

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](#)

Blank lined area for listing Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ [See attachment](#)

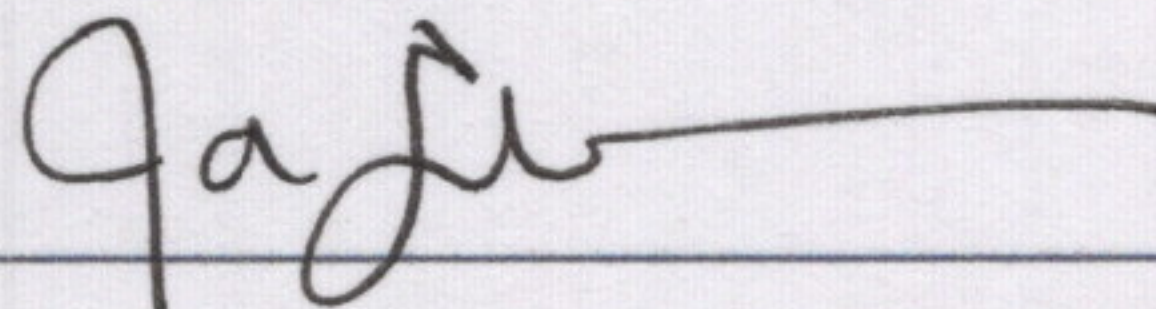
Blank lined area for providing information on loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attachment](#)

Blank lined area for providing other necessary information.

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 ▶  Date ▶ 10/04/2023
Print your name ▶ JAMIE LANCAON Title ▶ ASSISTANT SECRETARY

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.	

PDC Energy, Inc.
EIN: 95-2636730
Attachment to Form 8937

The information contained herein includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the satisfaction and discharge on August 24, 2023 (“**Satisfaction and Discharge**”) of 5.750% senior notes due 2026 (“**Notes**”) issued by PDC Energy, Inc. (“**PDC**”) on the tax basis of new notes deemed issued by PDC. 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 noteholders. Neither PDC nor any of its subsidiaries provides tax advice to the holders of its notes. The example provided below is for illustrative purposes only and is being provided pursuant to Section 6045B of the United States Internal Revenue Code of 1986, as amended (the “**Code**”) and as a convenience to holders and their tax advisors when establishing their specific tax positions. Holders are encouraged to consult their own tax advisors regarding the particular consequences of the Satisfaction and Discharge to them (including the applicability and effect of all U.S. federal, state and local tax laws and non-U.S. tax laws).

Further discussion of PDC’s satisfaction and discharge of the Notes can be found in Form 8-K dated August 24, 2023, as filed with the Securities and Exchange Commission and available at:
<https://www.sec.gov/ix?doc=/Archives/edgar/data/77877/000119312523220132/d528748d8k.htm>.

Form 8937, Part I, Box 9
Classification and description

5.750% senior notes due 2026 issued by PDC (CUSIP Number 69327RAJ0).

Form 8937, Part II, Box 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 August 24, 2023, PDC satisfied and discharged its 5.750% Senior Notes due 2026 issued under the indenture dated as of November 29, 2017 (as amended and supplemented, the “**Indenture**”) pursuant to the terms of the Indenture.

The U.S. federal income tax consequences of the Satisfaction and Discharge are unclear. PDC intends to treat the Satisfaction and Discharge as a “signification modification” of the Notes (within the meaning of the Code and applicable Treasury Regulations), resulting in a deemed satisfaction of the Notes and reissuance by PDC of new notes (“**New Notes**”) that are not “securities” for purposes of Section 368 of the Code in a taxable transaction for U.S. federal income tax purposes, and the contents of this Form 8937 assume that this treatment applies. If so treated, PDC does not expect the Satisfaction and Discharge to constitute an “organizational action that affects the basis” of a security within the meaning of Code Section 6045B and the U.S. Treasury Regulations issued thereunder. Accordingly, PDC is providing this form for informational purposes only.

Form 8937, Part II, Box 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.

PDC's satisfaction and discharge of the Notes on August 24, 2023 is a taxable exchange for U.S. federal income tax purposes.

A U.S. taxpayer that held the Notes when PDC satisfied and discharged the Notes recognized gain or loss equal to the difference, if any, between (i) the issue price of the New Notes immediately following the satisfaction and discharge and (ii) such U.S. taxpayer's adjusted tax basis in the Notes prior to the satisfaction and discharge.

A U.S. taxpayer that held the Notes as of the Satisfaction and Discharge has a tax basis in the New Notes following the Satisfaction and Discharge equal to the issue price of the New Notes as of that date.

Form 8937, Part II, Box 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.

Pursuant to U.S. Treasury Regulations § 1.1273-2(f)(1), PDC has determined that the Notes are "traded on an established market," and that the issue price of the New Notes within the meaning of U.S. Treasury Regulations § 1.1273-2(b) following the Satisfaction and Discharge is 99.6346% of its principal amount at maturity, plus the accrued interest on the Notes as of that date. The issue price has been published by PDC on Chevron Corporation's Investor Relations webpage.

Form 8937, Part II, Box 17

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

Sections 1273 and 1001 of the Code.

Form 8937, Part II, Box 18

Can any resulting loss be recognized?

Holders of the Notes may recognize loss for U.S. federal income tax purposes as a result of the Satisfaction and Discharge, to the extent a holder's adjusted tax basis in the Notes exchanged exceeds the amount realized in the exchange.

Form 8937, Part II, Box 19

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

The reportable tax year is the year that includes August 24, 2023.