining the impact of such organizational actions on the tax basis of their shares of the Parent Class A common shares ("**Parent Shares**") and future payments to be made under a Tax Receivable Agreement ("**TRA**") received in exchange for all of the issued and outstanding stock of the Targets (the "**Target Shares**") pursuant to the Mergers (as defined below).

Line 14. Prior to the effective time of the Mergers (as defined below):

- FTV IV, L.P., a Delaware limited partnership ("**FTV Blocked Holder**") owned all of the issued and outstanding stock of FTV Target.
- ELL Investments L.P., a Delaware limited partnership ("**HH Blocked Holder**") owned all of the membership interests of HH Target.
- ISP V-B EF LP, a Delaware limited partnership ("**EF Blocked Holder**") owned all of the issued and outstanding stock of EF Target.
- Each of the Targets owned common units of Enfusion Ltd. LLC, a limited liability company under Delaware state law and an entity treated as a partnership for U.S. federal income tax purposes. At the time of the Mergers, Enfusion Ltd. LLC only had a single class of common interests.

Furthermore, prior to the effective time of the Mergers (as defined below), Enfusion Ltd. LLC formed Parent on June 11, 2021. Parent directly owned all of the issued and outstanding stock of the following entities, which were each formed on September 29, 2021:

- Enfusion Merger Sub 1, Inc., a Delaware corporation ("**Merger Sub 1**"),
- Enfusion Merger Sub 2, Inc., a Delaware corporation ("**Merger Sub 2**"),
- Enfusion Merger Sub 3, Inc., a Delaware corporation ("**Merger Sub 3**"),
- Enfusion US 1, Inc., a Delaware corporation ("**NewCo 1**"),
- Enfusion US 2, Inc., a Delaware corporation ("**NewCo 2**"), and
- Enfusion US 3, Inc., a Delaware corporation ("**NewCo 3**").

Pursuant to plans of reorganization (as defined by Treasury Regulations sections 1.368-1(c), 1.368-2(g) and 1.368-3(c)), which were executed on October 19, 2021. Each of the transactions described below occurred sequentially.

- i. Merger Sub 1 merged with and into FTV Target (the "**Step 1 Merger**"), with FTV Target as the surviving entity (the "**Step 1 Surviving Entity**"),
- ii. The Step 1 Surviving Entity merged with and into NewCo 1 (the "**Step 2 Merger**"), with NewCo 1 as the surviving entity (the "**Step 2 Surviving Entity**"),
- iii. Merger Sub 2 merged with and into HH Target (the "**Step 3 Merger**"), with HH Target as the surviving entity (the "**Step 3 Surviving Entity**"),

- iv. The Step 3 Surviving Entity merged with and into NewCo 2 (the "**Step 4 Merger**"), with NewCo 2 as the surviving entity (the "**Step 4 Surviving Entity**"),
- v. Merger Sub 3 merged with and into EF Target (the "**Step 5 Merger**"), with EF Target as the surviving entity (the "**Step 5 Surviving Entity**"), and
- vi. Step 5 Surviving Entity merged with and into NewCo 3 (the "**Step 6 Merger**" and, together with the Step 1 Merger, the Step 2 Merger, the Step 3 Merger, the Step 4 Merger and the Step 5 Merger, the "**Mergers**"), with NewCo 3 as the surviving entity (the "**Step 6 Surviving Entity**").

The Step 1 Merger and Step 2 Merger, taken together as an integrated transaction, were intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Code.

The Step 3 Merger and Step 4 Merger, taken together as an integrated transaction, were intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Code.

The Step 5 Merger and Step 6 Merger, taken together as an integrated transaction, were intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Code.

Line 15. Because the quantitative effect of the Mergers on tax basis can vary amongst each of the Targets' shareholders, it cannot be expressed as a specific adjustment amount per share or as a percentage of old basis. See the discussion on Line 16 for general rules regarding basis determination.

Line 16. Under Section 358 of the Code, a Target shareholder's tax basis in its Parent Shares received should generally be equal to its tax basis in the Target Shares surrendered in exchange therefor, decreased by the fair market value of property received other than Parent Shares (e.g., TRA rights) and money received (and the amount of loss recognized (if any)), and increased by the amount that was treated as a dividend or gain recognized by such Target shareholder in the transaction. Such basis should generally be computed on a share by share basis under the tracing method set forth in Treasury Regulation section 1.358-2.

Each of the Targets' shareholders should consult their own tax advisors regarding their specific tax treatment of the reorganizations and the computation of their basis in the Parent Shares received in the transaction.

Line 19. The tax effects of the Mergers should be reported by a Target shareholder in the shareholder's tax year that includes October 19, 2021.