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 **Cardlytics, Inc.**			**2 Issuer's employer identification number (EIN)** **26-3039436**
3 Name of contact for additional information **David Evans**	**4** Telephone No. of contact **(888) 798-5802**		**5** Email address of contact **david.evans@cardlytics.com**
6 Number and street (or P.O. box if mail is not delivered to street address) of contact **675 Ponce de Leon Avenue NE, Suite 4100**			**7** City, town, or post office, state, and ZIP code of contact **Atlanta, Georgia, 30308**
8 Date of action **June 5, 2026**	**9** Classification and description **Common Stock 1 for 10 reverse stock split**		
10 CUSIP number **14161W303**	**11** Serial number(s)	**12** Ticker symbol **CDLX**	**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 ► On June 3, 2026, Cardlytics, Inc. filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation with the Secretary of State of Delaware to (a) effect a one-for-ten reverse stock split of its outstanding common stock and (b) effect a corresponding reduction in the number of authorized shares of common stock from 100,000,000 shares to 10,000,000 shares. The amendment was effective at 5:00 p.m. Eastern Time on June 5, 2026. A series of alternate amendments to effect a reverse stock split and a concurrent corresponding reduction in the number of authorized shares of common stock were approved by the Company's stockholders at the Annual Meeting of Stockholders on May 20, 2026, and the specific one-for-ten reverse stock split and corresponding reduction in the number of authorized shares of common stock to 10,000,000 were subsequently approved by the Company's Board of Directors on May 20, 2026. At the effective time of the amendment, every ten shares of the Company's issued and outstanding common stock automatically combined into one issued and outstanding share of common stock, without any change in the par value per share, and the number of authorized shares of common stock was reduced to 10,000,000 shares. See Addendum 1 for further information.

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 ► Shareholders are required to allocate their aggregate tax basis in the existing common stock held immediately prior to the reverse stock split among the shares of common stock held immediately after the reverse stock split. Shareholders who receive cash in lieu of fractional shares of the new common stock will be treated as having received such fractional shares in the stock split and then having sold such fractional shares for cash in the open market. Shareholders who acquired their shares of the Company common stock on different dates and at different prices should consult their own tax advisors regarding the allocation of the tax basis of such shares.

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 answer to Item 15 above, calculated pursuant to the applicable code sections outlined below.

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► Tax treatment is based upon Sections 368(a), 354(a), 358(a) and 1001 of the Internal Revenue Code of 1986.

18 Can any resulting loss be recognized? ► Except to the extent of cash received in lieu of fractional shares, shareholders will generally not recognize gain or loss as a result of the reverse stock split. In general, if a shareholder receives cash in lieu of fractional shares, the shareholder will recognize capital gain or loss based on the difference between the amount of cash received and the shareholder's adjusted tax basis in the fractional shares. Shareholders should consult their own tax advisor with respect to the tax consequences resulting from the reverse stock split.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The transaction will be reported during the Company's tax year ending December 31, 2026.

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 ► /s/ David Evans Date ► July 20, 2026

Print your name ► David Evans Title ► Chief Financial Officer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PIN
	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

Addendum I

As a result of the reverse stock split, proportionate adjustments were made (i) in accordance with the terms of the related indenture, to the conversion rate of the Company's outstanding 4.25% Convertible Senior Notes due 2029, (ii) to the per share exercise price and the number of shares issuable upon the exercise or vesting of all stock options outstanding at the effective time of the Amendment, resulting in a proportional decrease in the number of shares of the Company's common stock reserved for issuance upon exercise of such stock options, and a proportional increase in the exercise price of all such stock options, and (iii) to the number of shares issuable upon the vesting of all restricted stock units outstanding at the effective time of the Amendment, resulting in a proportional decrease in the number of shares of the Company's common stock reserved for issuance upon the vesting of such restricted stock units. In addition, the number of shares reserved for issuance under the Company's 2025 Equity Incentive Plan, 2018 Employee Stock Purchase Plan and 2022 Inducement Plan immediately prior to the effective time of the Amendment were reduced proportionately.

No fractional shares were issued as a result of the reverse stock split. Stockholders of record who would otherwise have been entitled to receive a fractional share received cash payment in lieu thereof. The reverse stock split affected all stockholders proportionately and did not affect any stockholder's percentage ownership of the Company's common stock (except to the extent that the reverse stock split resulted in any stockholder owning only a fractional share).

The Company's common stock began trading on The Nasdaq Global Market on a split-adjusted basis when the market opened on June 8, 2026. The new CUSIP number for the Company's common stock following the reverse stock split is 14161W303.