

Form **8937**

(December 2017)

Department of the Treasury
Internal Revenue Service

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)	
Fossil Group, Inc.		75-2018505	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Randy S. Hyne	(972) 234-2525	warrants@fossil.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	
901 S. Central Expressway		Richardson, TX 75080	
8 Date of action		9 Classification and description	
August 13, 2025		Exchange of Common Stock for Warrants	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
See attachment	N/A	See attachment	N/A

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 attachment](#)

- 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 attachment

- 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 attachment

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

- 18** Can any resulting loss be recognized? ► See attachment

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

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. DocuSigned by:				
	Signature ►	 CA2AE642035C48B...	Date ►	December 23, 2025	
Print your name ► Patrick Turner		Title ► VP Tax			
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.	

Fossil Group, Inc.

Attachment to Form 8937, Report of Organizational Action Affecting Basis of Securities

The information in this document is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “**Code**”) and includes a general summary regarding the application of certain U.S. federal income tax law and regulations relating to the Exchange (as defined below). The information contained in this document does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular Exchanging Stockholders (as defined below). Exchanging Stockholders should consult their own tax advisors regarding the particular tax consequences of the Exchange to them, including the applicability and effect of all U.S. federal, state, and local and non-U.S. tax laws.

Form 8937, Part I, Box 10 and 12

CUSIP Number

Instrument	CUSIP	Ticker
Common Stock of Fossil Group, Inc.	34988V106	FOSL
Exchange Warrants	N/A	N/A

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 13, 2025, Fossil Group, Inc. (the “**Company**”) entered into a securities exchange agreement with certain institutional stockholders (the “**Exchanging Stockholders**”), pursuant to which the Company agreed to exchange an aggregate of 2,500,000 shares of the Company’s common stock, par value \$0.01 per share (the “**Surrendered Shares**”), owned by the Exchanging Stockholders for pre-funded warrants (the “**Exchange Warrants**”) to purchase an aggregate of 2,500,000 shares of common stock (subject to adjustment in the event of stock splits, recapitalizations and other similar events affecting common stock), with an exercise price of \$0.01 per share (the “**Exchange**”). The Exchange Warrants will not expire prior to exercise. The Company also agreed to pay the Exchanging Stockholders an amount of \$0.01 per share for the Surrendered Shares (the “**Cash Payment**”).

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.

We intend to take the position for U.S. federal income tax purposes that the Exchange Warrants are treated as stock and, accordingly, that the Exchange constitutes a “recapitalization” within the meaning of Section 368(a)(1)(E) of the Code.

An Exchanging Stockholder's aggregate basis in the Exchange Warrants will be equal to the Exchanging Stockholder's aggregate basis in the Surrendered Shares, decreased by the amount of the Cash Payment received, and increased by the amount of gain recognized in the Exchange.

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.

The basis in a holder's Exchange Warrants is calculated in the manner described above in Box 15.

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 354, 358, and 368 of the Code.

Form 8937, Part II, Box 18

Can any resulting loss be recognized?

No loss would be recognized for U.S. federal income tax purposes.

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 2025 with respect to calendar-year taxpayers.