

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)	
COMMERCE BANCSHARES, INC.		43-0889454	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
PAUL STEINER	816-760-8092	PAUL.STEINER@COMMERCEBANK.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	
PO BOX 419248		KANSAS CITY, MO 64141	
8 Date of action		9 Classification and description	
12/19/2023		COMMON STOCK	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
200525103		CBSH	

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 DECEMBER 19, 2023, SHAREHOLDERS OF RECORD AT THE CLOSE OF BUSINESS ON DECEMBER 4, 2023 WERE PAID A 5 PERCENT STOCK DIVIDEND. THE STOCK DISTRIBUTION IS NOT SUBJECT TO UNITED STATES FEDERAL INCOME TAX AND THEREFORE AFFECTS THE TAX BASIS OF SHARES OWNED ON WHICH IT WAS DISTRIBUTED.

SOME SHAREHOLDERS WILL RECEIVE CASH FOR FRACTIONAL SHARES, WHICH IS TREATED AS A REDEMPTION FOR UNITED STATES INCOME TAX PURPOSES. PLEASE CONTACT YOUR TAX ADVISOR IF YOU HAVE QUESTIONS ABOUT THE TAX IMPLICATIONS OF CASH PAID FOR FRACTIONAL SHARES.

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 ▶ A SHAREHOLDER'S BASIS IN ONE (1) SHARE OF CBI COMMON STOCK AFTER THE DISTRIBUTION WILL BE 95.238095 PERCENT OF THE BASIS SHAREHOLDER HAD IN ONE (1) SHARE OF CBI COMMON STOCK BEFORE THE DISTRIBUTION.

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 ▶ (100/(100+5)) = 95.238095

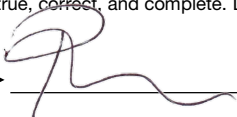
Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ **DISTRIBUTION OF STOCK IS NOT TAXABLE UNDER CODE SECTION 305(a). BASIS IN STOCK WITH RESPECT TO WHICH THE DISTRIBUTION WAS MADE IS ALLOCATED BETWEEN THE OLD AND NEW SHARES IN PROPORTION TO THE FAIR MARKET VALUES OF EACH ON THE DATE OF DISTRIBUTION UNDER THE CODE SECTION 307(a).**

18 Can any resulting loss be recognized? ▶ **NO**

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

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 ▶ 12/19/2023
Print your name ▶ **PAUL STEINER** Title ▶ **CONTROLLER**

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.