Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name	2 Issuer's employer identification number (EIN)
Edgewell Personal Care Company f/k/a Energizer Holdings, Inc.	43-1863181

3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact
Barb Brinkmeyer	314-594-1688	barbaram.brinkmeyer@edgewell.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
1350 Timberlake Manor Parkway	Chesterfield, MO 63017

8 Date of action	9 Classification and description
7/1/2015	Stock

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
New: 28035Q 10 2	Not Applicable	EPC	Not Applicable

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 attachment.

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 attachment.

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 attachment.

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 attachment.

18 Can any resulting loss be recognized? ▶ See attachment.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment.

Sign Here

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.

Signature ▶ Barb M. Brinkmeyer Date ▶ August 10, 2015

Print your name ▶ Barb Brinkmeyer Title ▶ VP, Taxes

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Ron Pierce		08/10/15		P00963483
Firm's name ▶ Ernst & Young LLP			Firm's EIN ▶	34-656596
Firm's address ▶ 190 Carondelet Plaza, Suite 1300 Clayton, MO 63105			Phone no.	314-290-1000

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

Part II - Organizational Action

CONSULT YOUR TAX ADVISOR

THE FOLLOWING DISCUSSION IS A SUMMARY OF MATERIAL U.S. FEDERAL INCOME TAX BASIS CONSEQUENCES OF THE DISTRIBUTION UNDER CURRENT LAW AND IS FOR GENERAL INFORMATION ONLY. THE INFORMATION CONTAINED HEREIN DOES NOT CONSTITUTE TAX ADVICE AND DOES NOT PURPORT TO DESCRIBE THE CONSEQUENCES THAT MAY APPLY TO PARTICULAR CATEGORIES OF SHAREHOLDERS. ALL HOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE PARTICULAR TAX CONSEQUENCES OF THE DISTRIBUTION TO THEM, INCLUDING THE APPLICATION AND EFFECT OF U.S. FEDERAL, STATE, LOCAL AND FOREIGN TAX LAWS.

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

On July 1, 2015, Energizer Holdings, Inc. (NYSE: ENR) ("New Energizer") completed the spin off from its former parent company, newly named Edgewell Personal Care Company ("ParentCo"), and has begun operating as an independent, publicly-traded entity. New Energizer will be called Energizer Holdings, Inc. and trade under the ticker symbol "ENR." New Energizer will begin "regular-way" trading on the New York Stock Exchange ("NYSE").

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 separation was effected by means of a pro rata distribution of 100% of the outstanding shares of New Energizer common stock to holders of ParentCo common stock. Each ParentCo shareholder will receive one full share of New Energizer common stock for every one full share of ParentCo common stock held as of the close of business on June 16, 2015, the record date for the distribution (e.g., a holder of 100 shares of ParentCo stock will receive 100 shares of New Energizer stock). Each ParentCo shareholder will be treated as receiving one fractional share of equal magnitude of New Energizer common stock for every one fractional share of ParentCo common stock held as of the close of business on June 16, 2015, the record date for the distribution (e.g., a holder of 0.5 shares of ParentCo stock is treated as receiving 0.5 shares of New Energizer stock), with such fractional share of New Energizer common stock then being treated as sold for the amount of cash actually received by such ParentCo shareholder. The New Energizer common stock will be issued in book-entry form only, which means that no physical share certificates will be issued. The separation and distribution should be tax-free for U.S. federal income tax purposes to ParentCo shareholders.

The aggregate tax basis of the ParentCo common stock and the New Energizer common stock received in the distribution (including any deemed fractional share interest in New Energizer common stock for which cash is actually received) in the hands of each holder of ParentCo common stock after the distribution will equal the aggregate basis of ParentCo common stock held by the holder immediately

before the distribution, allocated between the ParentCo common stock and the New Energizer common stock (including any deemed fractional share interest in New Energizer common stock for which cash is actually received) in proportion to the relative fair market value of each on the date of the distribution. As described below, the aggregate amount is computed on a share-by-share (or fractional-share-by-fractional-share) basis.

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

    Pursuant to the U.S. federal income tax regulations issued under Section 358, the basis of each share of stock (or fractional share of stock) of ParentCo must be allocated between the share (or fractional share) of ParentCo stock with respect to which the distribution is made, and the share (or fractional share) of New Energizer received with respect to the share (or fractional share) of ParentCo stock in proportion to their respective fair market values. U.S. federal income tax rules do not specifically prescribe the manner by which fair market value is determined and there may be multiple approached in making such a determination. One possible approach would be the valuation analysis provided by Ernst & Young, LLP, which determined that the post-distribution value of ParentCo and of New Energizer was 70.06% and 29.94%, respectively, of the pre-distribution ParentCo stock value. Under this particular approach, for example, 70.06% of the pre-distribution basis of each ParentCo share (or fractional share) should remain with such share (or fractional share) post-distribution and 29.94% of the pre-distribution basis of each ParentCo share (or fractional share) should be allocated to the post-distribution New Energizer share (or fractional share) received with respect thereto (e.g., if a holder owns one ParentCo share with a basis of $100 pre-distribution, such holder would own, post-distribution, one ParentCo share with a basis of $70.06 and one New Energizer share with a basis of $29.94). ParentCo shareholders are not bound by the valuation approach and should consult with their tax advisor.

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

    Sections 355, 358(c), and 368(a)(1)(D).

18. Can any resulting loss be recognized?

    No loss will be recognized by holders of ParentCo common stock upon the receipt of New Energizer common stock in the distribution, except potentially with respect to any cash received in lieu of fractional shares of New Energizer common stock, in which case the holders of a fractional share of ParentCo common stock will recognize loss computed as the excess of the basis in the fractional share deemed received (as described above) over the amount of cash actually received. Such ParentCo shareholders should consult with their tax advisor.

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

For holders of ParentCo common stock using the calendar year as the annual accounting period for federal income tax purposes, the taxable year of the organizational action is the year ending December 31, 2015. The above-described change in basis is effective as of July 1, 2015 (the date of the organizational action).

The CUSIP number of former Energizer Holdings, Inc. was: 29266R 10 8. Following the transaction and the name change from Energizer Holdings, Inc. to Edgewell Personal Care Company, the new CUSIP number (as provided above in Part 1, box 10) was adopted: 28035Q 10 2.