

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [SEE STATEMENT 1](#)

18 Can any resulting loss be recognized? ▶ [SEE STATEMENT 1](#)

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [SEE STATEMENT 1](#)

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 ▶ SIGNED COPY MAINTAINED BY THE ISSUER Date ▶ 10/17/2024

Print your name ▶ _____ Title ▶ _____

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

Tender Offer for Common Stock
Attachment to Form 8937

Issuer's Name: ClearBridge MLP and Midstream Fund Inc. ("the Fund")
Employer Identification Number: 27-2282398
NYSE Ticker Symbol: CEM
Security Classification: Common Stock
CUSIP: 184692200

The following discussion is a summary of material U.S. federal income tax consequences of the tender offer for common stock under current law and is for general information only. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders.

Shareholders are urged to consult their own tax advisor with respect to the U.S. federal, state and local and foreign tax consequences.

Part II – Organizational Action

Line 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 June 20, 2024, The Fund completed a tender offer for shares of its common stock in accordance with the terms and subject to the conditions described in the Offer to Purchase dated May 21, 2024 (the "Tender Offer"). The Fund repurchased 5,807,371 shares of its common stock, in cash, at a price of \$49.60 per share for an aggregate consideration of approximately \$288,045,601.60.

Line 15. Describe the 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.

Pursuant to Internal Revenue Code ("IRC") Section 317(b), stock shall be treated as redeemed by a corporation if the corporation acquires its stock from a shareholder in exchange for property, whether or not the stock so acquired is cancelled, retired, or held as treasury stock. Accordingly, the Fund's repurchase of its shares in exchange for cash shall be treated as a redemption transaction for U.S. federal income tax purposes.

Pursuant to IRC Section 302, a redemption of stock is either treated as a sale or exchange of the redeemed stock or as a Section 301 distribution of property with respect to the redeemed stock, depending upon the facts and circumstances. Accordingly, depending upon a shareholder's specific facts and circumstances, the redemption will be treated as either as a sale or exchange of the tendered shares or as a distribution with respect to the stock. The redemption transaction may qualify for sale or exchange treatment under IRC Section 302(b) for some shareholders and as a distribution under IRC Section 301 for other shareholders.

It should be emphasized that the analysis required under IRC Section 302 is applied on a shareholder-by-shareholder basis. It should be noted that certain attribution rules must be considered in applying these rules. Accordingly, different shareholders may have different tax consequences as a result of the Tender Offer. Each shareholder should consult their tax advisor with respect to the specific application of IRS Section 302.

Redemptions Treated as Sale or Exchange of Shares

Under IRC Section 302, a shareholder whose shares are purchased in the Tender Offer will be treated as having sold its shares if the purchase:

- results in a “complete termination” of the holder’s equity interest in the Fund;
- results in a “substantially disproportionate” redemption with respect to the holder; or
- is “not essentially equivalent to a dividend” with respect to the holder.

Each of these standards are addressed in more detail below. In applying each of these standards, a redeeming shareholder needs to take into account stock which is attributed to such shareholder. However, this is intended as a general overview only, and shareholders are encouraged to consult their tax advisor to determine the proper federal income tax treatment of the Tender Offer transaction.

Complete Termination of Interest

Shareholders who transfer 100% of their shares in the Tender Offer and who have no ownership interest in the Fund following the Tender Offer will generally satisfy the “complete termination” test under IRS Section 302(b)(3) and qualify for sale or exchange treatment.

Substantially Disproportionate Distribution

Shareholders who do not transfer 100% of their shares in the Tender Offer may qualify for sale or exchange treatment if the redemption constitutes a “substantially disproportionate” distribution under IRC 302(b)(2). For this purpose, a distribution is “substantially disproportionate” if:

- The percentage of the voting stock actually and constructively owned by the shareholder immediately after the redemption is less than 80-percent of the percentage of the voting stock actually and constructively owned by such shareholder immediately before the redemption; and
- After the redemption, the shareholder owns less than 50-percent of the total combined voting power of all classes of stock entitled to vote (taking into account applicable attribution rules).

In addition, a shareholder’s ownership of the common stock of the Fund (whether voting or nonvoting) before and after the redemption must also meet the 80 percent requirement outlined above.

Not Essentially Equivalent to a Dividend

Shareholders who do not qualify for sale or exchange treatment under the IRC Section 302(b)(3) (complete termination of interest) or IRC Section 302(b)(2) (substantially disproportionate) criteria outlined above may still qualify for sale or exchange treatment under IRC Section 302(b)(1) if the redemption is “not essentially equivalent to a dividend.”

An exchange of shares for cash pursuant to the Tender Offer will be treated as “not essentially equivalent to a dividend” if, taking into account the applicable constructive ownership rules, it results in

a “meaningful reduction” in the shareholder’s stock interest in the Fund. Whether such a meaningful reduction of a shareholder’s stock interest in the Fund results will depend on each shareholder’s particular facts and circumstances. The IRS has indicated in a published revenue ruling that even a small reduction in the percentage interest of a shareholder whose relative stock interest in a publicly held corporation is minimal (for example, an interest of less than 1%) and who exercises no control over corporate affairs should constitute a “meaningful reduction.” Note, however, that in the event that other shareholders exchange a greater percentage of their shares pursuant to the Tender Offer than a particular shareholder, the shareholder’s proportionate stock interest in the Fund may increase immediately following the share repurchase transaction, even if the shareholder exchanges shares for cash pursuant to the Tender Offer and does not actually or constructively acquire any additional shares.

Qualification for sale or exchange treatment under IRC Section 302(b)(1) is fact-intensive and should be evaluated by a tax advisor.

If a shareholder qualifies for sale or exchange under IRC 302(b) with respect to the Tender Offer, the shareholder will recognize gain or loss for U.S. federal income tax purposes equal to the difference between the amount of cash received for the tendered shares and the shareholder’s tax basis in the tendered shares.

Redemptions Treated as Distributions

Pursuant to IRC Section 302(d), a redemption transaction that does not qualify for sale or exchange treatment under IRC Section 302(b) is treated as a distribution of property to which IRC Section 301 applies.

Any such distribution would constitute a taxable dividend to the shareholder to the extent of the Fund’s earnings and profits (“E&P”), with no effect on the shareholder’s tax basis in the shares.

Any distribution in excess of E&P would constitute a non-taxable return of capital to the shareholder, requiring a reduction of stock basis (to the extent thereof) and/or recognition of capital gain to the extent (if any) that the non-dividend portion of the distribution exceeds the shareholder’s tax basis in the redeemed shares.

Line 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.

Redemptions Treated as Sale or Exchange of Shares

As noted above in the response to Part II, Question 15, if a shareholder qualifies for sale or exchange treatment with respect to the Tender Offer, the shareholder will recognize gain or loss for U.S. federal income tax purposes equal to the difference between the amount of cash received for the tendered shares and the shareholder’s tax basis in such shares.

Tax basis in retained shares will be unaffected by the redemption.

Note that special, more complex considerations may apply to the extent that a shareholder owns multiple tax lots of the Fund’s stock acquired on different dates with different basis amounts. Separate gain or loss determinations are generally required, and special rules may apply relative to identification of shares redeemed for purposes of determining the applicable tax basis amount to be applied. The

manner in which a shareholder calculates gain or loss can be complex, and shareholders should consult with their tax advisor.

Redemptions Treated as Distributions

The Fund's E&P for the short year ended September 9, 2024 will not be determined until after the end of the fiscal year when its tax return is finalized, however the Fund currently estimates that it will have sufficient current year E&P from gains realized on the sale of its MLP investments such that redemptions treated as distributions will be a taxable dividend. See answer to line 15.

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

IRC Sections 301, 302, 312 and 317.

Line 18. Can any resulting loss be recognized?

Shareholders who qualify for sale or exchange treatment could potentially recognize loss if the tax basis in the tendered shares is greater than the amount of cash received. The character and classification of any such loss is dependent upon a shareholder's particular circumstances and may be subject to limitation. Shareholders are urged to consult their tax advisors for purposes of determining the tax treatment of the repurchase transaction.

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

The reportable tax year in which the Tender Offer occurred is 2024.

For additional discussion of the U.S. federal income tax consequences to shareholders as a result of the Tender Offer transaction, please refer to Section 8 of the Offer to Purchase dated May 21, 2024.

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For more information, please contact the Fund at 1-888-777-0102 or visit the Fund's web site www.franklintempleton.com/investments/options/closed-end-funds.