

# 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)              |                      |
| Nerdy Inc. (FKA TPG Pace Tech Opportunities Corp.)                                      |                            | 98-1499860   |                      |
| 3 Name of contact for additional information  | 4 Telephone No. of contact | 5 Email address of contact                                   |                      |
| Christopher Swenson   | (314)412-1227              | corporate@varsitytutors.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 |                      |
| 101 South Hanley Road, Suite 300  |                            | St. Louis, MO 63105  |                      |
| 8 Date of action  |                            | 9 Classification and description                             |                      |
| 09/20/2021  |                            | Stock and Warrants   |                      |
| 10 CUSIP number   | 11 Serial number(s)        | 12 Ticker symbol   | 13 Account number(s) |
| G8990Y111/G6865N103   |                            | NRDY/PACE.U/PACE/PACE WS                                     |                      |

## 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 ► On September 20, 2021, TPG Pace Tech Opportunities Corp. ("TPG Pace Tech") became a Delaware corporation named Nerdy Inc. (such transaction, the "Domestication"), the outstanding Class A ordinary shares and Class F ordinary shares of TPG Pace Tech were converted into corresponding shares of Class A common stock of Nerdy Inc. ("Class A Common Stock") and Class F common stock of Nerdy Inc., and the outstanding private placement warrants and public warrants to purchase Class A ordinary shares of TPG Pace Tech were converted into corresponding warrants to purchase Class A Common Stock ("Nerdy Inc. Warrants").

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 ► The adjusted tax basis of a share of Class A Common Stock or a Nerdy Inc. Warrant, as applicable received by a U.S. holder in the Domestication should be equal to the U.S. holder's adjusted tax basis in the share or warrant surrendered in exchange therefor, increased by any amount included in the income of such U.S. holder pursuant to section 1291(f) and/or section 367(b) of the Internal Revenue Code of 1986, as amended. U.S. holders of Class A Common Stock or Nerdy Inc. Warrants should consult with, and rely solely upon, their own tax advisor regarding the specific tax consequences to them of the Domestication.

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 #15 above.

**Part II** Organizational Action (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► Internal Revenue Code  
Sections 354, 358, 367, 368(a)(1)(F), 1291(f) are applicable.

**18** Can any resulting loss be recognized? ► No

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A

**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 ►

Print your name ►

Title ►

**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.