

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
IRC SECTIONS 301(c) AND 316(a).

Multiple horizontal lines for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ NO

Multiple horizontal lines for providing additional information regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A

Multiple horizontal lines for providing other necessary information for the adjustment.

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 preparator (other than officer) is based on all information of which preparator has any knowledge.

Sign Here

Signature ▶ *Paul Marlow* Date ▶ 5/11/18

Print your name ▶ PAUL MARLOW 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 ▶		Phone no.	
Firm's address ▶				

Sanchez Energy Corporation
Attachment to Form 8937
Report of Organizational Actions Affecting Basis of Securities

Disclaimer: The information contained in Form 8937 and this attachment does not constitute tax advice and does not purport to take into account any shareholder's or note holder's specific circumstances. Shareholders and note holders are urged to consult their own tax advisors regarding U.S. tax consequences of the transaction described herein and the impact to tax basis resulting from the transaction.

Sanchez Energy Corporation
Attachment to Form 8937
Report of Organizational Actions Affecting Basis of Securities

Form 8937, Part II, Line 14

Sanchez Energy Corporation ("The Company") paid a dividend for each outstanding share of series A & B convertible perpetual preferred stock based on the following dates below. The Company elected to pay 100% of the dividends on the series A & B convertible perpetual preferred stock in cash.

<u>Preferred Stock</u>	<u>Amount</u>	<u>Date of Record</u>	<u>Date of Payment</u>
4.875% Series A	\$0.609375/share	Mar. 15, 2016	Apr. 1, 2016
6.500% Series B	\$0.812500/share	Mar. 15, 2016	Apr. 1, 2016