

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)	
Ritchie Bros. Auctioneers Incorporated		98-0626225	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Darren Watt	(778)331-5500	dwatt@ritchiebros.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	
9500 Glenlyon Parkway		Burnaby, BC, Canada BC V5J 0C6	
8 Date of action		9 Classification and description	
March 20, 2023		Common stock	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
See attached.		IAA, RBA	

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 ► [See attached.](#)

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 ► [See attached.](#)

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 attached.](#)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► [See attached.](#)

18 Can any resulting loss be recognized? ► [See attached.](#)

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

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 ► March 24, 2023

Print your name ► **Darren Watt** Title ► **SVP & General Counsel**

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.	

Ritchie Bros. Auctioneers Incorporated
EIN: 98-0626225
Attachment to Form 8937
Date of Organizational Action: March 20, 2023

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. Each shareholder is advised to consult his or her tax advisor regarding the tax treatment of the transaction. Further discussion of the tax consequences of the mergers can be found in the Form S-4/A Registration Statement filed by Ritchie Bros. Auctioneers Incorporated with the Securities and Exchange Commission on February 8, 2023, under the heading “Certain U.S. Federal Income Tax Consequences of the Mergers.” (available at https://www.sec.gov/Archives/edgar/data/1046102/000114036123005334/ny20005846x4_s4a.htm) (the “**Form S-4**”)

Form 8937 Part I, Box 10:

CUSIP for RBA common stock is: 767744105

CUSIP for IAA common stock is: 449253103

Form 8937 Part I, Box 14:

On March 20, 2023, pursuant to the Agreement and Plan of Merger and Reorganization dated as of November 7, 2022, by and among Ritchie Bros. Auctioneers Incorporated, a company organized under the federal laws of Canada (“**RBA**”), Ritchie Bros. Holdings, Inc., a Washington corporation and a direct and indirect wholly owned subsidiary of RBA (“**US Holdings**”), Impala Merger Sub I, LLC, a Delaware limited liability company and a direct wholly owned subsidiary of US Holdings (“**Merger Sub 1**”), Impala Merger Sub II, LLC, a Delaware limited liability company and a direct wholly owned subsidiary of US Holdings (“**Merger Sub 2**”), and IAA, Inc., a Delaware corporation (“**IAA**”), Merger Sub 1 merged with and into IAA, with IAA surviving the merger (the “**First Merger**”) and IAA thereafter merged with and into Merger Sub 2, with Merger Sub 2 surviving such merger (the “**Second Merger**”, together with the First Merger, the “**Mergers**”).

At the effective time of the First Merger, each outstanding share of IAA common stock, par value \$0.01 per share was converted into the right to receive \$12.80 in cash and 0.5252 of a share of RBA common stock, without par value, provided that IAA stockholders will receive cash in lieu or any fractional RBA common stock to which they would otherwise be entitled.

Form 8937 Part I, Box 15:

As described in the Form S-4, the Mergers, taken together as an integrated transaction, are intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “**Code**”) and not to result in gain recognition to the shareholders of IAA pursuant to Section 367(a)(1) of the Code (other than any shareholder of IAA that would be a “five-percent transferee shareholder” of RBA within the meaning of

Treasury Regulations § 1.367(a)-3(c)(5)(ii) following the Mergers that does not enter into a valid gain recognition agreement in accordance with Treasury Regulations § 1.367(a)-8 and comply with that agreement and any other requirements of Treasury Regulations § 1.367(a)-8 for avoiding the recognition of gain (an “Excepted Shareholder”). No ruling from the Internal Revenue Service has been requested or is intended to be obtained as to the U.S. federal income tax consequences of the Mergers. Assuming the foregoing qualification and treatment:

- U.S. holders of IAA common stock that exchange their shares of IAA common stock for a combination of RBA common stock and cash in the Mergers will generally recognize gain (but would not be permitted to recognize loss) in an amount equal to the lesser of: (a) the amount of cash (excluding cash received in lieu of fractional RBA common shares, if any) received by such U.S. holder in the Mergers; and (b) the excess, if any, of (i) the sum of the amount of cash (excluding cash received in lieu of fractional RBA common shares, if any) plus the fair market value of the RBA common shares (including any fractional RBA common share deemed received) received by such U.S. holder in exchange for its shares of IAA common stock in the Mergers, over (ii) such U.S. holder’s tax basis in its shares of IAA common stock exchanged.
- The aggregate tax basis of the RBA common shares a U.S. holder receives in the Mergers (including any fractional RBA common share deemed received) will generally be the same as such U.S. holder’s aggregate tax basis in its shares of IAA common stock surrendered in exchange therefor, decreased by the amount of cash (excluding cash received in lieu of fractional shares, if any) such U.S. holder receives and increased by the amount of gain (excluding any gain recognized with respect to cash received in lieu of a fractional share), if any, such U.S. holder recognizes in the Mergers.
- U.S. holders of the common shares of IAA who receive cash in lieu of a fractional share of RBA common stock generally will be treated as having received such fractional share and then has having received cash in exchange for such fractional share. Gain or loss generally will be recognized based on the difference between the amount of cash received in lieu of the fractional share of common stock of RBA and the portion of the U.S. holder’s aggregate tax basis in the IAA common stock surrendered allocable to the fractional share.
- The tax consequences of the Mergers to a U.S. holder who is a “five-percent transferee shareholder” (within the meaning of U.S. Treasury Regulations Section 1.367(a)-3(c)(5)(ii)) of RBA will be as described above only if the U.S. holder files with the Internal Revenue Service a gain recognition agreement in the form provided in U.S. Treasury Regulations § 1.367(a)-8. Other considerations not described here may also apply to such a holder. Any such U.S. holders should consult their own tax advisors with respect to the decision to file a gain recognition agreement and the particular U.S. federal income tax consequences of the Mergers to them.

U.S. holders who held shares of IAA common stock with differing tax bases and/or holding periods, which generally occurs when blocks of shares are purchased at different times or at

different prices, should consult with their own tax advisors with respect to the particular U.S. federal income tax consequences of the Mergers to them.

Form 8937 Part I, Box 16:

See responses to Box 15, above.

Form 8937 Part II, Box 17:

The Mergers, taken together, are intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Code and not to result in gain recognition to the shareholders of IAA pursuant to Section 367(a)(1) of the Code (other than the Excepted Shareholders). The Agreement is intended to qualify as a “plan of reorganization” for purposes of Sections 354, 361 and 368 of the Code and within the meaning of Treasury Regulations Sections 1.368-2(g) and 1.368-3(a). The tax consequences of the Mergers to the shareholders of IAA are determined pursuant to Sections 354(a), 358(a), 368(a), 367(a) and 1001 of the Code.

Form 8937 Part II, Box 18:

The Mergers, taken together, are intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Code. If the Mergers are respected as a “reorganization” within the meaning of Section 368(a) of the Code, a U.S. holder of IAA common stock (other than an Excepted Shareholder) will not recognize any loss upon receipt of RBA common stock in the Mergers, except with respect to any cash received in lieu of a fractional share of RBA common stock. A U.S. holder of IAA common stock who receives cash in lieu of a fractional share of RBA common stock in the Mergers will be treated as having received such fractional share in the Mergers and then as having received cash in exchange for such fractional share, and may recognize loss as a result of such exchange.

Form 8937 Part II, Box 19:

The Mergers were consummated on March 20, 2023. Consequently, the reportable tax year is the tax year that includes the March 20, 2023 date.