

**Report of Organizational Actions  
 Affecting Basis of Securities**

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>Hillenbrand, Inc.</b>		2 Issuer's employer identification number (EIN) <b>26-1342272</b>	
3 Name of contact for additional information <b>Rich Dudley, Sr. Director, Investor Relations</b>	4 Telephone No. of contact <b>812.931.5001</b>	5 Email address of contact <b>rich.dudley@hillenbrand.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>One Batesville Boulevard</b>		7 City, town, or post office, state, and ZIP code of contact <b>Batesville, Indiana, 47006</b>	
8 Date of action <b>November 21, 2019</b>		9 Classification and description <b>Acquisition in exchange for cash and shares of Hillenbrand, Inc.</b>	
10 CUSIP number <b>431571108</b>	11 Serial number(s)	12 Ticker symbol <b>HI</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 ▶ [See attachment.](#)

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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.](#)

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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.](#)

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**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.

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

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

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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 ▶ [Handwritten Signature] Date ▶ 12/23/2019

Print your name ▶ James D. Hutchison Title ▶ Vice President Tax

**Paid Preparer Use Only**

Print/Type preparer's name Preparer's signature Date

Firm's name ▶ Check  if self-employed PTIN

Firm's address ▶ Firm's EIN ▶

Phone no.

**The information contained herein is being provided pursuant to the requirements of Section 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 effects of the Merger (as defined below). The information contained herein does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. Holders of Milacron common stock are encouraged to consult their independent tax advisors regarding the particular consequences of the Merger to them (including the applicability and effect of all federal, state, local and non-U.S. laws) and should carefully read the Proxy Statement, dated October 18, 2019, and filed with the Securities and Exchange Commission, noting especially the discussion under the heading “U.S. Federal Income Tax Consequences.” The Proxy Statement may be accessed at [www.sec.gov](http://www.sec.gov).**

***Item 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 November 21, 2019, pursuant to the terms and conditions of the previously announced Agreement and Plan of Merger, dated as of July 12, 2019 (the “Merger Agreement”), among Hillenbrand, Inc. (“Hillenbrand”), Bengal Delaware Holding Corporation (“Merger Subsidiary”) and Milacron Holdings Corp. (“Milacron”), Merger Subsidiary merged with and into Milacron, with Milacron continuing as the surviving corporation of the merger and a wholly-owned subsidiary of Hillenbrand (the “Merger”).

In the Merger, each share of common stock, par value \$0.01 per share, of Milacron (“Milacron Stock”) issued and outstanding immediately prior to the Effective Time (other than shares of Milacron Stock (i) held by Milacron as treasury stock, (ii) owned by Hillenbrand or Merger Subsidiary immediately prior to the Effective Time, (iii) held by any wholly-owned subsidiary of Milacron or Hillenbrand (other than Merger Subsidiary) immediately prior to the Effective Time, or (iv) issued and outstanding immediately prior to the Effective Time and held by any person who has not voted in favor of adoption of the Merger Agreement or consented thereto in writing and who has properly exercised appraisal rights in respect of such shares in accordance with the Delaware General Corporation Law) was converted into the right to receive (x) \$11.80 in cash, without interest and (y) 0.1612 shares of common stock, without par value, of Hillenbrand (“Hillenbrand Common Stock”) (clauses (x) and (y), taken together the “Merger Consideration”), and with cash to be paid in lieu of fractional shares.

***Item 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 exchange of Milacron Stock for the Merger Consideration was a taxable transaction for U.S. federal income tax purposes. As a result, a holder’s tax basis in each share of Hillenbrand Common Stock received in the merger will generally equal the fair market value of such share of Hillenbrand Common Stock as of the completion of the Merger.

U.S. federal income tax law does not specifically prescribe how you should determine the fair market value of shares of Hillenbrand Common Stock received in the Merger for purposes of determining your tax basis in such shares.

One possible method of determining the fair market value of Hillenbrand Common Stock received in the Merger is to use the closing price of Hillenbrand Common Stock on November 20, 2019, which was \$31.26 per share on the New York Stock Exchange. Other reasonable methods for determining the fair market value of the Hillenbrand Common Stock received in the Merger may exist. You should consult your independent tax advisor to determine the appropriate method of determining the fair market value of the Hillenbrand Common Stock received in the Merger.

***Item 16. Describe the calculation of the change in basis and the date that supports the calculation, such as market values of securities and the valuation dates.***

For U.S. federal income tax purposes, the aggregate tax basis of the Hillenbrand Common Stock received in the Merger will generally equal the fair market value of the Hillenbrand Common Stock as of the completion of the Merger. See Item 15, above, for a discussion of the determination of fair market value of the Hillenbrand Common Stock.

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

The U.S. federal income tax treatment described above is based on Section 1001 and 1012 of the Code.

***Item 18. Can any resulting loss be recognized?***

Yes, generally any resulting loss can be recognized.

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

The Merger was completed on November 21, 2019. For a Milacron shareholder whose taxable year is the calendar year, the reportable tax year is 2019.