

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

| | | | |
|------------------------------------------------------------------------------------------------|-----------------------------------|---------------------------------------------------------------------|-----------------------------|
| 1 Issuer's name | | 2 Issuer's employer identification number (EIN) | |
| Priority Income Fund, Inc. | | 46-0611646 | |
| 3 Name of contact for additional information | 4 Telephone No. of contact | 5 Email address of contact | |
| Priority Income Fund, Inc. | 212-448-0702 | N/A | |
| 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 | |
| 10 E 40th St., 42nd Floor | | New York, NY 10016 | |
| 8 Date of action | | 9 Classification and description | |
| See Attached | | Common Stock of Regulated Investment Company - Return of Capital | |
| 10 CUSIP number | 11 Serial number(s) | 12 Ticker symbol | 13 Account number(s) |
| See Attached | N/A | N/A | 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 ▶ Priority Income Fund, Inc. paid non-taxable return of capital distributions during 2021. The distribution amounts consisted of non-taxable return of capital and taxable dividends. Please see attached for a detail of each distribution made.

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 total return of capital distributions made during 2021 decreased each shareholder's basis by \$.65 per share.

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 ▶ Each shareholder's cost per share after each distribution is equal to their previous basis per share less the non-taxable return of capital distributions described in the attached schedule. \$.65 represents the total decrease to each shareholder's cost per share had they received every distribution made during 2021.

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC Section 301(c)(2),
IRC Section 316(a)(1), and IRC Section 852(c).

18 Can any resulting loss be recognized? ▶ No loss should be recognized.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The information detailed above
is provided in the shareholders' 2021 1099-DIV.

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.

Sign Here

Signature ▶  Date ▶ Feb 15, 2022

Print your name ▶ **Kristin Van Dask** Title ▶ **CFO**

| | | | | | |
|-------------------------------|----------------------------|----------------------|------|-------------------------------------------------|--------------|
| 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. |

Priority Income Fund, Inc.

2021 Dividends

CUSIPs: 74272V107, 74272V206, 74272V305, 747274W889

| Record Date | Payment Date | Per Share Distribution | % Return of Capital | % Ordinary Income (Includes Short-Term Capital Gains, if any) | % Long-Term Capital Gains |
|---------------------------------------|--------------|------------------------|---------------------|---------------------------------------------------------------------|---------------------------|
| 1/4, 1/8, 1/15, 1/22, 1/29/2021 | 2/1/2021 | 0.10070 | 100.00% | 0.00% | 0.00% |
| 2/5, 2/12, 2/19, 2/26/2021 | 3/1/2021 | 0.08056 | 100.00% | 0.00% | 0.00% |
| 3/5, 3/12, 3/19, 3/26/2021 | 3/29/2021 | 0.14306 | 100.00% | 0.00% | 0.00% |
| 4/5, 4/9, 4/16, 4/23, 4/30/2021 | 5/3/2021 | 0.10070 | 100.00% | 0.00% | 0.00% |
| 5/7, 5/14, 5/21, 5/28/2021 | 6/1/2021 | 0.08056 | 100.00% | 0.00% | 0.00% |
| 6/4, 6/11, 6/18, 6/25/2021 | 6/28/2021 | 0.14556 | 100.00% | 0.00% | 0.00% |
| 7/2, 7/9, 7/16, 7/23, 7/30/2021 | 8/2/2021 | 0.10070 | 0.00% | 100.00% | 0.00% |
| 8/6, 8/13, 8/20, 8/27/2021 | 8/30/2021 | 0.08056 | 0.00% | 100.00% | 0.00% |
| 9/3, 9/10, 9/17, 9/24/2021 | 9/27/2021 | 0.14806 | 0.00% | 100.00% | 0.00% |
| 10/1, 10/8, 10/15, 10/22, 10/29/2021 | 11/1/2021 | 0.10070 | 0.00% | 100.00% | 0.00% |
| 11/5, 11/12, 11/19, 11/26/2021 | 11/29/2021 | 0.08056 | 0.00% | 100.00% | 0.00% |
| 12/3, 12/10, 12/17, 12/24, 12/31/2021 | 1/4/2022 | 0.17070 | 0.00% | 100.00% | 0.00% |