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)**
3 Name of contact for additional information	**4** Telephone No. of contact	**5** Email address of contact
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
8 Date of action	**9** Classification and description	

10 CUSIP number	**11** Serial number(s)	**12** Ticker symbol	**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 ▶

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 ▶

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 ▶

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

18 Can any resulting loss be recognized? ▶

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

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 ▶

Print your name ▶ Title ▶

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

SOUNDHOUND AI, INC., AS SUCCESSOR TO LIVEPERSON, INC.

EIN: 13-3861628

ATTACHMENT TO FORM 8937

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the relevant organizational action. The information contained herein does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. Holders are encouraged to consult their own tax advisors regarding the particular consequences of the relevant organizational action to them, including the applicability and effect of all federal, state, local and non-U.S. tax laws. Additional information regarding the U.S. federal income tax consequences of the Mergers (as defined below) is provided in the Registration Statement on Form S-4 filed by SoundHound AI, Inc. with the Securities and Exchange Commission (File No. 333-296284), as subsequently amended, under the heading "Material U.S. Federal Income Tax Consequences."

Part II, Box 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 September 4, 2026, pursuant to the Amended and Restated Agreement and Plan of Merger dated as of July 2, 2026, by and among LivePerson, Inc., a Delaware corporation ("LivePerson"), SoundHound AI, Inc., a Delaware corporation ("SoundHound"), Lightspeed Merger Sub Inc., a Delaware corporation and an indirect wholly owned subsidiary of SoundHound ("Merger Sub I"), and Lightspeed Merger Sub II Inc., a Delaware corporation and an indirect wholly owned subsidiary of SoundHound ("Merger Sub II"), Merger Sub I merged with and into LivePerson, with LivePerson surviving as an indirect wholly owned subsidiary of SoundHound (the "First Merger"). Immediately thereafter, Merger Sub II merged with and into LivePerson, with LivePerson surviving as an indirect wholly owned subsidiary of SoundHound (the "Second Merger" and, together with the First Merger, the "Mergers").

At the effective time of the First Merger, each share of LivePerson common stock outstanding immediately prior to that time, other than shares held through the Tel Aviv Stock Exchange Clearing House (the "TASE Shares") and other than shares cancelled pursuant to the merger agreement, was converted into the right to receive 0.4673 shares of SoundHound Class A common stock. At the effective time of the Second Merger, each TASE Share was converted into the right to receive $3.31 in cash. Cash was paid in lieu of any fractional share of SoundHound Class A common stock that a holder would otherwise have been entitled to receive.

Part II, Box 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.

The Mergers are intended to be treated as a taxable stock acquisition for U.S. federal income tax purposes and are not expected to qualify as a reorganization within the meaning of Section 368(a) or another nonrecognition provision of the Code. Accordingly, the basis of a holder's LivePerson common stock is not carried over to the SoundHound Class A common stock received.

Instead, a holder that received SoundHound Class A common stock in the Mergers generally recognized gain or loss with respect to each share of LivePerson common stock surrendered equal to the difference between (i) the sum of the fair market value of the SoundHound Class A common stock and any cash in lieu of a fractional share received with respect to such LivePerson share, and (ii) the holder's adjusted tax basis in that share of LivePerson common stock surrendered. The holder's tax basis in the SoundHound Class A common stock received generally equals the fair market value of that stock received in the First Merger on September 4, 2026, and the holding period for that stock generally began on September 5, 2026.

A holder of TASE Shares received cash and did not receive SoundHound Class A common stock. Such a holder generally recognized gain or loss equal to the difference between the cash received and the holder's adjusted tax basis in the TASE Shares surrendered, and has no resulting basis in any SoundHound security.

Part II, Box 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 of the SoundHound Class A common stock received in the Mergers is equal to the fair market value of that stock on September 4, 2026, the closing date of the Mergers. U.S. federal income tax law does not prescribe a specific method for determining fair market value. Reasonable methods include but are not limited to the following:

- The closing price of SoundHound Class A common stock as reported on the Nasdaq Global Market on September 4, 2026, which was $6.74 per share. Applying the exchange ratio of 0.4673, this implies a value of approximately $3.15 received for each share of LivePerson common stock surrendered in the exchanged.
- The average of the high and low trading prices of SoundHound Class A common stock as reported on the Nasdaq Global Market on September 4, 2026, which were $6.79 and $6.61, respectively, producing an average of $6.70 per share. Applying the exchange ratio of 0.4673, this implies a value of approximately $3.13 received for each share of LivePerson common stock surrendered in the exchanged.

Other approaches may also be reasonable. SoundHound is not taking a position as to the fair market value of the SoundHound Class A common stock received in the Mergers. Holders should consult their own tax advisors as to the fair market value of the SoundHound Class A common stock received and the determination of their basis and gain or loss.

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

The U.S. federal income tax treatment described herein is generally based on Sections 1001 and 1012 of the Code.

Part II, Box 18 — Can any resulting loss be recognized?

Yes, generally. Because the Mergers are a taxable transaction, any loss realized on the exchange of LivePerson common stock may generally be recognized, subject to applicable limitations under the Code. Holders should consult their own tax advisors regarding the recognition and character of any loss.

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

The effective date of the Mergers is September 4, 2026. For calendar year taxpayers, the reportable tax year is 2026. LivePerson common stock ceased trading on the Nasdaq Global Market on September 4, 2026.