

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)	
ESAB Corporation		87-0923837	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Kevin Johnson	301-323-9099	esabtax@esab.onmicrosoft.com	
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	
909 Rose Avenue, 8th Floor		North Bethesda, MD 20852	
8 Date of action		9 Classification and description	
October 16, 2025		Debt Exchange (see attached statement)	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
See attached statement			

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 statement](#)

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 statement](#)

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 statement](#)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► See attached statement

18 Can any resulting loss be recognized? ► **See attached statement**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► **See attached statement**

**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 ► **Kevin Johnson**

Title ► CFO

**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.

ESAB Corporation
EIN: 87-0923837

Attachment to Form 8937
Report of Organizational Actions Affecting Basis of Securities

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”). The information herein does not constitute tax advice. Holders are urged to consult their own tax advisors regarding the U.S. federal income tax consequences of the exchanges described herein and the tax basis resulting from the exchanges, including the applicability and effect of all U.S. federal, state and local and non-U.S. tax laws.

Part I, Line 10 – Classification CUSIP number.

Old Loans

Issuer	Description	CUSIP Number
ESAB Corporation	Term Loans	26886KAC3
ESAB Corporation	Revolving Loans	26886KAB5

New Loans

Issuer	Description	CUSIP Number
ESAB Corporation	Term Loans	26886KAG4
ESAB Corporation	Revolving Loans	26886KAF66

Part II: Line 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 October 16, 2025 (the “Amendment Date”), ESAB Corporation (“ESAB”) amended its existing Credit Agreement, dated April 4, 2022 (the “Amendment”). As part of the Amendment, certain holders of term loans outstanding immediately prior to the effectiveness of the Amendment (such loans, the “Old Term Loans”) and revolving loans and commitments (the “Old Revolving Facility”, and together with the Old Term Loans, collectively, the “Old Loans”) amended the Old Loans with modified terms (such modified Old Term Loans, the “New Term Loans,” such modified revolving credit facility, the “New Revolving Facility,” and together the “New Loans”).

Specifically, ESAB borrowed \$350,000,000 in New Term Loans and \$285,000,000 under the New Revolving Facility, which it used to repay the \$375,000,000 outstanding under the Old Term Loans and the \$260,000,000 outstanding under the Old Revolving Facility. Among other amendments, for each of the New Term Loans and the New Revolving Facility, the maturity was extended from April 4, 2027 to October 16, 2030. The New Loans are priced at Term SOFR +0.10%.

The discussion above does not represent a comprehensive summary of the steps taken pursuant to the Amendment or prior amendments to the Existing Credit Agreement and only describes certain details that are relevant to this Attachment to Form 8937.

Part II, Line 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 Amendment would result in debt-for-debt exchanges with respect to the Old Loans pursuant to Section 1001 of the Code if the applicable exchange results in a “significant modification” of such Old Loans. ESAB intends to take the position that the Amendment gave rise to a “significant modification” of the Old Loans pursuant to Section 1001 of the Code and Treas. Reg. Section 1.1001-3. Accordingly, holders of the Old Term Loans that hold New Term Loans following the Amendment (the “Participating Term Loan Holders”) and holders of the Old Revolving Facility that hold the New Revolving Facility following the Amendment (the “Participating Revolving Holders,” and together with the Participating Term Loan Holders the “Participating Holders”) are expected to realize gain or loss as a result of the Amendment. Whether such gain or loss may be recognized will depend on the tax treatment of the Amendment, as described below.

Specifically, for U.S. federal income tax purposes, a Participating Term Loan Holder is deemed to either (i) receive cash in partial repayment of such Old Term Loans and to exchange the remainder of such Old Term Loans for New Term Loans with an equal amount of principal or (ii) exchange such Old Term Loans for New Term Loans with an equal amount of principal and loan additional amounts of cash for additional New Term Loans (the exchanges of Old Term Loans for New Term Loans described in clauses (i) and (ii), the “Term Loan Exchanges”), depending on if it holds New Term Loans in an amount of principal that is greater or less than the amount it held in Old Term Loans immediately prior to the Amendment. For U.S. federal income tax purposes, a Participating Revolving Holder is deemed to either (a) exchange its loans under the Old Revolving Facility for loans with an equal amount of principal under the New Revolving Facility or (b) exchange its loans under the Old Revolving Facility for loans with an equal amount of principal under the New Revolving Facility and loan additional amounts of cash for additional loans under the New Revolving Facility (the exchanges of loans under the Old Revolving Facility for loans under the New Revolving Facility described in clauses (a) and (b), the “Revolving Facility Exchanges,” and together with the Term Loan Exchanges, the “Exchanges”), depending on if it holds loans under the New Revolving Facility in an amount of principal that is greater than or equal to the amount it held under the Old Revolving Facility immediately prior to the Amendment.

The tax treatment of an Exchange depends on whether such Exchange constitutes a “reorganization” pursuant to Section 368(a)(1)(E) of the Code. Reorganization treatment in turn generally depends on whether both the Old Loans and the New Loans received in exchange

therefor constitute a “security” for purposes of the reorganization provisions of the Code. Whether a debt instrument is a “security” for this purpose is based on all facts and circumstances, but most authorities have held that the term to maturity of the debt instrument is one of the most significant factors. In this regard, debt instruments with a term of ten years or more generally have qualified as securities, whereas debt instruments with a term of less than five years generally have not qualified as securities.

Recapitalization Treatment: If an Exchange qualifies for reorganization treatment pursuant to Section 368(a)(1)(E) of the Code, the Participating Holders are generally not expected to recognize gain or loss with respect to such Exchange, except that any gain will be recognized to the extent of any cash or other property received by the Participating Holders (other than cash received in respect of accrued and unpaid interest on the Old Loans, which will be taxable as ordinary interest income to the extent not previously included in income).

Taxable Exchange: If an Exchange does not qualify for reorganization treatment pursuant to Section 368(a)(1)(E) of the Code, the Participating Holders are generally expected to recognize gain or loss equal to the difference between (i) the “issue price” of the applicable New Loans and any cash or other property received by the Participating Holders (other than cash received in respect of accrued and unpaid interest on the applicable Old Loans, which will generally be taxable as ordinary interest income to the extent not previously included in income) and (ii) the Participating Holders’ tax basis in the Old Loans. ESAB has determined and intends to take the position that, for U.S. federal income tax purposes, the New Loans have an “issue price” of \$1,000 per \$1,000 stated principal amount.

Part II, Line 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 response to Line 15 above.

To the extent any Exchange is treated as a “reorganization” under Section 368(a)(1)(E) of the Code, a Participating Holder’s initial tax basis in the applicable New Loans received in the Exchange generally would equal such Participating Holder’s aggregate adjusted tax basis in the applicable Old Loans surrendered immediately prior to the Exchange, increased by the amount of any gain recognized with respect to the Exchange and decreased by the amount of any cash or other property received by such Participating Holder in the Exchange.

To the extent the Exchange does not qualify as a “reorganization” under Section 368(1)(E) of the Code and is thus treated as a taxable exchange for U.S. federal income tax purposes, a Participating Holder’s initial tax basis in the New Loans received in an Exchange generally will equal the “issue price” of such New Loans. As stated above, ESAB has determined and intends to take the position that, for U.S. federal income tax purposes the New Loans each have an “issue price” of \$1,000 per \$1,000 stated principal amount.

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

Sections 354, 356, 358, 368, 1001, 1012, and 1273.

Part II, Line 18 – Can any resulting loss be recognized?

To the extent an Exchange is treated as a “reorganization” under Section 368(a)(1)(E) of the Code, the applicable Participating Holders should not recognize loss on such Exchange. To the extent an Exchange is treated as a taxable exchange for U.S. federal income tax purposes, the applicable Participating Holders may recognize loss on the Exchange. See response to Line 15 above for circumstances that may result in a loss to a Participating Holder.

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

The Amendment was effective on October 16, 2025. The reportable tax year for the Exchanges for a Participating Holder is the Participating Holder’s tax year that includes the date of the Exchanges.