



**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.

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**18** Can any resulting loss be recognized? ▶ See attachment.

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**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment.

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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 ▶ January 13, 2022  
Print your name ▶ Jay S. Buth Title ▶ Vice President, Controller and Chief Accounting Officer

<b>Paid Preparer Use Only</b>	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.

**EVERSOURCE ENERGY (04-2147929)**  
**ATTACHMENT - FORM 8937**  
**“REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES”**

**Form 8937, Part II, Line 14:**

On April 7, 2021, Aquarion Company (“Aquarion”), Aquarion Merger Company, LLC and New England Service Company (“NESC”) entered into an Agreement and Plan of Merger (the “Merger Agreement”) pursuant to which Aquarion acquired NESC. At the effective time, Aquarion Merger Company, LLC, a direct wholly owned subsidiary of Aquarion, merged with and into NESC, with NESC as the surviving corporation (the “Merger”). As a result of the Merger, the separate existence of Aquarion Merger Company, LLC ceased, and NESC continued as a direct wholly owned subsidiary of Aquarion. The Merger was effective on December 1, 2021.

Subject to terms and conditions of the Merger Agreement, Aquarion acquired NESC in a stock-for-stock exchange valued at approximately \$38.2 million. Each NESC stockholder is entitled to receive 0.51208 common shares of Eversource Energy (“Eversource”) for each share of NESC common stock. Aquarion is a direct wholly owned subsidiary of Eversource.

**Form 8937, Part II, Line 15:**

Eversource, Aquarion and NESC intend that, for U.S. federal income tax purposes, the merger will qualify as a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”). A U.S. Holder of NESC common stock generally will not recognize any gain or loss upon the receipt of Eversource common shares in the Merger, other than gain or loss recognized with respect to the receipt of cash in lieu of fractional shares, discussed below and in Line 18:

- Each U.S. Holder of NESC common stock generally will not recognize income, gain or loss upon exchanging its NESC common stock for Eversource common shares. The aggregate tax basis in the shares of Eversource common shares that a U.S. Holder receives pursuant to the Merger will equal its aggregate adjusted tax basis in the shares of the NESC common stock exchanged.
- For each U.S. Holder of NESC common stock, the holding period (for tax purposes) of the Eversource common shares that it receives pursuant to the Merger will include its holding period for the shares of the NESC common stock it exchanges.

If a U.S. holder of NESC common stock acquired different blocks of NESC common stock at different times or different prices, the foregoing rules generally will be applied separately with reference to each block of NESC common stock. In particular, in computing the amount of gain recognized, if any, a U.S. holder may not offset a loss realized on one block of shares against the gain realized on another block of shares.

Neither Aquarion nor NESC has sought or will seek a ruling from the IRS as to the U.S. federal income tax consequences of the Merger. Accordingly, this discussion neither binds the IRS nor precludes it from adopting a contrary position, and there can be no assurances that the IRS or a court would not disagree with or challenge any of the conclusions described herein.

If the Merger does not qualify as a reorganization within the meaning of Section 368(a) of the Code, a U.S. holder of NESC common stock whose shares are exchanged in the Merger for Eversource common shares would generally recognize capital gain or loss in an amount equal to the difference between the fair market value of Eversource common shares received by the U.S. holder in the exchange and the U.S. holder's tax basis in its shares of NESC common stock surrendered, and the U.S. holder's holding period of the shares of Eversource common shares received in the Merger will begin on the day after the date of the Merger.

Each U.S. shareholder should consult with his, her, or its own tax advisor regarding the U.S. federal income tax consequence of the Merger in light of such person's particular circumstances.

**Form 8937, Part II, Line 16:**

See Line 15 for a general description of the U.S. federal income tax consequences of the Merger for a U.S. shareholder, including the determination of such shareholder's basis in any Eversource common shares received.

Because less than one Eversource common share is received by NESC shareholders in exchange for more than one share of NESC, the U.S. shareholder's adjusted tax bases in a NESC share must be allocated to Eversource common shares received in a manner that reflects, to the greatest extent possible, the basis in the NESC shares that were acquired on the same date and at the same price. To the extent it is not possible to allocate the adjusted tax basis in this manner, the adjusted tax basis of the NESC shares surrendered must be allocated to the Eversource common shares in a manner that minimizes the disparity in the holding periods of the NESC share whose basis is allocated to any particular Eversource common share received.

U.S. federal income tax laws do not specify how to determine fair market value. One approach is to take the average of the high and low trading price of Eversource common shares on the New York Stock Exchange on December 1, 2021, the Effective Date of the Merger, which is \$83.25. However, other approaches may be reasonable. Eversource is not taking a position as to the fair market value of the Eversource common shares on its Form 8937, and a stockholder should consult its own tax advisors as to the fair market value of Eversource common shares received in the Merger.

**Form 8937, Part II, Line 17:**

The Merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Code. In general, the income tax consequences to the U.S. shareholders are determined under Sections 354, 356, 358, 368, and 1001 of the Code.

**Form 8937, Part II, Line 18:**

As described in the response to Line 15, if the Merger is respected as a “reorganization” within the meaning of Section 368(a) of the Code, a U.S. shareholder of NESC common stock will not recognize any gain or loss in the Merger except with respect to cash received in lieu of fractional shares (described below).

A U.S. Holder that receives cash in lieu of a fractional share of Eversource common shares generally will be treated as having received such fractional share in the Merger and then as having sold such fractional share for cash. Such U.S. Holder generally will recognize gain or loss equal to the difference between the amount of cash received in lieu of the fractional share of Eversource common shares and the tax basis allocated to such fractional share of Eversource common shares. Such gain or loss generally will be capital gain or loss, and long-term capital gain or loss if the holding period for such fractional share (including the holding period of the NESC common stock surrendered therefor) is more than one year as of the closing date of the merger.

**Form 8937, Part II, Line 19:**

The Merger, as defined in Line 14, occurred on December 1, 2021. In the case of NESC stockholders who are calendar year taxpayers, the reportable tax year is 2021.

This information is being provided pursuant to the requirements of Section 6045B of the Code, and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Merger. It does not constitute tax advice and does not purport to be complete or to describe the tax consequences that may apply to particular persons or categories of shareholders. Holders of NESC common stock are encouraged to consult their tax advisors regarding the consequences of the Merger to them (including the applicability and effect of all federal, state, local and non-U.S. laws) and should read the joint Eversource/NESC proxy statement/prospectus, dated June 25, 2021 (the “Prospectus”), included as part of the Registration Statement on Form S-4 for Eversource Energy as filed with the Securities and Exchange Commission, noting the discussion under the caption “Material U.S. Federal Income Tax Consequences.” The information provided here remains subject to the Prospectus in all respects. The Prospectus may be accessed at [www.sec.gov](http://www.sec.gov).

None of the statements on this Form 8937 is intended to be tax advice, which should be obtained from your tax advisor.