Form **8937**(December 2017)
Department of the Treasury

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions

OMB No. 1545-0123

Internal Revenue Service			See separate instructions	5.
Part I Reporting	Issuer			
1 Issuer's name				2 Issuer's employer identification number (EIN)
THE CARLYLE GROUP II	NC.			45-2832612
3 Name of contact for a	dditional information	5 Email address of contact		
INVESTOR RELATIONS			(202) 729-5800	PUBLICINVESTOR@CARLYLE.COM
6 Number and street (or	P.O. box if mail is not	7 City, town, or post office, state, and ZIP code of contact		
1001 PENNSYLVANIA AV	'E., NW	WASHINGTON, DC 20004		
8 Date of action			sification and description	
8/18/2020			UTIONS TO COMMON ST	
10 CUSIP number	11 Serial number((s)	12 Ticker symbol	13 Account number(s)
14316J 108	N/A		CG	N/A
Part II Organizat	ional Action Atta	ch additiona	statements if needed.	See back of form for additional questions.
the action ► <u>SEE A</u>				date against which shareholders' ownership is measured for
	ative effect of the orga tage of old basis ► <u>S</u>			urity in the hands of a U.S. taxpayer as an adjustment per
16 Describe the calcular valuation dates ► SI		pasis and the	data that supports the calc	culation, such as the market values of securities and the

			·				
Pa	rt II	C	rganizational Action (continued)				
17	List t	the a	pplicable Internal Revenue Code section(s) and	subsection(s) upon which the tax tre	eatment	is based ▶	SEE ATTACHMENT
10	Con	on.	resulting loss be recognized? ► SEE ATTACH	INACNIT			
18	Carr	arry	esulting loss be recognized: SEE ATTACE	IIVIENI			
19	Provi	ide a	ny other information necessary to implement the	e adjustment, such as the reportable	e tax yea	ar ► <u>SEE A</u>	TTACHMENT
	Ur	nder	penalties of perjury, I declare that I have examined the	is return, including accompanying sched	ules and	statements,	and to the best of my knowledge and
	be	elief,	t is true, correct, and complete. Declaration of prepare	er (other than officer) is based on all inform	nation of	which prepar	rer has any knowledge.
Sig			Sharran Stalland				
Her	e si	ignat	ure - Shannon Stafford	Date ►8/13/2021			
	Pr		our name ► SHANNON STAFFORD			MANAGIN	G DIRECTOR
Pai	id		Print/Type preparer's name Prepa	rer's signature	Date		Check if PTIN
	pare	er					self-employed
	e On		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

ATTACHMENT TO IRS FORM 8937 – PART II REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

CONSULT YOUR TAX ADVISOR

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the distribution paid to Common Stock Shareholders of The Carlyle Group Inc. ("Carlyle") on May 19, 2020. The information below does not constitute tax advice and does not purport to be complete or to describe the tax consequences that may apply to the Common Stock Shareholders. The descriptions in questions 14-19 below are being provided pursuant to Section 6045B of the Code and as a convenience to shareholders and their tax advisors when establishing their specific tax position. Please consult your tax advisor regarding the applicability and effect of all U.S. federal, state, local and foreign tax laws.

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:

The Common Stock distribution of \$0.25 per share was declared by the board of directors of Carlyle on April 23, 2020 and was paid on May 19, 2020.

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:

This is a correction to the Form 8937 that was posted to Carlyle's website on January 15, 2021. Based on the revised calculation, Carlyle has determined that the Common Stock shareholder's tax basis will reduce by \$0.18 per share as a result of the above distribution and the remaining distribution of \$0.07 per share will be treated out of current earnings and profits (E&P), in application of Treas. Section 1.6042-3(c).

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:

Carlyle's distributions and the determination of the tax character are based on the revised calculation of E&P prepared in conjunction with the 2020 tax return. According to Internal Revenue Code Sections 301(c) and 316(c), distributions are treated as a taxable dividend to the extent there is current and accumulated E&P. Distributions in excess of E&P are treated as nontaxable and are applied against and reduce the adjusted basis of the stock.

17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based:

18. Can any resulting loss be recognized?

Not applicable

19. Provide any other information necessary to implement the adjustment, such as the reportable tax year:

As noted above, the amount of return of capital disclosed in this filing is based on a revised calculation using the most current earnings and profit available. If there are any changes to E&P determined at a later time, Carlyle will report an updated Form 8937 at that time.