

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

| | | | | |
|---|-----------------------------------|--|---|---|
| 1 Issuer's name PHILLIPS EDISON & COMPANY INC | | | 2 Issuer's employer identification number (EIN) 27-1106076 | |
| 3 Name of contact for additional information JOSEPH C. HOFFMANN | | 4 Telephone No. of contact 513-554-1110 | | 5 Email address of contact JHOFFMANN@PHILLIPSEDISON.COM |
| 6 Number and street (or P.O. box if mail is not delivered to street address) of contact 11501 NORTHLAKE DRIVE | | | 7 City, town, or post office, state, and ZIP code of contact CINCINNATI, OH 45249 | |
| 8 Date of action 7/2/2021 | | 9 Classification and description COMMON STOCK OF PHILLIPS EDISON & COMPANY INC | | |
| 10 CUSIP number 71844V 102 | 11 Serial number(s) N/A | 12 Ticker symbol N/A | 13 Account number(s) 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 ▶ **SEE ATTACHED STATEMENT**

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 ATTACHED STATEMENT**

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 ATTACHED STATEMENT**

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 ATTACHED STATEMENT

18 Can any resulting loss be recognized? ► SEE ATTACHED STATEMENT

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► SEE ATTACHED STATEMENT

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 ► 7/27/2021

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 ► | | Phone no. | |
| Firm's address ► | | | | |

Phillips Edison & Company, Inc.
EIN: 27-1106076
Attachment to Form 8937

CONSULT YOUR TAX ADVISOR: The information contained herein is being provided pursuant to the requirements of §6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the transaction(s) described below. 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 stockholders. You are urged to consult your own tax advisor regarding the consequences of the transaction(s) described below, including the applicability and effect of all U.S. federal, state, local and foreign tax laws, as applicable.

Part II, Question 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.

The following events occurred on July 2, 2021:

- Phillips Edison & Company, Inc. effected a one-for-three reverse stock split (the “Reverse Stock Split”) of all outstanding common stock, and
- Immediately following the Reverse Stock Split, each share of Phillips Edison & Company, Inc.’s common stock outstanding on July 2, 2021 was converted into a newly created share of Class B common stock (the “Recapitalization”).

See Form S-11 filed with the Securities and Exchange Commission on July 7, 2021 that describes these transactions in detail.

Part II, Question 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 tax basis in each share of common stock received in the Reverse Stock Split will be equal to the basis in the three shares of common stock surrendered in exchange for the share of common stock received.

The tax basis of each share of Class B common stock received by a shareholder as a result of the Recapitalization will equal the tax basis of the common stock exchanged for the share of Class B common stock received.

Part II, Question 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.

The Reverse Stock Split and the Recapitalization are intended to qualify as a tax-free reorganization under §368(a)(1)(E) of the Code. No cash consideration was received by the shareholders and the shareholders should not recognize any gain or loss in the Reverse Stock Split and Recapitalization transactions. The shareholders will have a tax basis in the Class B common stock equal to the tax basis of the three (3) shares of common stock surrendered.

Part II, Question 17: List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

§§354, 358 and 368 of the Code.

Part II, Question 18: Can any resulting loss be recognized?

No loss should be recognized on the Reverse Stock Split or Recapitalization transactions.

Part II, Question 19: Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The Reverse Stock Split and the Recapitalization occurred during the 2021 calendar year.

This information does not constitute tax advice. This form provides a description of common tax consequences; however, does not purport to describe all tax consequences that may apply to all types of shareholders. Shareholders should consult a qualified tax advisor for any specific questions related to their specific tax treatment.