

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name  COUSINS PROPERTIES INCORPORATED		2 Issuer's employer identification number (EIN)  58-0869052	
3 Name of contact for additional information  RONI IMBEAUX	4 Telephone No. of contact  (404) 407-1000	5 Email address of contact  RIMBEAUX@COUSINS.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  3344 PEACHTREE ROAD NE, SUITE 1800		7 City, town, or post office, state, and ZIP code of contact  ATLANTA, GA 30326	
8 Date of action  JUNE 14, 2019		9 Classification and description  COMMON STOCK REVERSE STOCK SPLIT	
10 CUSIP number  222795106	11 Serial number(s)	12 Ticker symbol  CUZ	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 14, 2019, COUSINS PROPERTIES INCORPORATED COMPLETED A 4 TO 1 REVERSE STOCK SPLIT. CASH WAS PAID IN LIEU OF THE ISSUANCE OF FRACTIONAL SHARES. THE AMOUNT OF CASH PAID FOR FRACTIONAL SHARES WAS BASED UPON A \$38.44 PER SHARE VALUE.

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 ▶ THE ADJUSTED BASIS MUST BE ALLOCATED TO THE NEW SHARES (OR ALLOCABLE PORTIONS THEREOF) RECEIVED IN A MANNER THAT REFLECTS, TO THE GREATEST EXTENT POSSIBLE, THE BASIS IN OLD SHARES THAT WERE ACQUIRED ON THE SAME DATE AND AT THE SAME PRICE. TO THE EXTENT IT IS NOT POSSIBLE TO ALLOCATE THE AGGREGATE BASIS IN THIS MANNER, THE AGGREGATE BASIS OF THE OLD SHARES SURRENDERED MUST BE ALLOCATED TO THE NEW SHARES (OR ALLOCABLE PORTIONS THEREOF) RECEIVED IN A MANNER THAT MINIMIZES THE DISPARITY IN THE HOLDING PERIODS OF THE OLD SHARES WHOSE BASIS IS ALLOCATED TO ANY PARTICULAR NEW SHARE RECEIVED. THIS MAY CAUSE A NEW SHARE TO HAVE A SPLIT BASIS AND SPLIT HOLDING PERIOD.

**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 SECTION 301(c), 302, 356, 358, AND 368(a)

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18 Can any resulting loss be recognized? ▶ NO LOSS CAN BE RECOGNIZED UPON THE REVERSE STOCK SPLIT OF COUSINS PROPERTIES INCORPORATED COMMON STOCK. IF A TAXABLE LOSS IS CALCULATED ON THE DEEMED SALE OF THE FRACTIONAL SHARE OF COUSINS PROPERTIES INCORPORATED COMMON STOCK DEEMED TO HAVE BEEN RECEIVED IN THE EXCHANGE, THIS LOSS CAN BE RECOGNIZED.

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE ADJUSTMENT TO BASIS WOULD BE TAKEN INTO ACCOUNT IN THE TAX YEAR OF THE SHAREHOLDERS DURING WHICH THE REVERSE STOCK SPLIT WAS EFFECTIVE (E.G. 2019 FOR CALENDAR YEAR TAXPAYERS).

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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 ▶ *Kristin Myers* Date ▶ 7/23/19

Print your name ▶ KRISTIN MYERS Title ▶ SVP - TAX

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	MICHAEL FARIS	<i>Michael Faris</i>	Jul 18, 2019		P00877033
	Firm's name ▶ DELOITTE TAX LLP	Firm's address ▶ 191 PEACHTREE STREET, STE 2000, ATLANTA, GA 30303-1924		Firm's EIN ▶ 86-1065772	Phone no. 404-220-2000

**Cousins Properties Incorporated**  
**58-0869052**

**Attachment to Form 8937**

**REPORTS OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES**

**Form 8937 Part II, Box 15:**

The reverse stock split of Cousins Properties Incorporated (“CUZ”) qualified as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code, as amended. As a result, and with the exception of the fractional shares redeemed for cash discussed below, no gain or loss is expected to be recognized by the CUZ shareholders on the exchange of their old CUZ common shares for new CUZ common shares.

In general, each CUZ shareholder’s aggregate basis in the new CUZ common shares received in the reverse stock split, which for this purpose includes both the actual shares received as well as the fractional shares that are deemed received, is equal to the aggregate basis of the old CUZ shares surrendered in the reverse stock split (the “Adjusted Basis”).

A holder that received cash in lieu of a fractional share of CUZ common stock will be treated as having received such fractional share and then having received such cash in redemption of the fractional share. Such gain or loss will be recognized based on the difference between the amount of cash received and the portion of the holder’s Adjusted Basis of the shares of CUZ exchanged pursuant to the merger which is allocable to such fractional share.