Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-0123

Part I Reporting Issuer

1 Issuer's name Net Lease Private QP REIT XII, Inc.		2 Issuer's employer identification number (EIN) 86-2336838
3 Name of contact for additional information Todd Frerichs	4 Telephone No. of contact (512) 476-5009	5 Email address of contact ToddFrerichs@aicventures.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 2600 Via Fortuna, Suite 260		7 City, town, or post office, state, and ZIP code of contact Austin, TX 78746
8 Date of action October 1, 2023	9 Classification and description Cash Nondividend Distributions	

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	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 October 1, 2023 the issuer corporation made cash nondividend distributions to its Series B and Common Shareholders.

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 amount of the October 1, 2023 cash nondividend distributions will be reported to each US shareholder on a 2023 Form 1099-DIV, Box 3. The October 1, 2023 cash nondividend distribution reduces the shareholder's basis in the issuer's security.

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 October 1, 2023 cash nondividend distribution reduces the shareholder's basis in the issuer's security.

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

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

Section 301(c), 317(a)

18 Can any resulting loss be recognized? ▶

Not applicable. No tax loss is recognized by shareholders as a result of receiving the October 1, 2023 nontaxable distributions.

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

Not applicable.

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 ▶ W Todd Frerichs Date ▶ 10/19/23

Print your name ▶ TODD FRERICHS Title ▶ DIRECTOR

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ 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