

# Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

## Part I Reporting Issuer

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
Crescent Energy Company		87-1133610	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Brandi Kendall	713 332 7001	IR@crescentenergyco.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and ZIP code of contact	
600 Travis Street, Suite 7200		Houston, Texas 77002	
<b>8</b> Date of action		<b>9</b> Classification and description	
December 15, 2025		Common Stock	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
See attachment		See attachment	

## 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 ► On December 15, 2025, Crescent Energy Company aquired Vital Energy, Inc. See attachment

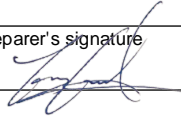
**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► See attachment

**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 ▶ See attachment18 Can any resulting loss be recognized? ▶ See attachment19 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 ▶ Todd FalkDate ▶ 1/15/2026Print your name ▶ Todd FalkTitle ▶ Chief Accounting Officer**Paid  
Preparer  
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
William Trey Cornelius		1/15/2026		P01516967
Firm's name ▶ Deloitte Tax LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 1111 Bagby Street, Suite 4500, Houston Texas, 77002			Phone no. 713-982-2000	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Crescent Energy Company

EIN 87-1133610

Attachment to Form 8937 dated January 15, 2026

**Line 10**

Crescent Energy Company, a Delaware corporation (***“Crescent”***), CUSIP: 44952J 104

Vital Energy, Inc., a Delaware corporation (***“Vital”***), CUSIP: 516806205

**Line 12**

Crescent Energy Company ticker symbol is CRGY.

Vital Energy, Inc. ticker symbol was VTLE.

**Line 14**

On December 15, 2025, Vital and Crescent completed the combination of Vital’s business with the business of Crescent (such combination, the ***“Transaction”***) pursuant to the Agreement and Plan of Merger, dated as of August 24, 2025 (the ***“Merger Agreement”***), by and among, Crescent, Vital, Venus Merger I Sub Inc., a wholly owned corporate subsidiary of Crescent (***“Merger Sub Inc.”***), and Venus Merger Sub II LLC, a wholly owned limited liability company subsidiary of Crescent (***“Merger Sub LLC”***).

The Transaction was consummated through a series of steps, including (i) the merger of Merger Sub Inc. with and into Vital, with Vital surviving the merger (such merger, the ***“Initial Merger”***), and (ii) immediately following the Initial Merger, the merger of Vital with and into Merger Sub LLC, a direct, wholly owned subsidiary of Crescent, with Merger Sub LLC surviving the merger (such merger, together with the Initial Merger, the ***“Mergers”***).

Each share of common stock, par value \$0.01 per share, of Vital (***“Vital Common Stock”***) issued and outstanding was converted into the right to receive from Crescent the following forms of consideration:

- (1) Each share of Vital Common Stock was converted into the right to receive 1.9062 shares of Crescent Class A Common Stock.

Additional details regarding the Transaction can be found in the registration statement on Form S-4/A filed with the U.S. Securities and Exchange Commission by Crescent on October 22, 2025 (Registration No. 333-290422) (the ***“Form S-4”***) and available at the following link:

<https://www.sec.gov/Archives/edgar/data/1866175/000162828025045867/crgy-sx4a1.htm>

## **Line 15**

The information contained herein does not constitute tax advice and does not purport to be a complete description of all tax consequences that may apply to a particular shareholder.

Additional information regarding the U.S. federal income tax consequences of the Mergers can be found in the Form S-4 under “Material U.S. Federal Income Tax Consequences”.

Crescent and Vital intend that the Mergers, taken together, qualify as a “reorganization” within the meaning of Section 368(a) of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”), and the remainder of this attachment assumes such qualification. Crescent and Vital did not obtain, and do not intend to obtain, any tax opinion of counsel or any ruling from the U.S. Internal Revenue Service (“**IRS**”) regarding any matters related to the Mergers. Accordingly, there can be no assurance that the IRS will not take a contrary position to the tax consequences described herein or that a court will not agree with a contrary position of the IRS.

Assuming the Mergers qualify as a “reorganization” within the meaning of Section 368(a) of the Code, the quantitative effect of the Mergers on the basis of a Vital shareholder who is a U.S. person (a “**U.S. holder**”) not in a special class of holders subject to special rules (as further described in the Form S-4) generally will depend on the form of consideration received by such Vital shareholder:

- *Receipt of Solely Stock Consideration:* A U.S. holder that exchanged its shares of Vital Common Stock solely for Crescent Class A Common Stock pursuant to the Mergers generally will not recognize any gain or loss for U.S. federal income tax purposes. Each such U.S. holder’s aggregate adjusted tax basis in the shares of Crescent Class A Common Stock received in the Mergers (including any fractional share deemed to be received) will equal such U.S. holder’s aggregate adjusted tax basis in the shares of Vital Common Stock surrendered in the Mergers. If a U.S. holder holds different blocks of Vital Common Stock (generally, Vital Common Stock acquired on different dates or at different prices), such U.S. holder should consult with its tax advisor with respect to the determination of the tax bases of the particular shares of Crescent Class A Common Stock received in the Mergers.
- *Cash in Lieu of a Fractional Share:* A U.S. holder that received cash in lieu of a fractional share of Crescent Class A Common Stock generally will be treated as having received such fractional share pursuant to the Mergers and then as having sold such fractional share to Crescent for cash. As a result, such U.S. holder generally will recognize gain or loss equal to the difference, if any, between the amount of cash received for such fractional share and the portion of such U.S. holder’s aggregate tax basis in its Vital Common Stock surrendered that is allocated to such fractional share of Crescent Class A Common Stock.

## **Line 16**

See description of calculation of change in basis under Line 15 above. Assuming the Mergers qualify as a “reorganization” within the meaning of Section 368(a) of the Code, the aggregate tax basis of U.S. holder the shares of Crescent Class A Common Stock received in the Mergers (including any fractional share deemed to be received) will equal such U.S. holder’s aggregate

adjusted tax basis in the shares of Vital Common Stock surrendered in the Mergers.

Fair market value generally is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or sell and both having reasonable knowledge of the facts. Each holder of Vital Common Stock should consult its own tax advisor to determine what measure of fair market value is appropriate.

**Line 17**

The tax treatment described herein is based (in part) on Sections 354, 358, 361, 368 and 1001 of the Code.

**Line 18**

Assuming the Mergers qualify as a “reorganization” under 368(a) generally:

*Solely Stock Consideration:* No loss may be recognized.

*Cash in Lieu of a Fractional Share:* Loss may be recognized.

**Line 19**

The Mergers were consummated on December 15, 2025. Accordingly, the reportable tax year of U.S. holders of Vital Common Stock for reporting the tax effect of the Mergers is the taxable year that includes December 15, 2025.