

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) | |
| Brookfield Corporation (fka Brookfield Asset Management Inc.) | | 98-0521601 | |
| 3 Name of contact for additional information | 4 Telephone No. of contact | 5 Email address of contact | |
| Investor Enquiries | (416) 363-9491 | enquiries@brookfield.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 | |
| Brookfield Place, Suite 100, 181 Bay Street | | Toronto, ON M5J 2T3 | |
| 8 Date of action | | 9 Classification and description | |
| December 9, 2022 | | Section 355 Spin-Off of Brookfield Asset Management Ltd. | |
| 10 CUSIP number | 11 Serial number(s) | 12 Ticker symbol | 13 Account number(s) |
| 112585104 | | BAM | |

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.](#)

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 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 ►

December 14, 2022

Print your name ► Aleks Novakovic

Title ►

Managing Partner, Tax

**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.

Brookfield Corporation
EIN: 98-0521601

ATTACHMENT TO FORM 9937 – PART II
REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

CONSULT YOUR TAX ADVISOR

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 relating to the effects of the Distribution (as defined below) on the tax basis of the stock of Brookfield Asset Management Inc., whose name changed to Brookfield Corporation (“Corporation”), and the allocation of tax basis between the stock of Corporation and Brookfield Asset Management Ltd. (“Manager”) following the Distribution. 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. Neither Corporation, nor Manager provides tax advice to its shareholders. The example provided below is illustrative and is being provided pursuant to Section 6045B of the Code and as a convenience to shareholders and their tax advisers when establishing their specific tax position. You are urged to consult your own tax adviser regarding the particular consequences of the Distribution to you, including the applicability and effect of all U.S. federal, state and local tax laws, and foreign tax laws. We urge you to read the Notice of Special Meeting of Shareholders and Management Information Circular with respect to a Plan of Arrangement involving Brookfield Asset Management Inc., Manager and Others and resulting in the separation of Brookfield Asset Management Inc. into Manager and Corporation, dated September 30, 2022 and filed with the Securities and Exchange Commission on October 6, 2022, noting especially the discussion therein under the heading “Material U.S. Federal Income Tax Consequences.” You may access the Information Statement at www.sec.gov.

This information does not apply to the Class A and B shares of Corporation sold, exchanged, or otherwise disposed of prior to the Distribution.

Line 14. Describe the organizational action and, if applicable, the date of the action or the date against which the shareholders’ ownership is measured from the action.

On December 9, 2022, Corporation transferred a 25 percent interest in Brookfield Asset Management ULC (the “Asset Management Company”), an unlimited liability company organized under the laws of Canada that is treated as a partnership for U.S. federal income tax purposes, to Manager pursuant to a court-approved Plan of Arrangement under Canadian law (the “Plan of Arrangement”).

Pursuant to the Plan of Arrangement under Section 182 of the Business Corporation Act (Ontario) with an effective date of December 9, 2022 (the “Plan of Arrangement”), (i) Corporation amended its articles of incorporation to create (a) new classes of non-voting Class C

and Class D Shares and voting Class A, Class B, Class C, and Class D Shares (collectively, the “New Shares”) that have substantially similar terms and conditions as Corporation’s existing outstanding shares, and (b) new “butterfly” shares (collectively, the “Butterfly Shares”) that are redeemable and retractable preferred shares; (ii) each shareholder of Corporation exchanged its existing shares of Corporation for New Shares and Butterfly Shares and (iii) each shareholder of Corporation transferred its Butterfly Shares to Manager in exchange for Manager Class A and Class B shares, as the case may be. Thereafter, Corporation transferred 25 percent of the shares of the Asset Management Company to a subsidiary of Manager, 2451634 Alberta Inc. (“Subco”), in exchange for Subco common shares and, immediately thereafter, Subco repurchased for cancellation all of the Subco common shares issued to Corporation in exchange for a demand non-interest-bearing promissory note (the “Subco Note”). Following Subco’s repurchase of the Subco common shares, Subco dissolved pursuant to applicable Canadian law into Manager. Following Subco’s dissolution, Corporation then redeemed all of the Butterfly Shares held by Manager in exchange for a demand non-interest-bearing promissory note (the “Corporation Note”) and, following such redemption, the Corporation Note and Subco Note offset each other respectively and were cancelled in their entirety.

As a result of the Plan of Arrangement, in addition to keeping the shares of Corporation they already hold, the (a) holders of Class A limited voting shares of Corporation received one Class A limited voting share of Manager for every four Class A shares of Corporation and (b) holders of Class B limited voting shares of Corporation received one Class B limited voting share of Manager for every four Class B shares of Corporation held, in each case, as of the record date of the Plan of Arrangement.

For U.S. federal income tax purposes, Corporation intends to treat the steps comprising the Plan of Arrangement as a transfer by Corporation of a 25 percent interest in the Asset Management Company to Manager in exchange for all of the outstanding stock of Manager and Manager’s assumption of (or taking subject to) liabilities, if any, followed by a pro rata distribution by Corporation of the stock of Manager to each of its shareholders. The transaction described above should qualify as a reorganization within the meaning of Section 368(a)(1)(D) to which Section 355(a) applies.

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.

Class A Shareholders

As a result of the Distribution, Corporation shareholders will be required to allocate the aggregate tax basis in their Corporation Class A shares held immediately prior to the Distribution among the Manager Class A shares received in the Distribution (including any fractional share interest in Manager Class A stock for which cash is received) and their Corporation Class A shares held immediately after the Distribution. This allocation should be made in proportion to the relative fair market values of the Manager Class A stock and the Corporation Class A stock. Shareholders that acquired Corporation Class A shares at different times or different prices will need to calculate their tax basis in each block of Corporation Class A shares and then allocate a portion of that tax basis to the shares of Manager Class A stock received with respect thereto.

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 to sell and both having reasonable knowledge of the facts. U.S. federal income tax law does not specifically prescribe how you should determine the fair market values of the Corporation Class A stock and the Manager Class A stock for purposes of allocating your tax basis. You should consult your tax advisor to determine what measure of fair market value is appropriate.

There are several possible methods for determining the fair market values of Corporation Class A stock and Manager Class A stock. One possible approach is to utilize the New York Stock Exchange's 1-Day volume-weighted average price ("VWAP"). The New York Stock Exchange's 1- Day VWAP on December 12, 2022 was \$33.77 for the Corporation Class A stock and \$32.07 for the Manager Class A stock. Based on that approach and the assumptions and calculations set forth in Line 16 below, 80.81% of a Corporation shareholder's aggregate tax basis in his or her shares of Corporation Class A stock immediately prior to the Distribution would be allocated to such shareholder's shares of Corporation Class A stock and 19.19% would be allocated to such shareholder's shares of Manager Class A stock received in the Distribution (including any fractional share interest in Manager Class A stock for which cash is received). Other approaches to determine fair market value may also be possible. You are not bound by the approach illustrated above and may, in consultation with your tax advisor, use another approach in determining fair market values for Corporation and Manager Class A stock.

Class B Shareholders

As a result of the Distribution, Corporation shareholders will be required to allocate the aggregate tax basis in their Corporation Class B shares held immediately prior to the Distribution among the Manager Class B shares received in the Distribution (including any fractional share interest in Manager Class B stock for which cash is received) and their Corporation Class B shares held immediately after the Distribution. This allocation should be made in proportion to the relative fair market values of the Manager Class B stock and the Corporation Class B stock. Shareholders that acquired Corporation Class B shares at different times or different prices will need to calculate their tax basis in each block of Corporation Class B shares and then allocate a portion of that tax basis to the shares of Manager Class B stock received with respect thereto.

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 to sell and both having reasonable knowledge of the facts. U.S. federal income tax law does not specifically prescribe how you should determine the fair market values of the Corporation Class B stock and the Manager Class B stock for purposes of allocating your tax basis. You should consult your tax advisor to determine what measure of fair market value is appropriate.

There are several possible methods for determining the fair market values of Corporation Class B stock and Manager Class B stock. One possible approach is to utilize the New York Stock Exchange's 1-Day volume-weighted average price ("VWAP"). The New York Stock Exchange's 1- Day VWAP on December 12, 2022 was \$33.77 for the Corporation Class B stock and \$32.07 for the Manager Class B stock. Based on that approach and the assumptions and calculations set forth in Line 16 below, 80.81% of a Corporation shareholder's aggregate tax basis in his or her shares of Corporation Class B stock immediately prior to the Distribution would be allocated to such shareholder's shares of Corporation Class B stock and 19.19% would be allocated to such shareholder's shares of Manager Class B stock received in the Distribution (including any fractional share interest in Manager Class B stock for which cash is received). Other approaches to determine fair market value may also be possible. You are not bound by the approach illustrated above and may, in consultation with your tax advisor, use another approach in determining fair market values for Corporation and Manager Class B stock.

Line 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market value of securities and the valuation date.

The following is an illustrative example of how the previously-described approach to basis allocation would be applied:

Assumptions:

- Shares of Corporation Class A and B stock owned: 100
- Corporation shareholder's aggregate tax basis in Class A and B shares (assumed to be \$30.00 per share): \$3,000.00
- Shares of Manager Class A and B common stock received in the Distribution (100 shares of Corporation Class A and B common stock multiplied by the distribution ratio of 0.25):

Tax Basis Allocation – Class A Stock:

| | # Shares Owned | Assumed Beginning Basis (A) | Price | FMV of Shares Owned Post Distribution | Percentage of Total FMV (B) | Allocated Tax Basis = (A) x (B) |
|--------------------------|----------------|-----------------------------|----------------------|---------------------------------------|-----------------------------|---------------------------------|
| Corporation common stock | 100 | \$3,000.00 | \$33.77 ¹ | \$3,377.00 ³ | 80.81% ⁵ | \$2,424.41 |
| Manager common stock | 25 | | \$32.07 ² | \$801.75 ⁴ | 19.19% ⁶ | \$575.59 |
| Total | | | | \$4,178.75 | 100.00% | \$3,000.00 |

¹ 1-day VWAP of Corporation common stock on December 12, 2022.

² 1-day VWAP of Manager common stock on December 12, 2022.

³ 100 shares x \$33.77

⁴ 25 shares x \$32.07

⁵ \$3,337.00/\$4,178.75

⁶ \$801.75/\$4,178.75

Tax Basis Allocation – Class B Stock:

| | # Shares Owned | Assumed Beginning Basis (A) | Price | FMV of Shares Owned Post Distribution | Percentage of Total FMV (B) | Allocated Tax Basis = (A) x (B) |
|--------------------------|----------------|-----------------------------|----------------------|---------------------------------------|-----------------------------|---------------------------------|
| Corporation common stock | 100 | \$3,000.00 | \$33.77 ¹ | \$3,377.00 ³ | 80.81% ⁵ | \$2,424.41 |
| Manager common stock | 25 | | \$32.07 ² | \$801.75 ⁴ | 19.19% ⁶ | \$575.59 |
| Total | | | | \$4,178.75 | 100.00% | \$3,000.00 |

¹ 1-day VWAP of Corporation common stock on December 12, 2022.

² 1-day VWAP of Manager common stock on December 12, 2022.

³ 100 shares x \$33.77

⁴ 25 shares x \$32.07

⁵ \$3,337.00/\$4,178.75

⁶ \$801.75/\$4,178.75

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

Sections 355, 358, and 368(a)(1)(D).

Line 18. Can any resulting loss be recognized?

No loss may be recognized by a Corporation shareholder upon the receipt of Manager common stock in the Distribution, except possibly with respect to cash received in lieu of a fractional share of Manager common stock.

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

The Distribution was effective on December 9, 2022. For a Corporation shareholder whose taxable year is the calendar year, the reportable tax year is 2022.