# Form **8937**(December 2017) Department of the Treasury Internal Revenue Service

### Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Part I Reporting I	ssuer		·	
1 Issuer's name				2 Issuer's employer identification number (EIN)
PHILLIPS EDISON & COMP	· · · · · · · · · · · · · · · · · · ·	1		27-1106076
3 Name of contact for add	ditional information	4 Telephon	e No. of contact	5 Email address of contact
SCOTT NEKOLNY  6 Number and street (or P	O hav if mail is not	dolivered to	513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM  7 City, town, or post office, state, and ZIP code of contact
• Number and street (or r	.O. DOX II IIIali is IIO	. delivered to s	street address) of contact	7 Oily, town, or post office, state, and 211 code of contact
11501 NORTHLAKE DRIVE				CINCINNATI, OH 45249-1669
8 Date of action	•	9 Class	sification and description	ON TOP 102 17 1007
January 2, 2018		СОММО	N STOCK	
10 CUSIP number	11 Serial number	(s)	12 Ticker symbol	13 Account number(s)
71844V 102	N/A		N/A	N/A
				See back of form for additional questions.
				ate against which shareholders' ownership is measured for
			DISTRIBUTION TO ITS CO	
				HE TIME OF THE DISTRIBUTION, THE TAXPAYERS
				ISTRIBUTION THAT WOULD BE TREATED AS A RETURN
				(C), THE TAXPAYER PRESUMED 100% OF THE
				RED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED
				AT TIME IT WAS DETERMINED THAT 45.50% OF ITS
				FILING THIS FORM 8937 ON THE EARLIER OF
ESTIMATED.	DATS AFTER DECI	LIVIDER 31, 20	JIO, THE DATE ON WHICE	HITS EARNINGS AND PROFITS CALCULATION WAS
LSTIWATED.				
15 Describe the quantitat	ive effect of the orga	anizational act	ion on the basis of the sec	urity in the hands of a U.S. taxpayer as an adjustment per
share or as a percenta	age of old basis ▶ T	HE BASIS OF	THE COMMON STOCK IS	S REDUCED BY 0.02589142 PER SHARE.
	<u></u>			
	•		• •	ulation, such as the market values of securities and the
				ON WAS DETERMINED TO COMPRISE OF 45.50% RETURN
OF CAPITAL, 26.85% CAPI	TAL GAIN AND 27.	65% TAXABL	<u>.E DIVIDEND. THE ISSUE</u>	R ESTIMATED THAT IT HAS CURRENT EARNINGS AND
PROFITS EQUAL TO 54.50	% OF THE CURRE	NT YEAR DIS	TRIBUTION.	

Par	t II	Organizational Action (continued)			
17	List th	ne applicable Internal Revenue Code section(	(s) and subsection(s) upon which the tax tr	eatment is based ▶	IRC SECTION 301(C)(2)
18	Can a	any resulting loss be recognized? ► N/A			
19	Provid	de any other information necessary to implen	nent the adjustment, such as the reportable	e tax year ► <u>N/A</u>	
	Un	der penalties of perjury, I declare that I have exam	nined this return, including accompanying sche	dules and statements.	and to the best of my knowledge and
	bel	lief, it is true, correct, and complete. Declaration of	preparer (other than officer) is based on all infor	mation of which prepa	rer has any knowledge.
Sign					
Here	Sig	gnature > ORIGINAL EXECUTED COPY AVAILA	ABLE AT CORPORATE OFFICES	Date ► 1.14.19	
		nt your name ► JOSEPH C. HOFFMANN  Print/Type preparer's name	Preparer's signature	Title ► SENIOR V	Obests To # PTIN
Paid					Check if self-employed
	oare		I.		Firm's EIN ▶
use	Onl	Firm's address			Phone no.
Send	Form	8937 (including accompanying statements) to	o: Department of the Treasury, Internal Re	venue Service, Ogd	

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3 Name of contact for add	ditional information	4 Telephon	e No. of contact		5 Email address of contact
SCOTT NEKOLNY			513-618-4439		SNEKOLNY@PHILLIPSEDISON.COM
6 Number and street (or P	O. box if mail is not	delivered to			7 City, town, or post office, state, and ZIP code of contact
`			,		<b>7</b> , , , , , , , , , , , , , , , , , , ,
11501 NORTHLAKE DRIVE					CINCINNATI, OH 45249-1669
8 Date of action		9 Class	sification and description	า	
February 1, 2018			N STOCK		
10 CUSIP number	11 Serial number(	s)	12 Ticker symbol	1	13 Account number(s)
710441/100	N1/A		D1/0		21/2
71844V 102 Part II Organization	N/A N/A	ch additiona	N/A I statements if needed	d See hack	N/A c of form for additional questions.
					st which shareholders' ownership is measured for
			A DISTRIBUTION TO IT		
					OF THE DISTRIBUTION, THE TAXPAYERS
					TION THAT WOULD BE TREATED AS A RETURN
					TAXPAYER PRESUMED 100% OF THE
					FILE A FORM 8937. THE TAXPAYER ESTIMATED
					IT WAS DETERMINED THAT 45.50% OF ITS
					THIS FORM 8937 ON THE EARLIER OF
JANUARY 15, 2019 OR 45 I	DAYS AFTER DECI	EMBER 31, 20	D18, THE DATE ON WHI	IICH ITS EAI	RNINGS AND PROFITS CALCULATION WAS
ESTIMATED.					
					e hands of a U.S. taxpayer as an adjustment per
share or as a percenta	age of old basis $ ightlestar$	HE BASIS OF	THE COMMON STOCK	K IS REDUC	ED BY 0.02540421 PER SHARE.
16 Describe the calculation	on of the change in h	nasis and the	data that supports the ca	alculation s	uch as the market values of securities and the
					DETERMINED TO COMPRISE OF 45.50% RETURN
					ATED THAT IT HAS CURRENT EARNINGS AND
PROFITS EQUAL TO 54.50				DEIX ESTIMA	ATED ITIAT IT TIAS CORREINT EARNINGS AND
1101113 EQUIL 10 34.30	70 OF THE CORRE	VI ILIVIO	TRIBOTION.		

Par	t II	Organizational Action (continued)			
17	List th	ne applicable Internal Revenue Code section(	(s) and subsection(s) upon which the tax tr	eatment is based ▶	IRC SECTION 301(C)(2)
18	Can a	any resulting loss be recognized? ► N/A			
19	Provid	de any other information necessary to implen	nent the adjustment, such as the reportable	e tax year ► <u>N/A</u>	
	Un	der penalties of perjury, I declare that I have exam	nined this return, including accompanying sche	dules and statements.	and to the best of my knowledge and
	bel	lief, it is true, correct, and complete. Declaration of	preparer (other than officer) is based on all infor	mation of which prepa	rer has any knowledge.
Sign					
Here	Sig	gnature > ORIGINAL EXECUTED COPY AVAILA	ABLE AT CORPORATE OFFICES	Date ► 1.14.19	
		nt your name ► JOSEPH C. HOFFMANN  Print/Type preparer's name	Preparer's signature	Title ► SENIOR V	Obests To # PTIN
Paid					Check if self-employed
	oare		I.		Firm's EIN ▶
use	Onl	Firm's address			Phone no.
Send	Form	8937 (including accompanying statements) to	o: Department of the Treasury, Internal Re	venue Service, Ogd	

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

▶ See separate instructions.

OMB No. 1545-0123

Internal Revenue Service Reporting Issuer Part I 2 Issuer's employer identification number (EIN) Issuer's name PHILLIPS EDISON & COMPANY, INC. 27-1106076 3 Name of contact for additional information Telephone No. of contact 5 Email address of contact SCOTT NEKOLNY SNEKOLNY@PHILLIPSEDISON.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 CINCINNATI, OH 45249-1669 11501 NORTHLAKE DRIVE 8 Date of action 9 Classification and description March 1, 2018 COMMON STOCK 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) 71844V 102 N/A N/A Organizational Action Attach additional statements if needed. See back of form for additional questions. 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 MARCH 1, 2018, ISSUER PAID A DISTRIBUTION TO ITS COMMON STOCKHOLDERS OF RECORD IN THE AMOUNT OF 0.05583344 PER SHARE. AT THE TIME OF THE DISTRIBUTION, THE TAXPAYERS EARNINGS AND PROFITS WERE NOT CALCULATED AND THE PORTION OF THE DISTRIBUTION THAT WOULD BE TREATED AS A RETURN OF CAPITAL WAS UNCERTAIN. PURSUANT TO TREASURY REGULATION 1.6042-3(C), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2018 AND AT THAT TIME IT WAS DETERMINED THAT 45.50% OF ITS MARCH 1, 2018 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2019 OR 45 DAYS AFTER DECEMBER 31, 2018, THE DATE ON WHICH ITS EARNINGS AND PROFITS CALCULATION WAS ESTIMATED. 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 BASIS OF THE COMMON STOCK IS REDUCED BY 0.02540421 PER SHARE. 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 ► THE 0.05583344 PER SHARE COMMON STOCK DISTRIBUTION WAS DETERMINED TO COMPRISE OF 45.50% RETURN OF CAPITAL, 26.85% CAPITAL GAIN AND 27.65% TAXABLE DIVIDEND. THE ISSUER ESTIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS EQUAL TO 54.50% OF THE CURRENT YEAR DISTRIBUTION

Par	t II	Organizational Action (continued)			
17	List th	ne applicable Internal Revenue Code section(	(s) and subsection(s) upon which the tax tr	eatment is based ▶	IRC SECTION 301(C)(2)
18	Can a	any resulting loss be recognized? ► N/A			
19	Provid	de any other information necessary to implen	nent the adjustment, such as the reportable	e tax year ► <u>N/A</u>	
	Un	der penalties of perjury, I declare that I have exam	nined this return, including accompanying sche	dules and statements.	and to the best of my knowledge and
	bel	lief, it is true, correct, and complete. Declaration of	preparer (other than officer) is based on all infor	mation of which prepa	rer has any knowledge.
Sign					
Here	Sig	gnature > ORIGINAL EXECUTED COPY AVAILA	ABLE AT CORPORATE OFFICES	Date ► 1.14.19	
		nt your name ► JOSEPH C. HOFFMANN  Print/Type preparer's name	Preparer's signature	Title ► SENIOR V	Obests To # PTIN
Paid					Check if self-employed
	oare		I.		Firm's EIN ▶
use	Onl	Firm's address			Phone no.
Send	Form	8937 (including accompanying statements) to	o: Department of the Treasury, Internal Re	venue Service, Ogd	

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

▶ See separate instructions.

OMB No. 1545-0123

Internal Revenue Service Reporting Issuer Part I 2 Issuer's employer identification number (EIN) Issuer's name PHILLIPS EDISON & COMPANY, INC. 27-1106076 3 Name of contact for additional information Telephone No. of contact 5 Email address of contact SCOTT NEKOLNY SNEKOLNY@PHILLIPSEDISON.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 CINCINNATI, OH 45249-1669 11501 NORTHLAKE DRIVE 9 Classification and description 8 Date of action April 2, 2018 COMMON STOCK 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) 71844V 102 N/A N/A Organizational Action Attach additional statements if needed. See back of form for additional questions. 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 APRIL 2, 2018, ISSUER PAID A DISTRIBUTION TO ITS COMMON STOCKHOLDERS OF RECORD IN THE AMOUNT OF 0.05583344 PER SHARE. AT THE TIME OF THE DISTRIBUTION, THE TAXPAYERS EARNINGS AND PROFITS WERE NOT CALCULATED AND THE PORTION OF THE DISTRIBUTION THAT WOULD BE TREATED AS A RETURN OF CAPITAL WAS UNCERTAIN. PURSUANT TO TREASURY REGULATION 1.6042-3(C), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2018 AND AT THAT TIME IT WAS DETERMINED THAT 45.50% OF ITS APRIL 2, 2018 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2019 OR 45 DAYS AFTER DECEMBER 31, 2018, THE DATE ON WHICH ITS EARNINGS AND PROFITS CALCULATION WAS ESTIMATED. 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 BASIS OF THE COMMON STOCK IS REDUCED BY 0.02540421 PER SHARE. 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 ► THE 0.05583344 PER SHARE COMMON STOCK DISTRIBUTION WAS DETERMINED TO COMPRISE OF 45.50% RETURN OF CAPITAL, 26.85% CAPITAL GAIN AND 27.65% TAXABLE DIVIDEND. THE ISSUER ESTIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS EQUAL TO 54.50% OF THE CURRENT YEAR DISTRIBUTION

Par	t II	Organizational Action (continued)			
17	List th	ne applicable Internal Revenue Code section(	(s) and subsection(s) upon which the tax tr	eatment is based ▶	IRC SECTION 301(C)(2)
18	Can a	any resulting loss be recognized? ► N/A			
19	Provid	de any other information necessary to implen	nent the adjustment, such as the reportable	e tax year ► <u>N/A</u>	
	Un	der penalties of perjury, I declare that I have exam	nined this return, including accompanying sche	dules and statements.	and to the best of my knowledge and
	bel	lief, it is true, correct, and complete. Declaration of	preparer (other than officer) is based on all infor	mation of which prepa	rer has any knowledge.
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		nt your name ► JOSEPH C. HOFFMANN  Print/Type preparer's name	Preparer's signature	Title ► SENIOR V	Obests To # PTIN
Paid					Check if self-employed
	oare		I.		Firm's EIN ▶
use	Onl	Firm's address			Phone no.
Send	Form	8937 (including accompanying statements) to	o: Department of the Treasury, Internal Re	venue Service, Ogd	

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Part I Reporting I	ssuer				•
1 Issuer's name				2	Issuer's employer identification number (EIN)
PHILLIPS EDISON & COMP	<u> </u>				27-1106076
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SCOTT NEKOLNY			513-618-4439	CNIE	EKOLNY@PHILLIPSEDISON.COM
6 Number and street (or P	O. box if mail is not	delivered to:			City, town, or post office, state, and ZIP code of contact
• Hambor and offoot (of f	.o. box ii maii io not	40117010410	stroot address, or contact	`   ' `	my, town, or poor onloo, state, and 211 occord of contact
11501 NORTHLAKE DRIVE				CIN	CINNATI, OH 45249-1669
8 Date of action		9 Class	sification and description	10	9.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1
May 1, 2018		СОММО	N STOCK		
10 CUSIP number	11 Serial number	s)	12 Ticker symbol	13	Account number(s)
71844V 102	N/A		N/A		N/A
					form for additional questions.
-				-	which shareholders' ownership is measured for
the action ► ON MAY	<u>Y 1, 2018, ISSUER F</u>	PAID A DISTE	RIBUTION TO ITS COMM	MON	
STOCKHOLDERS OF RECO	ORD IN THE AMOU	NT OF 0.055	83344 PER SHARE. AT	THE TIME OF	THE DISTRIBUTION, THE TAXPAYERS
EARNINGS AND PROFITS	WERE NOT CALCU	JLATED AND	THE PORTION OF THE	DISTRIBUTIO	N THAT WOULD BE TREATED AS A RETURN
OF CAPITAL WAS UNCERT	TAIN. PURSUANT	O TREASUR	Y REGULATION 1.6042	-3(C), THE TA	XPAYER PRESUMED 100% OF THE
DISTRIBUTION TO BE A TA	AXABLE DIVIDEND	, AND THERI	EFORE, WAS NOT REQU	JIRED TO FILI	E A FORM 8937. THE TAXPAYER ESTIMATED
ITS EARNINGS AND PROF	ITS CALCULATION	ON DECEM	BER 31, 2018 AND AT T	HAT TIME IT V	VAS DETERMINED THAT 45.50% OF ITS
MAY 1, 2018 DISTRIBUTION	N WAS A RETURN	OF CAPITAL	. THE TAXPAYER IS FIL	ING THIS FOR	RM 8937 ON THE EARLIER OF
JANUARY 15, 2019 OR 45 I	DAYS AFTER DECI	EMBER 31, 2	D18. THE DATE ON WHI	CH ITS EARNI	INGS AND PROFITS CALCULATION WAS
ESTIMATED.		,			
15 Describe the quantitat	ive effect of the orga	anizational ac	tion on the basis of the se	ecurity in the ha	ands of a U.S. taxpayer as an adjustment per
					BY 0.02540421 PER SHARE.
	<u> </u>	TE BASIS OF	THE COMMON STOCK	13 KEDUCED	BT 0.02340421 FER SHARE.
					as the market values of securities and the
					TERMINED TO COMPRISE OF 45.50% RETURN
OF CAPITAL, 26.85% CAPI	TAL GAIN AND 27.	65% TAXABI	LE DIVIDEND. THE ISSU	ER ESTIMATE	ED THAT IT HAS CURRENT EARNINGS AND
PROFITS EQUAL TO 54.50	% OF THE CURRE	NT YEAR DIS	TRIBUTION.		

Par	t II	Organizational Action (continued)			
17	List th	ne applicable Internal Revenue Code section(	(s) and subsection(s) upon which the tax tr	eatment is based ▶	IRC SECTION 301(C)(2)
18	Can a	any resulting loss be recognized? ► N/A			
19	Provid	de any other information necessary to implen	nent the adjustment, such as the reportable	e tax year ► <u>N/A</u>	
	Un	der penalties of perjury, I declare that I have exam	nined this return, including accompanying sche	dules and statements.	and to the best of my knowledge and
	bel	lief, it is true, correct, and complete. Declaration of	preparer (other than officer) is based on all infor	mation of which prepa	rer has any knowledge.
Sign					
Here	Sig	gnature > ORIGINAL EXECUTED COPY AVAILA	ABLE AT CORPORATE OFFICES	Date ► 1.14.19	
		nt your name ► JOSEPH C. HOFFMANN  Print/Type preparer's name	Preparer's signature	Title ► SENIOR V	Obests To # PTIN
Paid					Check if self-employed
	oare		I.		Firm's EIN ▶
use	Onl	Firm's address			Phone no.
Send	Form	8937 (including accompanying statements) to	o: Department of the Treasury, Internal Re	venue Service, Ogd	

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Internal Revenue Service Reporting Issuer Part I 2 Issuer's employer identification number (EIN) Issuer's name PHILLIPS EDISON & COMPANY, INC. 27-1106076 3 Name of contact for additional information Telephone No. of contact 5 Email address of contact SCOTT NEKOLNY SNEKOLNY@PHILLIPSEDISON.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 CINCINNATI, OH 45249-1669 11501 NORTHLAKE DRIVE 8 Date of action 9 Classification and description June 1, 2018 COMMON STOCK 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) 71844V 102 N/A Organizational Action Attach additional statements if needed. See back of form for additional questions. 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 1, 2018, ISSUER PAID A DISTRIBUTION TO ITS COMMON STOCKHOLDERS OF RECORD IN THE AMOUNT OF 0.05583344 PER SHARE. AT THE TIME OF THE DISTRIBUTION, THE TAXPAYERS EARNINGS AND PROFITS WERE NOT CALCULATED AND THE PORTION OF THE DISTRIBUTION THAT WOULD BE TREATED AS A RETURN OF CAPITAL WAS UNCERTAIN. PURSUANT TO TREASURY REGULATION 1.6042-3(C), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2018 AND AT THAT TIME IT WAS DETERMINED THAT 45.50% OF ITS JUNE 1, 2018 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2019 OR 45 DAYS AFTER DECEMBER 31, 2018, THE DATE ON WHICH ITS EARNINGS AND PROFITS CALCULATION WAS ESTIMATED. 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 BASIS OF THE COMMON STOCK IS REDUCED BY 0.02540421 PER SHARE. 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 ► THE 0.05583344 PER SHARE COMMON STOCK DISTRIBUTION WAS DETERMINED TO COMPRISE OF 45.50% RETURN OF CAPITAL, 26.85% CAPITAL GAIN AND 27.65% TAXABLE DIVIDEND. THE ISSUER ESTIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS EQUAL TO 54.50% OF THE CURRENT YEAR DISTRIBUTION

Par	t II	Organizational Action (continued)			
17	List th	ne applicable Internal Revenue Code section(	(s) and subsection(s) upon which the tax tr	eatment is based ▶	IRC SECTION 301(C)(2)
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Sign					
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		nt your name ► JOSEPH C. HOFFMANN  Print/Type preparer's name	Preparer's signature	Title ► SENIOR V	Obests To # PTIN
Paid					Check if self-employed
	oare		I.		Firm's EIN ▶
use	Onl	Firm's address			Phone no.
Send	Form	8937 (including accompanying statements) to	o: Department of the Treasury, Internal Re	venue Service, Ogd	

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OMB No. 1545-0123

Internal Revenue Service Reporting Issuer Part I 2 Issuer's employer identification number (EIN) Issuer's name PHILLIPS EDISON & COMPANY, INC. 27-1106076 3 Name of contact for additional information Telephone No. of contact 5 Email address of contact SCOTT NEKOLNY SNEKOLNY@PHILLIPSEDISON.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 CINCINNATI, OH 45249-1669 11501 NORTHLAKE DRIVE 8 Date of action 9 Classification and description July 2, 2018 COMMON STOCK 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) 71844V 102 N/A Organizational Action Attach additional statements if needed. See back of form for additional questions. 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 JULY 2, 2018, ISSUER PAID A DISTRIBUTION TO ITS COMMON STOCKHOLDERS OF RECORD IN THE AMOUNT OF 0.05583344 PER SHARE. AT THE TIME OF THE DISTRIBUTION, THE TAXPAYERS EARNINGS AND PROFITS WERE NOT CALCULATED AND THE PORTION OF THE DISTRIBUTION THAT WOULD BE TREATED AS A RETURN OF CAPITAL WAS UNCERTAIN. PURSUANT TO TREASURY REGULATION 1.6042-3(C), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2018 AND AT THAT TIME IT WAS DETERMINED THAT 45.50% OF ITS JULY 2, 2018 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2019 OR 45 DAYS AFTER DECEMBER 31, 2018, THE DATE ON WHICH ITS EARNINGS AND PROFITS CALCULATION WAS ESTIMATED. 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 BASIS OF THE COMMON STOCK IS REDUCED BY 0.02540421 PER SHARE. 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 ► THE 0.05583344 PER SHARE COMMON STOCK DISTRIBUTION WAS DETERMINED TO COMPRISE OF 45.50% RETURN OF CAPITAL, 26.85% CAPITAL GAIN AND 27.65% TAXABLE DIVIDEND. THE ISSUER ESTIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS EQUAL TO 54.50% OF THE CURRENT YEAR DISTRIBUTION

Par	t II	Organizational Action (continued)			
17	List th	ne applicable Internal Revenue Code section(	(s) and subsection(s) upon which the tax tr	eatment is based ▶	IRC SECTION 301(C)(2)
18	Can a	any resulting loss be recognized? ► N/A			
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	bel	lief, it is true, correct, and complete. Declaration of	preparer (other than officer) is based on all infor	mation of which prepa	rer has any knowledge.
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		nt your name ► JOSEPH C. HOFFMANN  Print/Type preparer's name	Preparer's signature	Title ► SENIOR V	Obests To # PTIN
Paid					Check if self-employed
	oare		I.		Firm's EIN ▶
use	Onl	Firm's address			Phone no.
Send	Form	8937 (including accompanying statements) to	o: Department of the Treasury, Internal Re	venue Service, Ogd	

# (December 2017

Department of the Treasury

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

▶ See separate instructions.

OMB No. 1545-0123

Internal Revenue Service Reporting Issuer Part I 2 Issuer's employer identification number (EIN) Issuer's name PHILLIPS EDISON & COMPANY, INC. 27-1106076 3 Name of contact for additional information Telephone No. of contact 5 Email address of contact SCOTT NEKOLNY SNEKOLNY@PHILLIPSEDISON.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 CINCINNATI, OH 45249-1669 11501 NORTHLAKE DRIVE 8 Date of action 9 Classification and description August 1, 2018 COMMON STOCK 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) 71844V 102 N/A N/A Organizational Action Attach additional statements if needed. See back of form for additional questions. 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 AUGUST 1, 2018, ISSUER PAID A DISTRIBUTION TO ITS COMMON STOCKHOLDERS OF RECORD IN THE AMOUNT OF 0.05583344 PER SHARE. AT THE TIME OF THE DISTRIBUTION, THE TAXPAYERS EARNINGS AND PROFITS WERE NOT CALCULATED AND THE PORTION OF THE DISTRIBUTION THAT WOULD BE TREATED AS A RETURN OF CAPITAL WAS UNCERTAIN. PURSUANT TO TREASURY REGULATION 1.6042-3(C), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2018 AND AT THAT TIME IT WAS DETERMINED THAT 45.50% OF ITS AUGUST 1, 2018 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2019 OR 45 DAYS AFTER DECEMBER 31, 2018, THE DATE ON WHICH ITS EARNINGS AND PROFITS CALCULATION WAS ESTIMATED. 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 BASIS OF THE COMMON STOCK IS REDUCED BY 0.02540421 PER SHARE. 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 ► THE 0.05583344 PER SHARE COMMON STOCK DISTRIBUTION WAS DETERMINED TO COMPRISE OF 45.50% RETURN OF CAPITAL, 26.85% CAPITAL GAIN AND 27.65% TAXABLE DIVIDEND. THE ISSUER ESTIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS EQUAL TO 54.50% OF THE CURRENT YEAR DISTRIBUTION

Par	t II	Organizational Action (continued)			
17	List th	ne applicable Internal Revenue Code section(	(s) and subsection(s) upon which the tax tr	eatment is based ▶	IRC SECTION 301(C)(2)
18	Can a	any resulting loss be recognized? ► N/A			
19	Provid	de any other information necessary to implen	nent the adjustment, such as the reportable	e tax year ► <u>N/A</u>	
	Un	der penalties of perjury, I declare that I have exam	nined this return, including accompanying sche	dules and statements.	and to the best of my knowledge and
	bel	lief, it is true, correct, and complete. Declaration of	preparer (other than officer) is based on all infor	mation of which prepa	rer has any knowledge.
Sign					
Here	Sig	gnature > ORIGINAL EXECUTED COPY AVAILA	ABLE AT CORPORATE OFFICES	Date ► 1.14.19	
		nt your name ► JOSEPH C. HOFFMANN  Print/Type preparer's name	Preparer's signature	Title ► SENIOR V	Obests To # PTIN
Paid					Check if self-employed
	oare		I.		Firm's EIN ▶
use	Onl	Firm's address			Phone no.
Send	Form	8937 (including accompanying statements) to	o: Department of the Treasury, Internal Re	venue Service, Ogd	

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Par	t II	Organizational Action (continued)			
17	List th	ne applicable Internal Revenue Code section(	(s) and subsection(s) upon which the tax tr	eatment is based ▶	IRC SECTION 301(C)(2)
18	Can a	any resulting loss be recognized? ► N/A			
19	Provid	de any other information necessary to implen	nent the adjustment, such as the reportable	e tax year ► <u>N/A</u>	
	Un	der penalties of perjury, I declare that I have exam	nined this return, including accompanying sche	dules and statements.	and to the best of my knowledge and
	bel	lief, it is true, correct, and complete. Declaration of	preparer (other than officer) is based on all infor	mation of which prepa	rer has any knowledge.
Sign					
Here	Sig	gnature > ORIGINAL EXECUTED COPY AVAILA	ABLE AT CORPORATE OFFICES	Date ► 1.14.19	
		nt your name ► JOSEPH C. HOFFMANN  Print/Type preparer's name	Preparer's signature	Title ► SENIOR V	Obests To # PTIN
Paid					Check if self-employed
	oare		I.		Firm's EIN ▶
use	Onl	Firm's address			Phone no.
Send	Form	8937 (including accompanying statements) to	o: Department of the Treasury, Internal Re	venue Service, Ogd	

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Pai	rt II		Organizational Action (continued)				
17	List		applicable Internal Revenue Code section(	s) and subsection(s) upon which the tax t	reatment is based ▶	► IRC SECTION 301(C)(2)	
10	Cor		reculting loss be recognized?				
18	Car	ı arıy	resulting loss be recognized? ► N/A				
19	Pro	vide :	any other information necessary to implem	nent the adjustment, such as the reportab	ele tax year ► <u>N/A</u>		
		Inder	penalties of perjury, I declare that I have exam	nined this return, including accompanying sche	dules and statements	and to the hest of my knowledge and	
	Ì	belief,	it is true, correct, and complete. Declaration of	preparer (other than officer) is based on all info	mation of which prepare	arer has any knowledge.	
Sign							
Her	e	Signat	ture DORIGINAL EXECUTED COPY AVAILA	ABLE AT CORPORATE OFFICES	Date ▶ 1.14.19		
					THE STATE OF THE STATE OF THE		
		Print y	our name ► JOSEPH C. HOFFMANN  Print/Type preparer's name	Preparer's signature	Title ► SENIOR \	/ICE PRESIDENT OF TAX	
Pai			, po proparor o riamo			Check if if self-employed	
Pre Use			Firm's name ▶			Firm's EIN ▶	
			Firm's address ▶			Phone no.	
Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84					den, UT 84201-0054		

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Pai	rt II		Organizational Action (continued)				
17	List		applicable Internal Revenue Code section(	s) and subsection(s) upon which the tax t	reatment is based ▶	► IRC SECTION 301(C)(2)	
10	Cor		reculting loss be recognized?				
18	Car	ı arıy	resulting loss be recognized? ► N/A				
19	Pro	vide :	any other information necessary to implem	nent the adjustment, such as the reportab	ele tax year ► <u>N/A</u>		
		Inder	penalties of perjury, I declare that I have exam	nined this return, including accompanying sche	dules and statements	and to the hest of my knowledge and	
	Ì	belief,	it is true, correct, and complete. Declaration of	preparer (other than officer) is based on all info	mation of which prepare	arer has any knowledge.	
Sign							
Her	e	Signat	ture DORIGINAL EXECUTED COPY AVAILA	ABLE AT CORPORATE OFFICES	Date ▶ 1.14.19		
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		Print y	our name ► JOSEPH C. HOFFMANN  Print/Type preparer's name	Preparer's signature	Title ► SENIOR \	/ICE PRESIDENT OF TAX	
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Pre Use			Firm's name ▶			Firm's EIN ▶	
			Firm's address ▶			Phone no.	
Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84					den, UT 84201-0054		

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Pai	rt II		Organizational Action (continued)				
17	List		applicable Internal Revenue Code section(	s) and subsection(s) upon which the tax t	reatment is based ▶	► IRC SECTION 301(C)(2)	
10	Cor		reculting loss be recognized?				
18	Car	ı arıy	resulting loss be recognized? ► N/A				
19	Pro	vide :	any other information necessary to implem	nent the adjustment, such as the reportab	ele tax year ► <u>N/A</u>		
		Inder	penalties of perjury, I declare that I have exam	nined this return, including accompanying sche	dules and statements	and to the hest of my knowledge and	
	Ì	belief,	it is true, correct, and complete. Declaration of	preparer (other than officer) is based on all info	mation of which prepare	arer has any knowledge.	
Sign							
Her	e	Signat	ture DORIGINAL EXECUTED COPY AVAILA	ABLE AT CORPORATE OFFICES	Date ▶ 1.14.19		
					THE STATE OF THE STATE OF THE		
		Print y	our name ► JOSEPH C. HOFFMANN  Print/Type preparer's name	Preparer's signature	Title ► SENIOR \	/ICE PRESIDENT OF TAX	
Pai			, po proparor o riamo			Check if if self-employed	
Pre Use			Firm's name ▶			Firm's EIN ▶	
			Firm's address ▶			Phone no.	
Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84					den, UT 84201-0054		