Form **8937**(December 2017) Department of the Treasury

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions

Internal Revenue Service			See separate instructions	5.
Part I Reporting I 1 Issuer's name	ssuer			2 Issuer's employer identification number (EIN)
i issuer s name				
PHILLIPS EDISON				27-1106076
3 Name of contact for additional information 4		4 Telephor	ne No. of contact	5 Email address of contact
SCOTT NEKOLN	Y	513-618	8-4439	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
11501 NORTHLAI	KE DRIVE			CINCINNATI, OH 45249-1669
8 Date of action		9 Class	sification and description	
JANUARY 3, 201	7	CC	MMON STOCK	
10 CUSIP number	11 Serial number	(s)	12 Ticker symbol	13 Account number(s)
71844V 102	N/A		N/A	N/A
		ch additiona		See back of form for additional questions.
				date against which shareholders' ownership is measured for
the action ► ON JAN	IUARY 3, 2017, ISSI	JER PAID A N	NONTAXABLE RETURN OF	CAPITAL DISTRIBUTION TO ITS COMMON STOCKHOLDERS
				UTION. THE TAXPAYERS EARNINGS AND PROFITS WERE
NOT CALCULATED AND T	HE PORTION OF TH	HE DISTRIBU	TION THAT WOULD BE TR	REATED AS A RETURN OF CAPITAL WAS UNCERTAIN.
				100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND.
				TIMATED ITS EARNINGS AND PROFITS CALCULATION
				F ITS JANUARY 3, 2017 DISTRIBUTION WAS A RETURN OF
				RY 15, 2018 OR 45 DAYS AFTER DECEMBER 31, 2017, THE
DATE ON WHICH ITS EAR				
15 Describe the quantitat	ive effect of the orga	anizational ac	tion 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	THE COMMO	N STOCK DISTRIBUTION	REDUCES THE BASIS OF EACH COMMON STOCK BY
0.057 PER SHARE.	_			
0.00.1 2.1 0.1 11 11 12				
				culation, such as the market values of securities and the
valuation dates ►	IE 0.057 PER SHAR	E COMMON :	STOCK DISTRIBUTION WA	AS DETERMINED TO COMPRISE OF 70.947% RETURN OF
CAPITAL, 0.483% CAPITAL	GAIN AND 28.570%	6 TAXABLE D	DIVIDEND. THE ISSUER ES	STIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS
EQUAL TO 29.053 % OF TH	HE CURRENT YEAR	DISTRIBUTION	ON.	

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17			e section(s) and subsection(s) upon which	on the tax treatment is based i	
	RC S	SECTION 301(C)(2)			
18	Can a	any resulting loss be recognized? ▶	N/A		
19	Provi	ide any other information necessary	to implement the adjustment, such as the	ne reportable tax vear ► N/A	4
	1 10 11	ade any enter intermeter recessary	to implement the adjustment, each as the	10 reportable tax year > 14/1	
	1		have a second about the second		
	be	nder penalties of perjury, I declare that I elief, it is true, correct, and complete. Dec	have examined this return, including accomp claration of preparer (other than officer) is base	anying schedules and statements d on all information of which prep	s, and to the best of my knowledge and arer has any knowledge.
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Sigr Her	ו	gnature ► /////////	1 -	Data 1-15-	2018
пег	Si	gnature ►	line	Date ►	2010
				050	
	Pr	int your name ► Jeffrey S Ediso		Title ► CEO	1 -
Pai	d	Print/Type preparer's name	Preparer's signature	Date	Check if PTIN
	pare	er			self-employed
	On				Firm's EIN ▶
		Firm's address ▶			Phone no.
Send	Form	8937 (including accompanying state	ements) to: Department of the Treasury,	Internal Revenue Service, Og	den, UT 84201-0054

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 513-618-4439 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 **FEBRUARY 1, 2017** COMMON STOCK 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) 71844V 102 N/A 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 FEBRUARY 1, 2017, ISSUER PAID A NONTAXABLE RETURN OF CAPITAL DISTRIBUTION TO ITS COMMON STOCKHOLDERS OF RECORD IN THE AMOUNT OF 0.057 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, 2017 AND AT THAT TIME IT WAS DETERMINED THAT 70.947% OF ITS FEBRUARY 1, 2017 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2018 OR 45 DAYS AFTER DECEMBER 31, 2017, 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 COMMON STOCK DISTRIBUTION REDUCES THE BASIS OF EACH COMMON STOCK BY 0.057 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 0.057 PER SHARE COMMON STOCK DISTRIBUTION WAS DETERMINED TO COMPRISE OF 70.947% RETURN OF CAPITAL, 0.483% CAPITAL GAIN AND 28.570% TAXABLE DIVIDEND. THE ISSUER ESTIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS EQUAL TO 29.053% OF THE CURRENT YEAR DISTRIBUTION

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 belief, it is true, correct, and complete. Declaration of prepare (other han officer) is based on all information of which prepare has any knowledge. Sign Here Signature ► Date ► 1-15-2018	Part	Ш	Organizational Action (contin	ued)			, , , , , , , , , , , , , , , , , , , ,
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Here 1 1 15 2010		belief	, it is true, correct, and complete. Declara	tion of preparer (other than officer) is base	ed on all information of	which prepa	arer has any knowledge.
Here Signature ▶ Date ▶ 1-15-2018	Sign		1 /1 /1				
	Here	Signa	iture ►	edin-	Date ▶	1-15-2	2018
Print your name ► Jeffrey S Edison Title ► CEO		Print	vour name ► Jeffrey S Edison		Title ▶	CEO	
Paid Print/Type preparer's name Preparer's signature Date Check if PTIN	Paid	_		Preparer's signature			Check if PTIN
Preparer self-employed							
Use Only 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 84201-0054	Send F	Form 80		ents) to: Department of the Treasury	Internal Revenue S	ervice Og	

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 4 Telephone No. of contact 5 Email address of contact SCOTT NEKOLNY SNEKOLNY@PHILLIPSEDISON.COM 513-618-4439 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, 2017 COMMON STOCK 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) 71844V 102 N/A 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, 2017, ISSUER PAID A NONTAXABLE RETURN OF CAPITAL DISTRIBUTION TO ITS COMMON STOCKHOLDERS OF RECORD IN THE AMOUNT OF 0.051 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, 2017 AND AT THAT TIME IT WAS DETERMINED THAT 70.947% OF ITS MARCH 1, 2017 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2018 OR 45 DAYS AFTER DECEMBER 31, 2017, 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 COMMON STOCK DISTRIBUTION REDUCES THE BASIS OF EACH COMMON STOCK BY 0.051 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 0.051 PER SHARE COMMON STOCK DISTRIBUTION WAS DETERMINED TO COMPRISE OF 70.947% RETURN OF CAPITAL, 0.483% CAPITAL GAIN AND 28.570% TAXABLE DIVIDEND. THE ISSUER ESTIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS EQUAL TO 29.053% OF THE CURRENT YEAR DISTRIBUTION

Par	t II	Organizational Action (cor	tinued)			
17			section(s) and subsection(s) upon which	ch the tax treatment	is based ▶	
		ECTION 301(C)(2)				
18	Can ar	y resulting loss be recognized? ▶	N/A			
		, 3				
19	Provide	e any other information necessary t	o implement the adjustment, such as th	ne reportable tax ye	ar ▶ N/A	
	Und	er penalties of perjury, I declare that I h	nave examined this return, including accomp	anying schedules and	statements,	and to the best of my knowledge and
		et, it is true, correct, and complete. Decl	aration of preparer (other than officer) is base	d on all information of	which prepa	arer has any knowledge.
Sign		1 //	/ Elm=		4 45 0	2019
Here	Sigr	ature ▶	1 / Edmon	Date ▶	1-15-2	2018
		lattray C. Falian	· vn		CEO	
		t your name Jeffrey S Ediso	Preparer's signature	Title ► Date	CEO	Observa Tight PTIN
Paid		Print/Type preparer's name	Troparer 3 signature	Date		Check if PTIN self-employed
	parer					
Use	Only	Firm's name ► Firm's address ►				Firm's EIN ► Phone no.
Send	Form 8	+	ements) to: Department of the Treasury,	Internal Revenue S	ervice, Oad	

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 513-618-4439 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 **APRIL 3, 2017** COMMON STOCK 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) 71844V 102 N/A 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 3, 2017, ISSUER PAID A NONTAXABLE RETURN OF CAPITAL DISTRIBUTION TO ITS COMMON STOCKHOLDERS OF RECORD IN THE AMOUNT OF 0.057 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, 2017 AND AT THAT TIME IT WAS DETERMINED THAT 70.947% OF ITS APRIL 3, 2017 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2018 OR 45 DAYS AFTER DECEMBER 31, 2017, 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 COMMON STOCK DISTRIBUTION REDUCES THE BASIS OF EACH COMMON STOCK BY 0.057 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 0.057 PER SHARE COMMON STOCK DISTRIBUTION WAS DETERMINED TO COMPRISE OF 70.947% RETURN OF CAPITAL, 0.483% CAPITAL GAIN AND 28.570% TAXABLE DIVIDEND. THE ISSUER ESTIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS EQUAL TO 29.053% OF THE CURRENT YEAR DISTRIBUTION

Pa	rt II	Organizational Action (continued)					
17	List the	applicable Internal Revenue Code section	n(s) and subsection(s) upon which the tax tr	eatment	is based ▶	·	
	IRC SE	CTION 301(C)(2)					
18	Can an	y resulting loss be recognized? ► N/A					
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19	Provide	any other information necessary to imple	ment the adjustment, such as the reportabl	e tax yea	ar ► <u>N/A</u>	ı	
	Unde	er penalties of perjury, I declare that I have exart it is true, correct, and complete. Declaration of	mined this return, including accompanying scheo f preparer (other than officer) is based on all inform	lules and	statements	, and to the bes	t of my knowledge and
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Sigı Her			_		1-15-2	2018	
. 161	Sign	ature >		Date ►	1-10-2	_010	
		Jeffrey S Edison			CEO		
		year name:	Preparer's signature	Title ► Date	OLO		DTIN
Pai Pre	d parer	Print/Type preparer's name	i Teparet a aignature	Dale		Check if self-employed	PTIN
	Only	Firm's name ▶				Firm's EIN ▶	
	· · · y	Firm's address ▶				Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Form **8937** (December 2017)

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

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	art I Reporting I	ssuer			
1	Issuer's name				2 Issuer's employer identification number (EIN)
PHILLIPS EDISON & COMPANY, IN			INC.		27-1106076
3 Name of contact for additional information 4		4 Telephon	e No. of contact	5 Email address of contact	
	SCOTT NEKOLNY	Y	513-618	3-4439	SNEKOLNY@PHILLIPSEDISON.COM
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	MAY 1, 2017			MMON STOCK	
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	71844V 102	N/A		N/A	N/A
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OF	RECORD IN THE AMOL	JNT OF 0.055 PER S	SHARE. AT TI	HE TIME OF THE DISTRIBL	UTION, THE TAXPAYERS EARNINGS AND PROFITS WERE
					EATED AS A RETURN OF CAPITAL WAS UNCERTAIN. 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND,
AN	ID THEREFORE, WAS N	OT REQUIRED TO F	ILE A FORM	8937. THE TAXPAYER EST	TIMATED ITS EARNINGS AND PROFITS CALCULATION
<u> </u>	N DECEMBER 31, 2017 A	ND AT THAT TIME I	T WAS DETE	RMINED THAT 70.947% OF	F ITS MAY 1, 2017 DISTRIBUTION WAS A RETURN OF
_C/	APITAL. THE TAXPAYER	IS FILING THIS FO	RM 8937 ON	THE EARLIER OF JANUAR	Y 15, 2018 OR 45 DAYS AFTER DECEMBER 31, 2017, THE
_DA	TE ON WHICH ITS EAR	NINGS AND PROFIT	S CALCULAT	TION WAS ESTIMATED.	
_					
15	Describe the quantitat	ive effect of the oras	nizational act	ion on the basis of the secu	urity in the hands of a U.S. taxpayer as an adjustment per
					EDUCES THE BASIS OF EACH COMMON STOCK BY
0.0)55 PER SHARE.	<u>.</u>	112 001111101	TOTOGREDIOTRIBOTION TO	EBOOLO THE BROKE OF ERROR OOMINION OF OCK BY
	JOST ER OHARE.				
16		-		• •	ulation, such as the market values of securities and the
	valuation dates ► TH	IE 0.055 PER SHARI	E COMMON S	STOCK DISTRIBUTION WA	S DETERMINED TO COMPRISE OF 70.947% RETURN OF
_C/	APITAL, 0.483% CAPITAL	GAIN AND 28.570%	TAXABLE D	IVIDEND. THE ISSUER ES	TIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS
EC	QUAL TO 29.053% OF TH	IE CURRENT YEAR	DISTRIBUTION	ON.	

Pa	rt II	Ò	Organizational Action (cont	inued)				
17			applicable Internal Revenue Code		on which the tax tre	atment	is based I	•
			CTION 301(C)(2)	(-)				
18	Can	anv	resulting loss be recognized? ▶	N/A				
	Ouri	i arry	-	1071				
19	Prov	vide :	any other information necessary to	implement the adjustment su	ch as the reportable	tay ve	ar ⊳ N/∆	
10	1 10	vide	any other information necessary to	implement the adjustment, sa	on as the reportable	tax yo	11//	
	1	Inder	penalties of periury I declare that I ha	ave examined this return, including	accompanying schedu	ıles and	statements	, and to the best of my knowledge and
	b	pelief,	it is true, correct, and complete. Declar	ration of preparer (other than officer) is based on all inform	nation of	which prep	arer has any knowledge.
Sig	n							
Her	ا ۵	Signat	ure Mus / El			Date ►	1-15-	2018
		J.ga.	7777			D 410 ·		
	F	Print y	our name ► Jeffrey S Edisor	n		Title ►	CEO	
Pai			Print/Type preparer's name	Preparer's signature		Date		Check if PTIN
	par	er						self-employed
	e Or		Firm's name					Firm's EIN ▶
			Firm's address ▶					Phone no.
Send	d Forr	n 89	37 (including accompanying staten	nents) to: Department of the Tr	easury, Internal Rev	enue S	ervice, Og	den, UT 84201-0054

(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 513-618-4439 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, 2017 COMMON STOCK 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) 71844V 102 N/A 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_JUNE 1, 2017, ISSUER PAID A NONTAXABLE RETURN OF CAPITAL DISTRIBUTION TO ITS COMMON STOCKHOLDERS OF RECORD IN THE AMOUNT OF 0.057 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, 2017 AND AT THAT TIME IT WAS DETERMINED THAT 70.947% OF ITS JUNE 1, 2017 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2018 OR 45 DAYS AFTER DECEMBER 31, 2017, 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 COMMON STOCK DISTRIBUTION REDUCES THE BASIS OF EACH COMMON STOCK BY 0.057 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 0.057 PER SHARE COMMON STOCK DISTRIBUTION WAS DETERMINED TO COMPRISE OF 70.947% RETURN OF CAPITAL, 0.483% CAPITAL GAIN AND 28.570% TAXABLE DIVIDEND. THE ISSUER ESTIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS EQUAL TO 29.053% OF THE CURRENT YEAR DISTRIBUTION

Pa	rt II	Organizational Action (con	tinued)		
17			section(s) and subsection(s) upon wh	ich the tax treatment i	s based ▶
		SECTION 301(C)(2)	· · · · · · · · · · · · · · · · · · ·		
18	Can a	any resulting loss be recognized? ▶	N/A		
	0	2.1, 100a.a.i.g 1000 20 1000g.ii.200.7			
19	Provi	de any other information necessary t	o implement the adjustment, such as	the reportable tax year	r ▶ _ N/A
	Ur	nder penalties of perjury, I declare that I h	nave examined this return, including accom	panying schedules and s	statements, and to the best of my knowledge and
٠.			aration of preparer (other than officer) is base	sed on all information of v	vnich preparer has any knowledge.
Sign		1 //	111 —		1-15-2018
Her	e Si	gnature ▶ //////////	Edison	Date ▶	1-15-2016
					250
		int your name ► Jeffrey S Ediso	Preparer's signature	Title ► (CEO PTIN
Pai		Print/Type preparer's name	riepaiei s signature	Date	Check if PTIN
	pare				self-employed
Use	Onl				Firm's EIN ▶
Seno	Form	Firm's address 8937 (including accompanying state	ments) to: Department of the Treasur	/ Internal Revenue So	Phone no.
OCITO		occi uncluding accompanying state	monta, to. Dopartinent of the Heasti	y, mitornal neverlue 3e	1 1100, Oguoti, O 1 0420 1-0004

Form **8937**(December 2017) Department of the Treasury

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions

	rnal Revenue Service			See separate instructions	5.
	art I Reporting I	ssuer			2 Issuer's employer identification number (EIN)
	issuer's name				2 Issuer's employer identification number (EIN)
	PHILLIPS EDISON				27-1106076
3 Name of contact for additional information 4		4 Telephor	ne No. of contact	5 Email address of contact	
	SCOTT NEKOLN	Y	513-618	8-4439	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
	11501 NORTHLAI	KE DRIVE			CINCINNATI, OH 45249-1669
8	Date of action		9 Clas	sification and description	,
	JULY 3, 2017		CC	MMON STOCK	
10	CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
	71844V 102	N/A		N/A	N/A
Р	art II Organizatio	onal Action Attac	ch additiona	I statements if needed.	See back of form for additional questions.
14	Describe the organization	tional action and, if a	applicable, the	e date of the action or the c	date against which shareholders' ownership is measured for
	the action ► ON JUL	Y 3, 2017, ISSUER I	PAID A NONT	AXABLE RETURN OF CAF	PITAL DISTRIBUTION TO ITS COMMON STOCKHOLDERS
Ol	F RECORD IN THE AMOL	UNT OF 0.055 PER	SHARE. AT T	HE TIME OF THE DISTRIB	BUTION, THE TAXPAYERS EARNINGS AND PROFITS WERE
_N(OT CALCULATED AND T	HE PORTION OF TH	<u>IE DISTRIBU</u>	TION THAT WOULD BE TR	REATED AS A RETURN OF CAPITAL WAS UNCERTAIN.
Pl	URSUANT TO TREASUR	Y REGULATION 1.6	042-3(C), THI	E TAXPAYER PRESUMED	100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND,
<u>A</u>	ND THEREFORE, WAS N	OT REQUIRED TO F	FILE A FORM	8937. THE TAXPAYER ES	STIMATED ITS EARNINGS AND PROFITS CALCULATION
					OF ITS JULY 3, 2017 DISTRIBUTION WAS A RETURN OF
					RY 15, 2018 OR 45 DAYS AFTER DECEMBER 31, 2017, THE
_D/	ATE ON WHICH ITS EARI	NINGS AND PROFIT	S CALCULA	TION WAS ESTIMATED.	
_					
15	Describe the quantitat	ive effect of the ora	anizational ac	tion on the basis of the sec	eurity in the hands of a U.S. taxpayer as an adjustment per
		_			REDUCES THE BASIS OF EACH COMMON STOCK BY
0.0	055 PER SHARE.	<u></u>	TIE GOIVIIVIOI	VOTOGIC BIOTILIBOTION	CEBGEG THE BAGIO OF EACH COMMON CHOCK BY
	0001 ER OHARE.				
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16		_			culation, such as the market values of securities and the
					AS DETERMINED TO COMPRISE OF 70.947% RETURN OF
_C/	APITAL, 0.483% CAPITAL	_ GAIN AND 28.570%	<u>6 TAXABLE D</u>	DIVIDEND. THE ISSUER ES	STIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS
_E(QUAL TO 29.053% OF TH	<u>IE CURRENT YEAR</u>	DISTRIBUTION	ON.	
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Part	11	Organizational Action (contin	ued)		
		Organizational Floridin (Section)	400)		
17	l ist the	applicable Internal Revenue Code se	ection(s) and subsection(s) upon wh	ich the tax treatment is h	ased >
		ECTION 301(C)(2)	ction(s) and subsection(s) upon wit	ion the tax treatment is b	
	10 01	2011014 001(0)(2)			
18	Can ar	y resulting loss be recognized? ►	N/A		
		, , , , , , , , , , , , , , , ,			
19	Provide	e any other information necessary to i	mplement the adjustment, such as	the reportable tax year >	N/A
	Und	er penalties of perjury, I declare that I have	e examined this return, including accom	panying schedules and state	ements, and to the best of my knowledge and
		of, it is true, correct, and complete. Declara	tion of preparer (other than officer) is bas	ed on all information of which	ch preparer has any knowledge.
Sign					
Here	Sign	ature > / Mrs / Elec		Date ► 1	-15-2018
	Prin	your name Jeffrey S Edison		_{Title} ► C	EO
Paid		Print/Type preparer's name	Preparer's signature	Date	Check if PTIN
Prep					self-employed
Use		Firm's name		'	Firm's EIN ▶
U36	Cilly	Firm's address ▶			Phone no.
Send I	Form 8	937 (including accompanying statement	ents) to: Department of the Treasury	, Internal Revenue Servi	

Form **8937** (December 2017)

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

	Illai Nevellue Service	1		- coo coparato mondono		
	art I Reporting I	ssuer				O locusulo ampleuse identification number (FIN)
'	Issuer's name					2 Issuer's employer identification number (EIN)
	PHILLIPS EDISON	N & COMPANY,	INC.			27-1106076
3	Name of contact for add	ditional information	4 Telephor	e No. of contact		5 Email address of contact
	SCOTT NEKOLN	Y	513-618	3-4439		SNEKOLNY@PHILLIPSEDISON.COM
6	Number and street (or P	P.O. box if mail is not	delivered to	street address) of contact	t	7 City, town, or post office, state, and ZIP code of contact
	11501 NORTHLAI	KE DRIVE				CINCINNATI, OH 45249-1669
8	Date of action		9 Class	sification and description		,
	AUGUST 1, 2017	•	СО	MMON STOCK		
10	CUSIP number	11 Serial number(s)	12 Ticker symbol		13 Account number(s)
	71844V 102	N/A		N/A		N/A
P						k of form for additional questions.
14	-				_	nst which shareholders' ownership is measured for
						DISTRIBUTION TO ITS COMMON STOCKHOLDERS
						THE TAXPAYERS EARNINGS AND PROFITS WERE
						AS A RETURN OF CAPITAL WAS UNCERTAIN.
						THE DISTRIBUTION TO BE A TAXABLE DIVIDEND,
						DITS EARNINGS AND PROFITS CALCULATION IGUST 1, 2017 DISTRIBUTION WAS A RETURN OF
						18 OR 45 DAYS AFTER DECEMBER 31, 2017, THE
	ATE ON WHICH ITS EAR				,	
_						
15	Describe the quantitat	ive effect of the ergo	nizational ac	tion on the basis of the sec	ourity in th	e hands of a U.S. taxpayer as an adjustment per
13		_				S THE BASIS OF EACH COMMON STOCK BY
0.0	057 PER SHARE.	<u></u>	TIE OOMINIOI	VOTOOR DIGITALD HOLV	KLDOOLC	THE BAGIC OF EACH COMMON CLOCK BY
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16	Describe the calculation	on of the change in b	asis and the	data that supports the cal	lculation, s	such as the market values of securities and the
	valuation dates ►TH	IE 0.057 PER SHAR	E COMMON S	STOCK DISTRIBUTION W	VAS DETER	RMINED TO COMPRISE OF 70.947% RETURN OF
_C/						D THAT IT HAS CURRENT EARNINGS AND PROFITS
_E(QUAL TO 29.053% OF TH	<u>IE CURRENT YEAR</u>	DISTRIBUTION	ON.		
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Par	+ 11	Overnientianal Action (conti			
Par	נוו	Organizational Action (contin	iuea)		
17			ection(s) and subsection(s) upon whic	h the tax treatment is based	<u> </u>
- 1	RC SI	ECTION 301(C)(2)			
18	Can ar	ny resulting loss be recognized? ► _	N/A		
19	Provid	e any other information necessary to	implement the adjustment, such as th	ne reportable tay year N//	\
19	TTOVIG	e any other information necessary to	implement the adjustment, such as th	Tereportable tax year	`
	Unc	der penalties of periury. I declare that I have	re examined this return, including accompa	anving schedules and statements	s and to the best of my knowledge and
	beli	ef, it is true, correct, and complete. Declara	ation of preparer (other than officer) is base	d on all information of which prep	arer has any knowledge.
Sign	,				
Here	.			4.45	2010
Here	Sign	nature > // // / Lolum		Date ▶1-15-	2018
				252	
	Prin	t your name ► Jeffrey S Edison		_{Title} ▶ CEO	
Paid	1	Print/Type preparer's name	Preparer's signature	Date	Check if PTIN
					self-employed
	oarer			<u> </u>	Firm's EIN ▶
use	Only				
<u></u>	Fac: - 1	Firm's address	anta) tas Danastos a ta Cilla Tas	Internal Develope Continue	Phone no.
Send	Form 8	งษัง / (including accompanying statem	ents) to: Department of the Treasury,	internal Revenue Service, Og	aen, UT 84201-0054

(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 513-618-4439 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 SEPTEMBER 1, 2017 COMMON STOCK 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) 71844V 102 N/A 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 SEPTEMBER 1, 2017, ISSUER PAID A NONTAXABLE RETURN OF CAPITAL DISTRIBUTION TO ITS COMMON STOCKHOLDERS OF RECORD IN THE AMOUNT OF 0.057 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, 2017 AND AT THAT TIME IT WAS DETERMINED THAT 70.947% OF ITS SEPTEMBER 1, 2017 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2018 OR 45 DAYS AFTER DECEMBER 31, 2017, 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 COMMON STOCK DISTRIBUTION REDUCES THE BASIS OF EACH COMMON STOCK BY 0.057 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 0.057 PER SHARE COMMON STOCK DISTRIBUTION WAS DETERMINED TO COMPRISE OF 70.947% RETURN OF CAPITAL, 0.483% CAPITAL GAIN AND 28.570% TAXABLE DIVIDEND. THE ISSUER ESTIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS EQUAL TO 29.053% OF THE CURRENT YEAR DISTRIBUTION

Pai	t II	Organizational Action (conti	nued)		
		<u> </u>			
17	l ist the	e applicable Internal Revenue Code s	ection(s) and subsection(s) upon which	h the tax treatment is	hased >
		ECTION 301(C)(2)	section(s) and subsection(s) upon which	on the tax treatment is	
	INC SE	_C110N 301(C)(Z)			
18	Can ar	ny resulting loss be recognized? ► _	N/A		
19	Provide	e any other information necessary to	implement the adjustment, such as the	ne reportable tax year	► N/A
	Und	er penalties of perjury, I declare that I ha	ve examined this return, including accomp	anying schedules and st	atements, and to the best of my knowledge and
	belie	ef, it is true, correct, and complete. Declar	ation of preparer (other than officer) is base	d on all information of wh	nich preparer has any knowledge.
Sigr	ı				
Her	اد	nature > / Mrs / Elm		Date ►	1-15-2018
	Joigi	indicate of the control of the contr		Date	1.020.0
	Deiro	Jeffrey S Edison		Title ▶ (CEO
		Print/Type preparer's name	Preparer's signature	Date	- PTIN
Pai			- 1,		Check if it is self-employed
	parer				
Use	Only				Firm's EIN ▶
	F ^	Firm's address	anda) tar Dama darrada (" . T	Internal Deve	Phone no.
Send	Form 8	937 (including accompanying staten	nents) to: Department of the Treasury,	internal Revenue Serv	vice, Ogden, UT 84201-0054

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 513-618-4439 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 **OCTOBER 2. 2017** COMMON STOCK 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) 71844V 102 N/A 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 OCTOBER 2, 2017, ISSUER PAID A NONTAXABLE RETURN OF CAPITAL DISTRIBUTION TO ITS COMMON STOCKHOLDERS OF RECORD IN THE AMOUNT OF 0.055 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, 2017 AND AT THAT TIME IT WAS DETERMINED THAT 70.947% OF ITS OCTOBER 2, 2017 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2018 OR 45 DAYS AFTER DECEMBER 31, 2017, 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 COMMON STOCK DISTRIBUTION REDUCES THE BASIS OF EACH COMMON STOCK BY 0.055 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 0.055 PER SHARE COMMON STOCK DISTRIBUTION WAS DETERMINED TO COMPRISE OF 70.947% RETURN OF CAPITAL, 0.483% CAPITAL GAIN AND 28.570% TAXABLE DIVIDEND. THE ISSUER ESTIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS EQUAL TO 29.053% OF THE CURRENT YEAR DISTRIBUTION

Par	1	Organizational Action (continued	<u>م)</u>		
r ai	. 11	Organizational Action (continued	<i>Δ)</i>		
		e applicable Internal Revenue Code section	on(s) and subsection(s) upon whi	ch the tax treatment is bas	ed ►
	RC SE	ECTION 301(C)(2)			
40	0	111 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			
18	Can an	y resulting loss be recognized? ► N/A	\		
19	Provide	e any other information necessary to impl	ement the adjustment such as t	ne reportable tax vear	N/A
10	1 TOVIGO	carry other information necessary to impl	cinoni ino adjustinom, suom as i		14/7 (
	Und	er penalties of perjury, I declare that I have ex	amined this return, including accomp	panying schedules and statem	ents, and to the best of my knowledge and
	belie	ef, it is true, correct, and complete. Declaration	of preparer (other than officer) is base	ed on all information of which p	preparer has any knowledge.
Sign					
Here	.	May 18 mm		5. 5 1.1	5-2018
	Sign	ature > Jafful 1 Educa-		Date ▶	5-2016
		Joffman C. Edicar		050	
	Print	your name ► Jeffrey S Edison	I=	Title ► CEC	
Paic	ı	Print/Type preparer's name	Preparer's signature	Date	Check if PTIN
	oarer				self-employed
				'	Firm's EIN ▶
use	Only	Firm's address ►			Phone no.
Sand	Form º	937 (including accompanying statements	to: Department of the Tressury	Internal Revenue Service	
Joilu	. 011110	oor unordaing accompanying statements	, w. Doparamont of the Heastly	misornal ricycriae oervice,	ogaon, or other 1000t

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 513-618-4439 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 NOVEMBER 1, 2017 COMMON STOCK 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) 71844V 102 N/A 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 NOVEMBER 1, 2017, ISSUER PAID A NONTAXABLE RETURN OF CAPITAL DISTRIBUTION TO ITS COMMON STOCKHOLDERS OF RECORD IN THE AMOUNT OF 0.057 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, 2017 AND AT THAT TIME IT WAS DETERMINED THAT 70.947% OF ITS NOVEMBER 1, 2017 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2018 OR 45 DAYS AFTER DECEMBER 31, 2017, 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 COMMON STOCK DISTRIBUTION REDUCES THE BASIS OF EACH COMMON STOCK BY 0.057 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 0.057 PER SHARE COMMON STOCK DISTRIBUTION WAS DETERMINED TO COMPRISE OF 70.947% RETURN OF CAPITAL, 0.483% CAPITAL GAIN AND 28.570% TAXABLE DIVIDEND. THE ISSUER ESTIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS EQUAL TO 29.053% OF THE CURRENT YEAR DISTRIBUTION

Pa	rt II	Organizational Action (cor	ntinued)			
17			section(s) and subsection(s) upon when	nich the tax treatmen	t is based ▶	
	IRC S	SECTION 301(C)(2)				
18	Can a	any resulting loss be recognized? ▶	N/A			
		3 3				
19	Provi	ide any other information necessary t	to implement the adjustment, such as	the reportable tax ye	ear ► <u>N/A</u>	
	Ur	nder penalties of perjury, I declare that I h	nave examined this return, including accon	npanying schedules and	d statements,	and to the best of my knowledge and
		elief, it is true, correct, and complete. Decl	aration of preparer (other than officer) is ba	sed on all information o	f which prepa	rer has any knowledge.
Sign		1/1/16				
Her	e si	ignature ► ///////////////////////////////////	lun	Date ▶	1-15-2	018
			_		050	
	Pr	Jeffrey S Ediso		Title ►	CEO	
Pai	d	Print/Type preparer's name	Preparer's signature	Date		Check if PTIN
	pare					self-employed
Use	On					Firm's EIN ▶
		Firm's address ►			\	Phone no.
Senc	ı ⊢orm	i 8937 (including accompanying state	ements) to: Department of the Treasur	y, internal Revenue S	service, Ogd	ien, UT 84201-0054

Report of Organizational Actions Affecting Basis of Securities

Depa	artment of the	he Treasury e Service			➤ See separate instructions.				
P	art I	Reportin	g Issuer				-		
1 Issuer's name					2 Issuer's employer iden	tification number (EIN)			
PHILLIPS EDISON & COMPANY, IN			ON & COMPANY,	INC.		27-1106076	27-1106076		
3	,			4 Telephon	e No. of contact	5 Email address of contact	t		
	SCOT	T NEKOL	.NY	513-618	3-4439	SNEKOLNY@PHIL	LIPSEDISON.COM		
6	Number	and street (d	or P.O. box if mail is not	delivered to	street address) of contact	7 City, town, or post office, st	7 City, town, or post office, state, and ZIP code of contact		
	11501	NORTHI	AKE DRIVE			CINCINNATI, OH 4	15249-1669		
8	Date of a	action		9 Class	sification and description	,			
	DECE	EMBER 1	, 2017	СО	MMON STOCK				
10	CUSIP n	umber	11 Serial number(s)	12 Ticker symbol	13 Account number(s)			
	71844	V 102	N/A		N/A	N/A			
D	art II			sh additiona		See back of form for additional qu	lections		
						ate against which shareholders' own			
14		Ü	•			· ·	•		
	the act	ON E	DECEMBER 1, 2017, IS:	SUER PAID A	NONTAXABLE RETURN O	F CAPITAL DISTRIBUTION TO ITS	COMMON STOCKHOLDERS		
OF	RECOR	D IN THE AN	MOUNT OF 0.055 PER	SHARE. AT T	<u>HE TIME OF THE DISTRIBU</u>	JTION, THE TAXPAYERS EARNING	S AND PROFITS WERE		
NC	T CALCU	JLATED AND	THE PORTION OF TH	IE DISTRIBU	TION THAT WOULD BE TRE	EATED AS A RETURN OF CAPITAL	WAS UNCERTAIN.		
Pι	JRSUANT	TO TREAS	URY REGULATION 1.60	042-3(C). THE	TAXPAYER PRESUMED 1	00% OF THE DISTRIBUTION TO BE	A TAXABLE DIVIDEND.		
						TIMATED ITS EARNINGS AND PRO			
		-				TIS DECEMBER 1, 2017 DISTRIBL			
						<u>Y 15, 2018 OR 45 DAYS AFTER DEC</u>	SEMBER 31, 2017, THE		
<u>DA</u>	TE ON W	<u>/HICH ITS E.</u>	<u>ARNINGS AND PROFIT</u>	S CALCULAT	TION WAS ESTIMATED.				
_									
15						rity in the hands of a U.S. taxpayer a			
	share o	or as a perce	entage of old basis <a> T	HE COMMON	I STOCK DISTRIBUTION RE	EDUCES THE BASIS OF EACH COM	MMON STOCK BY		
0.0	55 PER S	SHARE	_						
	OO I LITT), ii (L.					_		
_									
16	Describ	be the calcul	lation of the change in b	asis and the	data that supports the calcu	lation, such as the market values of	securities and the		
	valuatio	on dates ►	THE 0 055 PER SHARI	E COMMON S	STOCK DISTRIBUTION WAS	S DETERMINED TO COMPRISE OF	70 947% RETURN OF		
C /									
CAPITAL, 0.483% CAPITAL GAIN AND 28.570% TAXABLE DIVIDEND. THE ISSUER ESTIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS									
EQUAL TO 29.053% OF THE CURRENT YEAR DISTRIBUTION.									
									

Pa	rt II		Organizational Action (contin	nued)			
17		the a	applicable Internal Revenue Code se		nich the tax treatmen	it is based ▶	•
	IRC	SEC	CTION 301(C)(2)				
18	Can	n any	resulting loss be recognized? ▶	N/A			
	_						
19	Prov	vide a	any other information necessary to i	mplement the adjustment, such as	the reportable tax ye	ear ► <u>N/A</u>	l .
		Indor	penalties of perjury, I declare that I hav	o examined this return, including accord	ananying schodulos an	d statements	and to the best of my knowledge and
	b	pelief,	it is true, correct, and complete. Declara	tion of preparer (other than officer) is ba	sed on all information of	of which prepared	arer has any knowledge.
Sign	n						
Her	e 5	Signat	ure > / Mry / Eda	<u>~</u>	Date ▶	1-15-2	018
		Print v	our name ► Jeffrey S Edisor	l	Title▶	CEO	
Pai			Print/Type preparer's name	Preparer's signature	Date		Check if PTIN
Pre		er					self-employed
Use			Firm's name ▶				Firm's EIN ▶
Com	LEss	- CC	Firm's address •	antal tar Danastmant of the Torres	u Internal Davis C	Comiles O	Phone no.
OFLIC	1 LOLL	11 09	37 (including accompanying statement	antaj to. Departinent di the Treasur	y, internal neveride s	oei vice, Ugi	u c n, U i 04201-0034