Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-0123

Part I Reporting Issuer

1 Issuer's name INVACARE CORPORATION		2 Issuer's employer identification number (EIN) 95-2680965
3 Name of contact for additional information STEVEN BACHIE	4 Telephone No. of contact 440-329-6886	5 Email address of contact SBACHIE@INVACARE.COM
6 Number and street (or P.O. box if mail is not delivered to street address) of contact ONE INVACARE WAY		7 City, town, or post office, state, and ZIP code of contact ELYRIA, OHIO 44035
8 Date of action OCTOBER 3, 2022	9 Classification and description EXCHANGE OF NOTES (SEE ATTACHMENT)	

10 CUSIP number SEE ATTACHMENT	11 Serial number(s)	12 Ticker symbol SEE ATTACHMENT	13 Account number(s)

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.

Signature ▶ Steven L. Bachie Date ▶ 17 NOV 2022

Print your name ▶ STEVEN L. BACHIE Title ▶ VP, TAX

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.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Invacare Corporation

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

The information in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties under the Internal Revenue Code of 1986, as amended (the "**Code**"). Holders of the notes described below should consult their own tax advisors regarding the particular tax consequences of the Exchange (as defined below) 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, Line 10

Classification and Description (Box 9)	CUSIP Number (Box 10)	Ticker Symbol (Box 12)
4.25% Convertible Senior Notes due 2026	461203AQ4	N/A
5.68% Convertible Senior Secured Notes due 2026, Tranche I	461203AR2	N/A
5.68% Convertible Senior Secured Notes due 2026, Tranche II	461203AR2	N/A

Form 8937, Part II, Line 14

On October 3, 2022 (the "**Exchange Date**") Invacare Corporation (the "**Issuer**") consummated additional closings (the "**Additional Closings**") under the exchange agreements, each dated as of July 26, 2022 and exchanged $13,825,000 in aggregate principal amount of 4.25% Convertible Senior Notes due 2026 (the "**2026 Notes**") for (i) $5,186,000 in aggregate principal amount of additional Tranche I Notes, issued pursuant to that certain indenture, dated as of July 26, 2022 (the "**Tranche I Notes**"), (ii) $5,183,000 in aggregate principal amount of additional Tranche II Notes, issued pursuant to that certain indenture, dated as of July 26, 2022 (the "**Tranche II Notes**") (together with the Tranche 1 Notes the "**Exchange Consideration**"), and (iii) accrued but unpaid interest on the 2026 Notes up to, but excluding, the Exchange date ("**Exchange**")

The Issuer has determined that the Exchange constitutes a "significant modification" of the 2026 Notes within the meaning of Treasury Regulation § 1.1001-3(e), resulting in a deemed exchange of the 2026 Notes for the Exchange Consideration for U.S. federal income tax purposes.

Form 8937, Part II, Line 15

The exchange of the 2026 Notes for the Exchange Consideration should qualify as a Recapitalization if each of the 2026 Notes, Tranche I and Tranche II Notes constitute "securities" of the Issuer for U.S. federal income tax purposes. The term "security" is not defined in the Code

or in the Treasury Regulations issued thereunder and, as applied to debt obligations, the meaning of the term "security" is unclear.

If the Exchange qualifies as a recapitalization for U.S. federal income tax purposes, a holder's aggregate tax basis in the Tranche I and Tranche II Notes received in the exchange generally should equal such holder's aggregate adjusted tax basis in its 2026 Notes immediately before the exchange (excluding accrued but unpaid interest).

If the Exchange does not qualify as a recapitalization for U.S. federal income tax purposes, such Exchange would be a taxable transaction for U.S. federal income tax purposes. In that case, a holder's aggregate tax basis in the Tranche I and Tranche II Notes received in such Exchange generally would equal the issue price of the Tranche I and Tranche II Notes.

Holders of the 2026 Notes should consult their own tax advisors regarding the possible classification of the 2026 Notes and Tranche I and Tranche II Notes as securities and the tax consequences of each Exchange to them.

Form 8937, Part II, Line 16

The basis in a holder's Tranche I and Tranche II Notes received in the Exchange is calculated in the manner described above in Line 15.

Issuer has determined that, as of the Exchange Date, the Tranche I and Tranche II Notes and the 2026 Notes were not "traded on an established market" within the meaning of Treasury Regulation § 1.1273-2(f), because the outstanding principal amount of the Tranche I and Tranche II Notes and the 2026 Notes was less than $100 million. Therefore, the issue price of the Tranche I and Tranche II Notes is determined by reference to Section 1273(b)(4). Because all of the payments due on the instruments (with the exception of the principal payment due at maturity) should constitute qualified stated interest (within the meaning of Treasury Regulation § 1.1273-1(c)(1)), the issue price of each of the Tranche I and Tranche II notes should equal its stated principal amount.

Holders of the 2026 Notes should consult their own tax advisors to determine the tax consequences of the Exchange to them.

Form 8937, Part II, Line 17

Sections 354, 356, 358, 368, 1001, and 1012 of the Code.

Form 8937, Part II, Line 18

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

Form 8937, Part II, Line 19

The reportable tax year is 2022 with respect to calendar year taxpayers.