# Form **8937** (December 2017)

(December 2017)
Department of the Treasury
Internal Revenue Service

# Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

P	art Reporting	Issuer							
1	Issuer's name		2 Issuer's employer identification number (EIN)						
May	vios Maritime Acquisitio	on Corn			98-0676318				
	Name of contact for ad		4 Telephor	ne No. of contact	5 Email address of contact				
			•						
Vas	siliki Papaefthymiou		vpapaefthymiou@Navios.com						
6	Number and street (or F	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				
	venue de Grande Breta	gne, Office 11B2			Monte Carlo, MC 98000 Monaco				
8	Date of action		9 Class	sification and description					
	15/2021 CUSIP number	11 Serial number(	Commo	12 Ticker symbol	13 Account number(s)				
10	COSIP number	11 Senamumber	5)	12 Ticker Symbol	13 Account number(s)				
	Y62159143			NINIA					
P		onal Action Attac	ch additiona	NNA I statements if needed S	See back of form for additional questions.				
14					ate against which shareholders' ownership is measured for				
285	the action ► See atta		NET CONTRACTOR AND		and against miner of an energial of the analysis for				
	<u> </u>	dominority itom 1 ii							
Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustme share or as a percentage of old basis ► See attachment, item 15.									
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Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities valuation dates See attachment, item 16.									
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Part	Organiza	ational Action (continue	d)					
<b>17</b> Li	st the applicable	Internal Revenue Code section	on(s) and subsection(s	s) upon which the tax t	reatment is based ▶	See attachment, item 17.		
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18 C	n any resulting l	loss be recognized? ► See a	ttachment, item 18.					
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<b>19</b> Pr	ovide any other	information necessary to impl	ement the adjustment	, such as the reportab	ole tax year ▶ <u>See at</u>	tachment, item 19.		
			(4)					
-								
	Under penalties o	of perjury, Adeclare that I have exa	amined this return, including preparer (other than of	ding accompanying sche	dules and statements,	and to the best of my knowledge and rer has any knowledge.		
Sign Here	Signature Date November 01, 2012							
		Vasiliki Papaefthymiou						
D		preparer's name	Preparer's signature		Title ► Secretary  Date	Observice PTIN		
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Prepa								
Use C						Firm's EIN ▶		
Send Fo	Firm's add	ng accompanying statements)	to: Department of the	a Treasury Internal Da	evenue Service Occ	Phone no. en LIT 84201-0054		
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# Navios Maritime Acquisition Corp. Attachment to Form 8937—Part II

#### Box 14

On August 25, 2021, Navios Maritime Acquisition Corp. ("NNA") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Navios Maritime Partners L.P. ("Navios Partners") and Navios Partners' direct, wholly-owned subsidiary, Navios Acquisition Merger Sub, Inc. ("Merger Sub"). On October 15, 2021, pursuant to the Merger Agreement, Merger Sub merged with and into NNA, with NNA continuing as the surviving entity (the "Merger"). As a result of the Merger, NNA became a wholly-owned subsidiary of Navios Partners. Navios Partners is classified as a corporation for U.S. federal income tax purposes.

Pursuant to the terms and subject to the conditions set forth in the Merger Agreement, at the effective time of the Merger, each outstanding share of NNA common stock ("NNA Common Stock") that was held by a stockholder other than Navios Partners, NNA and their respective subsidiaries was cancelled and automatically converted into the right to receive 0.1275 of a common unit representing limited partnership interests in Navios Partners (the "Navios Partners Common Units").

Navios Partners and NNA intend that the Merger qualify as a "reorganization" within the meaning of Section 368(a)(1)(B) of the Code.

#### Box 15

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.

Further discussion of the material U.S. federal income tax consequences of the Merger can be found under the heading "Material U.S. Federal Income Tax Consequences of the Merger" in the definitive proxy statement/prospectus filed with the Securities and Exchange Commission on September 24, 2021 (available at the following internet address: <a href="https://www.sec.gov/Archives/edgar/data/1437260/000119312521280907/d234597d6k.htm">https://www.sec.gov/Archives/edgar/data/1437260/000119312521280907/d234597d6k.htm</a>).

It is intended that, for U.S. federal income tax purposes, the Merger qualify as a "reorganization" within the meaning of Section 368(a) of the Code and that Section 367(a) of the Internal Revenue Code of 1986, as amended (the "Code") should not cause Navios Partners to be treated as other than a corporation with respect to any transfer of property thereto in connection with the Merger (other than, in certain circumstances, a transfer by a holder of NNA Common Stock that is a United States person and that holds 5% or more by vote or by value (within the meaning of Treasury Regulations Section 1.367(a)-3(b)(1)(i)) of Navios Partners immediately following the Merger). The following discussion assumes that the Merger is treated as a "reorganization" under Section 368(a)(1)(B) of the Code

A U.S. holder receiving Navios Partners Common Units in exchange for NNA Common Stock pursuant to the Merger should not recognize any gain or loss.

The basis in each Navios Partners Common Unit received in the Merger should generally be equal to the basis in the approximately 7.843 shares of NNA Common Stock exchanged for that share (1 share of NNA Common Stock per 0.1275 Navios Partners Common Units = ~7.843 shares of NNA Common Stock per Navios Partners Common Unit). Thus, the U.S. holder's aggregate tax basis in the Navios Partners Common Units received in the Merger should be equal to the U.S. holder's aggregate tax basis in the NNA Common Stock surrendered.

The U.S. holder's holding period for the Navios Partners Common Units received in the Merger should include the U.S. holder's holding period of the NNA Common Stock surrendered.

Where a U.S. holder acquired different blocks of NNA Common Stock at different times and at different prices, such U.S. holder's tax basis and holding period of such NNA Common Stock should be determined separately with reference to each block of NNA Common Stock.

Notwithstanding the above, even if the Merger is treated as a reorganization, the Merger may be taxable to U.S. Holders of NNA Common Stock who owned equity interests in NNA while NNA was a "passive foreign investment company" within the meaning of Section 1297 of the Code (a "PFIC") for U.S. federal income tax purposes. Although NNA does not believe it is currently a PFIC, NNA was a PFIC through the 2008-2010 taxable years. U.S. Holders of NNA Common Stock who believe they may have held equity interests of NNA while it was a PFIC are urged to consult with their own tax advisors regarding the consequences to them of the Merger.

#### **Box 16**

See Box 15 above.

#### **Box 17**

Code Sections 354(a), 358(a), 368(a), 367(a).

## **Box 18**

No loss may be recognized by a shareholder as a result of the Merger.

## **Box 19**

The tax consequences of the Merger are taken into account in the tax year of each former NNA shareholder that includes October 15, 2021 (e.g., 2021 for calendar year taxpayers).