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	**4** Telephone No. of contact	**5** Email address of contact
Todd Frerichs	(512) 476-5009	toddfrerichs@aicindustrial.com

6 Number and street (or P.O. box if mail is not delivered to street address) of contact	**7** City, town, or post office, state, and ZIP code of contact
2600 Via Fortuna, Suite 260	Austin, TX 78746

8 Date of action	**9** Classification and description
July 1, 2024	Nondividend Distribution

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 July 1, 2024, the issuer corporation made 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 July 1, 2024 cash non-dividend distributions will be reported to each US shareholder on a 2024 Form 1099-DIV, Box 3. The July 1, 2024 cash nondividend distributions reduce 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 July 1, 2024 cash nondividend distributions reduce the shareholder's basis in the issuer's security.

For Paperwork Reduction Act Notice, see the separate Instructions.

Cat. No. 37752P

Form **8937** (12-2017)

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 July 1, 2024 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* _____   Date ▶ 7/11/2024

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