1.0 Who we are

1.1 Message from Michael Polk

1.2 Our people

1.3 Our brands

1.4 Our code

2.0 We commit to each other

3.0 We commit to our Company

4.0 We commit to our consumers and third parties

5.0 We commit to integrity and the law

6.0 We commit to do the right thing
1.1 Message from Michael Polk

At Newell Brands, we’re on a mission to become one of the most transformative consumer goods companies in the world. We are committed to putting the consumer first in everything that we do and believe that when we do that well, we will out-grow our competition and profit from that growth. Our goal is to make life better for hundreds of millions of consumers every day, where they Live, Learn, Work, and Play.

In order to achieve this ambition in a sustainable way, we must be committed to building our brands and conducting business with the highest level of integrity. This commitment to do business with high ethical standards is absolutely essential to building the reputation of the Company and the equity in our brands. And all of us must live up to the values and standards defined in our Newell Brands Code of Conduct.

Each of us has a critical role to play in reinforcing our values and using good judgment when putting Company policies into practice. I expect us to uphold the highest standards of honesty, ethics and fairness while executing on our desire to grow, to transform, to lead and to win as captured in the Growth Game Plan.

I want to personally thank you for helping us build a culture of integrity that produces repeatable and winning results.

[Signature]
1.2 Our people

Our people share a passion for growth, an intense entrepreneurial spirit, a dedication to brand-building, and the desire to create innovative new ways to meet consumer needs. This high performing, global workforce drives a future of opportunity. With our combined skills, abilities, backgrounds, experiences and perspectives, we are truly better together.
1.3 Our brands

Our portfolio of leading brands enriches the lives of millions of people where they live, learn, work and play.

Every day our consumers invite us into their homes, trusting in the quality of our brands and the ethics of our Company. We must never betray that trust. It is an honor and a privilege to put our consumers first as we drive growth with brands that deliver superior performance, design and innovation. We must treat our consumers, our customers, our communities and each other with respect and integrity.
1.4 Our Code

The key to our continued growth is our commitment to an ethical workplace. Our Code reflects this commitment by making our values clear and guiding us to making ethical decisions.

Take responsibility

You have a responsibility to yourself, your co-workers and our Company to conduct business legally and ethically.

Make sure you understand our Code. If you are unclear about your responsibilities, or what the right thing to do is, speak up and ask. You will be required to certify regularly that you have read and complied with our Code.

Try to stop violations of our Code before they occur. If you suspect that there has been a violation, let someone know. Ignoring problems only makes them worse and can damage the trust we have built with our stakeholders and with each other. When you take action, including speaking up about potential violations of our Code, you help us address problems that could harm others or our Company.

Our Code applies to all of us

- Employees of Newell Brands regardless of location, seniority, business division or function
- Members of our Board of Directors
- Executive Officers
- Our third parties, including agents, representatives, independent contractors and consultants, must follow standards equivalent to our Code.

We all must follow the provisions in our Code. In rare circumstances where you believe that a waiver of a provision of our Code is needed, you must request approval from the Chief Ethics and Compliance Officer. Executive officers and directors must submit waiver requests to the Nominating/Governance Committee of the Board of Directors. If approved, Newell Brands will promptly disclose such waivers as required by law.
Managers have a greater responsibility and set the tone for an ethical workplace

If you are a manager, we look to you to:

• Set a good example.
• Understand our Code, as well as the policies and laws that apply to your team.
• Promote an open dialogue about ethics and compliance issues and be available to discuss questions and concerns.
• Report ethics and compliance concerns through the appropriate channel.
• Ensure that your team knows about the Ethics Hotline and other resources available to report potential misconduct.
• Never respond in a retaliatory manner or allow retaliation by others.
• Regularly reinforce the importance of ethical conduct and our Company’s no-retaliation policy to your team.

Use your judgement to make good choices

Our Code cannot cover every situation that may arise. Therefore, it is important for you to use your good judgement to make choices that are ethical and consistent with our Company’s values.

Keep in mind that violations of our Code may result in disciplinary action, in accordance with applicable law, up to and including termination; and, in some cases, legal action.

Do what is right

We must apply our Code consistently in all of our business dealings. When a local practice suggests a standard that is less stringent than our high standards, you should follow our Code and policies.

We count on you to comply with all applicable laws and regulations in each country where we operate. If you have questions about specific laws or regulations, or if you believe there is a conflicting legal obligation under the laws of different countries, contact the Legal Department.

My manager asked me to do something that I believe violates our Code. What should I do?

Report the incident to Human Resources or Global Ethics and Compliance. No one — not even your manager — has the authority to tell you to do something unethical or that violates our Code.
2.0 We commit to each other

2.1 Respect and promote inclusiveness
2.2 Healthy and safe work environment
2.3 Fair labor practices
2.1 Respect and promote inclusiveness

A diverse workforce is critical to our success. We celebrate the variety of skills, abilities, backgrounds, experiences and perspectives represented by every member of the Newell Brands family.

We value equal employment opportunity, inclusion and respect

Our Company’s commitment to global diversity is reflected in the decisions we make, including those that involve recruiting, hiring and promoting people. We hire, evaluate, promote and compensate people without regard to any legally protected status, including race, color, sexual orientation, age, religion and disability. We also observe all local non-discrimination regulations.

Harassment is not tolerated

We must ensure a respectful working environment, free of inappropriate behavior and harassment. You must speak up about intimidating, hostile or offensive workplace behavior. Examples of harassment include:

• Making offensive comments, jokes, or slurs about any legally protected status, including race, age and religion.
• Sharing or sending offensive pictures, images, or communications.
• Making sexual remarks, sexual advances, and inappropriate touching or gestures.
• Name calling or directing profanity or threats at another individual.

I am a manager and during a business dinner, an employee made flirtatious remarks to a vendor’s representative. The representative did not seem to mind, and it was outside of the office. Should I have said something?

Yes, you have a duty to counsel the employee on appropriate business conduct. Your employee has a responsibility to treat the representative with respect whether your meeting takes place inside or outside of the office. When you tolerate his inappropriate behavior, you send the message that it is okay.

My manager sends off-color jokes to our team every week. She thinks the jokes are funny and lighten the mood, but I find them offensive. What should I do?

Say something to your manager or, if you do not feel comfortable addressing her directly, report it to another manager, Human Resources or Global Ethics and Compliance.
2.2 Maintain a healthy and safe work environment

We are committed to providing a safe, secure and healthy workplace for every employee.

Safe work practices can prevent injuries and illnesses

No production goal, cost savings, time savings or competitive advantage is worth an injury or illness of any kind. Our Company’s occupational safety standards and guidance are based on industry best practices. We are committed to providing a workplace that meets or exceeds applicable occupational safety and health laws and regulations.

We continually strive to improve our occupational safety and health performance. Our Company regularly conducts reviews of our facilities and audits our safety practices. You can do your part by following safety and health requirements and promptly reporting any workplace accidents, injuries, illnesses or unsafe conditions, including “near-misses.”

Talk to your site manager, Human Resources or Global Ethics and Compliance. Protecting our employees is a priority, so do your part to make sure that equipment is functioning safely.

Never compromise when it comes to safety. Immediately contact Human Resources, the Legal Department or the Ethics Hotline, so that a safe course of action can be determined.
We promote a non-violent workplace

Acts or threats of violence interfere with our commitment to a healthy and safe workplace and are not tolerated at our Company.

Every employee has a responsibility to:

• Be polite and respectful of others.
• Report behaviors that threaten or harm employees in a violent, or potentially violent, manner. Even jokes about harming someone are inappropriate and should be reported. If you or someone you know is in immediate danger, call local law enforcement if it is safe for you to do so.
• Never possess weapons, including firearms, knives or clubs, while on Company premises, including Company parking lots, except where otherwise expressly permitted by applicable law.

We keep our workplace drug-free and alcohol-free

Being under the influence of drugs or alcohol can negatively affect job performance, create safety hazards and put you and others at risk. Never engage in work if you are under the influence of, or impaired by, any substance.

You must not possess controlled substances, drugs or drug paraphernalia (other than lawful prescriptions for the individual) while on Company premises, in Company vehicles or performing services for the Company.

There may be times where drinking alcoholic beverages in connection with Company events, or while conducting Company business, is permitted. In these instances, you must comply with all laws and our Company’s policies, and exercise both moderation and good judgment. Do not drive if you are unable to operate a vehicle safely and legally, instead use another mode of transportation to leave the Company event.

I was at a work-related dinner where one of my co-workers was drinking heavily. After dinner he appeared intoxicated, but he got into his car and drove home. If this happens again, what should I do?

Report the incident to Human Resources or the Ethics Hotline. Next time, make arrangements to ensure that your co-worker gets home safely via carpool, taxi, or other mode of transportation.
2.3 Fair labor practices

We maintain a deep respect for human rights and are committed to ensuring fair labor practices.

We prohibit inhumane labor practices

Our Company complies with laws and regulations directed at protecting the health and safety of the global workforce. We comply with legislation focused on eliminating slavery and human trafficking from global supply chains, including the UK Modern Slavery Act. Our Company rejects, and will not knowingly use business partners that engage in, inhumane labor practices, including:

- The exploitation of children and the use of child labor
- Physical punishment
- Forced or compulsory labor
- Human trafficking

We support ethical labor practices

Our Company engages in ethical labor practices and we work with business partners who promote the same, including:

- Fair wages in accordance with all applicable wage and hour laws.
- Non-discrimination and equal opportunity for all employees.
- Supporting lawful freedom of association and recognizing the right to collective bargaining.
3.0 We commit to our Company

3.1 Conflicts of interest
3.2 Gifts, entertainment and charitable contributions
3.3 Technology and Company resources
3.4 Intellectual property
3.5 Confidential information
3.6 Maintain and preserve records
3.7 Communicate responsibly
3.1 Avoid conflicts of interest

We must act in the best interest of our Company. A conflict of interest occurs when you are involved in a relationship or activity that affects your objectivity in making business decisions.

Disclosing potential conflicts of interest

It is not possible to list every type of conflict of interest situation. We rely on you to exercise good judgement and to notify your manager of actual conflicts of interest, as well as situations that have the potential to become or could appear as conflicts of interest. We can then review and assess the facts, so that the situation can be addressed properly.

Guidelines for common conflicts of interest situations

Investments

- If an investment could potentially affect your business decisions, do not make the investment, including investing in a business that could be a potential competitor.
- Do not invest in a privately owned supplier, competitor or customer of our Company.
- You may own less than 1% of stock of a publicly held supplier, competitor or customer, so long as the investment is not so financially substantial as to create the appearance of a conflict of interest.

A parent on my child’s soccer team is a supplier that our Company uses. She invited my family to a party. What should I do?

Be alert to situations where it may appear that a supplier is giving you preferential treatment. If you believe that you might have been invited because of your position at our Company, seek guidance before you attend.

My wife owns a business designing and selling yoga apparel. She developed a headband that she would like one of our businesses to buy. Can I put in a good word with my colleagues on that team?

No. Your personal relationship makes it inappropriate for you to get involved in your wife’s sales efforts. You should notify your supervisor of the connection to avoid the appearance of a conflict with a potential supplier of our Company.
Guidelines for common conflicts of interest situations, continued

Family and personal relationships
• You must not supervise a family member or partner.
• Inform your manager if you are supervising someone you have a personal relationship with, such as a close friend.
• Inform your manager if you are considering hiring someone with whom you have a personal relationship.
• Inform your manager if you have a personal relationship with someone employed by a vendor or supplier that you are considering using to conduct Company business.
• Inform your manager if you have a family member or a close personal contact who is a public official.

Contacts with competitors, suppliers, vendors or customers
• You must not have an ownership interest, work for, or provide services to a competitor, supplier or customer.
• You must not make requests to, or comply with requests from, customers, suppliers or vendors to make charitable contributions on behalf of the Company (unless sponsored by the Company’s Corporate Giving Program).
• You must not conduct other-than-Newell Brands business with our vendors, suppliers, customers or contractors.

Other employment
• Do not engage in outside employment that impacts your ability to do your job at Newell Brands.

Board of Directors
• Do not serve as a director on a Board that could potentially impact your job responsibilities.
• Appointments to a government agency’s or another company’s Board of Directors or similar body require advance approval from the Chief Legal Officer and Chief Human Resources Officer.

Personal gain
• Do not use or divert corporate opportunity, property, information or your position at our Company for personal gain or to compete with our Company.
3.2 Appropriate gifts, entertainment and charitable contributions

Gifts, entertainment and charitable contributions can promote positive relationships; however, we must ensure that there is no suggestion of a conflict of interest, or appearance of an improper attempt to influence business decisions, associated with such activities.

Guidelines for appropriate gifts and entertainment

When giving or receiving a gift or entertainment neither party should feel that they must do something, including promising business, in return for the gift or entertainment.

Never give or accept gifts or entertainment that are illegal, inappropriate or would violate our commitment to inclusion and mutual respect. All entertainment that is given or received must be in furtherance of a legitimate business purpose, such as team-building.

When in doubt as to whether particular gifts or entertainment are reasonable and appropriate, ask your manager or Global Ethics and Compliance.

In general, you may accept or provide a business associate:

- Gifts that are infrequent and nominal in value.
- Occasional, reasonably priced meals at venues that are appropriate for conducting business.
- Occasional tickets to local sports, theater or other cultural events, when tickets are purchased at a reasonable price and are an integral part of business building activities.

You may not accept or provide a business associate:

- Gifts that are high in value (more than $50 US dollars).
- Gifts that are in the form of cash, checks, money orders, gift certificates, loans or other cash equivalents.
- Gifts or entertainment that violate the law, our Company policy, or the recipient's Company policy.
Providing gifts and entertainment to government officials is prohibited

- You must never give anything of value, including gifts and entertainment, to a government official or employee without prior approval from Global Ethics and Compliance.
- U.S. laws prohibit most gift-giving and entertainment to members of Congress, White House or their staffs. You must request approval from Global Ethics and Compliance before offering or providing any such gifts or entertainment.

We accurately record expenditures for gifts and entertainment

Any gift or entertainment provided in connection with your job must be transparent and recorded accurately in our books and records. When completing an expense report, you must state the purpose of the expense and the person to whom you gave the gift or entertainment. All gifts to vendors, customers and business partners must be recorded and designated as gifts from the Company.

Charitable Contributions

We support charitable giving to our local communities that is consistent with our giving goals. Before offering or committing to make a charitable contribution on our Company's behalf, you must obtain approval from our Corporate Giving team.

I received a gift that does not meet our guidelines. What should I do?

Return it and explain that our policy does not allow you to keep it. If you are not sure how to return the gift, talk to your supervisor or Global Ethics and Compliance.

A supplier is sponsoring a reception at a business training session that I am attending. Food, drinks and entertainment will be provided at the reception. Can I attend this event?

If the reception is open to all attendees at the training session, and you are not being singled out as a representative of Newell Brands, it is okay to attend.

One of my suppliers sent me tickets to a golf tournament. What should I do?

You can accept the tickets if: you are not obligated to treat the supplier favorably in return for the tickets; a business purpose is served (i.e., the supplier will be attending with you); the supplier only occasionally sends you tickets; and, the tickets were purchased at a reasonable price. If any of these conditions are not met, speak to your manager or Global Ethics and Compliance before accepting.
3.3 Use technology and Company resources responsibly

Our Company provides you with the resources you need to do your job. These resources are physical, like our buildings and machines and electronic, like our e-mail, software, and internet. All are valuable Company assets and should be protected from theft, loss, damage, unauthorized access, waste and abuse.

We are good stewards of Company property and equipment

We trust you to use our Company resources to conduct company business and to maintain these resources with care. Promptly report any property or equipment that appears damaged, unsafe, defective or in need of repair.

We are responsible in our use of social media

Social media tools such as blogs, wikis, chatrooms and networking sites provide an outlet to communicate about our Company with stakeholders. However, you must be careful when communicating about our Company online. Unless you are explicitly authorized to speak on behalf of our Company, make it clear that your views are your own and do not reflect our Company's position. When required by applicable law, disclose your affiliation with our Company. Never use social media to post or communicate about confidential information.

We protect our information technology and use it appropriately

Electronic resources are valuable Company assets, and we rely on you to use them appropriately. Hardware, software, e-mail, voicemail, intranet and internet access, computer files and programs are Company property. Where legally permitted, we reserve the right to monitor the use of these resources.

Protect our systems from viruses and downtime. Never install unauthorized software, applications, hardware or storage devices on your Company issued computer, and do not access our network through unauthorized applications or devices.

Do not access, store, send, post or publish material that is inappropriate, discriminatory, sexually explicit, offensive or threatening.
3.4 Protect our intellectual property

Our intellectual property gives us a competitive advantage. Preventing the unauthorized use of our intellectual property protects our brand and our reputation.

What are examples of intellectual property?

• Patents
• Designs
• Know-how
• Copyright
• Domain names
• Trademarks
• Logos

To the extent permitted by law, all intellectual property created, designed or made during the course of any Newell Brands employee’s work belongs to our Company. You must use this intellectual property in accordance with our Company’s ownership rights.

Any suspected misuse of our intellectual property should be reported to the Legal Department or the Ethics Hotline.
3.5 Safeguard confidential information

Information about our Company, such as research and strategies, makes us who we are and drives our competitive advantage in the marketplace. We count on you to preserve and protect our confidential information.

What is confidential information?

- Verbal, written or electronic information that is not generally known to the public, but you are exposed to as part of your job.
- Examples include: research and development plans, trade secrets, strategic plans, intellectual property, product designs, technical information, marketing plans, employee lists, and customer lists.
- Some information may be confidential and later become public (e.g., financial results). Such information should be treated confidentially until authorized Company representatives have disclosed the information publicly.

Protect our Company’s confidential information

You must protect our Company’s confidential information so that it is not used for improper purposes by our competitors or other third parties. Your obligation to protect Newell Brands’ confidential information continues even if you leave our Company.

Safeguarding our Company’s confidential information does not prevent you from providing information to government authorities regarding possible legal violations, participating in investigations, testifying in proceedings regarding Newell Brands’ past or future conduct, engaging in any future activities protected under the whistleblower statutes administered by any government agency or receiving and retaining a monetary award from a government-administered whistleblower award program for providing information directly to a government agency.

How can I protect confidential information?

- Use it only as necessary to do your job.
- Share it only with (1) employees at our Company who need to know it to do their jobs, and (2) third parties who have signed nondisclosure agreements (e.g., suppliers) or who are subject to professional duties of confidentiality (e.g., attorneys).
- Only allow people with proper authorization into our facilities and contact local security if you notice unauthorized visitors.
- Safeguard confidential documents, including in your office.
- Do not discuss Company business in public places such as elevators, planes and restaurants where others can hear it.
- Do not view confidential information on your laptop in public places where others can see it.
- Refer questions from investors, the media and others to Corporate Communications or Investor Relations.
- Ensure that employees return all confidential information if they leave our Company.
3.6 Maintain and preserve records

Records we generate during the normal course of business are important Company assets. Each of us is responsible for retaining, storing and disposing of Company records appropriately.

**Appropriate preservation of records**

We need to make sure that Company records are available to meet our needs, including complying with legal, tax and other regulatory requirements. Be sure to retain all Company records as described in our record retention policy and store them in approved storage locations.

Retain documents that relate to an ongoing litigation, investigation or audit. Take care never to dispose of information that is subject to a legal hold until you are authorized in writing by the Legal Department to do so.

Records that have met preservation or legal hold requirements should be properly discarded. Questions about our record retention policy and obligations should be directed to the Legal Department.

I received a legal hold notice regarding a contract my team is working on. Some of my e-mails about the contract might be damaging for the Company so I was thinking about deleting them. What should I do?

Do not delete them. Under a legal hold, you may not alter or dispose of any associated correspondence.
3.7 Communicate about our Company responsibly

As a global company, we must provide information to the public that is consistent and accurate.

We do not speak on behalf of our Company unless authorized

Only individuals authorized by the Company may communicate the Company’s official position. Any requests for information from analysts and investors should be directed to Investor Relations:
investor.relations@newellco.com.

All other requests for information about Newell Brands, should be forwarded to Corporate Communications:
corporate.communications@newellco.com.

If you see social media content that you believe should be addressed by the Company, do not respond or address it yourself, rather send the relevant information to: social.media@newellco.com.
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<thead>
<tr>
<th>Section</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>4.0</td>
<td>We commit to our consumers and third parties</td>
</tr>
<tr>
<td>4.0.1</td>
<td>Fair and ethical dealing</td>
</tr>
<tr>
<td>4.0.2</td>
<td>Competitive information</td>
</tr>
<tr>
<td>4.0.3</td>
<td>Consumer trust</td>
</tr>
<tr>
<td>4.0.4</td>
<td>Privacy of personal data</td>
</tr>
<tr>
<td>5.0</td>
<td>We commit to integrity and the law</td>
</tr>
<tr>
<td>6.0</td>
<td>We commit to do the right thing</td>
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4.1 Engage in fair and ethical dealing

We believe that integrity and trustworthiness build long-lasting relationships. Dealing fairly and honestly with customers, suppliers and other third parties is one of our fundamental business practices.

We are committed to fair dealing

Every employee must promote positive business relationships. Never gain unfair advantage by misleading, misrepresenting or deceiving.

We do not participate in false or deceptive advertising of our products, services or our Company. Make sure that you are truthful and accurate in promotional materials, including advertising, sales, and marketing communications; and, ensure that you can substantiate any claims that you make.

Buy and sell based only on appropriate business considerations such as quality, price, service, reliability and ethical standards. When purchasing on our Company’s behalf, give all potential suppliers equal consideration and treat them fairly and honestly. Never indicate that our relationship with suppliers and other third parties will be affected by personal favors or offers of gifts or entertainment.

We launched a new product that is being sold by a major retailer. My co-worker suggested that we offer the retailer an incentive to help us meet certain quotas. What should I do?

Speak to your manager. Incentive programs may be appropriate, but must always be: (1) approved by your manager and the retailer, (2) consistent with any applicable laws and (3) consistent with our Code of Conduct.
4.2 Gather competitive information ethically

We must gather and use information about other companies legally, ethically and in a way that will not reflect badly on our Company.

You may gather and use information about our competitors that is in the public domain. However, never acquire information about other companies through improper means or enlist someone else to do so on your behalf. Spying, theft, misrepresentation, bribery, and kickbacks are not tolerated in a company like ours that values integrity, honesty and respect, and may be illegal in certain locations.

Do not hire an employee of a competitor to obtain confidential information or encourage employees of our competitors to disclose confidential information about their employer. You must not knowingly infringe upon the valid intellectual property rights of any third party, including our Company’s competitors.

If someone provides you with information about a competitor that you believe may be confidential, ask the individual if it is confidential and how it was obtained. Material provided to you that is labeled “secret,” “confidential” or “proprietary” must not be read and must be sent immediately to the Legal Department.

Is it okay to refer to documents I have from a previous employer?

It depends. If the documents contain confidential information, you cannot use or share them with Newell Brands. You are expected to honor your confidentiality obligations, including any nondisclosure agreements, with your prior employers. Refer any questions to the Legal Department.

An industry trade association asked me to participate in a benchmarking study. In participating, I might be able to learn confidential information about our competitors. What should I do?

It is okay to participate if your manager approves it in advance. Honor our Company’s commitment to fair dealing by not using the event to acquire confidential information about our competitors and complying with any confidentiality conditions associated with your involvement.
4.3 Maintain consumer trust

Our consumers rely on us to make high quality, safe products. To maintain their trust, we take steps to ensure our products consistently meet or exceed our Company’s high standards, as well as applicable safety laws, regulations and industry standards.

**We ensure that our products are of the highest quality and are safe**

You must comply with all applicable consumer laws, as well as our Company’s policies addressing the safety and quality of our products and our dealings with consumers (for example, through packaging and marketing).

We must promptly and responsibly address issues with products that do not meet our high standards. If you have questions or concerns about the quality or safety of one of our products or other dealings with consumers, report them immediately to the division lead for quality, to the division lead for consumer care and the Legal Department. Similarly, if you receive such questions or concerns from consumers, forward them immediately to the lead for quality, to the division lead for consumer care and the Legal Department.

**We hold our suppliers accountable**

An important aspect of maintaining our product safety standards is holding our suppliers accountable for the quality and safety of the products they provide to us. If you know or suspect that a supplier is not upholding a commitment to quality and safety, report it immediately to lead for quality, to the division lead for consumer care and the Legal Department.
4.4 Protect the privacy of personal data

We believe that respecting the privacy of our employees, business partners and consumers builds trust and long-lasting relationships.

We comply with data privacy and data protection laws

We may collect or come in contact with the personal data of our Company’s employees, business partners or consumers. Personally identifiable information is data that could be used to potentially identify a specific individual. Examples include: date of birth, home address, photo, passport number and social security number. When accessing or handling personally identifiable information (PII), each of us has an obligation to comply with all applicable data privacy and data protection laws.

How do we collect and handle PII?

• Only collect PII through lawful means.
• Only collect data that is relevant and use it for the sole purpose for which it was collected.
• Safeguard all PII, keeping it secure and confidential.
• Access and disclose PII only when it meets the requirements for advance notification, authorization and consent required by controlling law, as well as any other applicable data protection laws.
• Consult with the Legal Department before transferring data outside of the country in which it is collected.
5.0 We commit to integrity and the law

5.1 Books and records
5.2 Insider trading
5.3 Competition laws
5.4 No bribery
5.5 Money laundering
5.6 Trade controls
5.7 Environmental laws
5.1 Maintain accurate books and records

Honesty in our books, records and financial statements is critical to our success and to maintaining the trust of our stockholders and other stakeholders.

We are honest and accurate in all of our transactions

Timesheets, purchase orders, expense reports – we count on you to be honest and obtain all necessary authorizations in your transactions. You must be accurate, transparent, prompt and complete when recording your transactions. Only use Company funds for the purpose described in the documents supporting the payment.

We maintain the accuracy and integrity of our financial reports

• Follow all internal processes, and the laws, rules and regulations that govern financial accounting and reporting, to accurately record assets, liabilities, revenues and expenses.
• Never intentionally delay recording transactions.
• Be honest when making forecasts and make sure that our records and reports accurately reflect our financial position, as described by the supporting documentation.
• Disclosures we make to government entities, such as the U.S. Securities and Exchange Commission, and communications to the business or financial community must be full, fair, accurate, timely, and understandable.

We cooperate fully with our internal and external auditors

Be open and honest with auditors, tax authorities, and other regulators. Do not take any action to coerce, manipulate or mislead anyone auditing or reviewing our Company’s financial statements.

I informed my manager of errors in a report that we are submitting to a government agency. He told me not to worry because ‘everyone does it that way.’ Should I correct the errors?

Never knowingly allow inaccurate information to be submitted to a government agency. Speak up and report your concerns immediately through the various channels described in our Code, including to the Legal Department, Global Ethics and Compliance or the Ethics Hotline.

My co-worker asked me to punch his time card for him. What should I do?

Time cards are Company records and must be punched by the employee, not a co-worker. Advise your co-worker to speak to his manager if there is an issue, but do not punch the time card for him.
5.2 Avoid insider trading

We may have access to material non-public information about our Company, or companies with which we do business. We must never misuse this information.

What is material non-public information?

Information about a company that is not generally known to the public ("inside" information) and that a reasonable investor would consider relevant in making investment decisions. Inside information should be considered non-public until there is a formal press release or document filed with the U.S. Securities and Exchange Commission (SEC) disclosing the information. Certain information filed with the SEC may not be public, so contact the Legal Department if you are uncertain.

What is insider trading?

When someone uses inside information to gain profits or avoid losses in the stock market. Our Company takes our obligations under all Securities laws seriously. Never buy or sell stock or other securities on the basis of inside information or "tip" others so that they may do so.

What are examples of “inside” information?

• Projected future earnings or losses
• Planned mergers or acquisitions
• Sale of Company assets or subsidiaries
• Changes in dividend policy
• Changes in executive management
• Significant new product plans
• Impending bankruptcy or financial problems
• Significant lawsuits or legal settlements

I work for Newell Brands and my brother asked if he should buy our stock. Because of my position, I learned that we will announce a new acquisition which may increase the value of our stock. What should I do?

Do not share this “inside” information with your brother or provide him with a "tip" that would influence his decision to buy the stock. If you do, both of you would be breaking the law.
5.3 Comply with competition laws

We embrace a free and open marketplace where we compete vigorously and comply with competition and antitrust laws.

**Competition laws cover many types of activities**

Competition laws exist in virtually every country and we must comply with these laws. The purpose of competition laws is to protect consumers and companies by preserving free and open competition. The penalties for violating these laws may include high fines, not being able to enforce commercial agreements and even imprisonment.

**Relationships with competitors**

Our Company must act independently in making certain business decisions. You must not discuss sensitive business information with competitors including: pricing, sales terms, marketing plans, trade programs, discounts, boycotts of suppliers/customers/competitors, or proprietary information. Discussing this type of information may give the appearance of cooperating with competitors instead of being independent.

Do not discuss or enter into a formal or informal agreement or understanding with a competitor that relates to any competitive matter including refraining from competing in certain product or geographic markets.

**Terms of sale to customers and distributors**

Do not participate in agreements that restrict our buyers’ resale prices or terms and conditions of sale without legal advice. In countries where our Company has a particularly strong position, consult with the Legal Department to ensure that actions related to pricing and selling are not in violation of competition laws.

**Marketing and trade practices**

Do not discriminate in the prices, terms and services offered to similarly situated customers purchasing similar goods in like quantities on similar terms. If you are unsure whether a given position is discriminatory in nature, consult with the Legal Department.

I attended a trade association meeting and during a break one of the participants wanted to compare the pricing and rebate programs that our companies offer customers. What should I do?

If this person is attending a trade association meeting with you, he is likely employed by a competitor. Advise him that you cannot discuss this information with him. You should never discuss pricing or price-related programs with competitors.
5.4 No bribery

We are committed to conducting business ethically and with integrity. We do not tolerate any form of bribery or corruption.

We must comply with all anti-bribery and anti-corruption laws

As a global company, we must comply with the laws of multiple countries as they relate to bribery of both private individuals and public/government officials. Many of these countries’ laws, including the Foreign Corrupt Practices Act (FCPA), apply to conduct both inside and outside of the respective country.

Violations of anti-bribery laws can result in lawsuits, substantial fines and jail time for both the Company and the employee.

Know your obligations

Never accept or provide anything of value, either directly or indirectly, in order to obtain an improper advantage or to obtain or retain business. Regardless of local practice or the practices of other companies, make sure you avoid even the appearance of doing something improper to gain a business advantage. Be particularly cautious when dealing with government or public officials, officials of international organizations, political parties and employees of state-owned or state controlled enterprises. Do not give anything of value to a government official or employee without obtaining prior authorization from Global Ethics and Compliance.

Who is a “government official”?

The term “government official” should be applied broadly. It includes individuals who are employed by national, regional and local governments, as well as employees of government-owned or controlled enterprises. Examples include:

- Customs clerks
- Visa processors at an embassy
- Employees of state-owned media outlets
- Employees of state-controlled utility companies

What are examples of “anything of value”?

- Offers of employment
- Contributions to charitable organizations
- Business opportunities
- Company products
- Cash, gifts, meals and entertainment
No facilitation payments

Our Company prohibits making facilitation payments. Facilitation payments are payments made to government officials in order to expedite official, routine government services.

If you need to make a payment in order to protect your personal safety, notify Global Ethics and Compliance before making the payment or as soon as possible thereafter. Additionally, if it is safe to do so, you should contact a member of our Global Security team any time you have concerns about your personal safety.

We are accountable for our third parties

We are responsible for third parties and other agents acting on our behalf. You must not knowingly allow a third party to engage in corrupt practices, including making improper payments, on our Company’s behalf. Relevant third parties should be screened before we engage in business with them and should be monitored to ensure compliance with the law and our Code.

I need to obtain work permits for our employees to work outside of the United States. The clerk at the government agency requested Company products in exchange for providing the permits on time. What should I do?

Do not provide the products. Giving a gift to a government official in exchange for the permits would be a violation of our Code and the law. Contact Global Ethics and Compliance to report the request and determine how best to obtain the permits.

I have a shipment that must be delivered in a week, but was informed by the Customs office that it will take at least three weeks to process the paperwork. Our logistics vendor said that they can ensure delivery within a week. Can I use the vendor to handle the delivery?

Perhaps, but you must first ask the vendor questions related to the methods that they will use to have the paperwork processed more quickly. You should consult with Global Ethics and Compliance to confirm that you are asking our vendor all of the appropriate questions.
5.5 Prevent money laundering

We abide by all laws designed to deter money laundering and will only conduct business with reputable companies.

What is money laundering?
Money laundering is the process by which funds generated through criminal activity (such as terrorism, drug dealing, fraud, etc.) are moved through legitimate businesses in order to hide their criminal origin. Never knowingly facilitate money laundering and you must immediately report suspicious transactions to the Legal Department or Global Ethics and Compliance.

Do your part to prevent it
Only conduct business with people and companies after you have conducted appropriate due diligence.

Be aware of suspicious or unusual transactions and activities such as:
- Payments in cash.
- Requests to transfer funds to or from countries or entities that are not related to the transaction or customer.
- Payment terms that are inconsistent with our Company’s normal terms of business.

A customer asked me to divide a $10,000 transaction into four payments so that he would not need to complete paperwork required by the government. What should I do?
Advise the customer that you will not split the transaction because it is a violation of our Company's policy. The transaction should be processed for the total amount with all required paperwork completed and submitted to the government. If you have any questions or concerns, contact the Legal Department or Global Ethics and Compliance.
5.6 Follow applicable trade controls

Trade controls, including import and export laws regulate where and with whom we can do business. We are committed to compliance with the applicable laws, recognizing that violations can significantly impact our operations and reputation.

Before importing or exporting products, you must obtain the appropriate licenses, permits or authorizations; and, pay any required fees and duties.

As a U.S. company we are prohibited from doing business with sanctioned countries and certain individuals or entities. Most countries globally also have their own sanctioned countries and prohibited parties. We are responsible for ensuring that no person or country involved in a transaction is subject to U.S. sanctions or the sanctions of the countries in which we do business. Additionally, we are prohibited from participating in any international boycott that is not sanctioned by the U.S.

If you know or have reason to believe that a customer or business partner intends to improperly resell our products in another country, for example in a country that is subject to sanctions or to a person or entity that is targeted by sanctions measures, immediately notify the Legal Department.

If you have questions regarding our import or export obligations, contact the Legal Department or Global Ethics and Compliance.

I received a request from a distributor to enter into an agreement to sell our products in Iran. Am I allowed to engage with the distributor and pursue sales in Iran?

No, not without consulting with the Legal Department first. Although certain sanctions against Iran have been lifted, there are still a number of sanctions related to sales by U.S. companies to Iran. Additionally, there are a number of rules and requirements related to any potential sales. Please report the inquiry to the Legal Department for review and guidance.
5.7 Comply with environmental laws

We meet or exceed the requirements of all environmental laws and regulations applicable to our operations around the world.

Comply with applicable environmental laws, regulations and Company policies

Environmental laws and regulations protect people and the planet, and aid in the preservation of valuable natural resources. It is important to follow these laws and regulations in order to protect against injuries to employees, and harmful impacts on our customers and the communities in which we operate.

Violations of environmental laws may result in high fines, expensive and long-term remediation obligations, restrictions on our operations, and even imprisonment. Where local law may be less restrictive than our policies, you should follow our policies. If you are unsure about specific requirements, speak to a member of the Environmental Affairs team or contact the Ethics Hotline.

I am concerned about how we dispose of batteries and other waste that we create at our facility. What should I do?

Speak up and share your concern. We abide by applicable environmental laws and regulations and take steps to ensure that we properly dispose of items that might be harmful to the environment. Talk to your supervisor or anyone on our Environmental Affairs team.

One of our machines is leaking oil onto the building floor. We try to mop it up, but it keeps leaking. Sometimes a lot of oil runs into a floor drain nearby that leads outside the building. I was told we do not have enough money to repair the machine. What should I do?

Talk to your site manager, a member of the Environmental Affairs team, or Global Ethics and Compliance. Protecting our employees and the environment is a priority, and you can help us ensure our operations do not adversely impact the environment.
6.0 We commit to do the right thing

6.1 Do the right thing
6.2 We speak up
6.3 No retaliation
6.1 Do the right thing

Your commitment to integrity is not only about doing the right thing yourself, but speaking up when you see or suspect anything unethical or illegal.

If you are unsure about whether you are doing the right thing, ask yourself:

- Is it legal?
- Is it consistent with our values, our Code and our policies?
- Am I being honest?
- Would I feel comfortable if senior management or others in the Company knew about it?
- Would I feel comfortable if people outside of the Company, including the media, knew about it?

If your answer is “no” to any of these questions, or if you are unsure of the answer, do not proceed. Ask someone for guidance to ensure that we do the right thing.

When you do the right thing, you help to make sure that we are not only growing, but growing together and with integrity.

Recognize potential violations of our Code and speak up

Comments such as these may tip you off to a possible Code violation – if you hear such a comment, speak up:

- “We’ll just do it this once.”
- “Go ahead – take care of it when no one’s watching.”
- “No one will know the difference.”
- “Just make the numbers work.”
- “Do it now and figure it out later.”

When you share your concerns, you protect the reputation built by generations of employees before you.
6.2 We speak up

If you have a question, a concern, or suspect a possible violation of our Code, speak up and talk to someone who can assist you.

There are resources to help you
You may always ask questions or report concerns to your manager or Human Resources. Additionally, you may also contact the resources listed in the chart to the right.

What is the Ethics Hotline?
The Ethics Hotline is a confidential way (where allowed by applicable law) to ask questions or share concerns about potentially unethical conduct. The hotline is operated by an independent, third-party company and is available 24 hours a day, 7 days a week.

When you contact the Ethics Hotline:
• You may speak, or write a report, in your own language.
• Your report will be documented in detail and addressed by Global Ethics and Compliance promptly, discreetly and, to the extent possible, confidentially.

<table>
<thead>
<tr>
<th>Resource</th>
<th>Contact</th>
</tr>
</thead>
<tbody>
<tr>
<td>Global Ethics and Compliance</td>
<td><a href="mailto:ethics@newellco.com">ethics@newellco.com</a></td>
</tr>
<tr>
<td>Chief Ethics and Compliance Officer</td>
<td>Malini Sangha: <a href="mailto:malini.sangha@newellco.com">malini.sangha@newellco.com</a></td>
</tr>
<tr>
<td>Chief Legal Officer and Corporate Secretary</td>
<td>Bradford Turner: <a href="mailto:bradford.turner@newellco.com">bradford.turner@newellco.com</a></td>
</tr>
<tr>
<td>Legal Department</td>
<td><a href="mailto:legalservicesdepartment@newellco.com">legalservicesdepartment@newellco.com</a></td>
</tr>
<tr>
<td>Ethics Hotline</td>
<td>Web reporting is available <a href="#">here</a></td>
</tr>
<tr>
<td></td>
<td>Call, toll free, using the dialing chart found <a href="#">here</a>. If an access code is listed for your country, dial it first and then, when prompted, dial the toll-free number.</td>
</tr>
<tr>
<td>Audit Committee</td>
<td>You may report accounting, financial controls, or related issues by mailing a sealed envelope marked “To be Opened by the Audit Committee” to: 221 River Street, Hoboken, NJ 07030 USA</td>
</tr>
</tbody>
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What should I do if I receive a report?
You must forward the report to Global Ethics and Compliance or the Ethics Hotline. Do not take it upon yourself to investigate the report.

Obligation to report
We all have a responsibility to report actual or suspected violations of our Code of Conduct.

What happens after I make a report?
When a report is received, Global Ethics and Compliance will objectively investigate the facts related to your report. This will often require the support of managers in Human Resources, Internal Audit, Legal or Security.

You may be contacted for additional information related to your report, to ensure that we are able to conduct a complete and thorough investigation. You will be informed when the investigation is complete, and the findings may be disclosed to you.

Obligation to cooperate with investigations
You have an obligation to cooperate with all investigations, respond to all inquiries truthfully and provide all documents and information requested in connection with an investigation. Never conceal information or alter or destroy documents.
6.3 No retaliation

When you seek advice, raise a concern, report suspected misconduct or cooperate with an investigation you are complying with our Code, living our values and promoting our culture. You will not be retaliated against in any way for doing so.

We do not tolerate retaliation against anyone who raises a concern in good faith. Raising a concern in "good faith" means that you are sincere in providing honest and accurate information, even if it later turns out that you are mistaken.

Forms of retaliation include losing your job, being demoted, suspended, threatened, harassed, victimized or being discriminated against. We take claims of retaliation seriously — anyone found to have committed a retaliatory act is subject to disciplinary action, up to and including termination. If you or someone you know is the victim of retaliation, report it immediately. If you are ever concerned about your personal safety, contact Global Security.

Will I get in trouble for reporting a concern?

No. You will not be subject to discipline for reporting in good faith that you are concerned that something is wrong.

Will I get in trouble if I am involved in the misconduct that I am reporting?

There may be consequences for your actions; however, by speaking up about the conduct and cooperating with the investigation, you will be protected from any retaliatory actions.
We commit to each other

We commit to our consumers and third parties

We commit to our company

We commit to integrity and the law

We commit to do the right thing