



# Phillips Edison Grocery Center REIT II, Inc. Share Repurchase Form

Please send to: Phillips Edison Grocery Center REIT II Inc.  
c/o: American National Stock Transfer  
430 W 7<sup>th</sup> Street, Kansas City, MO 64121-9912

For Questions: (877) 373-2522  
Fax: (646) 861-7793

## Instructions

Dear Stockholder,

Our board of directors has adopted a share repurchase program that may enable you to sell your shares of common stock to us in limited circumstances, subject to restrictions and applicable law. Unless the shares of our common stock are being repurchased in connection with a stockholder's death or disability, the purchase price for shares repurchased under our share repurchase program will be as set forth below until we establish an estimated value of our shares based on the net asset value ("NAV") of our company as determined by our sub-advisor. We do not currently anticipate obtaining appraisals for our investments (other than in connection with our NAV calculation or investments in transactions with our sponsor, advisor, our sub-advisor, our directors or their respective affiliates) and, accordingly, the estimated value of our investments should not be viewed as an accurate reflection of the fair market value of our investments nor will they represent the amount of net proceeds that would result from an immediate sale of our assets. We expect to calculate NAV beginning with the filing of our second Quarterly Report on Form 10-Q (or our Annual Report on Form 10-K should such filing constitute the second quarterly financial filing) with the Securities and Exchange Commission (the "SEC"), pursuant to the Securities Exchange Act of 1934, as amended, following the earlier to occur of (i) our acquisition of \$2.0 billion in total portfolio assets and (ii) November 25, 2015 (the "NAV pricing date").

Only those stockholders who purchased their shares from us or received their shares from us (directly or indirectly) through one or more non-cash transactions may be able to participate in the share repurchase program. In other words, once our shares are transferred for value by a stockholder, the transferee and all subsequent holders of the shares are not eligible to participate in the share repurchase program. We will repurchase shares on the last business day prior to the filing of each quarterly financial filing (and in all events on a date other than a dividend payment date). Prior to our calculation of NAV, the price per share that we will pay to repurchase shares of our common stock, in each case, as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to our common stock, will be as follows:

- the lower of \$23.13 and 92.5% of the price paid to acquire the shares from us for stockholders who have continuously held their shares for at least one year;
- the lower of \$23.75 and 95.0% of the price paid to acquire the shares from us for stockholders who have continuously held their shares for at least two years;
- the lower of \$24.38 and 97.5% of the price paid to acquire the shares from us for stockholders who have continuously held their shares for at least three years; and
- the lower of \$25.00 and 100% of the price paid to acquire the shares from us for stockholders who have continuously held their shares for at least four years.

Prior to the time that we begin calculating NAV, upon the death or disability of a stockholder, upon request, we will waive the one-year holding requirement. Once we begin calculating NAV, no holding period would be required. Shares repurchased in connection with the death or disability of a stockholder will be repurchased at a purchase price equal to the price actually paid for the shares during the offering, or if not engaged in the offering, the per share purchase price will be based on the greater of the price paid for such shares or the then current NAV of the shares as determined by our board of directors (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to our common stock). In addition, we may waive the holding period in the event of a stockholder's bankruptcy or other exigent circumstances.



# Phillips Edison Grocery Center REIT I, Inc. Share Repurchase Form

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c/o: American National Stock Transfer  
430 W 7<sup>th</sup> Street, Kansas City, MO 64121-9912

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Fax: (646) 861-7793

## Instructions Cont.

Until the NAV pricing date, a stockholder must have beneficially held the shares for at least one year prior to offering them for sale to us through our share repurchase program, although if a stockholder sells back all of its shares, our board of directors has the discretion to exempt shares purchased pursuant to our distribution reinvestment plan from this one year requirement. Once we begin calculating NAV, no holding period would be required.

Pursuant to the terms of our share repurchase program, we intend to make repurchases, if requested, at least once quarterly. Each stockholder whose repurchase request is granted will receive the repurchase amount within 30 days after the fiscal quarter in which we grant the repurchase request. Subject to the limitations described in our share repurchase program, we also will repurchase shares upon the request of the estate, heir or beneficiary, as applicable, of a deceased stockholder. We will limit the number of shares repurchased pursuant to our share repurchase program as follows: during any calendar year to 5% of the weighted average number of shares of common stock outstanding during the prior calendar year. In addition, funds available for our share repurchase program are limited and may not be sufficient to accommodate all requests. Due to these limitations, we cannot guarantee that we will be able to accommodate all repurchase requests.

Our board of directors may also amend, suspend or terminate the program without stockholder approval upon 30 days' notice or reject any request for repurchase if it determines that the funds allocated to the share repurchase program are needed for other purposes, such as the acquisition, maintenance or repair of properties, or for use in making a declared distribution. Our sponsor, advisor, sub-advisor, directors and affiliates are prohibited from receiving a fee on any share repurchases, including selling commissions and dealer manager fees.

Our board of directors reserves the right, in its sole discretion, at any time and from time to time, to:

- waive the one year holding period requirement in the event of the death or disability of a stockholder, other involuntary exigent circumstances such as bankruptcy, or a mandatory distribution requirement under a stockholder's IRA;
- reject any request for repurchase;
- change the purchase price for repurchases; or
- otherwise amend the terms of, suspend or terminate the terms of our share repurchase program.

Funding for the share repurchase program will be derived from proceeds we maintain from the sale of shares under our distribution reinvestment plan and other operating funds, if any, as our board of directors, in its sole discretion, may reserve for this purpose. We cannot guarantee that the funds set aside for the share repurchase program will be sufficient to accommodate all requests made each year. However, a stockholder may withdraw its request at any time or ask that we honor the request when funds are available. If funds available for our share repurchase program are not sufficient to accommodate all requests, shares will be repurchased as follows: (i) first, pro rata as to repurchases upon the death of a stockholder; (ii) next, pro rata as to repurchases to stockholders who demonstrate, in the discretion of our board of directors, another involuntary exigent circumstance, such as bankruptcy; (iii) next, pro rata as to repurchases to stockholders subject to a mandatory distribution requirement under such stockholder's IRA; and (iv) finally, pro rata as to all other repurchase requests.

In general, a stockholder or his or her estate, heir or beneficiary may present to us fewer than all of the shares then-owned for repurchase, except that the minimum number of shares that must be presented for repurchase shall be at least 25% of the holder's shares.

The share repurchase program immediately will terminate if our shares are listed on any national securities exchange. Any material modifications, suspension or termination of our share repurchase program by our board of directors or our advisor will be disclosed to stockholders promptly in reports we file with the SEC, a press release and/or via our website.

All share repurchase requests are subject to the full terms of our share repurchase program.



# Phillips Edison Grocery Center REIT II, Inc. Share Repurchase Form

Standard Mail: Phillips Edison Grocery Center REIT Inc.  
P.O. Box 219912, Kansas City, MO 64121-9912

Overnight Mail: Phillips Edison Grocery Center REIT Inc.  
c/o DST Systems, Inc., 430 W 7th St., Kansas City, MO 64105-1407

## PLEASE SELECT ONE OPTION:

- ☐ I elect that my request to redeem my shares be honored at such time as sufficient funds exist if all shares are not redeemed due to insufficient funds in the first quarter my request is received.
- ☐ I elect that you redeem as many shares as possible in the month my request is received and that my request to redeem any remaining shares be canceled if all shares are not redeemed due to insufficient funds in the month my request is received.

### REQUIRED FOR ALL REPURCHASE REQUESTS.

Qualifying stockholders who desire to request redemption of their shares must have the Redemption Application completed and executed where indicated by ALL parties who have ownership of the shares.

#### Please note:

A medallion-stamped signature guarantee is required in order to process each transaction. If the ownership is held in joint tenancy, then all parties must sign. If the shares are held through a custodian, as in the case of an IRA, after you sign the form, please forward it to your custodian for their authorization and signature.

Please contact your financial advisor with any questions.

## Registration Name(s) on Account

Name of Account Owner: \_\_\_\_\_

Social Security Number (or) Tax Identification Number: \_\_\_\_\_

Account Number: \_\_\_\_\_

Name of Joint Account Owner (if applicable): \_\_\_\_\_

Social Security Number (or) Tax Identification Number: \_\_\_\_\_

Name of Trust or Business Entity (Does not apply to IRA accounts): \_\_\_\_\_

Name of Custodian or Trustee: \_\_\_\_\_

Custodian/Trust/Business Entity Tax ID#: \_\_\_\_\_

Legal Address (No P.O. Boxes): \_\_\_\_\_

City, State, Zip: \_\_\_\_\_

Phone Number: \_\_\_\_\_

Alternate Phone: \_\_\_\_\_

Fax: \_\_\_\_\_

Email: \_\_\_\_\_

## Redemption Preference

- ☐ Partial Repurchase: Repurchase \_\_\_\_\_ shares from my (our) account.
- ☐ Full Repurchase: Repurchase ALL shares from my (our) account.
- ☐ Dollar Amount: Repurchase enough shares from my account to net a total of \$\_\_\_\_\_.

**2** YOU MUST SELECT ONE  
OPTION.

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## Redemption Information

Please state your instruction to receive the redemption proceeds:

- ☐ I prefer for my proceeds to be sent to my mailing address of record.
- ☐ I prefer for my proceeds to be deposited into a third-party account (information listed below).

Institution Name \_\_\_\_\_

Account Name \_\_\_\_\_

Institution ABA \_\_\_\_\_

Account Number \_\_\_\_\_

Street / P.O. Box \_\_\_\_\_

City, State & Zip Code \_\_\_\_\_

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IN ORDER TO HAVE  
THIS AGREEMENT  
EXECUTED, THE  
INVESTOR(S) MUST  
SIGN THIS SECTION.

MEDALLION SIGNATURE  
GUARANTEES are required  
for all repurchases. An  
additional medallion signature  
guarantee is required if the  
account is held through a  
custodian.

## Signatures of Owner and Co-Owner

All investor(s)/ registration owner(s) must sign this form to authorize the above instruction. The signature(s) to this application must correspond with the name(s) and account registration in which the shares are held, in every particular, without alternation of any change whatsoever.

Owner Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Co-Owner Signature (if applicable): \_\_\_\_\_ Date: \_\_\_\_\_

MEDALLION SIGNATURE  
GUARANTEE STAMP

## FOR AUTHORIZED REPRESENTATIVE OF CUSTODIAN USE ONLY

Authorized Signature (Custodian or Trustee): \_\_\_\_\_ Date: \_\_\_\_\_

MEDALLION SIGNATURE  
GUARANTEE STAMP

