



**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 and subsections.

18 Can any resulting loss be recognized? ▶ See Attached

Multiple horizontal lines for providing information regarding resulting 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 information necessary to implement the adjustment.

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 ▶ *Listya S. Diyah* Date ▶ *June 21, 2022*

Print your name ▶ Listya S. Diyah Title ▶ Vice President, Tax

**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 ▶		Phone no.	
Firm's address ▶				

# Aspen Technology, Inc.

Attachment to Form 8937

Date of Organizational Action: May 16, 2022

## **Part II, Question 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.**

Effective May 16, 2022, Aspen Technology, Inc. (formerly Emersub CX, Inc.) ("New AspenTech") (EIN: 87-3100817) completed the previously announced Transactions (as defined below) contemplated by the Transaction Agreement and Plan of Merger, dated October 10, 2021, as amended by Amendment No. 1 dated as of March 23, 2022 and Amendment No. 2 dated as of May 3, 2022 (the "Transaction Agreement"), among AspenTech Corporation (formerly Aspen Technology, Inc.) ("Former AspenTech") (EIN: 04-2739697), Emerson Electric Co. ("Emerson") (EIN: 43-0259330), EMR Worldwide Inc. ("Emerson Sub"), New AspenTech, and Emersub CXI, Inc. ("Merger Subsidiary").

The Transaction Agreement provided for, among other things:

- *The Emerson Industrial Software Business Reorganization.* Prior to the closing of the Transactions (the "Closing"), Emerson undertook certain restructuring transactions to separate Open Systems International, Inc. and the Geological Simulation Software business (the "Emerson Industrial Software Business") from its other business activities and facilitate the Contribution (as defined below) (the "Emerson Industrial Software Business Reorganization").
- *The Contribution.* At the Closing, in exchange for an aggregate of 55% of the outstanding shares of New AspenTech common stock on a fully diluted basis as of immediately following the Transactions, (i) Emerson Sub contributed to New AspenTech the Emerson Industrial Software Business and (ii) Emerson contributed to New AspenTech \$6,014,000,000 in cash (collectively, the "Contribution").
- *The Merger.* At the Closing, Merger Sub merged with and into Former AspenTech, with Former AspenTech as the surviving corporation and a direct, wholly owned subsidiary of New AspenTech (the "Merger"). As a result of the Merger, each issued and outstanding share of Former AspenTech common stock as of immediately prior to the effective time of the Merger (other than Excluded Shares (as defined in the Transaction Agreement), which were cancelled without consideration, and Dissenting Shares (as defined in the Transaction Agreement)) were converted into the right to receive (i) \$87.69 in cash (calculated by dividing \$6,014,000,000 by the number of outstanding shares of Former AspenTech common stock as of the closing of the Transactions on a fully diluted basis) and (ii) 0.42 shares of New AspenTech common stock (the Merger, together with the Emerson Industrial Software Business Reorganization, the Contribution and other transactions contemplated by the Transaction Agreement, the "Transactions"). At the Closing, Former AspenTech changed its name from "Aspen Technology, Inc." to "AspenTech Corporation."

For U.S. federal income tax purposes, the Contribution and the Merger, taken together, are intended to qualify as a transaction described in Section 351 of the Internal Revenue Code of 1986, as amended (the “Code”), and Former AspenTech has received a tax opinion from its counsel, Skadden, Arps, Slate, Meagher & Flom LLP, to the effect that, for U.S. federal income tax purposes, the Contribution and the Merger, taken together, will constitute a transaction described in Section 351 of the Code. This opinion of counsel is based on customary assumptions, representations, covenants, and undertakings of Former AspenTech and Emerson. If any of the assumptions, representations, covenants or undertakings is incorrect, incomplete, inaccurate, or is breached, the validity of the opinion may be affected and the U.S. federal income tax consequences of the Transactions could differ materially from those described in this attachment to Form 8937.

The issuance of New AspenTech common stock pursuant to the Merger was registered under the Securities Act of 1933, as amended, pursuant to New AspenTech’s registration statement on Form S-4 (File No. 333-262106) initially filed with the U.S. Securities and Exchange Commission (the “SEC”) on January 11, 2021 (as amended, the “Combined Proxy Statement/Prospectus”), and declared effective by the SEC on April 18, 2022. For a more detailed description of the Transactions and the Transaction Agreement, please see the Combined Proxy Statement/Prospectus.

**Part II, Question 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.**

For purposes of this attachment, the term “U.S. Holder” means a beneficial owner of Former AspenTech common stock that, for U.S. federal income tax purposes, is (i) a citizen or individual resident of the United States, (ii) a corporation, or other entity treated as a corporation for U.S. federal income tax purposes, that is created or organized in or under the laws of the United States or any state thereof or the District of Columbia, (iii) an estate, the income of which is subject to U.S. federal income taxation regardless of its source, or (iv) a trust if (A) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust or (B) the trust has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person.

Because the quantitative effect of the Transactions on tax basis can vary from U.S. Holder to U.S. Holder, it cannot be expressed as a specific adjustment amount per share or as a percentage of old basis. In general, after performing the calculations described below, a U.S. Holder’s aggregate tax basis in its New AspenTech common stock will either be the same as or be reduced from the U.S. Holder’s aggregate tax basis in its Former AspenTech common stock, but it will not increase.

**Part II, Question 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.**

The basis adjustment procedures described below can only be applied after determining the amount of taxable gain to be recognized as a result of the Contribution and the Merger. These taxable gain calculations and basis adjustment rules will be applied separately to each “block” of Former AspenTech common stock that a U.S. Holder held at the time of the Closing. A “block” of stock is shares of stock purchased at the same time and the same price in a single transaction.

In general, assuming the Contribution and the Merger qualify as a transaction described in Section 351 of the Code:

- a U.S. Holder will recognize gain, but not loss, in an amount equal to the lesser of the following two amounts:
  - 1. the amount of cash received by the U.S. Holder in the Transactions; and
  - 2. the fair market value of the New AspenTech common stock received by the U.S. Holder in the Transactions, *plus* the amount of cash received by the U.S. Holder in the Transactions, *minus* the U.S. Holder’s adjusted tax basis in the Former AspenTech common stock surrendered in the Transactions;
- the aggregate tax basis of the shares of New AspenTech common stock received pursuant to the Transactions will be the same as the aggregate tax basis of the shares of Former AspenTech common stock surrendered in exchange therefor, *minus* the amount of cash received in the Transactions, *plus* the amount of gain recognized on the exchange as calculated in the previous bullet; and
- the holding period of the New AspenTech common stock received pursuant to the Transactions will include the holding period of the shares of Former AspenTech common stock surrendered in exchange therefor.

Notwithstanding the foregoing, if a U.S. Holder receives cash pursuant to the Transactions in lieu of a fractional share of Common Stock, the U.S. Holder will be treated as having (1) exchanged a portion of such U.S. Holder’s AspenTech common stock equal in value to such cash in exchange for a fractional share of Common Stock in a nontaxable transaction, and (2) then sold such fractional share of Common Stock for such cash in a taxable transaction. In general, the U.S. Holder will recognize capital gain or loss in an amount equal to the difference, if any, between the amount of cash received and the U.S. Holder’s adjusted tax basis in the Common Stock deemed sold.

U.S. Holders should consult with their own tax advisors regarding the tax consequences of the Transactions, including the manner in which the amount of any cash and New AspenTech common stock received pursuant to the Transactions is allocated among different blocks of Former AspenTech common stock and with respect to identifying the bases or holding periods of particular shares of New AspenTech common stock received in the Transactions.

**Part II, Question 17: List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

It is expected that the Contribution and the Merger, taken together, will qualify as a transaction described in Section 351 of the Code.

Effect on Holders:

- A. Code Section 351 – Transfer to corporation controlled by transferor
- B. Code Section 358 – Basis to distributees
- C. Code Section 1001 – Determination of amount of and recognition of gain or loss
- D. Code Section 1223 – Holding period of property

**Part II, Question 18: Can any resulting loss be recognized?**

If the Contribution and the Merger qualify as a transaction described in Section 351 of the Code, a U.S. Holder will not recognize any loss as a result of the receipt of New AspenTech common stock in the Transactions.

**Part II, Question 19: Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The Contribution and the Merger occurred on May 16, 2022. The stock basis adjustment and any recognized gain should be reported by a U.S. Holder in the taxable year of the U.S. Holder that includes May 16, 2022.

For further information, please contact New AspenTech Investor Relations at [info@aspentech.com](mailto:info@aspentech.com).

**THE INFORMATION ABOVE IS NOT TAX ADVICE, AND IT IS NOT A COMPLETE ANALYSIS OR DESCRIPTION OF EVERY POTENTIAL U.S. FEDERAL INCOME TAX CONSEQUENCE OR ANY OTHER TAX CONSEQUENCE OF THE TRANSACTIONS. IN ADDITION, THE SUMMARY DOES NOT ADDRESS U.S. FEDERAL INCOME TAX CONSEQUENCES THAT MAY VARY WITH, OR ARE CONTINGENT ON, INDIVIDUAL CIRCUMSTANCES, NOR DOES IT ADDRESS ANY U.S. NON-INCOME, STATE, LOCAL OR NON-U.S. TAX CONSEQUENCES. ACCORDINGLY, EACH HOLDER IS URGED TO CONSULT WITH HIS, HER OR ITS TAX ADVISER TO DETERMINE THE PARTICULAR U.S. FEDERAL, STATE, LOCAL AND NON-U.S. TAX CONSEQUENCES TO HIM, HER OR IT OF THE TRANSACTIONS.**