

GROWTH



GAME PLAN INTO ACTION

Deutsche Bank Global Consumer Conference

Michael B. Polk – President & Chief Executive Officer

Sharpie

LENOX

IRWIN
1958

Paper Mate

Goody

LEVOLOR

Rubbermaid

PARKER

GRACO

DYMO

Calphalon

Rubbermaid

contigo

Aprica



Forward-looking Statements

Statements in this presentation 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/(loss), 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, product recalls, expected benefits and financial results from recently completed acquisitions 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; the potential inability 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 acquisitions and divestitures; our ability to realize the expected benefits and financial results from our recently acquired businesses and planned divestitures; and those factors listed in our most recently filed Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission and exhibit 99.1 thereto. Changes in such assumptions or factors could produce significantly different results. The information contained in this presentation is as of the date indicated. The company assumes no obligation to update any forward-looking statements contained in this presentation as a result of new information or future events or developments.

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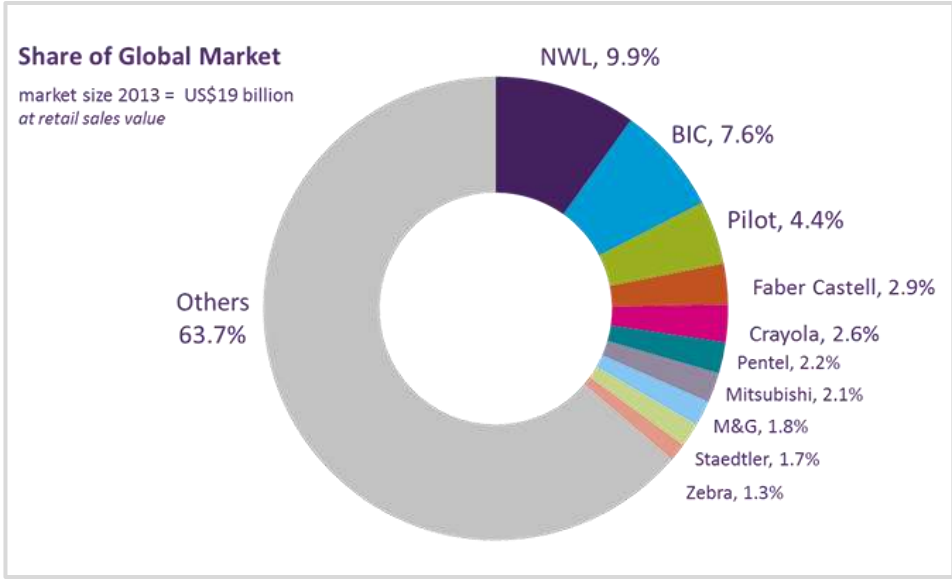


Leading brands with tremendous potential



Compete in large, growing, unconsolidated markets

Global Writing Market



Source: euromonitor

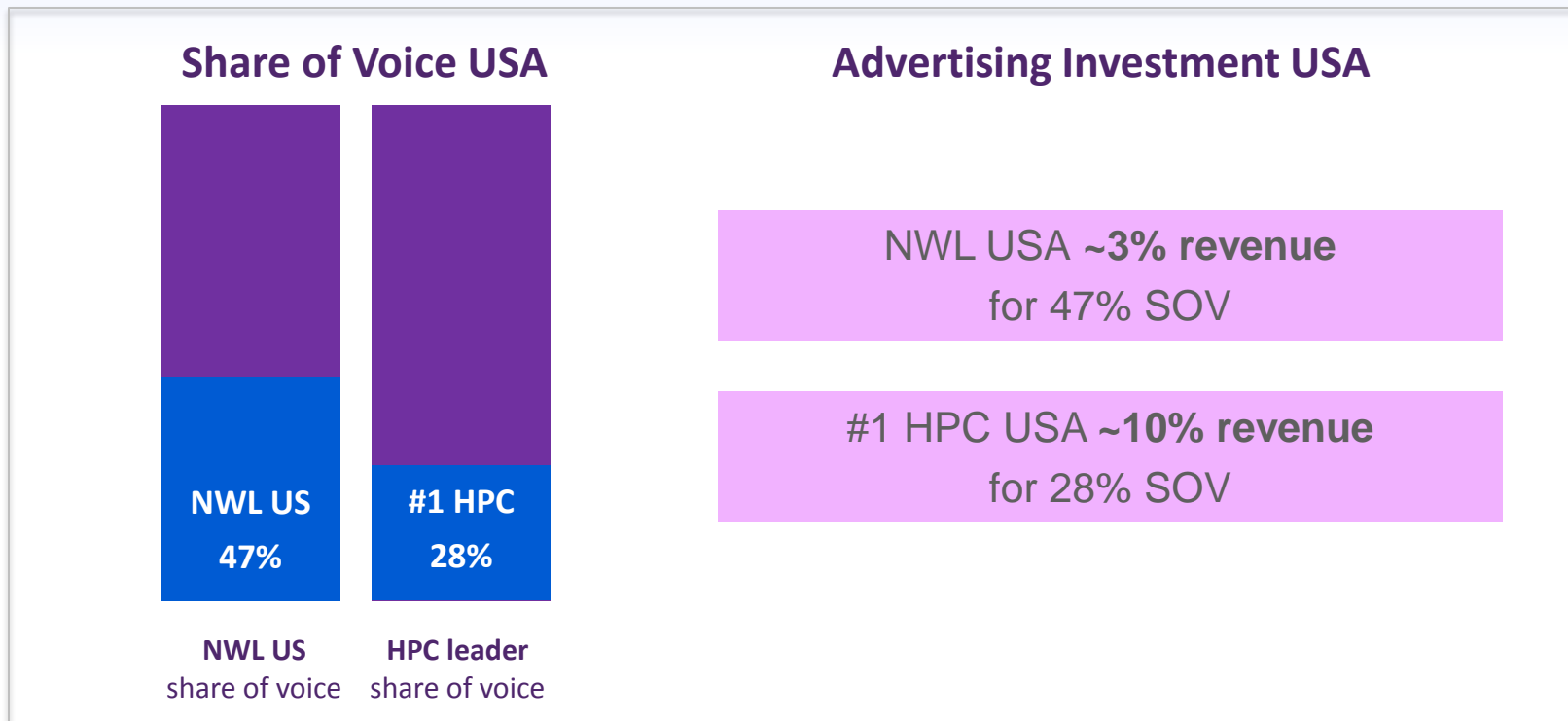
USA Writing Market

Market value
growth +5.8%

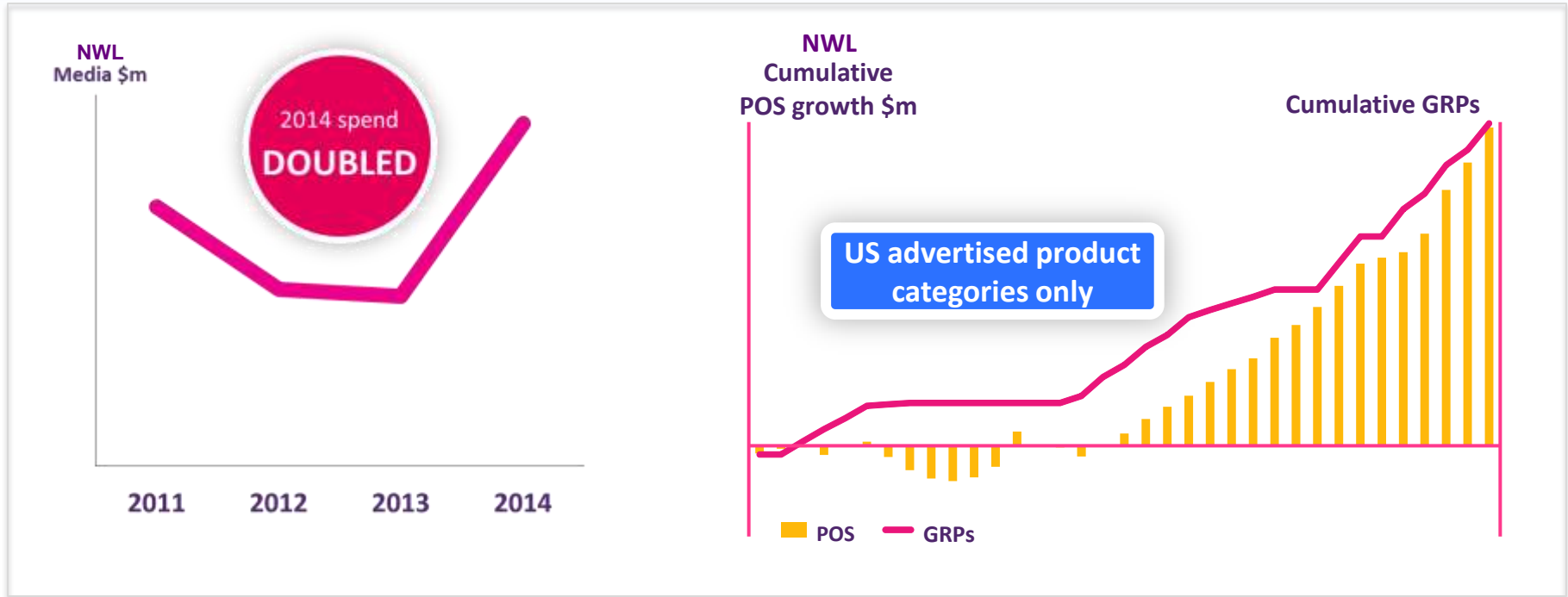
Market volume
growth +1.5%

Source: IRI 52 weeks ending 5/17/15

Markets with low cost of growth



Markets responsive to investment and ideas



NWL Strategic Opportunity (2011)

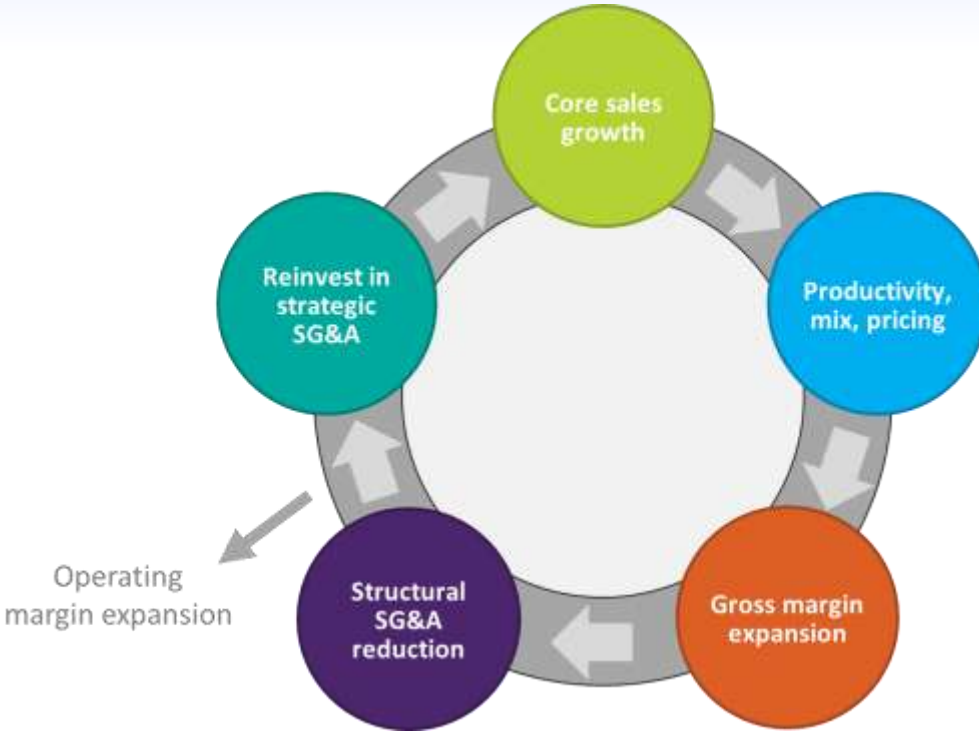
Large categories, great brands, unconsolidated global markets

NWL cost structure high and brand investment low

NWL resource allocated very democratically

Holding company approach deleveraging scale

Financial model and ambition



Accelerate Growth
Increase Margins
Drive EPS Growth
Increase Free Cash Flow

For those new to the story . . .



* Normalized EPS

Sharp choices (2012 to present)

Where to Play



How to Win



Drive market share growth in home markets

WINNING SHARE
IN HOME MARKETS

Innovation
Brand building
e-Commerce



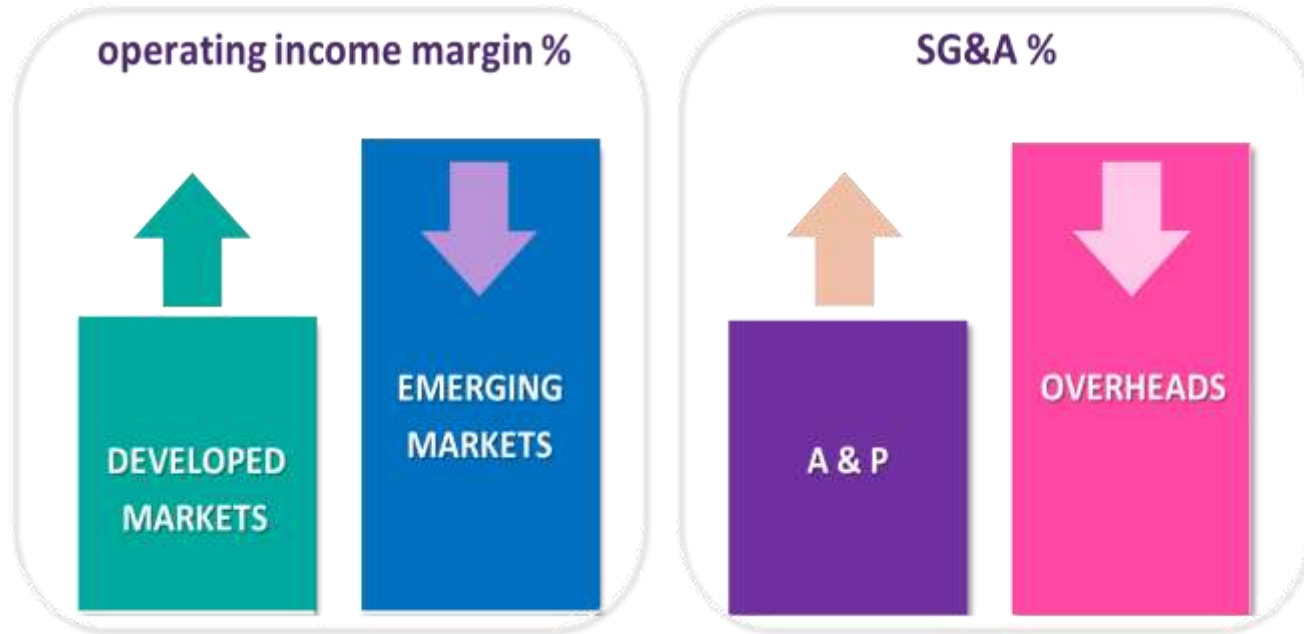
Extend brands into faster growing markets



Established clear corporate strategy (2012)



To fund, needed financial algorithm change

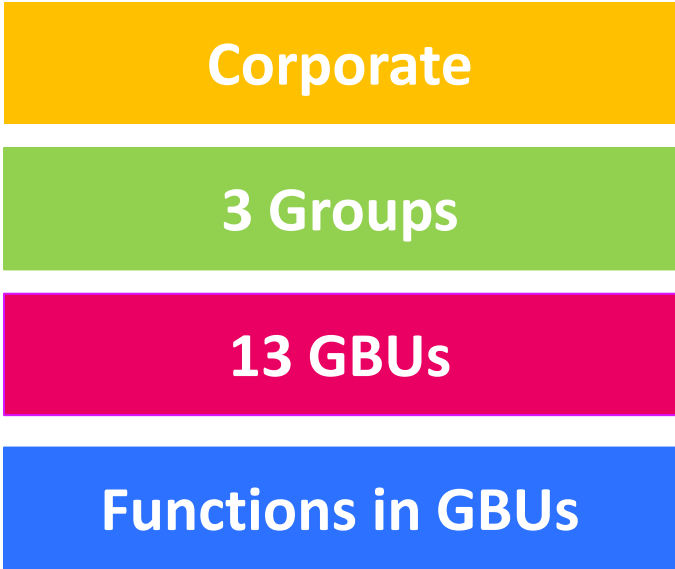


Launched major initiative to fund the growth

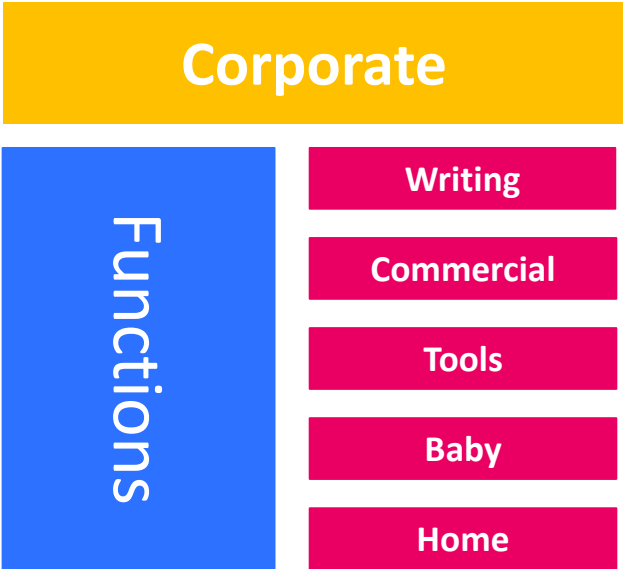


Reshaping the company

Holding Company



Operating Company



New operating model and ways of working



Project Renewal to release >\$0.6b savings

5 Year Program (2012 - 2017)

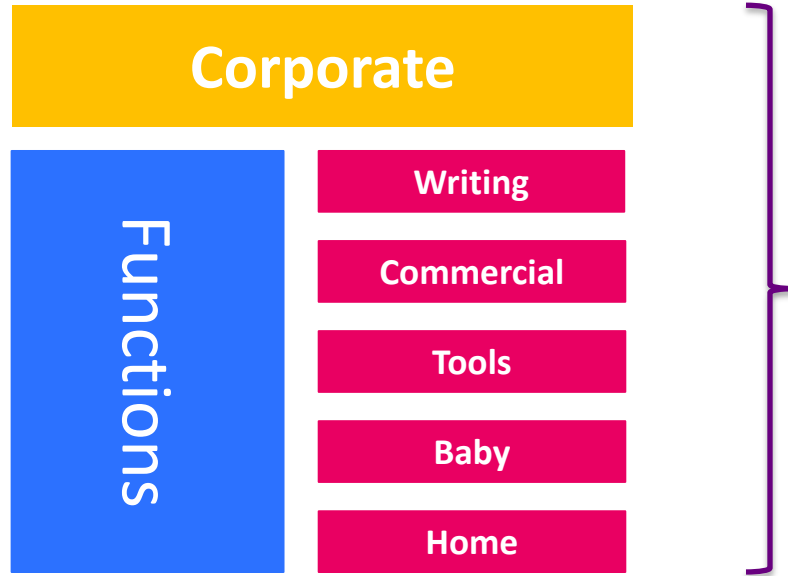
Delayer
organization

Transform
European
profitability

Significantly
reduce
complexity

Flatter and leaner organization

Operating Company (2013)



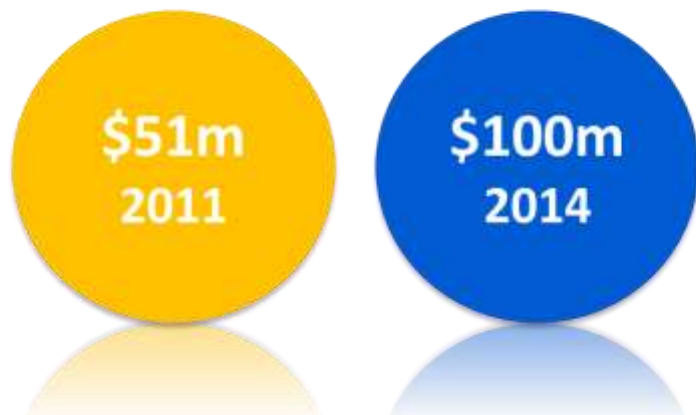
Reducing Overhead

Headcount ¹	2011	2014	Change
G15/SVP/VP	224	113	(50%)
Directors	414	300	(28%)
Managers	<u>7055</u>	<u>5775</u>	<u>(18%)</u>
Total	7693	6188	(20%)

¹ Headcount as of mid-2011 and year end 2014

Unlocking trapped capacity for growth

Doubled EMEA Normalized Operating Income



EMEA OI margin equal to North America

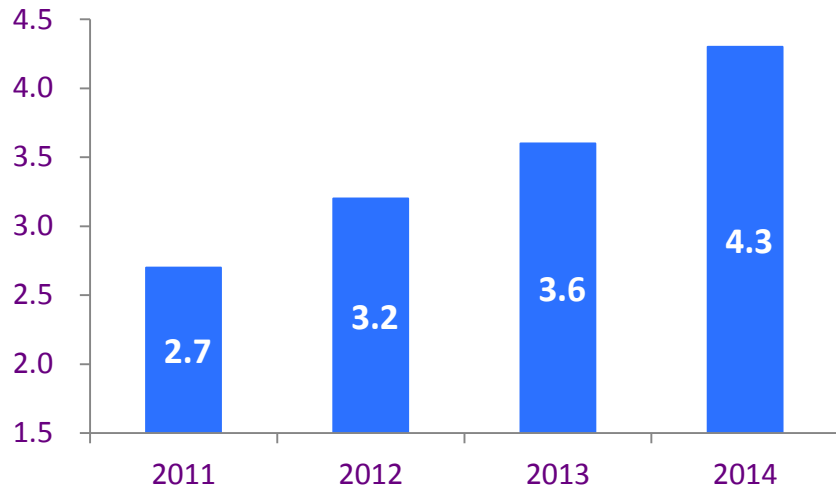
Normalized OI Margin	2012	2014
EMEA	7.2	14.7
North America	14.3	14.7
Total NWL	13.2	13.8

Enabling investment in capabilities and brands

Capabilities (Marketing & Design)

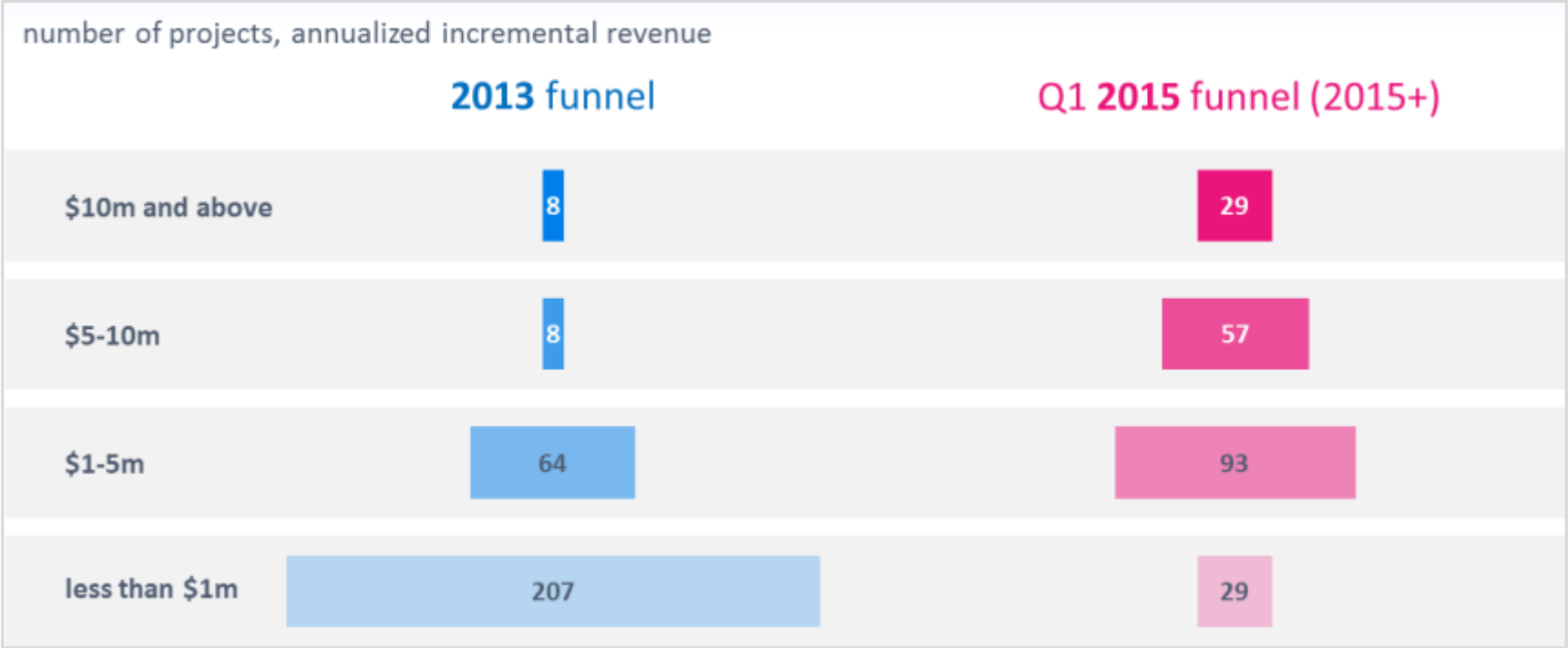


A&P % of Revenue

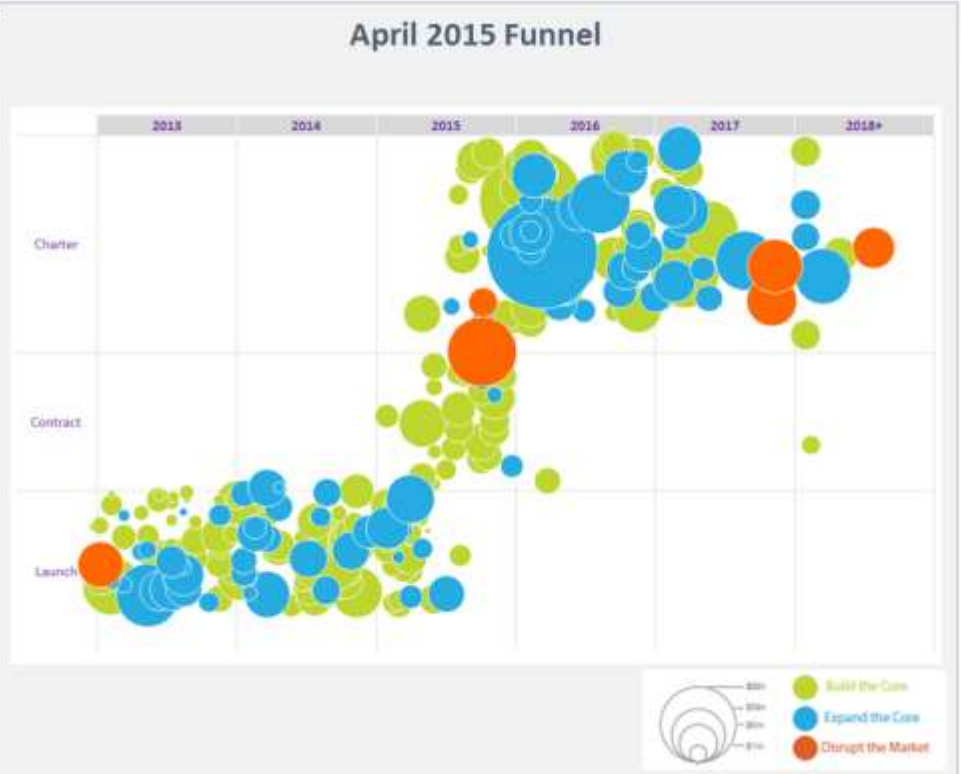
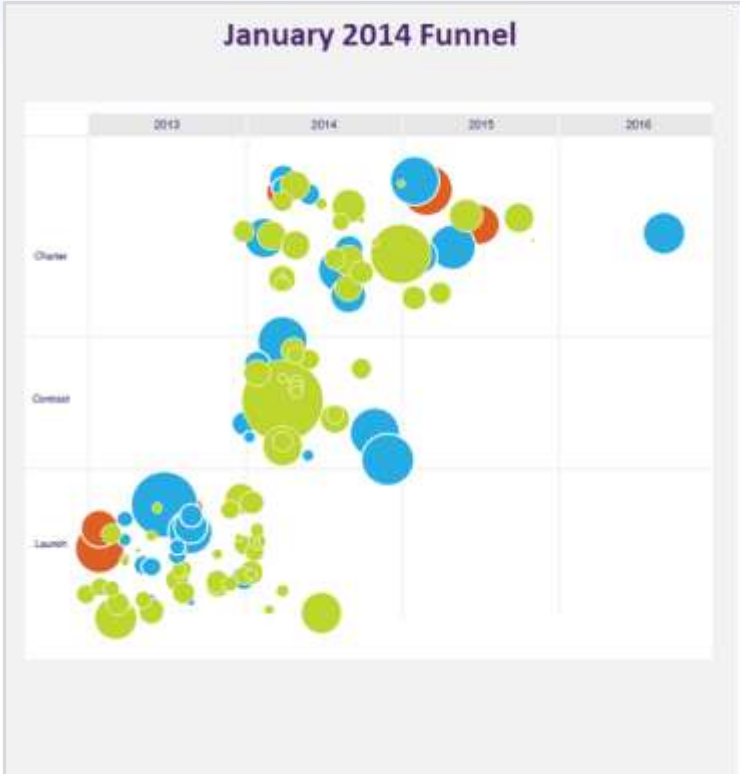


Note: Actual rates; 2013/2014 adjusted for discontinued operations

Stronger innovation funnel

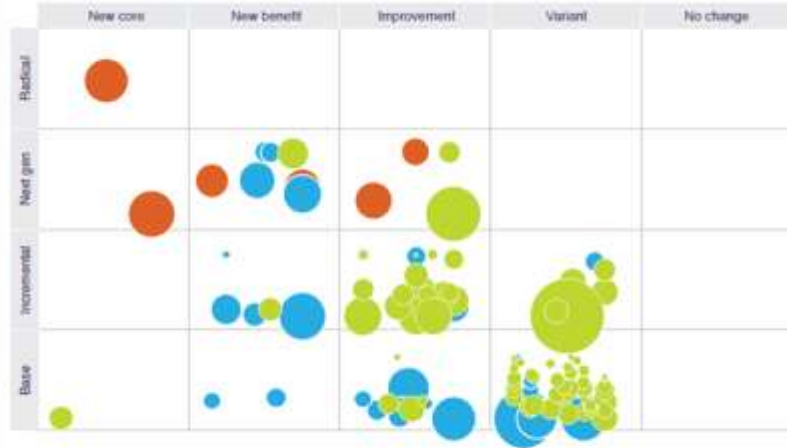


Longer innovation funnel

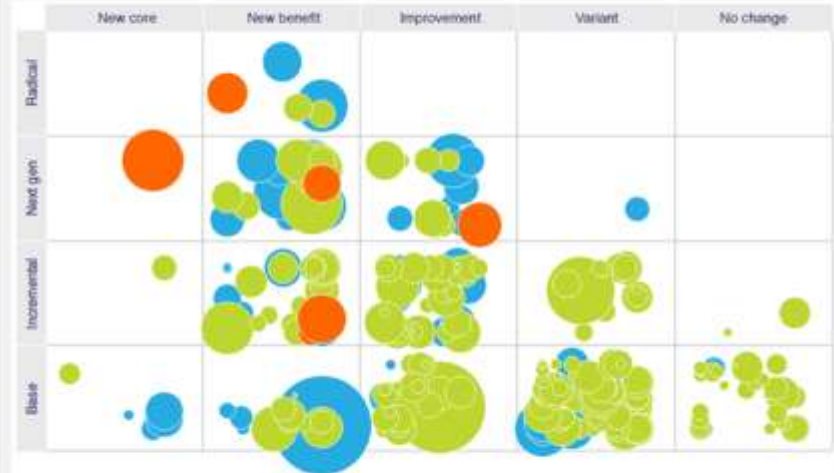


More disruptive innovation funnel

January 2014 Funnel



April 2015 Funnel



Strengthened ideas to market in 2015

Vise-Grip® Cutting Pliers



Vise-Grip® Multi-Tool



Lenox® Curved Recip



Strengthened ideas to market in 2015

4Ever™ Car Seat



RCP Maximizer™ Mop



Calphalon® SharpIn™



Strengthened ideas to market in 2015

Sharpie® Extreme



Sharpie® ElectroPop



Mr. Sketch® Washable



Strengthened ideas to market in 2015

**InkJoy®
Mini**



**InkJoy®
Stylus**



**Expo®
Vibrant Colors**



**uni-ball®
307 Gels**



**uni-ball®
Air**



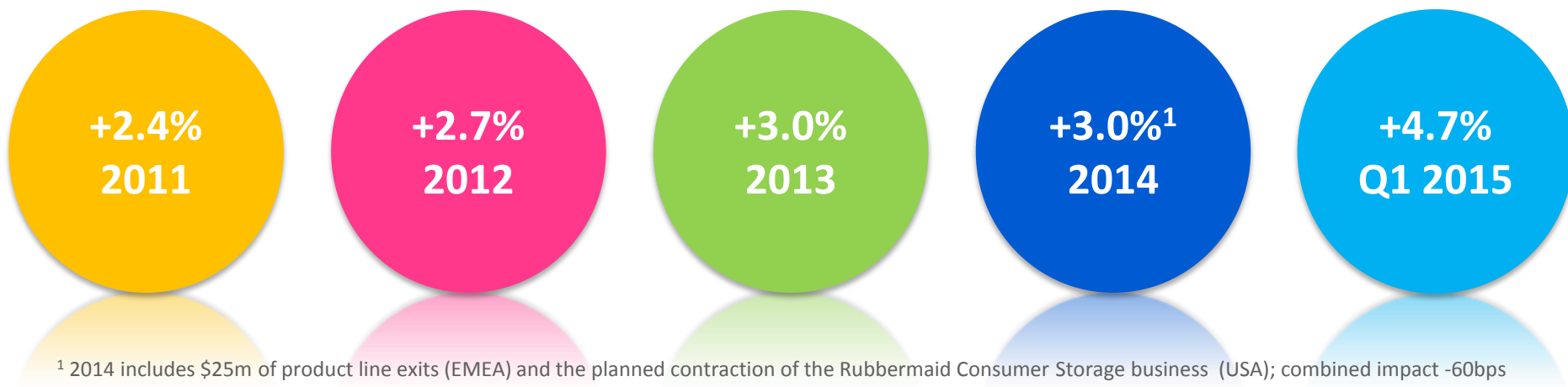
Complemented by strong commercial innovation

Writing Displays in Mexico and Argentina



Driving core growth acceleration

Core Sales Growth Rate 2011 to Q1 2015



Coupled with strong, accretive acquisitions

contigo®



bubba®

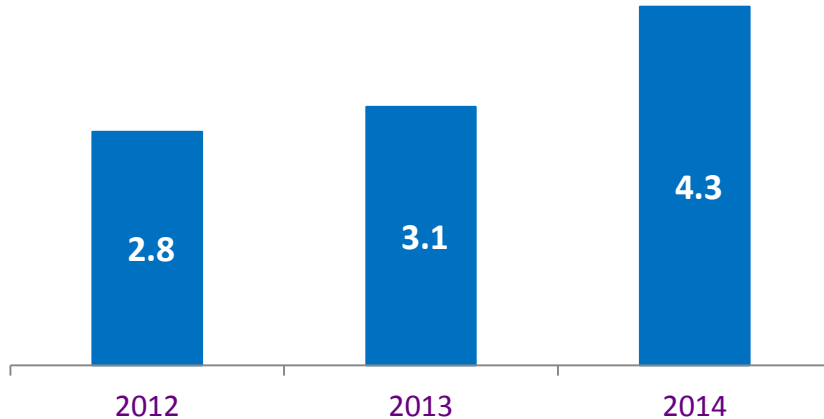


baby jogger®



Driving acceleration even in tough home markets

USA net sales growth %



Note: 2014 growth approximately 60% core growth business and 40% acquisitions

USA 4/19/15 52wk value POS and share

	POS \$Δ	\$ share	bpsΔ
Writing	+5.8%	45.7%	+36bps
Food Storage	+4.4%	39.2%	+126bps
Beverage	+29.0%	28.7%	+348bps
Hair Accessories	+0.8%	17.5%	+41bps

Source: IRI sell-out data; retail coverage varies by category and is only indicative of sell-through

And in priority emerging markets

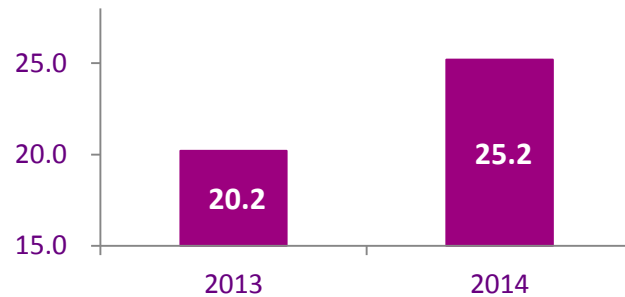
Latin America Results



LATAM Core Sales Growth*

2010	+14.0%
2011	+14.9%
2012	+14.6%
2013	+26.6%
2014	+22.6%
Q1 15	+25.5%

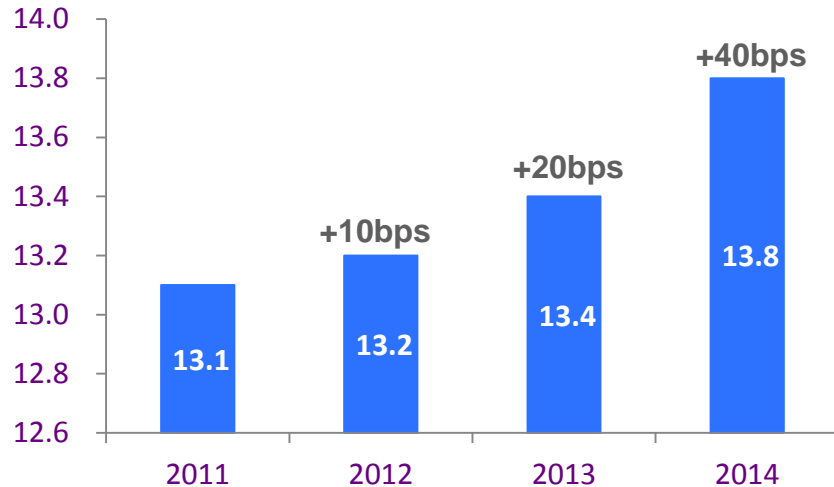
Paper Mate Market Share Mexico



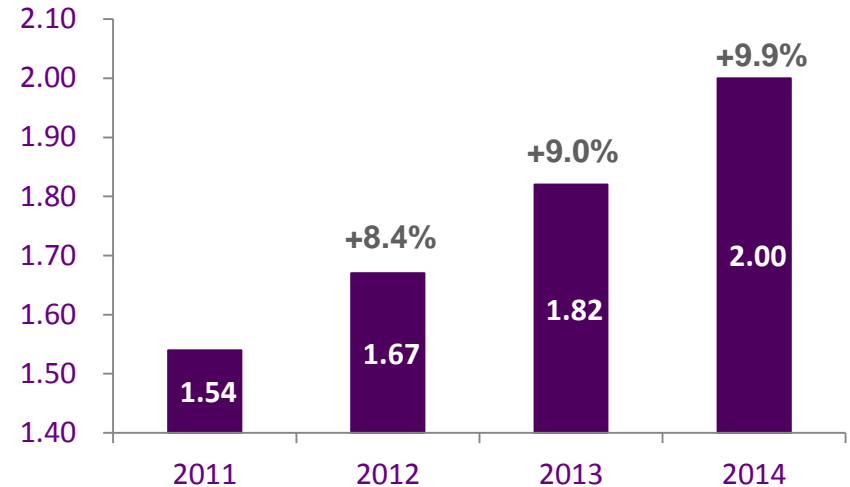
**2010 and 2011 do not reflect impact of discontinued operations (impact not material)*

Simultaneously increasing margins and profits

Normalized Operating Margin



Normalized EPS



All time Newell
Rubbermaid
records

More cost reduction and optimization ahead

Renewal 3 Transformation

Procurement

Supply Chain Overheads

Complexity Reduction

North American D&T

Customer Programming Optimization

\$1bn in GTN (US)

Performance-based Program

Deal Simplification

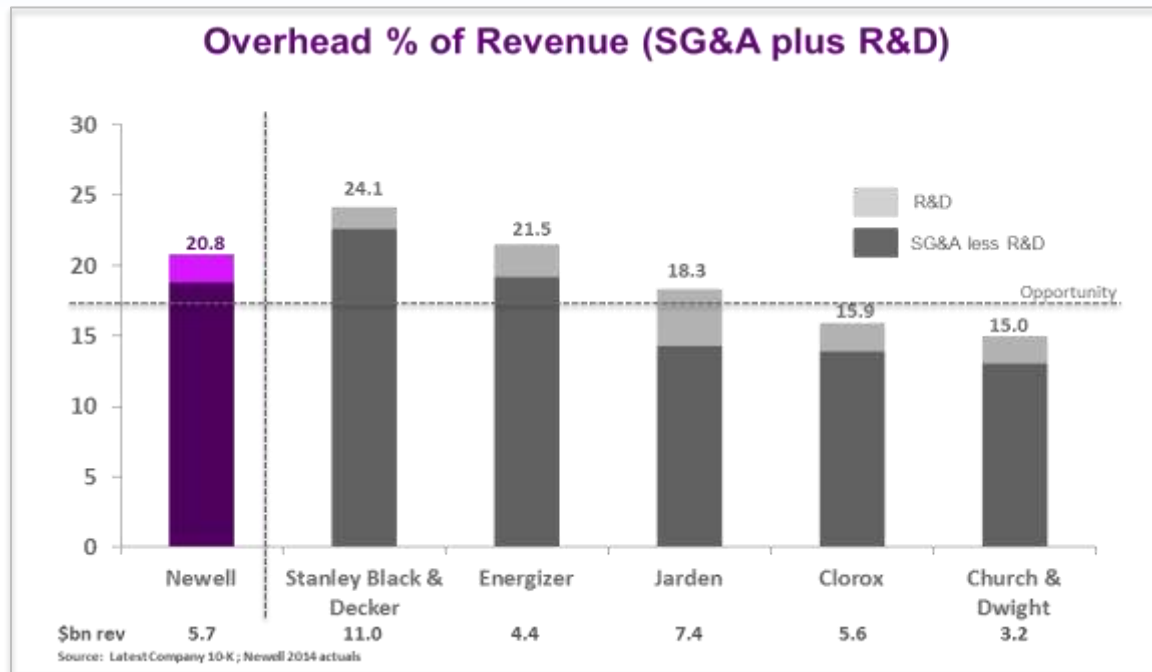
CDO Overheads

Opportunity: make NWL less complex

USA Complexity Metrics 2014



Opportunity: make NWL lean and efficient



Renewal 3 Overheads
Incremental Savings \$150m

Fueling the next wave of innovation . . .

Rubbermaid® Food Preservation (2016)



InkJoy® Gel Pens (2016)



Challenges present, but manageable



Foreign
Exchange

Changing
Retail
Landscape

Reigniting
Baby
Growth

2015 guidance affirmed

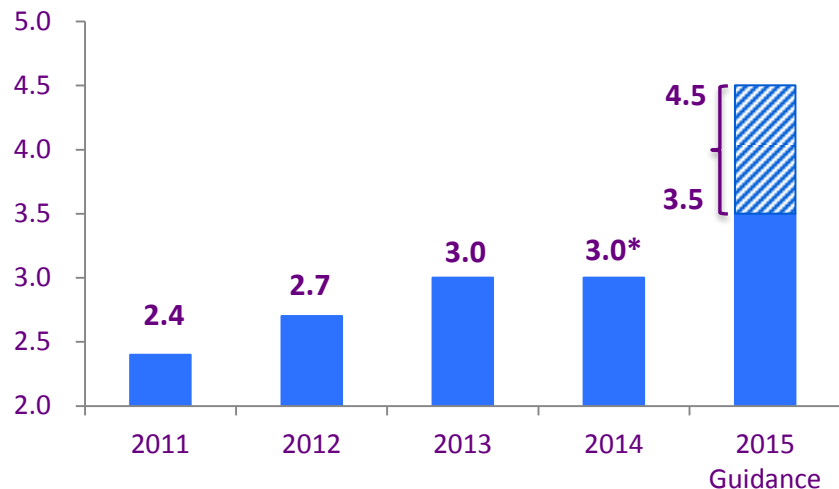
FY 2015 Guidance*	
Core Sales	3.5% to 4.5%
Currency	(4.5)% to (5.5)%
Acquisitions & Divestments	4.0% to 5.0%
Net Sales Growth	3.0% to 4.0%
Normalized EPS**	\$2.10 to \$2.18

* Reflects outlook communicated in the May 1, 2015 Q1 2015 Earnings Release and Earnings Call

** See reconciliation included in the appendix

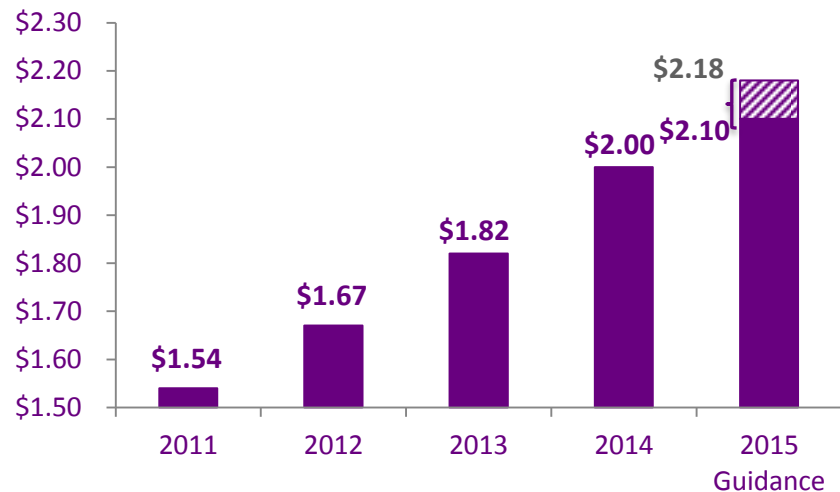
Expect strong, competitive results

Core Sales Growth Rate



* Includes negative impact of \$25m EMEA exits and \$15m RC Storage exits; combined 60bps negative impact

Normalized EPS



Note: 2015 guidance includes about negative \$110m operating income impact due to foreign currency

2015 off to very good start



Win Bigger businesses winning big



WRITING
+9.0%



TOOLS
+3.2%



COMMERCIAL
+9.0%

Note: Q1 15 Core Sales Growth

More opportunity ahead

Since 2011

- Launched new operating model
- Activated our portfolio choices
- Delivered strong savings
- Invested in new capabilities
- Strengthened innovation pipeline
- Increased brand investment
- Began international expansion
- Initiated bolt-on M&A

What comes next

- Drive complexity out
- Transform gross margin
- Make Newell lean and efficient
- Increase brand investment further
- Broaden international expansion
- Build outstanding leadership community
- Make even sharper choices
- Strengthen, focus, and scale portfolio

Investment thesis is strong

Growth Game Plan is our strategic framework

Savings provide opportunity for investment and earnings

**Sharper portfolio choices, strengthened capabilities,
and increased investment accelerates growth**

**Strong, growing free cash flow enables returns to
shareholders and external development**

Growth Game Plan our blueprint



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contigo

Aprica



Appendix

Latin America Core Sales Growth

Newell Rubbermaid

Non-GAAP Reconciliation

LATAM Core Sales Growth

Years Ended December 31, 2014, 2013, 2012, 2011 and 2010

(\$ amounts in millions)

	As Reported			Core Sales (1)			Currency Impact	Year-Over-Year Increase (Decrease)		
	Current Year	Prior Year	Change	Current Year	Prior Year	Change		Excluding Currency	Including Currency	Currency Impact
2014 Core Sales Growth	\$ 409.9	\$ 392.6	\$ 17.3	\$ 485.5	\$ 395.9	\$ 89.6	\$ (72.3)	22.6%	4.4%	(18.2)%
2013 Core Sales Growth	\$ 392.6	\$ 335.5	\$ 57.1	\$ 426.9	\$ 337.2	\$ 89.7	(32.6)	26.6%	17.0%	(9.6)%
2012 Core Sales Growth*	\$ 338.9	\$ 318.6	\$ 20.3	\$ 365.1	\$ 318.6	\$ 46.5	(26.2)	14.6%	6.4%	(8.2)%
2011 Core Sales Growth*	\$ 318.6	\$ 267.0	\$ 51.6	\$ 306.9	\$ 267.0	\$ 39.9	11.7	14.9%	19.3%	4.4%
2010 Core Sales Growth*	\$ 269.8	\$ 262.9	\$ 6.9	\$ 299.7	\$ 262.9	\$ 36.8	(29.9)	14.0%	2.6%	(11.4)%

(1)"Core Sales" is determined by applying a fixed exchange rate, calculated as the 12-month average in the prior year, to the current and prior year local currency sales amounts, with the difference between the change in "As Reported" sales and the change in "Core Sales" reported in the table as "Currency Impact".

North America & EMEA Normalized Operating Margin

Newell Rubbermaid
Non-GAAP Reconciliation
NA & EMEA Normalized Operating Margin
Years Ended December 31, 2014 and 2012
(\$ amounts in millions)

	NA		EMEA	
	2012	2014	2012	2014
Net Sales	\$ 3,993.8	\$ 4,229.4	\$ 706.9	\$ 683.5
Operating income-reported	\$ 529.6	\$ 467.9	\$ 6.8	\$ 82.0
Restructuring-related costs	10.0	28.4	24.5	4.6
Restructuring costs	29.7	30.3	19.5	13.7
Venezuela inventory charges	-	-	-	-
Product recall costs	-	15.0	-	-
Advisory costs	-	10.2	-	-
Acquisition & integration costs	-	5.5	-	-
Pension settlement charge	-	65.4	-	-
Operating income-normalized	\$ 569.3	\$ 622.7	\$ 50.8	\$ 100.3
Normalized operating margin	14.3%	14.7%	7.2%	14.7%

Consolidated Core Sales

Newell Rubbermaid

Non-GAAP Reconciliation

Consolidated Core Sales

Years Ended December 31, 2014, 2013, 2012 and 2011

(\$ amounts in millions)

	As Reported			Core Sales (1)						Year-over-year Increase (Decrease)			Core Sales Growth (1)	
	Current Year	Prior Year	Increase	Current Year	Prior Year	Increase	Acquisitions	Incr. Excl. Acquisitions	Currency Impact	Excluding Currency	Including Currency	Currency Impact	Acquisitions	Growth (1)
2014 Sales	\$ 5,727.0	\$ 5,607.0	\$ 120.0	\$ 5,848.5	\$ 5,613.2	\$ 235.3	\$ 68.9	\$ 166.4	\$ (115.3)	4.2%	2.1%	-2.1%	1.2%	3.0%
2013 Sales	\$ 5,607.0	\$ 5,508.5	\$ 98.5	\$ 5,677.5	\$ 5,512.6	\$ 164.9	\$ -	\$ 164.9	\$ (66.4)	3.0%	1.8%	-1.2%	0.0%	3.0%
2012 Sales	\$ 5,508.5	\$ 5,451.5	\$ 57.0	\$ 5,598.5	\$ 5,450.6	\$ 147.9	\$ -	\$ 147.9	\$ (90.9)	2.7%	1.0%	-1.7%	0.0%	2.7%
2011 Sales	\$ 5,451.5	\$ 5,224.0	\$ 227.5	\$ 5,349.5	\$ 5,224.0	\$ 125.5	\$ -	\$ 125.5	\$ 102.0	2.4%	4.4%	2.0%	0.0%	2.4%

(1) "Core Sales" is determined by applying a fixed exchange rate, calculated as the 12-month average in the prior year, to the current and prior year local currency sales amounts, with the difference between the change in "As Reported" sales and the change in "Core Sales" reported in the table as "Currency Impact". Core Sales Growth excludes the impact of currency and acquisitions.

Normalized Operating Margin

Newell Rubbermaid
Non-GAAP Reconciliation
Normalized Operating Margin
Years Ended December 31, 2014, 2013, 2012 and 2011
(\$ amounts in millions)

	2014	2013	2012	2011
Net sales	\$ 5,727.0	\$ 5,607.0	\$ 5,508.5	\$ 5,451.5
Operating income, as reported	\$ 604.7	\$ 615.1	\$ 637.7	\$ 306.8
Restructuring costs	52.8	110.3	52.9	47.9
Restructuring-related costs	33.8	24.9	34.5	37.4
Product recall costs	15.0	-	-	-
Venezuela inventory charges	5.2	-	-	-
Advisory costs	10.2	-	-	-
Acquisition & integration costs	5.5	-	-	-
Pension settlement charge	65.4	-	-	-
Impairment charges	-	-	-	317.9
CEO transition costs	-	-	-	6.3
Normalized operating income	\$ 792.6	\$ 750.3	\$ 725.1	\$ 716.3
Normalized operating margin	13.8%	13.4%	13.2%	13.1%
Change-basis points	40	20	10	

Normalized EPS

Newell Rubbermaid
Non-GAAP Reconciliation
Normalized EPS
Years Ended December 31, 2014, 2013, 2012 and 2011

	2014	2013	2012	2011
Diluted EPS, as reported	\$ 1.35	\$ 1.63	\$ 1.37	\$ 0.42
Restructuring & restructuring-related costs	0.25	0.39	0.23	0.23
Product recall costs	0.03	-	-	-
Venezuela devaluation	0.11	0.02	-	-
Venezuela inventory charges	0.02	-	-	-
Advisory costs	0.02	-	-	-
Acquisition & integration costs	0.01	-	-	-
Pension settlement charge	0.15	-	-	-
Losses on extinguishment of debt	0.08	-	0.02	0.01
Impairment charges	-	-	-	0.83
CEO transition costs	-	-	-	0.02
Nonrecurring tax items	(0.01)	(0.03)	0.08	(0.17)
Discontinued operations	(0.02)	(0.20)	(0.04)	0.20
Normalized EPS*	\$ 2.00	\$ 1.82	\$ 1.67	\$ 1.54
% Increase	9.9%	9.0%	8.4%	

* Totals may not add due to rounding.

Q1 2015 Core Sales

Three Months Ended March 31, 2015

In Millions

Currency Analysis

By Segment

	Net Sales, As Reported			Core						Sales (1)				Year-Over-Year Increase (Decrease)					Planned Divestitures	Core Sales Growth (1)
	2015	2014	Increase (Decrease)	2015	Less	Less	2015	2014	Less	2014	Constant Currency Inc. (Dec.)	Inc. (Dec.) Excl. Planned Divest. & Acquisitions	Currency Impact	Excluding (Decrease)		Currency Impact	Acquisition			
					Planned Divestitures				2014					Planned Divestitures	2014			Excluding Currency		
Writing	\$ 341.8	\$ 348.2	\$ (6.4)	\$ 369.4	\$ -	\$ -	\$ 369.4	\$ 339.0	\$ -	\$ 339.0	\$ 30.4	\$ 30.4	\$ (36.8)	9.0%	(1.8)%	(10.8)%	0.0%	0.0%		
Home Solutions	364.5	316.4	48.1	367.6	-	48.4	319.2	316.3	-	316.3	51.3	2.9	(3.2)	16.2%	15.2%	(1.0)%	15.3%	(0.0)%		
Tools	180.4	187.8	(7.4)	192.8	-	-	192.8	186.8	-	186.8	6.0	6.0	(13.4)	3.2%	(3.9)%	(7.1)%	0.0%	(0.0)%		
Commercial Products	185.2	182.6	2.6	189.5	9.8	-	179.7	181.5	16.6	164.9	8.0	14.8	(5.4)	4.4%	1.4%	(3.0)%	0.0%	(4.6)%		
Baby & Parenting	192.1	179.3	12.8	197.5	-	18.2	179.3	177.9	-	177.9	19.6	1.4	(6.8)	11.0%	7.1%	(3.9)%	10.2%	(0.0)%		
Total Company	<u>\$ 1,264.0</u>	<u>\$ 1,214.3</u>	<u>\$ 49.7</u>	<u>\$ 1,316.8</u>	<u>\$ 9.8</u>	<u>\$ 66.6</u>	<u>\$ 1,240.4</u>	<u>\$ 1,201.5</u>	<u>\$ 16.6</u>	<u>\$ 1,184.9</u>	<u>\$ 115.3</u>	<u>\$ 55.4</u>	<u>\$ (65.6)</u>	9.6%	4.1%	(5.5)%	5.5%	(0.6)%		
Win Bigger Businesses Core Sales Growth (2)	<u>\$ 707.4</u>	<u>\$ 718.6</u>	<u>\$ (11.2)</u>	<u>\$ 751.7</u>	<u>\$ 9.8</u>	<u>\$ -</u>	<u>\$ 741.9</u>	<u>\$ 707.3</u>	<u>\$ 16.6</u>	<u>\$ 690.7</u>	<u>\$ 44.4</u>	<u>\$ 51.2</u>	<u>\$ (55.6)</u>	6.3%	(1.6)%	(7.9)%	0.0%	(1.1)%		
By Geography																				
United States	\$ 917.2	\$ 813.5	\$ 103.7	\$ 917.2	\$ 9.4	\$ 66.6	\$ 841.2	\$ 813.5	\$ 15.7	\$ 797.8	\$ 103.7	\$ 43.4	\$ -	12.7%	12.7%	0.0%	8.2%	(0.9)%		
Canada	46.7	53.1	(6.9)	51.6	0.4	-	51.2	53.0	0.9	52.1	(1.4)	(0.9)	(5.5)	(2.6)%	(13.0)%	(10.4)%	0.0%	(0.9)%		
Total North America	963.4	866.6	96.8	968.8	9.8	66.6	892.4	866.5	16.6	849.9	102.3	42.5	(5.5)	11.8%	11.2%	(0.6)%	7.7%	(0.9)%		
Europe, Middle East and Africa	127.6	163.9	(36.3)	150.5	-	-	150.5	158.8	-	158.8	(8.3)	(8.3)	(28.0)	(5.2)%	(22.1)%	(16.9)%	0.0%	0.0%		
Latin America	89.4	92.0	(2.6)	106.8	-	-	106.8	85.1	-	85.1	21.7	21.7	(24.3)	25.5%	(2.8)%	(28.3)%	0.0%	25.5%		
Asia Pacific	83.6	91.8	(8.2)	90.7	-	-	90.7	91.1	-	91.1	(0.4)	(0.4)	(7.8)	(0.4)%	(8.9)%	(8.5)%	0.0%	(0.4)%		
Total International	300.6	347.7	(47.1)	348.0	-	-	348.0	335.0	-	335.0	13.0	13.0	(60.1)	3.9%	(13.5)%	(17.4)%	0.0%	3.9%		
Total Company	<u>\$ 1,264.0</u>	<u>\$ 1,214.3</u>	<u>\$ 49.7</u>	<u>\$ 1,316.8</u>	<u>\$ 9.8</u>	<u>\$ 66.6</u>	<u>\$ 1,240.4</u>	<u>\$ 1,201.5</u>	<u>\$ 16.6</u>	<u>\$ 1,184.9</u>	<u>\$ 115.3</u>	<u>\$ 55.4</u>	<u>\$ (65.6)</u>	9.6%	4.1%	(5.5)%	5.5%	(0.6)%		

(1) "Core Sales" is determined by applying a fixed exchange rate, calculated as the 12-month average in 2014, to the current and prior year local currency sales amounts, with the difference between the change in "As Reported" sales and the change in "Core Sales" reported in the table as "Currency Impact". Core Sales Growth excludes the impact of currency, acquisitions and product exits.

(2) Win Bigger businesses include Writing, Tools, and Commercial Products segments.

Q1 2015 GAAP & Non-GAAP Certain Line Items

Newell Rubbermaid Inc.
RECONCILIATION OF GAAP AND NON-GAAP INFORMATION
CERTAIN LINE ITEMS
(in millions, except per share data)

	Three Months Ended March 31, 2015											
	GAAP Measure	Product recall costs (1)	Advisory Costs	Project Renewal Costs (2)			Inventory charge from the devaluation of the Venezuelan Bolivar (3)	Acquisition and integration cost (4)	Discontinued operations (5)	Non-GAAP Measure		
	Reported			Personnel Costs	Other Costs	Restructuring Costs				Normalized*	Percentage of Sales	
Cost of products sold	\$ 776.5	\$ -	\$ -	\$ (0.2)	\$ (1.0)	\$ -	\$ (0.3)	\$ (1.5)	\$ -	\$ 773.5	61.2%	
Gross margin	\$ 487.5	\$ -	\$ -	\$ 0.2	\$ 1.0	\$ -	\$ 0.3	\$ 1.5	\$ -	\$ 490.5	38.8%	
Selling, general & administrative expenses	\$ 362.0	\$ (10.2)	\$ (10.6)	\$ (2.3)	\$ (0.8)	\$ -	\$ -	\$ (0.2)	\$ -	\$ 337.9	26.7%	
Operating income	\$ 98.2	\$ 10.2	\$ 10.6	\$ 2.5	\$ 1.8	\$ 27.3	\$ 0.3	\$ 1.7	\$ -	\$ 152.6	12.1%	
Income before income taxes	\$ 78.9	\$ 10.2	\$ 10.6	\$ 2.5	\$ 1.8	\$ 27.3	\$ 0.3	\$ 1.7	\$ -	\$ 133.3		
Income taxes (6)	\$ 22.0	\$ 3.3	\$ 3.4	\$ 0.8	\$ 0.6	\$ 5.5	\$ 0.1	\$ 0.6	\$ -	\$ 36.3		
Net income from continuing operations	\$ 56.9	\$ 6.9	\$ 7.2	\$ 1.7	\$ 1.2	\$ 21.8	\$ 0.2	\$ 1.1	\$ -	\$ 97.0		
Net income	\$ 54.1	\$ 6.9	\$ 7.2	\$ 1.7	\$ 1.2	\$ 21.8	\$ 0.2	\$ 1.1	\$ 2.8	\$ 97.0		
Diluted earnings per share**	\$ 0.20	\$ 0.03	\$ 0.03	\$ 0.01	\$ 0.00	\$ 0.08	\$ 0.00	\$ 0.00	\$ 0.01	\$ 0.36		

* Normalized results are financial measures that are not in accordance with GAAP and exclude the above normalized adjustments. See below for a discussion of each of these adjustments.

**Totals may not add due to rounding.

(1) During the three months ended March 31, 2015 and 2014, the Company recognized costs of \$10.2 million and \$11.0 million, respectively, associated with the Graco product recall.

(2) Costs associated with Project Renewal during the three months ended March 31, 2015 include \$14.9 million of project-related costs and \$27.3 million of restructuring costs. Project-related costs include advisory and consultancy costs, compensation and related costs of personnel dedicated to transformation projects, and other project-related costs. Restructuring and restructuring-related costs during the three months ended March 31, 2014 include \$7.7 million of organizational change implementation and restructuring-related costs and \$12.0 million of restructuring costs incurred in connection with Project Renewal.

(3) During the three months ended March 31, 2015, the Company recognized an increase of \$0.3 million in cost of products sold resulting from increased costs of inventory due to changes in the exchange rate for the Venezuelan Bolivar.

(4) During the three months ended March 31, 2015, the Company incurred \$1.7 million of acquisition and integration costs associated with the acquisitions of Ignite Holdings, bubba brands and Baby Jogger.

(5) During the three months ended March 31, 2015 and 2014, the Company recognized net losses of \$2.8 million and net income of \$1.1 million, respectively, in discontinued operations, which primarily relates to the results of operations of Endicia and certain Culinary businesses.

(6) The Company determined the tax effect of the items excluded from normalized results by applying the estimated effective rate for the applicable jurisdiction in which the pre-tax items were incurred, and for which realization of the resulting tax benefit, if any, is expected.

Q1 2014 GAAP & Non-GAAP Certain Line Items

Newell Rubbermaid Inc.
RECONCILIATION OF GAAP AND NON-GAAP INFORMATION
CERTAIN LINE ITEMS
(in millions, except per share data)

GAAP Measure	Three Months Ended March 31, 2014							Non-GAAP Measure	
	Reported	Product recall costs (1)	Restructuring and restructuring-related costs (2)	Charge resulting from the devaluation of the Venezuelan Bolivar (7)	Discontinued operations (5)			Normalized*	Percentage of Sales
Cost of products sold	\$ 757.3	\$ (8.6)	\$ -	\$ -	\$ -	\$ -	\$ 748.7		61.7%
Gross margin	\$ 457.0	\$ 8.6	\$ -	\$ -	\$ -	\$ -	\$ 465.6		38.3%
Selling, general & administrative expenses	\$ 340.3	\$ (2.4)	\$ (7.7)	\$ -	\$ -	\$ -	\$ 330.2		27.2%
Operating income	\$ 104.7	\$ 11.0	\$ 19.7	\$ -	\$ -	\$ -	\$ 135.4		11.2%
Nonoperating expenses	\$ 54.4	\$ -	\$ -	\$ (38.7)	\$ -	\$ -	\$ 15.7		
Income before income taxes	\$ 50.3	\$ 11.0	\$ 19.7	\$ 38.7	\$ -	\$ -	\$ 119.7		
Income taxes (6)	\$ (1.5)	\$ 4.0	\$ 5.5	\$ 13.9	\$ -	\$ -	\$ 21.9		
Net income from continuing operations	\$ 51.8	\$ 7.0	\$ 14.2	\$ 24.8	\$ -	\$ -	\$ 97.8		
Net income	\$ 52.9	\$ 7.0	\$ 14.2	\$ 24.8	\$ (1.1)	\$ -	\$ 97.8		
Diluted earnings per share**	\$ 0.19	\$ 0.02	\$ 0.05	\$ 0.09	\$ (0.00)	\$ -	\$ 0.34		

* Normalized results are financial measures that are not in accordance with GAAP and exclude the above normalized adjustments. See below for a discussion of each of these adjustments.

**Totals may not add due to rounding.

(1) During the three months ended March 31, 2015 and 2014, the Company recognized costs of \$10.2 million and \$11.0 million, respectively, associated with the Graco product recall.

(2) Costs associated with Project Renewal during the three months ended March 31, 2015 include \$14.9 million of project-related costs and \$27.3 million of restructuring costs. Project-related costs include advisory and consultancy costs, compensation and related costs of personnel dedicated to transformation projects, and other project-related costs. Restructuring and restructuring-related costs during the three months ended March 31, 2014 include \$7.7 million of organizational change implementation and restructuring-related costs and \$12.0 million of restructuring costs incurred in connection with Project Renewal.

(5) During the three months ended March 31, 2015 and 2014, the Company recognized net losses of \$2.8 million and net income of \$1.1 million, respectively, in discontinued operations, which primarily relates to the results of operations of Endicia and certain Culinary businesses.

(6) The Company determined the tax effect of the items excluded from normalized results by applying the estimated effective rate for the applicable jurisdiction in which the pre-tax items were incurred, and for which realization of the resulting tax benefit, if any, is expected.

(7) During the three months ended March 31, 2014, the Company recognized foreign exchange losses of \$38.7 million resulting from the devaluation of the Venezuelan Bolivar, which under hyperinflationary accounting is recorded in the Statement of Operations.

Normalized EPS and Core Sales Growth Outlook

	Year Ending December 31, 2015		
Diluted earnings per share	\$ 1.73	to	\$ 1.81
Graco product recall			\$ 0.03
Restructuring and other Project Renewal costs	\$ 0.26	to	\$ 0.40
Acquisition and integration costs			\$ 0.01
Discontinued operations	\$ -	to	\$ (0.01)
Normalized earnings per share	\$ 2.10	to	\$ 2.18
Core sales growth	3.5% to 4.5%		
Currency impact	(4.5%) to (5.5%)		
Impact of acquisitions, net of divestitures	4.0% to 5.0%		
Net sales growth	3.0% to 4.0%		