Report of Organizational Actions Affecting Basis of Securities

Part I Reporting Issuer

1. Issuer’s name: DOUGLAS ELLIMAN INC.
2. Issuer’s employer identification number (EIN): 87-2176855

3. Name of contact for additional information: JAMES B. KIRKLAND III
4. Telephone No. of contact: 305-579-8000
5. Email address of contact: TAX@DOUGCORP.COM

6. Number and street (or P.O. box if mail is not delivered to street address) of contact: 4400 BISCAYNE BLVD, 10TH FLOOR
7. City, town, or post office, state, and ZIP code of contact: MIAMI, FL 33137

8. Date of action: 06/30/2023
9. Classification and description: COMMON STOCK

10. CUSIP number: 25961D105
11. Serial number(s): 
12. Ticker symbol: DOUG
13. Account number(s): 

Part II Organizational Action

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 JUNE 30, 2023, STOCKHOLDERS OF RECORD AT THE CLOSE OF BUSINESS ON JUNE 22, 2023 WERE PAID A 5-PERCENT STOCK DISTRIBUTION OF DOUGLAS ELLIMAN INC. ("DOUG"), THE STOCK DISTRIBUTION IS NOT SUBJECT TO U.S. FEDERAL INCOME TAX AND THEREFORE EFFECTS THE INCOME TAX BASIS OF SHARES OWNED ON WHICH IT WAS DISTRIBUTED.

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: A STOCKHOLDER’S BASIS IN ONE (1) SHARE OF DOUG COMMON STOCK AFTER THE DISTRIBUTION WILL BE 95.238095 PERCENT OF THE BASIS THE STOCKHOLDER HAD IN ONE (1) SHARE OF DOUG COMMON STOCK PRIOR TO THE DISTRIBUTION.

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: 100/(100+5)=95.238095 PERCENT
Part II  Organizational Action (continued)

17  List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ A DISTRIBUTION OF STOCK IS NOT TAXABLE UNDER INTERNAL REVENUE CODE SECTION 305(a). BASIS IN STOCK WITH RESPECT TO WHICH THE DISTRIBUTION WAS MADE IS ALLOCATED BETWEEN THE OLD AND NEW SHARES IN PROPORTION TO THE FAIR MARKET VALUES OF EACH ON THE DATE OF THE DISTRIBUTION UNDER INTERNAL REVENUE CODE SECTION 307(a).

18  Can any resulting loss be recognized? ▶ NO

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

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 ▶ /s/ JAMES B. KIRKLAND

Date ▶ 6/30/2023

Print your name ▶ JAMES B. KIRKLAND

Title ▶ SVP, CFO, AND TREASURER

Paid Preparer Use Only

Print/Type preparer’s name
Preparer’s signature
Date
Check □ if self-employed
PTIN

Firm’s name ▶
Firm’s address ▶
Firm’s EIN ▶
Phone no.

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