

# Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

## Part I Reporting Issuer

1 Issuer's name <b>The Howard Hughes Corporation</b>		2 Issuer's employer identification number (EIN) <b>36-4673192</b>	
3 Name of contact for additional information <b>Eric Holcomb</b>	4 Telephone No. of contact <b>(281) 475-2144</b>	5 Email address of contact <b>Eric.Holcomb@howardhughes.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>9950 Woodloch Forest Drive, Suite 1100</b>		7 City, town, or post office, state, and ZIP code of contact <b>The Woodlands, TX 77380</b>	
8 Date of action <b>August 11, 2023</b>	9 Classification and description <b>Holding Company Reorganization</b>		
10 CUSIP number <b>44267D107, 44267T102</b>	11 Serial number(s)	12 Ticker symbol <b>HHC, HHH</b>	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 August 11, 2023, The Howard Hughes Corporation ("HHC") implemented a holding company reorganization, which resulted in Howard Hughes Holdings Inc. ("HHH") becoming the direct parent of HHC and replacing HHC as the public company trading on the New York Stock Exchange. In the reorganization, a newly formed subsidiary of HHH merged with HHC with HHC surviving as a direct, wholly owned subsidiary of HHH (the "Merger"). In the Merger, each outstanding share of HHC common stock was automatically converted into one share of HHH common stock having the same designation, rights, powers and preferences, and qualifications, limitations, and restrictions as a share of HHC common stock immediately prior to the Merger. Accordingly, upon consummation of the Merger, HHC stockholders automatically became stockholders of HHH, on a one-for-one basis, with the same number and ownership percentage of shares of the same class in HHH as they held in HHC immediately prior to the effective time of the Merger.**

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 ▶ **The basis of each share of HHH common stock received in the Merger by each former shareholder of HHC will be the same as the shareholder's basis in the share of HHC common stock that was exchanged therefor.**

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 ▶ **There was no change in basis.**

**Part II** Organizational Action *(continued)*

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ \_\_\_\_\_  
**Sections 351 and 358(a)(1).**

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**18** Can any resulting loss be recognized? ▶ **No.**

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**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **The reportable year is the tax year of the holder that includes August 11, 2023.**

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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.

**Sign Here**  
Signature ▶  Date ▶ **September 22, 2023**

Print your name ▶ **Carlos Olea** Title ▶ **Chief Financial Officer**

<b>Paid Preparer Use Only</b>	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.			