

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)	
ServiceNow, Inc.		20-2056195	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
ServiceNow, Inc.- Investor Relations	(408) 501-8550	ir@servicenow.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	
2250 Lawson Ln		Santa Clara, CA 95054	
8 Date of action		9 Classification and description	
December 15, 2025		Common stock	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
81762P102	N/A	NOW	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 attached](#)

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 attached](#)

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 attached](#)

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 attached](#)

18

Can any resulting loss be recognized? ▶ [See attached](#)


19

Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attached](#)

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.

Signed by:

Signature ▶ 

Date ▶ January 15, 2026 | 09:29:20 PST

Print your name ▶ Elisabeth Loew

Title ▶ Global Vice President, Tax

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.			

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

Line 14

- On December 15, 2025, pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of March 9, 2025, by and among ServiceNow, Inc., a Delaware corporation (“ServiceNow”), Mavericks Merger Sub, Inc., a Delaware corporation and a direct, wholly-owned subsidiary of ServiceNow (“Merger Sub I”), Mavericks Merger Sub, LLC, a Delaware limited liability company and a direct, wholly-owned subsidiary of ServiceNow (“Merger Sub II”), and Moveworks, Inc., a Delaware corporation (“Moveworks”), Merger Sub I merged with and into Moveworks, with Moveworks surviving the merger as a wholly-owned subsidiary of ServiceNow (the “First Merger”), and as part of the same overall transaction, immediately following the First Merger, Moveworks merged with and into Merger Sub II with Merger Sub II surviving the merger as a wholly-owned subsidiary of ServiceNow (the “Second Merger,” and together with the First Merger, the “Mergers”).
- In this document, the effective time of the First Merger, which occurred on December 15, 2025, is referred to as the “Effective Time.” The consummation of the Mergers is referred to as the “Closing.”

Line 15

- At the Effective Time, each share of (i) Moveworks Common Stock, which includes the Moveworks Class F Stock which was converted into shares of Moveworks Common Stock immediately prior to the Effective Time (“Moveworks Common Stock”), (ii) Series Seed Preferred Stock, (iii) Series A Preferred Stock, (iv) Series B Preferred Stock, (v) Series C Preferred Stock, (vi) Series C-1 Preferred Stock (together with the stock described in clauses (ii) to (v), the “Preferred Stock,” and the Preferred Stock, together with the Moveworks Common Stock, the “Moveworks Capital Stock”) issued and outstanding immediately prior to the Effective Time (other than any dissenting shares and any shares held by ServiceNow, Moveworks or their respective subsidiaries) was converted automatically into the right to receive:
 - based on the election made by the holder of such Moveworks Capital Stock, either (i) cash consideration of \$9.61 per share of Moveworks Capital Stock (the “Per Share Amount”), (ii) approximately 0.01120 shares of ServiceNow Common Stock per share of Moveworks Capital Stock, or (iii) a mix of cash and ServiceNow Common Stock with a value equal to the Per Share Amount, in each case, subject to various restrictions and limitations as detailed in the Merger Agreement; and
 - as further described below, the right to receive a pro rata portion of (A) the additional consideration, if any, payable to the former Moveworks securityholders in respect of any post-Closing purchase price adjustment, and (B) the amount, if any, released to the former Moveworks securityholders by the appointed seller agent after payment of expenses from the Expense Fund (as defined below).
- At the Closing, \$15,000,000 in cash was withheld from consideration otherwise payable to each holder of Moveworks Capital Stock to be used as necessary to the extent the final determination of net working capital, cash, indebtedness, transaction expenses and certain other items as set forth in the Merger Agreement in the aggregate was less than the estimate of such items in the aggregate. Any remaining amounts after such determination are payable to the securityholders of Moveworks pro rata.
- At the Closing, \$250,000 in cash (the “Expense Fund”) was deposited with the seller agent to be used to pay expenses incurred by the seller agent in its capacity as such. After payment of such expenses, any remaining cash in the Expense Fund will be delivered ServiceNow for further

distribution to the former Moveworks securityholders. The Expense Fund should be treated as received by the former Moveworks securityholders at Closing and voluntarily set aside.

- No fractional shares of ServiceNow Common Stock were or will be issued:
 - (i) the shares of Moveworks Common Stock and the shares of Moveworks Common Stock issuable upon the conversion of all shares of Moveworks Preferred Stock will each be aggregated on a holder-by-holder basis and rounded to the nearest whole share of ServiceNow Common Stock;
 - (ii) the shares of Moveworks Common Stock underlying any Vested RSUs will be aggregated on an award-by-award basis and rounded to the nearest whole share of ServiceNow Common Stock;
 - (iii) the shares of Moveworks Common Stock underlying any Vested Options will be aggregated on an award-by-award basis and rounded down to the nearest whole share of ServiceNow Common Stock, with any fractional shares being paid out in cash; and
 - (iv) the shares of Moveworks Common Stock underlying any Common Stock Warrants and any Preferred Stock Warrants will be aggregated on a warrant-by-warrant basis and rounded to the nearest whole share of ServiceNow Common Stock;
 in each case, as determined pursuant to the Merger Agreement.

Line 16

- The Mergers were intended to qualify as a tax-free reorganization pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”), for U.S. federal income tax purposes. Assuming the Mergers so qualified, a U.S. Holder’s (with the term “U.S. Holder” having the meaning set forth for such term in ServiceNow’s Form S-4 filing (File No. 333-286708), effective as of May 20, 2025, with the US Securities and Exchange Commission) aggregate tax basis in the ServiceNow Common Stock received in the Mergers generally equals (i) the basis the U.S. Holder had in their shares of Moveworks Capital Stock surrendered in the First Merger exchanged for such ServiceNow Common Stock, (ii) decreased by the amount of cash consideration received (which includes for this purpose a pro rata portion of the cash placed in the Expense Fund and excludes any cash received post-closing to the extent treated as interest for tax purposes), and (iii) increased by any gain recognized on the exchange. If a U.S. Holder acquired different blocks of Moveworks Capital Stock at different times or at different prices, such U.S. Holder’s basis will generally be determined separately with respect to each block of Moveworks Capital Stock.
- U.S. federal income tax laws do not specify how to determine the fair market value of the ServiceNow Common Stock received for this purpose. One approach is to take the closing price for such a share on the NYSE on December 12, 2025, the last trading day prior to the Effective Time, which was \$823.06. However, other approaches may be reasonable.

Line 17

- The Mergers are intended to qualify as a reorganization within the meaning of Section 368(a) of the Code. In general, the income tax consequences to the former holders of Moveworks Capital Stock are determined under Sections 354, 356, and 358 of the Code.

Line 18

- A U.S. Holder will generally not recognize loss on the exchange of their Moveworks Capital Stock in the Mergers for ServiceNow Common Stock and cash. ServiceNow does not provide tax advice to its shareholders. All ServiceNow shareholders are encouraged to consult their own tax advisors

regarding particular consequences of The Mergers to them, including the applicability and effect of all U.S. federal, state, local and non-U.S. tax laws, in light of their individual circumstances.

Line 19

- The Mergers occurred on December 15, 2025. For a former holder of Moveworks Capital Stock whose taxable year is the calendar year, the reportable tax year is 2025.