

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name  Kennedy-Wilson Holdings, Inc.		<b>2</b> Issuer's employer identification number (EIN)  26-0508760	
<b>3</b> Name of contact for additional information  Susan Huang	<b>4</b> Telephone No. of contact  310-887-6400	<b>5</b> Email address of contact  shuang@kennedywilson.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact  151 S. El Camino Drive		<b>7</b> City, town, or post office, state, and ZIP code of contact  Beverly Hills, CA 90212	
<b>8</b> Date of action  January 27, 2021		<b>9</b> Classification and description  Common Stock	
<b>10</b> CUSIP number  489398107	<b>11</b> Serial number(s)  N/A	<b>12</b> Ticker symbol  KW	<b>13</b> Account number(s)  N/A

**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 ▶ Kennedy-Wilson Holdings, Inc. ("Issuer") paid quarterly cash distributions to its common shareholders in excess of its current and accumulated earnings and profits. These distributions were paid on January 2, 2020, April 7, 2020, July 9, 2020 and October 8, 2020. On January 27, 2021, KW determined that a portion of each of the distributions paid during the year include a return of capital to common shareholders. As a result, each common shareholder who received a distribution would be affected by this organizational action.

**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 ▶ For each cash distribution paid to common shareholders by Issuer in 2020, 72.8585% of the distribution represents a nontaxable return of capital and common shareholders should reduce the basis in their stock accordingly.

January 4, 2020 (Common): Distribution per share \$0.2200000; Return of Capital per share \$0.1602887  
April 7, 2020 (Common): Distribution per share \$0.2200000; Return of Capital per share \$0.1602887  
July 9, 2020 (Common): Distribution per share \$0.2200000; Return of Capital per share \$0.1602887  
October 8, 2020 (Common): Distribution per share \$0.2200000; Return of Capital per share \$0.1602887

**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 ▶ On January 27, 2021 Issuer completed its calculation of current earnings and profits for the 2020 tax year. When comparing this computation of earnings and profits to the total distributions paid by the Issuer during the year it was determined that 72.8585% of the distributions to its common shareholders were in excess of earnings and profits and thus a return of capital. Distributions in excess of earnings and profits are applied against and reduce the adjusted basis of stock.

**Part II** Organizational Action (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ \_\_\_\_\_  
Internal Revenue Code Section 316 defines a dividend to be any distribution made by a corporation to its shareholders out its current or accumulated earnings and profits. As of January 1, 2020, Issuer had beginning accumulated earnings and profit deficit, but during the current year, the issuer generated positive current earnings and profits. Current earnings and profits were computed in accordance with Section 312. Pursuant to Section 301(c), as the issuer had positive current earnings and profits, a portion of the distribution was taxable pursuant to Section 301(c)(1). The remaining amount of the distribution was then first applied against shareholder basis under Section 301(c)(2) and to the extent in excess of shareholder basis, would be taxable as capital gain pursuant to Section 301(c)(3).

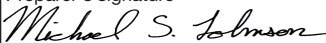
**18** Can any resulting loss be recognized? ▶ N/A

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ Taxable Year 2020

**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 ▶  Date ▶ 1/28/2021

Print your name ▶ Justin Enbody Title ▶ Chief Financial Officer

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>Michael Johnson</u>		<u>01/28/21</u>		<u>P00723121</u>
	Firm's name ▶ <u>Ernst &amp; Young U.S., LP</u>	Firm's address ▶ <u>725 South Figueroa Street, Los Angeles, CA 90017</u>		Firm's EIN ▶	<u>34-6565596</u>
				Phone no.	<u>(213) 977-3200</u>