



**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 attached.

Multiple horizontal lines for listing applicable Internal Revenue Code sections.

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

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 attached.

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 ▶  Date ▶ January 14, 2026

Print your name ▶ Alexander M. Liberman Title ▶ Chief Legal Officer

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KENT KALISH		Jan. 14, 2026		P00542208
	Firm's name ▶	Firm's EIN ▶		Firm's EIN ▶	
	DELOITTE TAX LLP	86-1065772		86-1065772	
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Medline, Inc.

Attachment to Form 8937

**Medline, Inc.**

**EIN: 33-1845288**

**(and as successor to the Acquired Entities)**

**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 transactions described below on securities. 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. You are encouraged to consult your own tax advisor regarding the applicability and effect of all United States (“U.S.”) federal, state, local and foreign tax laws.**

**Line 9**

(1) Medline, Inc. Class A common stock (“Class A Stock”)

**Line 12**

MDLN

**Line 14**

On December 15, 2025, Medline, Inc. (“Medline”) formed Medline Holdings 1 LLC, a wholly owned Delaware limited liability company that is classified as a disregarded entity for U.S. federal income tax purposes. That same day, the sole shareholder of CP VII Circle EU LLC (“CP Blocker”) contributed 100% of the membership interests of CP Blocker (stock for U.S. federal income tax purposes) to Medline in exchange for Class A Stock (the “CP Blocker Contribution”). On December 16, 2025, CP Blocker merged with and into Medline Holdings 1 LLC, with Medline Holdings 1 LLC surviving the merger (the “CP Blocker Merger”). The CP Blocker Contribution, together with the CP Blocker Merger, is intended to constitute an integrated transaction that qualifies as a “reorganization” within the meaning of section 368(a)(1)(F). In addition, the CP Blocker shareholder received a contingent payment right (the “CP Blocker Contingent Consideration”) pursuant to a tax receivable agreement entered into between Medline and CP Blocker that is intended to be treated as a

transaction that is separate from the reorganization under applicable Treasury regulations and a redemption of CP Blocker stock under section 302(a) and 302(b) (the “Deemed Redemption”) taking into account the transactions described herein.

Pursuant to an Agreement and Plan of Merger, dated December 16, 2025, a separate newly formed merger subsidiary of Medline merged with and into each Acquired Entity (defined below), with the Acquired Entity surviving the merger (the “Acquired Entity Mergers”).

The following legal entities are collectively referred to herein as the “Acquired Entities”:

- (1) H&F Mend Corp, Inc
- (2) Mozart Coinvestors LLC
- (3) BCP 8 Mozart Feeder LLC
- (4) Blackstone Harrington DE (Mozart) LP
- (5) Mozart GP HoldCo LP
- (6) CP VII Circle - A Corp
- (7) CP VIII Circle EU LP
- (8) CP VII Circle Corp
- (9) CP VIII Circle Corp
- (10) CPEP Circle 1 LP

Specifically, with respect to the Acquired Entity Mergers, which occurred on December 16, 2025, following the CP Blocker Merger:

- (1) Trident Merger Sub 1A, Inc., a wholly owned subsidiary of Medline, merges into H&F Mend Corp, Inc., with Mend Corp, Inc. surviving the merger as a wholly owned subsidiary of Medline.
- (2) Trident Merger Sub 1B, Inc., a wholly owned subsidiary of Medline, merges into Mozart Coinvestors LLC, with Mozart Coinvestors LLC surviving the merger as a wholly owned subsidiary of Medline.
- (3) Trident Merger Sub 1G, Inc., a wholly owned subsidiary of Medline, merges into BCP 8 Mozart Feeder LLC, with BCP 8 Mozart Feeder LLC surviving the merger as a wholly owned subsidiary of Medline.

(4) Trident Merger Sub 1H, Inc., a wholly owned subsidiary of Medline, merges into Blackstone Harrington DE (Mozart) LP, with Blackstone Harrington DE (Mozart) LP surviving the merger as a wholly owned subsidiary of Medline.

(5) Trident Merger Sub 1J, Inc., a wholly owned subsidiary of Medline, merges into Mozart GP Holdco LP, with Mozart GP Holdco LP surviving the merger as a wholly owned subsidiary of Medline.

(6) Trident Merger Sub 1C, Inc., a wholly owned subsidiary of Medline, merges into CP VII Circle-A Corp, with CP VII Circle-A Corp surviving the merger as a wholly owned subsidiary of Medline.

(7) Trident Merger Sub 1D, Inc., a wholly owned subsidiary of Medline, merges into CP VIII Circle EU LP, with CP VIII Circle EU LP surviving the merger as a wholly owned subsidiary of Medline.

(8) Trident Merger Sub 1E, Inc., a wholly owned subsidiary of Medline, merges into CP VII Circle Corp, with CP VII Circle Corp surviving the merger as a wholly owned subsidiary of Medline.

(9) Trident Merger Sub 1F, Inc., a wholly owned subsidiary of Medline, merges into CP VIII Circle Corp, with CP VIII Circle Corp surviving the merger as a wholly owned subsidiary of Medline.

(10) Trident Merger Sub 1i, Inc., a wholly owned subsidiary of Medline, merges into CPEP Circle 1 LLC, with CPEP Circle 1 LLC surviving the merger as a wholly owned subsidiary of Medline.

Pursuant to an Acquired Entity Merger, each shareholder of an Acquired Entity (an “Acquired Entity Shareholder”) received Class A Stock. In addition, each Acquired Entity Shareholder received a contingent payment right (the “Acquired Entity Contingent Consideration”) pursuant to a tax receivable agreement entered into among Medline and such shareholders.

On December 16, 2025, certain management members of Medline Holdings, LP (“Management Members”) each contributed their respective partnership interests in Medline Holdings, LP to Medline in exchange for Class A Stock (the “Management Contributions”). In addition, on December 16, 2025, certain other owners of Medline Holdings, LP (“Investors”) each contributed their respective partnership interests in Medline Holdings, LP to Medline in exchange for Class A Stock and Class B common stock of Medline (“Class B Stock”) (the “Investor Contributions”).

The Acquired Entity Mergers, together with the Management Contributions, the Investor Contributions, and the initial public offering of Medline pursuant to which shares of Class A Common Stock were issued by Medline to the public in exchange for cash, are intended to qualify as an “exchange” described in section 351. The Acquired Entity Contingent Consideration received by the shareholders of each Acquired Entity is intended to be treated as “other property” for purposes of section 351(b).

**Line 15**

The CP Contribution, together with the CP Blocker Merger, is intended to qualify as a reorganization of CP VII Circle EU LLC into Medline under section 368(a)(1)(F) (the “F Reorganization”). Under section 358(a), the aggregate tax basis of the Class A Stock received by the CP Blocker shareholder is expected to be equal to the aggregate tax basis of the CP Blocker stock exchanged therefor. In the Deemed Redemption, the shareholder of CP Blocker is deemed to surrender a portion of such shareholder’s CP Blocker stock in exchange for the CP Blocker Contingent Consideration. Under sections 302(a) and 302(b), taking into account the other transactions described herein, the CP Blocker shareholder should recognize gain or loss for U.S. federal income tax purposes equal to the difference between the fair market value of the CP Blocker Consideration and such shareholder’s tax basis in the shares of CP Blocker treated as surrendered in exchange therefor. The Deemed Redemption should reduce such shareholder’s aggregate tax basis in the Class A Stock initially received in the F Reorganization (see Line 16 for additional information). To the extent the CP Blocker Shareholder receives a payment with respect to the CP Blocker Contingent Consideration after the close of the taxable year in which the F Reorganization occurred, the CP Blocker Shareholder, if eligible and did not affirmatively elect out, may be permitted to use the installment method under section 453 (the “Installment Method”) to report gain recognized in the Deemed Redemption (and an interest charge under section 453A could potentially apply).

*The CP Blocker shareholder should consult its independent tax advisor to determine the appropriate method for calculating and reporting any gain recognized as a result of the Deemed Redemption, the availability of the Installment Method, the method for determining its tax basis in Class A Stock received, and the treatment of a portion of the CP Blocker Contingent Consideration as interest under section 483.*

Each Acquired Entity Merger is intended to qualify as an “exchange” described in section 351. In general, each Acquired Entity Shareholder should recognize gain (but not loss) under section 351(b) in an amount equal to the lesser of: (1) the amount by which the sum of (a) the fair market value of the Class A Stock received, and (b) the fair market value of the Acquired Entity Contingent Consideration exceeds such shareholder’s tax basis in the

equity interests of the Acquired Entity exchanged for such consideration; and (2) the fair market value of the Acquired Entity Contingent Consideration. See *Line 16, below, for additional information regarding the value of Class A Stock.*

Under section 358(a), the aggregate tax basis in the Class A Stock received by an Acquired Entity Shareholder pursuant to an Acquired Entity Merger is expected to be equal to the aggregate tax basis in equity interests of an Acquired Entity surrendered in the transaction, and (i) decreased by the fair market value of the Acquired Entity Contingent Consideration, and (ii) increased by the amount of gain (if any) which was recognized by the Acquired Entity Shareholder on such exchange. See *Line 16 for additional information.*

To the extent the an Acquired Entity Shareholder receives a payment with respect to the Acquired Entity Contingent Consideration after the close of the taxable year in which the Acquired Entity Mergers occurred, such Acquired Entity Shareholder, if eligible and did not affirmatively elect out, may be permitted to use the Installment Method to report gain recognized in the Acquired Entity Merger (and an interest charge under section 453A could potentially apply). Although there is no binding authority governing the application of the Installment Method in the case of an exchange described in section 351, proposed Treasury regulations would provide that the aggregate tax basis of the equity interests in the Acquired Entity surrendered in the Acquired Entity Merger should be allocated to the Class A Stock received in the Acquired Entity Merger, but not in excess of the fair market value of such Class A Stock (instead of the rules under section 358(a) described above), with any remaining tax basis being applied to offset gain recognized as a result of receiving a payment with respect to the Acquired Entity Merger Consideration under the Installment Method.

*Acquired Entity shareholders should consult their independent tax advisor to determine the appropriate method for calculating and reporting any gain recognized as a result of the Acquired Entity Mergers, the availability of the Installment Method, the method for determining their tax basis in Class A Stock received, and the treatment of a portion of the Acquired Entity Contingent Consideration as interest under section 483.*

Each Management Contribution and each Investor Contribution is intended to qualify as an “exchange” described in section 351. A Management Member or Investor will recognize gain as a result of a Management Contribution or Investor Contribution, respectively, under section 357(c) to the extent that the aggregate amount of Medline Holdings, LP liabilities allocable to such Management Member or Investor under section 752 immediately prior to the Management Contribution or Investor Contribution, as applicable, exceeds the Management Member’s or Investor’s aggregate tax basis in the Medline Holdings, LP partnership interests exchanged by such Management Member or Investor.

Under section 358(a), the aggregate tax basis in the Class A Stock received by a Management Member or the Class A Stock and Class B Stock received an Investor pursuant to a Management Contribution or Investor Contribution, respectively, is expected to be equal to the aggregate tax basis in the Medline Holdings, LP partnership interests surrendered in the transaction, and (i) decreased by the aggregate amount of Medline Holdings, LP liabilities allocable to such Management Member or Investor immediately prior to the Management Contribution or Investor Contribution, as applicable, and (ii) increased by any gain recognized under section 357(c). An Investor should allocate such aggregate tax basis to the Class A Stock and Class B Stock based on their relative fair market values.

**Line 16**

Fair market value generally is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or sell and both having reasonable knowledge of the facts. The CP Blocker stock deemed surrendered in exchange for the CP Blocker Contingent Consideration pursuant to the Deemed Redemption and, separately, the CP Blocker stock surrendered in exchange for Class A Stock pursuant to the F Reorganization should be based on the relative fair market values of the CP Blocker Contingent Consideration and the Class A Stock. U.S. federal income tax law does not specifically prescribe how you should determine the fair market value of Class A Stock received in the F Reorganization or an Acquired Entity Merger. One reasonable method to determine the fair market value of each share of Class A Stock is to use the opening price on the first day it began trading on the public market, December 17, 2025. That price was \$29 per share.

*Shareholders should consult with their own tax advisors with respect to the fair market value of the Class A Stock and, additionally, in the case of Investors, the fair market value of the Class B Stock.*

To the extent equity interests of CP Blocker, or of an Acquired Entity surrendered in an Acquired Entity Merger, were acquired at different times or for different prices (and the Acquired Entity shareholder did not participate in the Management Contributions or Investor Contributions), the CP Blocker shareholder or Acquired Entity Shareholder, as applicable, should allocate the tax basis in such equity interests to the Class A Stock received in a manner that reflects, to the greatest extent possible, blocks of equity interests of CP Blocker or the Acquired Entity that were acquired on the same date and at the same price. To the extent this is not possible, the basis of the equity interests of CP Blocker or the Acquired Entity must be allocated to the Class A Stock received in a manner that minimizes the disparity in the holding periods of the equity interests of CP Blocker or the Acquired

Entity whose tax basis is allocated to any particular share of Class A Stock. This may result in some shares of Class A Stock having split basis and holding period segments.

**Line 17**

Sections 302, 351, 351(b), 357, Prop. Treas. Reg. section 1.357, 358(a)-(b), 368(a), 483 (and, if applicable, section 453 and Prop. Treas. Reg. section 1.453-1(f), relating to the Installment Method), and Section 752.

**Line 18**

No loss may be recognized as a result of (i) the CP Blocker Contribution and the CP Blocker Merger, except with respect to the Deemed Redemption pursuant to which loss may be recognized, (ii) an Acquired Entity Merger, (iii) a Management Contribution, or (iv) an Investor Contribution.

**Line 19**

The transactions described above occurred on various dates during December 2025. As a result, the reportable tax year for reporting the tax effect of a transaction described above for any person is the taxable year that includes the transaction that is relevant to such person.

***The information contained herein does not constitute tax advice and is intended to provide only a general summary and is not intended to be a complete analysis or description of all potential U.S. federal income tax consequences of the transactions described herein. Moreover, the discussion set forth above does not address tax consequences that may vary with, or are dependent on, individual circumstances. You are urged to consult with your own tax advisor with respect to the tax consequences of the transactions described herein as applicable to your particular circumstances.***