

R1 RCM Inc.
EIN: 02-0698101
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 certain U.S. federal income tax consequences of the Transactions (as defined below) to holders of certain securities of R1 RCM Inc. (“**R1**”) prior to the Transactions.

The information provided on Form 8937 and within this attachment is based on the following intended tax treatment: (a) that the Contribution (as defined below) is integrated with the Holding Company Reorganization (as defined below) and treated as a transaction governed by Section 351 of the Code and the Treasury Regulations thereunder, and (b) the Holding Company Reorganization is treated as a “reorganization” within the meaning of Section 368(a) of the Code and the Treasury Regulations thereunder. The tax consequences of the Transactions to any particular R1 securityholder will depend on that holder’s particular facts and circumstances. The information contained on Form 8937 and within this attachment does not constitute tax advice. Accordingly, you are urged to consult your tax advisor to determine your tax consequences from the Transactions.

For a further description of the Transactions, please see Project Roadrunner Parent Inc.’s Registration Statement on Form S-4 (File No. 333-264188 as amended and supplemented, the “**Registration Statement**”) which is available on the SEC website at the following address. Capitalized terms used but not defined herein shall have the meanings set forth in the Registration Statement.

<https://www.sec.gov/Archives/edgar/data/0001910851/000119312522098997/0001193125-22-098997-index.html>

Line 14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholder’ ownership is measured for the action

Pursuant to the Transaction Agreement and Plan of Merger, dated January 9, 2022 (“**Transaction Agreement**”), by and among R1, Project Roadrunner Parent Inc. (“**New R1**”), Project Roadrunner Merger Sub Inc. (“**R1 Merger Sub**”), Revint Holdings, LLC (“**Cloudmed**”), CoyCo 1, L.P. (“**CoyCo 1**”), CoyCo 2., L.P. (“**CoyCo 2**”, and together with CoyCo 1, the “**Sellers**”), and certain other parties, R1 together with its subsidiaries and Cloudmed and its affiliated entities were acquired by New R1 on the Closing Date.

These acquisitions were effectuated through (i) a merger of R1 Merger Sub with and into R1, with R1 as the surviving entity and wholly owned subsidiary of New R1 (the “**Holding Company Reorganization**”) and (ii) the Sellers contributing 100% of the equity of Cloudmed Blocker

Parent, L.L.C., the parent company of Cloudmed, to New R1 in exchange for common stock of New R1 (the “**Contribution**” and, together with the Holding Company Reorganization, the “**Transactions**”).

As a result of the Holding Company Reorganization, on the Closing Date:

- Each share of R1 common stock (“**R1 Common Stock**”) issued and outstanding immediately prior to the Holding Company Reorganization was automatically exchanged into equivalent corresponding shares of New R1 Common Stock (“**New R1 Common Stock**”), having the same designations, rights, powers and preferences and the qualifications, limitations and restrictions as the corresponding shares of R1 Common Stock being converted. Accordingly, upon consummation of the Holding Company Reorganization, R1’s stockholders became stockholders of New R1.
- Outstanding warrants to purchase shares of R1 Common Stock (the “**R1 Warrants**”) were automatically converted into warrants to purchase shares of New R1 Common Stock with substantially the same terms and conditions as applied to the R1 Warrants prior to the Closing Date (the “**New R1 Warrants**”) in connection with the Holding Company Reorganization.
- In addition, in accordance with the terms and subject to the conditions of the Transaction Agreement, stock options of R1 outstanding as of immediately prior to the Closing Date (the “**R1 Stock Options**”) were converted automatically to represent or relate to shares of New R1 Common Stock (the “**New R1 Stock Options**”), on substantially the same terms and conditions as were applicable to such stock option.

Following the consummation of the Holding Company Reorganization, the name of New R1 was changed to “R1 RCM Inc.,” the name of R1 was changed to “R1 RCM Holdco Inc.” and the shares of New R1 Common Stock began trading on The Nasdaq Global Select Market under R1’s symbol “RCM.”

Line 15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of the U.S. taxpayer as an adjustment per share or as a percentage of the basis

It is intended that the tax basis in each share of New R1 Common Stock, each New R1 Warrant, and each New R1 Stock Option received in the Holding Company Reorganization generally will equal the tax basis of the share of R1 Common Stock, New R1 Warrant, or New R1 Stock Option exchanged therefor, as applicable.

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 dates

See response to Line 15 above.

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

Sections 351, 358, and 368(a)

Line 18 Can any resulting loss be recognized?

Generally, a holder of shares of R1 Common Stock, R1 Warrants, or R1 Stock Options will not recognize any loss as a result of the Transactions.

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

The Transactions were effective on June 21, 2022 (the “**Closing Date**”). Thus, the reportable year for the Transactions for each R1 securityholder is the taxable year of the holder that includes the Closing Date.