

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Dropbox, Inc.		26-0138832	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Dropbox Investor Relations	(415) 780-6908	ir@dropbox.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	
1800 Owens St. Ste 200		San Francisco, CA 94158	
8 Date of action		9 Classification and description	
March 5, 2025		Common Stock	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
26210C104	N/A	DBX	N/A

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 attachment

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 attachment

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 attachment

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

18 Can any resulting loss be recognized? ▶ See attachment

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

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 ▶

Lisa Youel

Date ▶

1/9/2026

Print your name ▶ Lisa Youel

Title ▶ VP, Tax & Treasury

**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

Dropbox, Inc.
EIN 26-0138832

Attachment to Form 9937 – Part II
Report Of Organizational Actions Affecting Basis Of Securities

Disclaimer: 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 summary of certain U.S. federal income tax considerations relating to the reincorporation Transaction, as defined below. The information contained in Form 9937 and this attachment 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 or warrant holders. Dropbox does not provide, nor has Dropbox provided, tax advice to its shareholders or warrant holders. You are urged to consult your tax adviser regarding the particular consequences of the reorganization to you, including the applicability and effect of all U.S. federal, state and local tax laws and foreign tax laws.

Form 9937, Part II, Box 14

On March 5, 2025 (the “Effective Date”), Dropbox, Inc. (the “Company”) reincorporated from the State of Delaware to the State of Nevada (the “Transaction”). This reincorporation, effective upon filing the certificates and articles of conversion, changed the Company's governing laws and foundational documents to those of Nevada. The Transaction is intended to qualify as a tax-free reorganization within the meaning of IRC Section 368(a)(1)(F) effective as of the Effective Date.

Form 9937, Part II, Box 15

At the Effective Date, each outstanding share of the Company’s Delaware corporation Class A and Class B common stock (together, the “Delaware common stock”) automatically converted into one share of the Company’s Nevada corporation Class A or Class B common stock (together, the “Nevada common stock”), respectively. Shareholders were not required to exchange existing stock certificates. All outstanding warrants, options, restricted stock units, equity or equity-based awards, or rights to acquire Delaware common stock automatically became rights to acquire an equal number of Nevada common stock under the same terms. The tax basis of each share of Nevada common stock received by a shareholder or warrant holder as automatically converted from a share of the Delaware common stock in connection with the Transaction will equal the tax basis of the share of Delaware common stock converted therefor.

Form 9937, Part II, Box 16

Under IRC Section 358, the tax basis of each share of Nevada common stock received by a shareholder or warrant holder will be the same as the tax basis of the share of Delaware common stock automatically converted therefor.

Form 9937, Part II, Box 17

The applicable IRC Sections upon which the tax treatment is based are IRC Sections 354, 358, and 368.

Form 9937, Part II, Box 18

Under IRC Section 354, it is expected that shareholders or warrant holder will not recognize gain or loss when shares of Delaware common stock are automatically converted for shares of Nevada common stock.

Form 8937, Part II, Box 19

The Transaction became effective on March 5, 2025. For a holder whose taxable year is the calendar year, the reportable tax year was 2025.