



## Newell Brands Announces Exchange Offers for 3¾% Senior Notes Due 2021 and 5% Senior Notes Due 2023

September 27, 2016

ATLANTA--(BUSINESS WIRE)-- Newell Brands (NYSE: NWL) today announced that it has commenced offers to exchange (the "Exchange Offers") up to:

- €271,851,000 aggregate principal amount of its 3¾% Senior Notes due 2021 (ISIN XS1389996882) (the "Exchange Euro Notes"), which have been registered under the Securities Act of 1933 (the "Securities Act"), for an equivalent principal amount of its outstanding, unregistered 3¾% Senior Notes due 2021 (ISINs XS1388994896 and XS1388994540) (the "Original Euro Notes"); and
- \$295,122,000 aggregate principal amount of its 5% Senior Notes due 2023 (CUSIP No. 651229BA3; ISIN US651229BA36) (the "Exchange Dollar Notes" and, together with the Exchange Euro Notes, the "Exchange Notes"), which have also been registered under the Securities Act, for an equivalent principal amount of its outstanding, unregistered 5% Senior Notes due 2023 (CUSIP Nos. 651229AZ9 and U6415RAA1; ISINs US651229AZ95 and USU6415RAA15) (the "Original Dollar Notes" and, together with the Original Euro Notes, the "Original Notes").

The Original Notes were issued in private offerings on April 20, 2016 in exchange for certain outstanding senior notes originally issued by Jarden Corporation ("Jarden"). The terms of the Exchange Notes will be substantially identical to the terms of the Original Notes, except that the Exchange Notes will be registered under the Securities Act and will not be subject to transfer restrictions, registration rights and certain rights to additional interest currently applicable to the Original Notes. The Exchange Notes will also bear different CUSIP and ISIN numbers from the Original Notes.

The terms and conditions of the Exchange Offers are set forth in the (a) prospectus relating to the Exchange Offers (the "Prospectus") and (b) related letter of transmittal (the "Letter of Transmittal"), if applicable. The Exchange Offers will expire at 11:59 p.m., New York City time, on October 25, 2016, or a later date and time to which Newell Brands extends it (the "Expiration Date"). Except in the limited circumstances described in the Prospectus, any and all Original Notes that are validly tendered in the Exchange Offers and not validly withdrawn prior to the Expiration Date will be accepted for exchange.

This press release is for informational purposes only and is not an offer to purchase any Original Notes or sell any Exchange Notes or a solicitation of an offer to sell any Original Notes or purchase any Exchange Notes. The Exchange Offers are being made only pursuant to the Prospectus and the Letter of Transmittal, if applicable, that have been filed with the Securities and Exchange Commission (the "SEC") as part of Newell Brands' Registration Statement on Form S-4 (File No. 333-213675) (the "Registration Statement"). The Registration Statement was declared effective by the SEC on September 23, 2016.

D.F. King & Co., Inc. has been appointed as exchange agent for the Exchange Offers. Questions and requests for assistance and requests for additional copies of the Prospectus or the Letter of Transmittal, if applicable, should be directed to the exchange agent addressed as follows:

### In New York:

Call Collect: (212) 269-5550

Toll Free: (800) 628-8536

Email: [Newell@dfking.com](mailto:Newell@dfking.com)

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(212) 709-3328

Attention: Peter Aymar

For Information or

Confirmation by Telephone:

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### **Caution Concerning Forward-Looking Statements**

Statements in this press release that are not historical in nature constitute forward-looking statements. These forward-looking statements relate to information or assumptions about the effects of sales, income, earnings per share, operating income, operating margin or gross margin improvements or declines, Project Renewal, capital and other expenditures, cash flow, dividends, restructuring and other project costs, costs and cost savings, inflation or deflation, particularly with respect to commodities such as oil and resin, debt ratings, changes in exchange rates, expected benefits and financial results from the Jarden transaction and other recently completed acquisitions and related integration activities and planned divestitures and management's plans, projections and objectives for future operations and performance. These statements are accompanied by words such as "anticipate," "expect," "project," "will," "believe," "estimate" and similar expressions. Actual results could differ materially from those expressed or implied in the forward-looking statements. Important factors that could cause actual results to differ materially from those suggested by the forward-looking statements include, but are not limited to, our dependence on the strength of retail, commercial and industrial sectors of the economy in light of the continuation or escalation of the global economic slowdown or regional sovereign debt issues; currency fluctuations; competition with other manufacturers and distributors of consumer products; major retailers' strong bargaining power and consolidation of our retail customers; changes in the prices of raw materials and sourced products and our ability to obtain raw materials and sourced products in a timely manner from suppliers; our ability to develop innovative new products and to develop, maintain and strengthen our end-user brands, including the ability to realize anticipated benefits of increased advertising and promotion spend; product liability, product recalls or regulatory actions; our ability to expeditiously close facilities and move operations while managing foreign regulations and other impediments; a failure of one of our key information technology systems or related controls; our ability to attract, retain and motivate key employees; future events that could adversely affect the value of our assets and require impairment charges; our ability to improve productivity and streamline operations; changes to our credit ratings; significant increases in the funding obligations related to our pension plans due to declining asset values, declining interest rates or otherwise; the imposition of tax liabilities greater than our provisions for such matters; the risks inherent in our foreign operations, including exchange controls and pricing restrictions; our ability to complete planned divestitures; our ability to successfully integrate acquired businesses, including the recently acquired Jarden business; our ability to realize the expected benefits and financial results from our recently acquired businesses and planned divestitures; and those factors listed in our filings with the SEC (including the information set forth under the caption "Risk Factors" in Newell Brands' Annual Report on Form 10-K). Changes in such assumptions or factors could produce significantly different results. The information contained in this news release is as of the date indicated. The company assumes no obligation to update any forward-looking statements contained in this news release as a result of new information or future events or developments.

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