



**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, Item 17

Lined area for listing Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ See Attachment, Item 18

Lined area for providing information regarding resulting loss recognition.

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

Lined area 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 ▶ [Handwritten Signature] Date ▶ May 14, 2021

Print your name ▶ Efstratos Desypris Title ▶ Director

**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 ▶	
Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

**Navios Maritime Containers L.P.**  
**Attachment to Form 8937—Part II**

**Box 14**

On December 31, 2020, Navios Maritime Containers L.P. (“Navios Containers”) and its general partner, Navios Maritime Containers GP LLC, entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Navios Maritime Partners L.P. (“Navios Partners”) and its direct, wholly-owned subsidiary, NMM Merger Sub LLC (“Merger Sub”). On March 31, 2021, pursuant to the Merger Agreement, Merger Sub merged with and into Navios Containers, with Navios Containers continuing as the surviving partnership (the “Merger”). As a result of the Merger, Navios Containers became a wholly-owned subsidiary of Navios Partners.

Pursuant to the terms and subject to the conditions set forth in the Merger Agreement, at the effective time of the Merger, each outstanding common unit representing limited partner interests in Navios Containers (the “Navios Containers Common Units”) that is held by a unitholder other than Navios Partners, Navios Containers and their respective subsidiaries were cancelled and automatically converted into the right to receive 0.39 of a common unit representing limited partner interests in Navios Partners (the “Navios Partners Common Units”).

Additionally, Navios Partners elected under Section 5.8(b) of the Merger Agreement to cause Navios Containers to merge with and into Navios Maritime Containers Sub LP, a Republic of the Marshall Islands limited partnership (“Merger Sub 2”) that is treated as an entity disregarded as separate from Navios Parent, with Merger Sub 2 continuing as the surviving partnership (the “Second Merger”). On March 31, 2021, Navios Partners, Navios Containers and its general partner Migen Shipmanagement Ltd., a Republic of the Marshall Islands corporation (“Migen”) entered into an Agreement and Plan of Merger (the “Second Merger Agreement”) pursuant to which the parties agreed to effect the Second Merger. The Second Merger has not yet been effected but is expected to be effected imminently.

Navios Partners and Navios Containers intend that the Merger and the Second Merger to be part of, and to occur pursuant to, an integrated plan of reorganization.

**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” in the definitive proxy statement/prospectus filed with the Securities and Exchange Commission on February 23, 2021, (available at the following internet address: [https://www.sec.gov/Archives/edgar/data/0001707210/000119312521051655/d143459d6k.htm#rom112187\\_43](https://www.sec.gov/Archives/edgar/data/0001707210/000119312521051655/d143459d6k.htm#rom112187_43)).

It is intended that, for U.S. federal income tax purposes, the Merger, together with the Second Merger, should 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 Navios Containers Common Units 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 U.S. federal income tax consequences of the Merger may depend on whether the Merger and Second Merger are consummated pursuant to an integrated plan of reorganization. The following discussion assumes that the Second Merger is consummated and the Merger and Second Merger are together treated as a "reorganization" under Section 368(a)(1)(A) of the Code

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

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 Navios Containers Common Units surrendered, and 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 Navios Containers Common Units surrendered.

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

Notwithstanding the above, although Navios Containers does not believe it is currently a "passive foreign investment company" within the meaning of Section 1297 of the Code for U.S. federal income tax purposes, if Navios Containers is now or previously was for any year a PFIC, the Merger may be taxable to U.S. Holders of Navios Containers Common Units who owned equity interests in Navios Containers while Navios Containers was a PFIC even if the Merger is treated as a reorganization. U.S. Holders of Navios Containers Common Units who believe they may have held equity interests of Navios Containers while it was a PFIC are urged to consult with their own tax advisors regarding the consequences to them of the Merger.

#### **Box 16**

The basis in each Navios Partners Common Unit received should generally be equal to the basis in the 2.564 Navios Containers Common Units stock exchanged for that share (1 Navios Containers Common Unit per 0.39 Navios Partners Common Units = 2.564 Navios Containers Common Units per Navios Partners Common Unit).

#### **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 Company shareholder that includes March 31, 2021 (e.g., 2021 for calendar year taxpayers).

