

**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)	
Amplify Energy Corp. (f/k/a Midstates Petroleum Company, Inc.)		45-3691816	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Igohor Urquieta	713-490-8900	Igohor.Urquieta@amplifyenergy.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	
500 Dallas Street, Suite 1700		Houston, Texas 77002	
8 Date of action	9 Classification and description		
August 6, 2019	Legacy Amplify Common Stock (decribed below)		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
032113102		AMPY	

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 ▶ See attachment.

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 ▶ See attachment.

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 ▶ See attachment.

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 attachment.

Multiple horizontal lines for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ See attachment.

Multiple horizontal lines for providing information regarding loss recognition.

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

Multiple horizontal lines for providing other necessary information.

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 ▶ 9/18/19

Print your name ▶ Eric Willis Title ▶ Senior Vice President, GC & Land

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.			

Amplify Energy Corp.
(FKA: Midstates Petroleum Company, Inc.)
Attachment to Form 8937
Report of Organization Actions Affecting Basis of Securities

The information contained in Form 8937 and this attachment does not constitute tax advice and does not purport to take into account any shareholder's specific circumstances (including holders that may be subject to special tax rules or that held the relevant equity interests as other than a capital asset). Shareholders are urged to consult their own tax advisors regarding the tax consequences of the transaction described herein and the impact to tax basis resulting from the transaction.

Form 8937, Part II, Line 14

On August 6, 2019, Midstates Petroleum Company, Inc., a Delaware corporation (“Midstates”), and Amplify Energy Corp., a Delaware corporation (“Legacy Amplify”), completed a merger in accordance with the terms of the Agreement and Plan of Merger, dated as of May 5, 2019 (the “Merger Agreement”), by and among Midstates, Legacy Amplify and Midstates Holdings, Inc. (“Merger Sub”), a Delaware corporation and direct, wholly owned subsidiary of Midstates, pursuant to which Merger Sub merged with and into Legacy Amplify, with Legacy Amplify surviving the merger as a direct, wholly owned subsidiary of Midstates (the “Merger”), and immediately following the Merger, Legacy Amplify merged with and into Alpha Mike Holdings, LLC, a Delaware limited liability company and direct, wholly owned subsidiary of Midstates (“LLC Sub”), with LLC Sub surviving as a direct, wholly owned subsidiary of Midstates (together with the Merger, the “Integrated Mergers”). On August 6, 2019, (1) pursuant to the Merger Agreement, Midstates changed its name to “Amplify Energy Corp.” (the “Combined Company”), and (2) LLC Sub changed its name to “Amplify Energy Holdings LLC.”

As a result of the Merger, each share of common stock of Legacy Amplify (the “Legacy Amplify Common Stock”) issued and outstanding immediately prior to the effective time of the Merger was converted into the right to receive 0.933 shares of common stock of Midstates (the “Midstates Common Stock”) rounded up to the nearest whole share.

Form 8937, Part II, Line 15

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.

Further discussion of material U.S. federal income tax consequences of the Integrated Mergers can be found in the Form S-4/A for the Combined Company as filed with the Securities and Exchange Commission on June 6, 2019, under the heading “Material U. S. Federal Income Tax Consequences” (available at: <https://www.sec.gov/Archives/edgar/data/1533924/000104746919003891/a2239136zs-4a.htm>).

The Combined Company is taking the position that the Integrated Mergers, taken together, qualified as a “reorganization” within the meaning of section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”). In general, the aggregate tax basis of the Midstates Common Stock received in the Merger will be the same as the aggregate tax basis of the Legacy Amplify Common Stock exchanged therefore.

Form 8937, Part II, Line 16

On August 6, 2019, the closing date of the Integrated Mergers, the trading price for Midstates Common Stock as of market close was \$5.12 per share.

Form 8937, Part II, Line 17

The tax treatment is based on the following Code sections and subsections:

Sections 354(a), 358 and 368.

Form 8937, Part II, Line 18

The Integrated Mergers, taken together, were intended to qualify as a “reorganization” within the meaning of section 368(a) of the Code. As described in box 15, if the Integrated Mergers, taken together, qualify as a “reorganization” within the meaning of section 368(a) of the Code, a U.S. holder of Legacy Amplify Common Stock will not recognize any loss upon receipt of the Midstates Common Stock in the Merger.

Form 8937, Part II, Line 19

The transaction occurred on August 6, 2019. The Combined Company cannot offer tax advice. Shareholders should consult their tax advisor regarding the application of the Code to a particular circumstance. The reportable tax year is 2019 with respect to calendar year taxpayers.