

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)**

18 Can any resulting loss be recognized? ▶ **N/A**

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

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 ▶ *Joseph C Hoffmann* Date ▶ *1/20/2020*
Print your name ▶ **JOSEPH C. HOFFMANN** Title ▶ **SENIOR VICE PRESIDENT OF TAX**

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.

Phillips Edison & Company Inc.
EIN: 27-1446076
Attachment to Form 8937

Form 8937, Part II, Box 14:

During 2019, Phillips Edison & Company Inc (“the Company”) paid cash distributions to its common shareholders on the dates indicated below. The Company determined that a portion of each of these distributions represents a nondividend distribution to the shareholders. Consequently, each common shareholder who received a cash distribution on these dates would be affected by this organizational action.

Record Date	Payable Date	Total Distribution per Share	Ordinary Dividends	Total Capital Gain Distribution	Return of Capital (Nontaxable Distribution)
12/17/2018	1/2/2019	\$0.05583344	\$ 0.02121671	\$ 0.00481284	\$ 0.02980389
1/15/2019	2/1/2019	\$0.05583344	\$ 0.02121671	\$ 0.00481284	\$ 0.02980389
2/15/2019	3/1/2019	\$0.05583344	\$ 0.02121671	\$ 0.00481284	\$ 0.02980389
3/15/2019	4/1/2019	\$0.05583344	\$ 0.02121671	\$ 0.00481284	\$ 0.02980389
4/15/2019	5/1/2019	\$0.05583344	\$ 0.02121671	\$ 0.00481284	\$ 0.02980389
5/15/2019	6/3/2019	\$0.05583344	\$ 0.02121671	\$ 0.00481284	\$ 0.02980389
6/15/2019	7/1/2019	\$0.05583344	\$ 0.02121671	\$ 0.00481284	\$ 0.02980389
7/15/2019	8/1/2019	\$0.05583344	\$ 0.02121671	\$ 0.00481284	\$ 0.02980389
8/15/2019	9/3/2019	\$0.05583344	\$ 0.02121671	\$ 0.00481284	\$ 0.02980389
9/16/2019	10/1/2019	\$0.05583344	\$ 0.02121671	\$ 0.00481284	\$ 0.02980389
10/15/2019	11/1/2019	\$0.05583344	\$ 0.02121671	\$ 0.00481284	\$ 0.02980389
11/15/2019	12/2/2019	\$0.05583344	\$ 0.02121671	\$ 0.00481284	\$ 0.02980389

Form 8937, Part II, Box 15:

For each cash distribution paid to common shareholders by the Company during 2019, 53.38% of the distribution represents a nondividend distribution. Accordingly, each common shareholder should treat 53.38% of the distributions as a reduction to the tax basis of the stock.

Form 8937, Part II, Box 16:

The \$.05583344 per share common stock distribution paid on each date above was determined to comprise of 53.38% return of capital, 8.62% capital gain, and 38.00% taxable dividend.