

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

### Part I Reporting Issuer

1 Issuer's name <b>Enesco Rowan plc</b>		2 Issuer's employer identification number (EIN) <b>98-0635229</b>	
3 Name of contact for additional information <b>Roger McCartney</b>	4 Telephone No. of contact <b>713-789-1400</b>	5 Email address of contact <b>tax@enscorowan.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>6 Chesterfield Gardens, 3rd Floor</b>		7 City, town, or post office, state, and ZIP code of contact <b>London England W1J5BQ</b>	
8 Date of action <b>April 11, 2019</b>		9 Classification and description <b>Class A Common Stock - Reverse Stock Split</b>	
10 CUSIP number <b>G3166L100</b>	11 Serial number(s)	12 Ticker symbol <b>ESV</b>	13 Account number(s)

### 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 ▶ **On April 11th, 2019 Enesco plc ("Enesco") acquired all of the issued ordinary shares of Rowan Companies plc ("Rowan") in exchange for newly issued Enesco ordinary shares, in a transaction (the "Exchange") intended to qualify as a reorganization for United States federal income tax purposes pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended.**

**On April 11th, 2019, immediately after the Exchange, all of the issued ordinary shares of Enesco plc ("Enesco") (including those issued to shareholders of Rowan in Enesco's acquisition of Rowan on that same date) were exchanged in a reverse stock split (the "Reverse Stock Split") in which one Enesco ordinary share was issued for each four Enesco ordinary shares outstanding immediately prior to the split, provided that no fractional shares were issued in the split and instead were paid out in cash as provided in the reverse stock split plan.**

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 ▶ **For a Rowan shareholder, the Enesco ordinary shares received in the Exchange (including any fractional share deemed received and exchanged for cash) will have the same aggregate tax basis as the shareholder's aggregate tax basis in the Rowan shares exchanged. If a Rowan shareholder acquired Rowan ordinary shares at different times or at different prices, the basis of each Rowan ordinary share shall be allocated to the Enesco ordinary shares received in the Exchange in proportion to the fair market value of the Enesco ordinary shares received.**

**A shareholder's aggregate tax basis in the post-Reverse Stock Split Enesco ordinary shares received in the Reverse Stock Split (including any fractional share deemed received and exchanged for cash) will be the same as such shareholder's aggregate tax basis of the pre-Reverse Stock Split ordinary shares of Enesco received in the Exchange and then exchanged in the Reverse Stock Split.**

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 ▶ **There is no change in basis, other than that the basis allocated to a fractional share deemed received and sold will no longer be included in the shareholder's tax basis in its Enesco ordinary shares.**

**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 368(a) – Definitions relating to corporate reorganizations \_\_\_\_\_

IRC Section 354(a) - Exchanges of stock and securities in certain reorganizations \_\_\_\_\_

IRC Section 356 - Receipt of additional consideration \_\_\_\_\_

IRC Section 358 - Basis to distributees \_\_\_\_\_

IRC Section 1001 - Determination of amount of and recognition of gain or loss \_\_\_\_\_

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18 Can any resulting loss be recognized? ▶ In general, a shareholder who receives cash payment in lieu of a fractional share will recognize capital gain or loss equal to the difference between the amount of cash received in lieu of the fractional share and the portion of the holder's tax basis of the pre-reverse stock split shares that is allocable to the fractional share. Such gain or loss generally will be long-term capital gain or loss if the shareholder's holding period in its pre-reverse stock split shares is more than one year as of the reverse stock split date. The deductibility of net capital losses by individuals and corporations is subject to limitations.

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

The stock basis adjustment and any gain or loss will be taken into account in the tax year of the shareholder during which the Exchange and the Reverse Stock Split occurred (e.g., 2019 for calendar year taxpayers).

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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 ▶  Date ▶ \_\_\_\_\_

Print your name ▶ **David A. Armour** Title ▶ **Vice President - Tax**

<b>Paid Preparer Use Only</b>	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.	

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