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<br>**Sun Life Financial Inc.** | **2 Issuer's employer identification number (EIN)**<br>**N/A** |

| | | |
|---|---|---|
| **3** Name of contact for additional information<br>**John Terrill** | **4** Telephone No. of contact<br>**+1 (857) 404-1351** | **5** Email address of contact<br>**john.terrill@sunlife.com** |

| | |
|---|---|
| **6** Number and street (or P.O. box if mail is not delivered to street address) of contact<br>**1 York Street, 31st Floor** | **7** City, town, or post office, state, and ZIP code of contact<br>**Toronto, Ontario, Canada M5J 0B6** |

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|---|---|
| **8** Date of action<br>**July 2, 2026** | **9** Classification and description<br>**Common Stock** |

| | | | |
|---|---|---|---|
| **10** CUSIP number<br>**866796105** | **11** Serial number(s) | **12** Ticker symbol<br>**SLF** | **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 ▶ **See attachment.**

**18** Can any resulting loss be recognized? ▶ **See attachment.**

**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 ▶ [signature] Date ▶ 08-03-2026

Print your name ▶ **John Terrill** Title ▶ **VP, US & Global Tax Reporting**

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| Richard Walsh | Richard F. Walsh | 8/3/2026 | | P01348700 |
| Firm's name ▶ PwC US Tax LLP | | | Firm's EIN ▶ | 92-0460586 |
| Firm's address ▶ 101 Seaport Blvd Boston, MA 02210 | | | Phone no. | +1 (617) 314-0866 |

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

**Attachment to Form 8937**

**Report of Organizational Actions Affecting Basis of Securities**

**Sun Life Financial Inc.**

**EIN: N/A**

The information contained herein is being provided pursuant to the requirements of Section 6045B of the United States ("U.S.") Internal Revenue Code of 1986, as amended (the "Code"), and includes a general summary regarding the application of certain U.S. federal income tax provisions to the tax basis of Sun Life Financial Inc. ("SLF") common shares received by shareholders of Bell Partners Inc. ("Bell") in the Acquisition (defined below).

The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. The information provided below is being provided pursuant to Section 6045B of the Code to assist Bell shareholders in determining the tax basis impact of the Acquisition on the SLF shares received by those shareholders. Each Bell shareholder should rely on its own tax advisor in assessing the full tax impact of the Acquisition.

**Part II**

**Item 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 July 2, 2026, pursuant to the Agreement and Plan of Merger dated March 28, 2026 (the "Merger Agreement"), SLF, a Canadian corporation, acquired all outstanding shares of Bell, a North Carolina corporation, via a double-merger transaction (the "Acquisition"). To effectuate the Acquisition, Graham Merger Sub One Inc., a Delaware corporation and direct, wholly-owned subsidiary of SLF, merged with and into Bell, with Bell surviving as a wholly-owned subsidiary of SLF and former Bell shareholders receiving a mix of SLF common shares (the "SLF Stock Consideration") and cash consideration (the "Cash Consideration"). Bell then merged into Graham Merger Sub Two Inc. ("Merger Sub Two"), a Delaware corporation and direct, wholly-owned subsidiary of SLF, with Merger Sub Two surviving.

The parties intended the Acquisition to qualify as a reorganization under Section 368(a)(1)(A) by way of Section 368(a)(2)(D) of the Code.

Each Bell shareholder exchanged in the Acquisition its outstanding Bell shares for the SLF Stock Consideration, Cash Consideration, or a mix of both SLF Stock Consideration and Cash Consideration. Under Section 2.2 of the Merger Agreement, each Bell shareholder had the ability to elect to exchange each share of Bell stock for (i) Cash Consideration (the "Cash Election") or (ii) SLF Stock Consideration (the "Stock Election", made together with the Cash Election on an "Election Form"), subject to an aggregate limit on the total amount of Cash Consideration available to be paid in respect of Bell shares. To the extent a Bell shareholder did not make a Cash Election or Stock Election with respect to any shares held in Bell, that shareholder was deemed to make a Stock Election. Section 2.2(b) of the Merger Agreement included a provision to ensure that not less than 40% of total consideration received by Bell shareholders in the Acquisition was in the form of SLF Stock Consideration to help ensure the Acquisition satisfied the "continuity of interest" requirement under Treasury Regulation Section 1.368-1(e).

A portion of SLF Stock Consideration (the "Escrowed SLF Shares") and Cash Consideration was deposited into escrow at the Acquisition closing to secure post-closing adjustments to the merger consideration and certain indemnification obligations and may be releasable to Bell shareholders following the Acquisition closing, and certain additional amounts may be payable to Bell shareholders following the Acquisition closing that are expected to be treated as merger consideration for U.S. federal income tax purposes (together with the Cash Consideration placed into escrow, the "Deferred and Escrowed Cash").

**Item 15: Describe 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 basis.**

A Bell shareholder that receives only SLF Stock Consideration in exchange for its Bell shares in the Acquisition is not expected to recognize any gain or loss on the exchange pursuant to Section 354(a).

A Bell shareholder that receives Cash Consideration as part of the consideration received in the Acquisition is expected to be subject to the gain recognition rule of Section 356(a). Subject to the discussion below regarding the Escrowed SLF Shares and the Deferred and Escrowed Cash, gain recognized by a Bell shareholder is expected to equal under Section 356(a)(1) the lesser of (i) gain realized by that Bell shareholder in its Bell shares transferred; and (ii) the Cash Consideration received by that Bell shareholder. Gain recognized by Bell shareholders under Section 356 is expected to be capital in character when applying the test described in Section 356(a)(2) and Section 302.

Cash received by a Bell shareholder in lieu of a fractional SLF share is not treated as part of the Cash Consideration, but instead as received in redemption of the fractional share interest under Section 302, generally giving rise to capital gain or loss equal to the difference between the cash received and the shareholder's basis allocable to that fractional share.

Note that Section 367(a) and Treasury Regulation Section 1.367(a)-3(c) are not expected to apply to cause any Bell shareholders to recognize gain (i.e., to override the rules of Sections 354(a) and 356(a) described above) as the conditions of Treasury Regulation Section 1.367(a)-3(c)(1) are expected to be met, excluding any Bell shareholder that would be a "five-percent transferee shareholder", within the meaning of Treasury Regulation Section 1.367(a)-3(c)(5)(ii), that does not enter into a gain recognition agreement pursuant to Treasury Regulation Section 1.367(a)-3(c)(1)(iii)(B).

For a Bell shareholder that only receives SLF Stock Consideration in the Acquisition, the aggregate tax basis in the SLF shares received pursuant to Section 358(a)(1) is expected to equal that shareholder's aggregate basis in its Bell shares immediately prior to closing.

For a Bell shareholder that receives SLF Stock Consideration and Cash Consideration in the Acquisition, subject to the discussion below regarding the Escrowed SLF Shares and the Deferred and Escrowed Cash, the aggregate tax basis in the SLF shares received pursuant to Section 358(a)(1) is expected to equal (i) that shareholder's aggregate basis in its Bell shares immediately prior to closing, (ii) decreased by the amount of Cash Consideration received by that Bell shareholder, and (iii) increased by the gain recognized by the Bell shareholder under Section 356(a). Under Section 2.4(c) of the Merger Agreement, consistent with Treasury Regulation Section 1.358-2(a)(2)(ii), unless the Election Form completed by a Bell shareholder provides otherwise, a Bell shareholder that receives Cash Consideration is deemed to first exchange its Bell shares held for more than one year prior to closing of the Acquisition, with shares with the highest basis for U.S. federal income tax purposes deemed exchanged first.

The holding period of SLF Stock Consideration received by a Bell shareholder in the Acquisition is expected to include the holding period of the Bell share surrendered by that Bell shareholder pursuant to Section 1223(1), provided such Bell shares were held as a capital asset on the date of the Acquisition.

The Escrowed SLF Shares are expected to be treated as received by Bell shareholders at the Acquisition closing for purposes of the determinations described herein, with their basis and holding period determined in the same manner as such shareholder's other SLF Stock Consideration as described above. A subsequent forfeiture of Escrowed SLF Shares to satisfy an adjustment or indemnification obligation is expected to be treated as an adjustment to the consideration received, with the basis of the forfeited shares reallocated to the shareholder's retained SLF shares. The Deferred and Escrowed Cash is expected to be treated as an adjustment to the cash consideration received by Bell shareholders in respect of the Acquisition at the time that such amount is paid or released from escrow, as applicable, which may be subject to reporting by Bell shareholders under the installment method (unless the shareholder elects otherwise) and may partially be recharacterized as interest pursuant to Section 483.

**Item 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 Item 15 above for a description of the calculation of the basis in SLF Stock Consideration received. If a Bell shareholder acquired its Bell shares on different dates and has a differing basis on a per share basis across those Bell shares, that differing basis generally should continue and be traced across the SLF shares received in the Acquisition pursuant to Treasury Regulation Section 1.358-2(a).

**Item 17: List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

Sections 368, 354, 356, 358, 367, 302, 453, 483, and 1223.

**Item 18**: **Can any resulting loss be recognized?**

To the extent Section 356 applies to a Bell shareholder due to the receipt of Cash Consideration for Bell shares in the Acquisition, Section 356(c) prevents that Bell shareholder from recognizing a loss on the exchange.

**Item 19**: **Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The reportable tax year of the Acquisition is the taxable year of each Bell shareholder that includes the July 2, 2026 closing date of the Acquisition. The tax consequences described above with respect to the Escrowed SLF Shares and Deferred and Escrowed Cash may arise in subsequent taxable years at the time that any such consideration is paid, released from escrow or forfeited.