



## Newell Brands Announces Extension of Expiration Date of Its Tender Offers

December 26, 2018

HOBOKEN, N.J.--(BUSINESS WIRE)--Dec. 26, 2018-- Newell Brands Inc. (NASDAQ: NWL) (the "Company" or "Newell Brands") announced today that in light of the closing of executive departments and agencies of the U.S. federal government, including the Securities and Exchange Commission, on Monday, December 24, 2018, the Company has extended the expiration date of its previously announced debt tender offers to midnight, New York City time, at the end of January 4, 2019, unless further extended or earlier terminated (the "Expiration Date").

On December 4, 2018, the Company announced the commencement of its tender offers to purchase for cash (i) any and all of the Company's outstanding securities listed in Table I below (the "Any and All Notes") (such offer, the "Any and All Offer"), and (ii) up to the Maximum Waterfall Tender Amount (as defined below) in aggregate principal amount of the Company's outstanding securities listed in Table II below (collectively, the "Waterfall Notes" and, together with the Any and All Notes, the "Securities"), subject to the Acceptance Priority Levels as defined below (such offer, the "Waterfall Offer"). The "Maximum Waterfall Tender Amount" is an aggregate principal amount equal to \$1,625,000,000 less the aggregate principal amount of the Any and All Notes validly tendered and accepted for purchase in the Any and All Offer. The tender offers are being made upon and are subject to the terms and conditions set forth in the Offer to Purchase, dated December 4, 2018, and the related Letter of Transmittal (as they may each be amended or supplemented from time to time, the "Tender Offer Documents").

On December 19, 2018, the Company announced the early results and pricing terms of the tenders offers. The following tables set forth certain information regarding the tender offers, including such pricing terms and the aggregate principal amount of each series of Securities that were validly tendered and not properly withdrawn at or prior to 5:00 p.m., New York City time, on December 18, 2018 (the "Early Tender Deadline"). As of 5:00 p.m., New York City time, on December 25, 2018, no additional Securities have been tendered in the tender offers.

**Table I**  
**Securities Subject to the Any And All Offer**

| Title of Security     | Principal Amount Outstanding | CUSIP/ISIN                              | Principal Amount Tendered <sup>(1)</sup> | Principal Amount Accepted on the Early Settlement Date <sup>(2)</sup> | Reference U.S. Treasury Security | Reference Yield | Fixed Spread (basis points) | Total Consideration <sup>(3)</sup> |
|-----------------------|------------------------------|---|--|---|----------------------------------|-----------------|-----------------------------|------------------------------------|
| 3.150% Notes due 2021 | \$350,000,000                | CUSIP: 651229 AU0<br>ISIN: US651229AU09 | \$252,081,000                            | \$252,081,000   | 1.250% UST due 03/31/21          | 2.633%          | 30                          | \$1,004.54                         |

(1) As reported by Global Bondholder Services Corporation, the tender and information agent for the tender offers.

(2) Accepted for purchase, and paid for, on the Early Settlement Date.

The Total Consideration payable for each \$1,000 principal amount of Securities validly tendered at or prior to the Early Tender Deadline and

(3) accepted for purchase by us includes an early tender premium of \$50. In addition, holders whose Securities are accepted will also receive accrued interest on such Securities.

**Table II**  
**Securities Subject to the Waterfall Offer**

| Title of Security | Principal Amount Outstanding | CUSIP/ISIN | Acceptance Priority Level | Principal Amount Tendered <sup>(1)</sup> | Principal Amount Accepted on the Early Settlement Date <sup>(2)</sup> | Reference U.S. Treasury Security | Reference Yield | Fixed Spread (basis points) | Total Consideration <sup>(3)</sup> |
|-------------------|------------------------------|------------|---------------------------|--|---|----------------------------------|-----------------|-----------------------------|------------------------------------|
|-------------------|------------------------------|------------|---------------------------|--|---|----------------------------------|-----------------|-----------------------------|------------------------------------|

|                             |                 |   |   |                 |                 |                               |        |     |          |
|-----------------------------|-----------------|---|---|-----------------|-----------------|-------------------------------|--------|-----|----------|
| 5.500%<br>Notes<br>due 2046 | \$1,750,000,000 | CUSIP: 651229<br>AY2<br>ISIN:<br>US651229AY21 | 1 | \$1,083,841,000 | \$1,083,841,000 | 3.000%<br>UST due<br>08/15/48 | 3.053% | 265 | \$971.99 |
| 3.900%<br>Notes<br>due 2025 | \$300,000,000   | CUSIP: 651229<br>AS5<br>ISIN:<br>US651229AS52 | 2 | \$208,912,000   | \$208,912,000   | 3.125%<br>UST due<br>11/15/28 | 2.819% | 180 | \$958.16 |
| 5.375%<br>Notes<br>due 2036 | \$500,000,000   | CUSIP: 651229<br>AX4<br>ISIN:<br>US651229AX48 | 3 | \$349,037,000   | \$80,166,000    | 3.000%<br>UST due<br>08/15/48 | 3.053% | 240 | \$991.26 |
| 4.200%<br>Notes<br>due 2026 | \$2,000,000,000 | CUSIP: 651229<br>AW6<br>ISIN:<br>US651229AW64 | 4 | \$1,395,837,000 | \$0             | 3.125%<br>UST due<br>11/15/28 | N/A    | 240 | N/A      |
| 3.850%<br>Notes<br>due 2023 | \$1,750,000,000 | CUSIP: 651229<br>AV8<br>ISIN:<br>US651229AV81 | 5 | \$1,159,155,000 | \$0             | 2.875%<br>UST due<br>11/30/23 | N/A    | 240 | N/A      |

(1) As reported by Global Bondholder Services Corporation, the tender and information agent for the tender offers.

(2) Accepted for purchase, and paid for, on the Early Settlement Date.

(3) The Total Consideration payable for each \$1,000 principal amount of Securities validly tendered at or prior to the Early Tender Deadline and accepted for purchase by us includes an early tender premium of \$50. In addition, holders whose Securities are accepted will also receive accrued interest on such Securities.

As listed in the tables above, on December 26, 2018 (the "Early Settlement Date"), the Company accepted for purchase, and paid for, \$252,081,000 aggregate principal amount of its 3.150% Notes due 2021, \$1,083,841,000 aggregate principal amount of its 5.500% Notes due 2046, \$208,912,000 aggregate principal amount of its 3.900% Notes due 2025 and \$80,166,000 aggregate principal amount of its 5.375% Notes due 2036 which had been validly tendered and not properly withdrawn at or prior to the Early Tender Deadline.

Because the Waterfall Offer was fully subscribed as of the Early Tender Deadline, the Company does not expect to accept for purchase any Waterfall Notes tendered after the Early Tender Deadline. Holders of Any and All Notes who validly tender such notes following the Early Tender Deadline and at or prior to the Expiration Date will only receive the applicable Tender Offer Consideration for Securities accepted for purchase, which is equal to the applicable Total Consideration minus an early tender premium of \$50. Securities not accepted for purchase will be promptly returned or credited to the holder's account. As a result of the extension of the Expiration Date, the settlement date for Securities tendered following the Early Tender Deadline and at or prior to the Expiration Date and accepted for purchase is expected to be January 8, 2019 (the "Final Settlement Date").

The withdrawal deadline of 5:00 p.m., New York City time, on December 18, 2018 has passed and, accordingly, Securities validly tendered in the tender offers may no longer be withdrawn except where additional withdrawal rights are required by law.

Goldman Sachs & Co. LLC is serving as the Lead Dealer Manager, and RBC Capital Markets, LLC and Wells Fargo Securities, LLC are serving as Co-Dealer Managers, in connection with the tender offers. The information agent and tender agent is Global Bondholder Services Corporation. The full details of the tender offers, including complete instructions on how to tender Securities, are included in the Tender Offer Documents. Holders are strongly encouraged to read carefully the Tender Offer Documents, including materials incorporated by reference therein, because they contain important information. Copies of the Tender Offer Documents and related offering materials are available by contacting the information agent at (212) 430-3774 (banks and brokers) or (866) 807-2200 (all others). Questions regarding the tender offers should be directed to Goldman Sachs & Co. LLC, Liability Management Group, at (212) 357-0215 or (800) 828-3182 (toll free).

None of the Company or its affiliates, their respective boards of directors, the dealer managers, the information agent and tender agent or the trustee is making any recommendation as to whether holders should tender any Securities in response to any of the tender offers, and neither the Company nor any such other person has authorized any person to make any such recommendation. Holders must make their own decision as to whether to tender any of their Securities, and, if so, the principal amount of Securities to tender.

This press release shall not constitute an offer to sell, a solicitation to buy or an offer to purchase or sell any securities. The tender offers are being made only pursuant to the Offer to Purchase and only in such jurisdictions as is permitted under applicable law.

#### About Newell Brands

Newell Brands (NASDAQ: NWL) is a leading global consumer goods company with a strong portfolio of well-known brands, including Paper Mate®, Sharpie®, Dymo®, EXPO®, Parker®, Elmer's®, Coleman®, Marmot®, Oster®, Sunbeam®, FoodSaver®, Mr. Coffee®, Graco®, Baby Jogger®, NUK®, Calphalon®, Rubbermaid®, Contigo®, First Alert®, and Yankee Candle®. For hundreds of millions of consumers, Newell Brands makes life better every day, where they live, learn, work and play.

This press release and additional information about Newell Brands are available on the company's website, [www.newellbrands.com](http://www.newellbrands.com).

### **Cautionary Note Regarding Forward-Looking Statements**

This press release contains statements that constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. These "forward-looking statements" are statements other than statements of historical fact and may include, among other things, statements in relation to the Company's current expectations and beliefs as to its ability to consummate the tender offers, including the timing, size, pricing or other terms of the tender offers, and other future events. All information set forth in this release is as of the date hereof. The Company does not intend, and undertakes no duty, to update this information to reflect future events or circumstances. Actual results are subject to a number of risks and uncertainties and may differ materially from the current expectations and beliefs discussed in this press release. Certain potential factors, risks and uncertainties that could affect the Company's business and financial results and cause actual results to differ materially from those expressed or implied in any forward-looking statements include the Company's ability to complete the tender offers and satisfy the conditions thereto, and other potential factors, risks and uncertainties under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," in its Annual Report on Form 10-K for the year ended December 31, 2017 and its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, which are on file with the Securities and Exchange Commission ("SEC") and available at the SEC's website at [www.sec.gov](http://www.sec.gov).



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