

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.

Multiple horizontal lines for listing applicable Internal Revenue Code sections.

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

Multiple horizontal lines for providing information regarding loss recognition.

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

Multiple horizontal lines for providing other necessary information.

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.

Sign Here
Signature ▶ [Handwritten Signature] Date ▶ 3/3/21
Print your name ▶ Tom Stoltz Title ▶ CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

Information for Certain Shareholders

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. SHAREHOLDERS SHOULD NOTE THAT NO RULING HAS BEEN (OR WILL BE) SOUGHT FROM THE U.S. INTERNAL REVENUE SERVICE WITH RESPECT TO THE ORGANIZATIONAL ACTION REPORTED HEREIN AND THE U.S. INTERNAL REVENUE SERVICE IS NOT BOUND BY THE INFORMATION SET FORTH HEREIN. THE EXAMPLE BELOW IS PROVIDED SOLELY FOR PURPOSES OF ILLUSTRATING THE EXPECTED QUANTITATIVE EFFECTS ON BASIS TO SHAREHOLDERS WHEN MAKING THEIR OWN DETERMINATIONS. SHAREHOLDERS ARE URGED TO CONSULT WITH THEIR OWN TAX ADVISORS AS TO THE SPECIFIC U.S. FEDERAL, STATE AND LOCAL, AND NON-U.S. TAX CONSEQUENCES OF THE ORGANIZATIONAL ACTION REPORTED HEREIN IN LIGHT OF THEIR PARTICULAR CIRCUMSTANCES AND THE EFFECT OF POSSIBLE CHANGES IN LAW THAT MIGHT AFFECT THE TAX CONSEQUENCES DESCRIBED ON THIS FORM AND ITS STATEMENTS.

IRS Form 8937 (Report of Organizational Actions Affecting Basis of Securities) is being made available by CarLotz, Inc. (F/K/A Acamar Partners Acquisition Corp.), a Delaware corporation (“**Holdco**”), pursuant to Section 6045B(a) of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”), which requires certain issuers of securities, or acquirors of such securities, to report certain organizational actions that affect the U.S. tax basis of those securities in the hands of shareholders who are U.S. persons (“**U.S. holders**”) and the quantitative effect on the basis of such securities of such organizational actions. The purpose of this disclosure is to (i) assist former shareholders of CarLotz Group, Inc. (F/K/A CarLotz, Inc.), a Delaware corporation (the “**Company**”) at the time of the Merger (as defined below) in determining the impact of such organizational actions on the tax basis of their shares and on the tax basis of the Acamar Partners Acquisition Corp. (“**Acamar**”) shares received in exchange for their shares pursuant to the Merger (as defined below) and (ii) assist former securities holders of Acamar securities at the time of the Name Change (as defined below) in determining the impact of such organizational actions on the tax basis of their Acamar securities and on the tax basis of the Holdco securities received in exchange for their Acamar securities pursuant to the Name Change (as defined below).

The IRS Form 8937 and this attachment are available for download on Holdco's website and will be available under <https://investors.carlotz.com/static-files/cca4b142-e6bd-40eb-9b9d-4aaffa1fd507>.

Line 14. On January 21, 2021 (the "**Effective Date**"), pursuant to the Agreement and Plan of Merger dated as of October 21, 2020 (as amended by Amendment No. 1 thereto, dated December 16, 2020), among Acamar, the Company and Acamar Partners Sub, Inc., a Delaware corporation ("**Merger Sub**") (a wholly-owned subsidiary of Acamar), Merger Sub merged with and into the Company with the Company continuing as the surviving corporation and a direct, wholly-owned subsidiary of Acamar and Merger Sub ceasing its separate legal existence (the "**Merger**").

On the Effective Date, each share of Company common stock (issued and outstanding immediately prior to the effective time of the Merger) was converted into the right to receive the Merger consideration, consisting of \$4.946 in cash, 10.1927 shares of Acamar Class A common stock ("**Acamar Shares**") and a contingent and non-assignable right to an additional 1.1242 shares of Acamar Class A common stock ("**Earnout Shares**"). On the Effective Date, each share of Company Series A preferred stock (issued and outstanding immediately prior to the effective time of the Merger) was converted into the right to receive \$23.1235 cash, 10.1927 Acamar Shares and 1.1242 Earnout Shares.

Shortly after the Effective Date, Acamar changed its name to CarLotz, Inc. (the "**Name Change**") resulting in each Acamar Share automatically converting into one share of Holdco Class A common stock (a "**Holdco Share**"), each Acamar warrant (an "**Acamar Warrant**") automatically converting into one Holdco warrant (a "**Holdco Warrant**"), and each Acamar unit consisting of an Acamar Share and one-third of an Acamar Warrant automatically converting into one Holdco Share and one Holdco Warrant (for every three Acamar units converted). No fractional Holdco Warrants were issued and any entitlements to less than a full Holdco Warrant were forfeited.

Line 15. The Merger and the Name Change are each intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "**Code**"). Neither Holdco nor the Company has requested, and neither intends to request, any ruling from the Internal Revenue Service as to the U.S. federal income tax consequences of the Merger or the Name Change.

Assuming the Merger is treated as a reorganization within the meaning of Section 368(a) of the Code, the aggregate tax basis of the Acamar Shares received in the Merger (including the maximum amount of any Earnout Shares to be issued after the Effective Date, except to the extent those Earnout Shares represent imputed interest, as discussed below) by a U.S. holder of Company common stock or Company Series A preferred stock generally should be the same as the aggregate tax basis in the Company common stock or Company Series A preferred stock surrendered and cancelled in the Merger, (a) decreased by the aggregate cash consideration

received in the Merger, and (b) increased by the amount of gain, if any, recognized in the Merger. For this purpose, the gain recognized is equal to the lesser of (1) the excess, if any, of (a) the sum of the amount of cash consideration and the fair market value of the Acamar Shares received in the Merger over (b) the tax basis in Company common stock or Company Series A preferred stock surrendered in the Merger; and (2) the amount of cash consideration received in the Merger. If a U.S. holder of Company common stock or Company Series A preferred stock acquired different blocks of Company common stock or Company Series A preferred stock at different times or at different prices, any gain or loss should be determined separately with respect to each block of Company common stock or Company Series A preferred stock. Only gain, and not loss, can be recognized as a result of exchange of Company common stock or Company Series A preferred stock for Acamar Shares in the Merger.

No gain or loss should be recognized by a U.S. holder of Company common stock or Company Series A preferred stock upon the receipt of the Earnout Shares other than with respect to any Earnout Shares that represent imputed interest. A portion of any Earnout Shares a U.S. holder of Company common stock or Company Series A preferred stock receives pursuant to the Merger will be taxable upon receipt as imputed interest and as ordinary income, even though there will not be any corresponding receipt of cash. A U.S. holder of Company common stock or Company Series A preferred stock's basis in any such Earnout Shares treated as imputed interest will equal the fair market value of such shares on the date of receipt and such holder's holding period in such Earnout Shares will begin on the day following the date of receipt.

Further discussion of the material U.S. federal income tax consequences of the Merger can be found under the heading "Material U.S. Federal Income Tax Consequences" in the Acamar Partners Acquisition Corp. Form S-4 filed with the Securities and Exchange Commission on December 30, 2020.

Assuming the Name Change is treated as a reorganization within the meaning of Section 368(a) of the Code, the aggregate tax basis of the Holdco Shares received pursuant to the Name Change by a U.S. holder of Acamar Shares generally should be the same as the aggregate tax basis in the Acamar Shares exchanged pursuant to the Name Change. The aggregate tax basis of the Holdco Warrants received pursuant to the Name Change by a U.S. holder of Acamar Warrants generally should be the same as the aggregate tax basis in the Acamar Warrants exchanged pursuant to the Name Change. The aggregate tax basis of Holdco Shares received pursuant to the Name Change by a U.S. holder of Acamar units generally should be the aggregate basis allocated to the Acamar Shares underlying the Acamar units exchanged pursuant to the Name Change. The aggregate tax basis of the Holdco Warrants received pursuant to the Name Change by a U.S. holder of Acamar units generally should be the aggregate basis allocated to the Acamar Warrants (including any fractional entitlement) underlying the Acamar units exchanged pursuant to the Name Change.

Line 16. Under applicable federal income tax rules, one reasonable approach to determine the fair market value of each Acamar Share received in the Merger is the average of the highest and

lowest quoted selling prices (\$12.70 and \$11.18, respectively) of one Acamar Share on the Effective Date, or \$11.94.

Holdco shareholders should consult their own tax advisors regarding their specific tax treatment of the Merger (including but not limited to the computation of gain and tax basis) and the Name Change.

Line 17. 368(a), 368(a)(2)(E), 356(a), 358(a), 358(b).

Line 18. No loss may be recognized on the receipt of Acamar Shares or Earnout Shares as part of the Merger or on receipt of Holdco Shares or Holdco Warrants as part of the Name Change.

Line 19. The stock basis adjustments are taken into account in the tax year of the shareholder during which the Merger and Name Change occurred (e.g., 2021 for calendar year taxpayers).