

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 368 (A)

IRC SECTION 354

IRC SECTION 356

IRC SECTION 358

IRC SECTION 1221

IRC SECTION 1362

18 Can any resulting loss be recognized? ▶ SEE ATTACHMENT

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE REPORTABLE TAX YEAR IS DECEMBER 31, 2017.

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 ▶ Bob Fehlman Date ▶ 6/22/17

Print your name ▶ BOB FEHLMAN Title ▶ SEVP, CFO, & TREASURER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
ROBERT PARKER, CPA	<u>[Signature]</u>	06/22/2017		P00868782
Firm's name ▶	Firm's EIN ▶		Firm's address ▶	
CROWE HORWATH LLP	35-0921680		720 COOL SPRINGS BLVD, STE 600, FRANKLIN, TN 37067	
Firm's address ▶	Phone no.			
720 COOL SPRINGS BLVD, STE 600, FRANKLIN, TN 37067	615-360-5500			

Attachment to Form 8937
Report of Organizational Actions Affecting Basis of Securities
Simmons First National Corporation
FEIN: 71-0407808

Part II, Line 14

Simmons First National Corporation (SFNC) acquired Hardeman County Investment Company, Inc. (Hardeman) through a merger transaction and Hardeman simultaneously merged into SFNC effective May 15, 2017. The merger qualified as a tax-free reorganization under Section 368 of the Internal Revenue Code. Hardeman's final S Corporation year ended on date of merger.

Part II, Line 15

Pursuant to the agreement and Plan of Merger, each share of Hardeman common stock was exchanged for 4.8393 shares of SFNC common stock and \$181.4761 in cash plus cash in lieu of fractional shares. In total, 799,970 shares of SFNC stock was issued with a value of \$42,638,401 along with \$30,001,047.33 of cash (including cash in lieu of fractional shares).

The merger qualified as a tax-free reorganization under Section 368 of the Internal Revenue Code. As such, the federal income tax consequences to former Hardeman shareholders are determined under Code Sections 354, 356, 358 and 1221. A Hardeman shareholder who receives cash and SFNC shares generally will recognize gain (but not loss) in the amount equal to the lesser of: (i) the amount by which the sum of the fair market value of the SFNC shares and cash received by the Hardeman shareholder exceeds shareholder's adjusted tax basis in the Hardeman shares; and (ii) the amount of cash received by such shareholder. Each Hardeman shareholder's total tax basis in SFNC common stock should equal such shareholder's total tax basis in the Hardeman stock surrendered in the merger transaction, decreased by the amount of cash received and increased by the amount of gain recognized in the transaction.

Part II, Line 16

The acquisition of Hardeman by SFNC on May 15, 2017, qualified as a reorganization within the meaning of Section 368(A) of the Internal Revenue Code. Therefore, the federal income tax consequences to the Hardeman shareholders are determined under Code Sections 354, 356, 358 and 1221. Former Hardeman shareholders will maintain their historical aggregate tax basis in their newly issued SFNC shares, decreased by the amount of cash received and increased by the amount of gain recognized in the transaction.

Part II, Line 18

Hardeman shareholders will not recognize any loss for U.S. federal income tax purposes on the receipt of SFNC shares and cash. A Hardeman shareholder may recognize a gain, but not loss, equal to the lesser of the total gain realized or the amount of cash received.